



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer:	920 349 196
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	VARME FINCO AS
Forretningsadresse:	Brynsveien 2 1338 SANDVIKA

### Regnskapsår

Årsregnskapets periode:	01.01.2022 - 31.12.2022
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### 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:	Forenklet IFRS

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Janelle Brataas
Dato for fastsettelse av årsregnskapet:	05.05.2023

### Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert  
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

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

Brønnøysundregistrene, 02.06.2024



### Resultatregnskap

Beløp i: NOK	Note	2022	2021
<b>RESULTATREGNSKAP</b>			
<b>Kostnader</b>			
Avskrivning på varige driftsmidler og immaterielle eiendeler	12, 13, 14	41 000	40 000
Annen driftskostnad	13, 25	647 000	709 000
<b>Sum kostnader</b>		<b>688 000</b>	<b>749 000</b>
<b>Driftsresultat</b>		<b>-688 000</b>	<b>-749 000</b>
<b>Finansinntekter og finanskostnader</b>			
Inntekt på investering i datterselskap og tilknyttet selskap		68 491 000	88 207 000
Annen finansinntekt		15 694 000	10 842 000
<b>Sum finansinntekter</b>		<b>84 185 000</b>	<b>99 049 000</b>
Annen finanskostnad		113 407 000	56 154 000
<b>Sum finanskostnader</b>		<b>113 407 000</b>	<b>56 154 000</b>
<b>Netto finans</b>	4	<b>-29 222 000</b>	<b>42 895 000</b>
<b>Ordinært resultat før skattekostnad</b>		<b>-29 910 000</b>	<b>42 146 000</b>
Skattekostnad på ordinært resultat	5	-6 581 000	9 272 000
<b>Ordinært resultat etter skattekostnad</b>		<b>-23 329 000</b>	<b>32 874 000</b>
<b>Årsresultat</b>		<b>-23 329 000</b>	<b>32 874 000</b>
<b>Overføringer og disponeringer</b>			
Overføringer til/fra annen egenkapital		-23 329 000	32 874 000
<b>Sum overføringer og disponeringer</b>		<b>-23 329 000</b>	<b>32 874 000</b>



## Balanse

Beløp i: NOK	Note	2022	2021
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	14	534 000	566 000
Utsatt skattefordel	5	12 497 000	4 652 000
<b>Sum immaterielle eiendeler</b>		<b>13 031 000</b>	<b>5 218 000</b>
<b>Finansielle anleggsmidler</b>			
Investering i datterselskap	22, 23	2 599 248 000	2 599 647 000
Andre fordringer	6, 8, 10	366 500 000	367 500 000
<b>Sum finansielle anleggsmidler</b>		<b>2 965 748 000</b>	<b>2 967 147 000</b>
<b>Sum anleggsmidler</b>		<b>2 978 779 000</b>	<b>2 972 365 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Andre fordringer	6, 8, 10, 13	4 475 000	4 064 000
<b>Sum fordringer</b>		<b>4 475 000</b>	<b>4 064 000</b>
<b>Bankinnskudd, kontanter og lignende</b>			
Bankinnskudd, kontanter og lignende	6	42 771 000	88 914 000
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>42 771 000</b>	<b>88 914 000</b>
<b>Sum omløpsmidler</b>		<b>47 246 000</b>	<b>92 978 000</b>
<b>SUM EIENDELER</b>		<b>3 026 025 000</b>	<b>3 065 343 000</b>

## BALANSE - EGENKAPITAL OG GJELD

### Egenkapital



## Balanse

Beløp i: NOK	Note	2022	2021
<b>Innskutt egenkapital</b>			
Selskapskapital		90 000	90 000
Annen innskutt egenkapital		1 478 239 000	1 586 569 000
<b>Sum innskutt egenkapital</b>		<b>1 478 329 000</b>	<b>1 586 659 000</b>
<b>Sum egenkapital</b>	17	<b>1 478 329 000</b>	<b>1 586 659 000</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
Derivater	6, 7	56 807 000	30 204 000
<b>Sum avsetninger for forpliktelser</b>		<b>56 807 000</b>	<b>30 204 000</b>
<b>Annen langsiktig gjeld</b>			
Øvrig langsiktig gjeld	6, 11	1 485 870 000	1 433 003 000
<b>Sum annen langsiktig gjeld</b>		<b>1 485 870 000</b>	<b>1 433 003 000</b>
<b>Sum langsiktig gjeld</b>		<b>1 542 677 000</b>	<b>1 463 207 000</b>
<b>Kortsiktig gjeld</b>			
Leverandørgjeld	6	0	38 000
Betalbar skatt	5	1 379 000	12 763 000
Annen kortsiktig gjeld	6, 9, 10	3 640 000	2 676 000
<b>Sum kortsiktig gjeld</b>		<b>5 019 000</b>	<b>15 477 000</b>
<b>Sum gjeld</b>		<b>1 547 696 000</b>	<b>1 478 684 000</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>3 026 025 000</b>	<b>3 065 343 000</b>
<b>POSTER UTENOM BALANSEN</b>			
Garantistillelser	11	500 000	95 500 000
Pantstillelser	11	2 642 019 000	2 688 562 000



## Konsernets resultatregnskap

Beløp i: NOK	Note	2022	2021
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Salgsinntekt	2	624 143 000	438 682 000
Annen driftsinntekt	25	2 077 000	1 865 000
<b>Sum inntekter</b>		<b>626 220 000</b>	<b>440 547 000</b>
<b>Kostnader</b>			
Varekostnad		336 681 000	162 060 000
Lønnskostnad	3, 16	30 504 000	28 761 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	12, 13, 14	73 086 000	71 618 000
Annen driftskostnad	13, 25	23 429 000	19 925 000
<b>Sum kostnader</b>		<b>463 700 000</b>	<b>282 364 000</b>
<b>Driftsresultat</b>		<b>162 520 000</b>	<b>158 183 000</b>
<b>Finansinntekter og finanskostnader</b>			
Inntekt på andre investeringer		18 038 000	19 500 000
Annen renteinntekt		3 440 000	1 350 000
Annen finansinntekt		128 000	134 000
<b>Sum finansinntekter</b>	4	<b>21 606 000</b>	<b>20 984 000</b>
Verdireduksjon andre finansielle instrumenter vurdert til virkelig verdi	7	52 651 000	1 559 000
Annen rentekostnad		62 816 000	55 738 000
Annen finanskostnad		4 331 000	4 298 000
<b>Sum finanskostnader</b>	4	<b>119 798 000</b>	<b>61 595 000</b>
<b>Netto finans</b>		<b>-98 192 000</b>	<b>-40 611 000</b>
<b>Ordinært resultat før skattekostnad</b>		<b>64 328 000</b>	<b>117 572 000</b>
Skattekostnad på ordinært resultat	5	10 024 000	21 520 000
<b>Ordinært resultat etter skattekostnad</b>		<b>54 304 000</b>	<b>96 052 000</b>
<b>Årsresultat</b>		<b>54 304 000</b>	<b>96 052 000</b>



## Konsernets resultatregnskap

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2022</b>	<b>2021</b>
Minoritetsinteresser		2 357 000	13 491 000
<b>Årsresultat etter minoritetsinteresser</b>		<b>51 947 000</b>	<b>82 561 000</b>
<b>Overføringer og disponeringer</b>			
Overføringer til/fra annen egenkapital		51 947 000	82 561 000
<b>Sum overføringer og disponeringer</b>		<b>51 947 000</b>	<b>82 561 000</b>



### Konsernets balanse

Beløp i: NOK	Note	2022	2021
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	13, 14	464 262 000	481 833 000
Goodwill	14	1 611 348 000	1 611 348 000
<b>Sum immaterielle eiendeler</b>		<b>2 075 610 000</b>	<b>2 093 181 000</b>
<b>Varige driftsmidler</b>			
Tomter, bygninger og annen fast eiendom	12	969 094 000	966 096 000
<b>Sum varige driftsmidler</b>		<b>969 094 000</b>	<b>966 096 000</b>
<b>Finansielle anleggsmidler</b>			
Investeringer i aksjer og andeler	24	241 816 000	198 779 000
Andre fordringer	6,7,8,1 0	19 375 000	13 269 000
<b>Sum finansielle anleggsmidler</b>		<b>261 191 000</b>	<b>212 048 000</b>
<b>Sum anleggsmidler</b>		<b>3 305 895 000</b>	<b>3 271 325 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
Varer	15	7 382 000	4 469 000
<b>Sum varer</b>		<b>7 382 000</b>	<b>4 469 000</b>
<b>Fordringer</b>			
Kundefordringer	6, 8	162 734 000	138 789 000
Andre fordringer	6,8,10, 13	5 211 000	4 788 000
<b>Sum fordringer</b>		<b>167 945 000</b>	<b>143 577 000</b>
<b>Bankinnskudd, kontanter og lignende</b>			
Bankinnskudd, kontanter og lignende	6	173 628 000	176 665 000
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>173 628 000</b>	<b>176 665 000</b>
<b>Sum omløpsmidler</b>		<b>348 955 000</b>	<b>324 711 000</b>



### Konsernets balanse

Beløp i: NOK	Note	2022	2021
<b>SUM EIENDELER</b>		<b>3 654 850 000</b>	<b>3 596 036 000</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Selskapskapital		90 000	90 000
Annen innskutt egenkapital		1 523 259 000	1 561 151 000
<b>Sum innskutt egenkapital</b>		<b>1 523 349 000</b>	<b>1 561 241 000</b>
Minoritetsinteresser		49 606 000	47 249 000
<b>Sum egenkapital</b>	17	<b>1 572 955 000</b>	<b>1 608 490 000</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
Pensjonsforpliktelser	16	9 482 000	13 144 000
Utsatt skatt	5	127 835 000	145 802 000
Derivater	6,7	57 249 000	33 748 000
Andre finansielle forpliktelser	13	19 877 000	22 047 000
<b>Sum avsetninger for forpliktelser</b>		<b>214 443 000</b>	<b>214 741 000</b>
<b>Annen langsiktig gjeld</b>			
Øvrig langsiktig gjeld	6,11	1 624 937 000	1 433 003 000
<b>Sum annen langsiktig gjeld</b>		<b>1 624 937 000</b>	<b>1 433 003 000</b>
<b>Sum langsiktig gjeld</b>		<b>1 839 380 000</b>	<b>1 647 744 000</b>
<b>Kortsiktig gjeld</b>			
Gjeld til kredittinstitusjoner	6,11	0	140 000 000
Leverandørgjeld	6	115 268 000	38 501 000
Betalbar skatt	5	28 059 000	28 249 000
Skyldige offentlige avgifter	6	14 690 000	29 403 000
Annen kortsiktig gjeld	6,9,10, 13	84 498 000	103 649 000
<b>Sum kortsiktig gjeld</b>		<b>242 515 000</b>	<b>339 802 000</b>



## Konsernets balanse

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2022</b>	<b>2021</b>
Sum gjeld		2 081 895 000	1 987 546 000
<b>SUM EGENKAPITAL OG GJELD</b>		<b>3 654 850 000</b>	<b>3 596 036 000</b>
<b>POSTER UTENOM BALANSEN</b>			
Garantistillelser	11	500 000	95 500 000
Pantstillelser	11	342 162 000	392 795 000



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## List of Signatures Page 1/1

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Name	Method	Signed at
Maria Munina	One-Time-Password	2023-05-08 10:53 GMT+02
Poulsson, Siw Linnea	BANKID_MOBILE	2023-05-07 22:02 GMT+02
Nasby, Eric Christopher	BANKID_MOBILE	2023-05-07 21:48 GMT+02
Jeremy Roudier	One-Time-Password	2023-05-07 19:29 GMT+02
Dale, Stein	BANKID_MOBILE	2023-05-06 08:54 GMT+02



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## Varme Finco AS

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### Director's report 2022

#### Varme Finco AS - group

##### Ownership

Varme Finco AS is a wholly owned subsidiary of Varme Topco AS.

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

Oslofjord Varme AS purchased 100% of Søndre Jong Varme AS on the 1 July 2022. Søndre Jong Varme AS became a subsidiary of the Varme Finco Group immediately following the acquisition and was merged with Oslofjord Varme AS on 1 July 2022 with Oslofjord Varme AS being the transferee company.

During the year, Drammen Fjernvarme AS increased its share capital by a total of MNOK 50. The capital increase was carried out by increasing the nominal value and does not affect the rights to the shares. Varme Acquisitions, having a 50% ownership in the company had a share contribution of MNOK 25.

##### Business

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

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

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

In 2022, there was an increase in heat sales from the previous year, which is largely due to the increase in the market price of electricity from 2021 to 2022.

##### Financial performance

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

The group had a net profit of kr 54,3 mill for 2022 and the Board is satisfied with this result. In the parent company, the net loss before group contributions received was kr 91,8 mill. The company received a group contribution of kr 68,5 mill so that the net loss is kr 23,3 mill.



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The difference between net cash flows from operational activities and the operating profit consist mainly of depreciation, interest and taxes paid and an increase in net working capital. Capital expenditures for increased production capacity and distribution are financed from cash flows from operating activities in 2022 and long-term bank loans.

In 2022, negotiations were carried out with one of the group's suppliers on how the annual energy purchase price from 2022 will be determined based on an interpretation of the agreement with the supplier. The negotiations have not been concluded as of the 31<sup>st</sup> December 2022.

#### Continued operations

In accordance to the Accounting Act §3-3, we confirm that the requirement for the preparation of the financial statements being based on the going concern assumption has been met. The basis for this is the budget for 2023 and the group's long-term strategic forecast for the coming years.

#### Environment

The group has not had any accidents in 2022 which have caused serious pollution of the external environment.

District heating and cooling reduces the use of primary energy resources for our customers by utilizing waste heat and renewable energy. Reserve and peak load production of district heating in the group's concession areas around Oslo are based on certified renewable sources. In 2022, The first EPD (Environmental Product Declaration) in Norway was prepared for the district heating deliveries at Fornebu.

Pursuant to National ETS (emission trading systems) legislation, Oslofjord Varme AS is obligated to buy quotas for CO2 emissions and is awarded free allowances. In 2022, the company had total emissions of 4261 tons of CO2 from the combustion of light fuel oil. As an alternative to the payment of NOx taxes, Oslofjord Varme AS is a member of the NOx Fund and pays a deposit into the fund. The fund distributes capital to NOx reducing measures after an application process.

#### Working environment and personnel

The group has 21 employees, 17 men and 4 women (parent company: no employees). The group's personnel policy ensures that there is no gender discrimination, and therefore no other measures are taken in this area. The working environment is good. There were no work-related injuries in 2022. There has been a total of 143 days of absence (3,0%) due to sick leave.

The company has started work on due diligence assessments and will publish a statement within the statutory deadline.

#### Financial risks

The group is satisfactorily financed with equity, long-term loans and issued notes. The group has entered into interest rate swaps and cross currency swaps to secure the interest rate and exchange rate on the long-term loans and notes. The group's production volume is sensitive to changes in the outdoor temperature. All invoicing occurs monthly in arrears, so bad debts are very limited. The Group's liquidity is therefore transparent, so that the total financial risk in the group must be regarded as low. For further description, we refer to note 20 for financial risk management. The parent company has insurance coverage for Directors and Officers which limits their personal liability in their role for the company, external environment and third parties.



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## Future prospects

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

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

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

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

## Distribution of profits

The parent company had a net loss of kr 23,3 mill in 2022, which is allocated to other equity.

Bærum, 5 May 2023

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Stein Dale  
Chairman of the Board

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Siw Linnea Poulsson  
Board member

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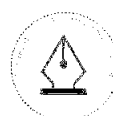
Maria Munina  
Board member

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Jérémy Roudier  
Board member

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Eric Nasby  
Board member



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## Varme Finco AS Income statement

Amounts in NOK thousands

Parent Company			Group	
2022	2021	Note	2022	2021
<b>Revenue</b>				
0	0	2	624 143	438 682
0	0	25	2 077	1 865
<b>0</b>	<b>0</b>		<b>626 220</b>	<b>440 547</b>
<b>Operating expenses</b>				
0	0		336 681	162 060
0	0	3, 16	30 504	28 761
41	40	12, 13, 14	73 086	71 618
647	709	13, 25	23 429	19 925
0	0	7	52 651	1 559
<b>688</b>	<b>749</b>		<b>516 350</b>	<b>283 923</b>
<b>-688</b>	<b>-749</b>		<b>109 869</b>	<b>156 624</b>
<b>Financial income and expenses</b>				
68 491	88 207		0	0
15 694	10 842		3 568	1 484
113 407	56 154		67 147	60 036
<b>-29 221</b>	<b>42 895</b>	4	<b>-63 579</b>	<b>-58 553</b>
0	0		18 038	19 500
<b>-29 910</b>	<b>42 146</b>		<b>64 328</b>	<b>117 572</b>
6 580	-9 272	5	-10 024	-21 520
<b>-23 329</b>	<b>32 874</b>		<b>54 304</b>	<b>96 052</b>
<b>Profit is attributable to:</b>				
			51 947	82 561
			2 357	13 491
			<b>54 304</b>	<b>96 052</b>
<b>Allocated as follows</b>				
-23 329	32 874		51 947	82 561



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## Varme Finco AS Statement of comprehensive income

Amounts in NOK thousands

	2022	2021
Profit for the period	54 304	96 052
<b>Other comprehensive income</b>		
<i>Items that may be reclassified to profit or loss</i>		
Cash flow hedges	11 025	12 341
Income tax relating to these items	-2 425	-2 715
<i>Items that will not be reclassified to profit or loss</i>		
Pension liabilities	1 479	-1 345
Income tax relating to these items	-325	296
Other comprehensive income for the period, net of tax	9 753	8 577
<b>Total comprehensive income (loss) for the period</b>	<b>64 057</b>	<b>104 629</b>
Total comprehensive income for the period is attributable to:		
Owners of Varme Finco AS	61 214	90 461
Non-controlling interests	2 844	14 168
	<b>64 057</b>	<b>104 629</b>



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## Varme Finco AS Balance Sheet

Amounts in NOK thousands

Parent Company		Note	Group	
31.12.2022	31.12.2021		31.12.2022	31.12.2021
<b>ASSETS</b>				
<b>Non-current assets</b>				
<i>Intangible and tangible assets</i>				
534	566	14	2 054 550	2 069 812
0	0	13	21 060	23 369
12 497	4 652	5	0	0
0	0	12	969 094	966 096
<u>13 031</u>	<u>5 218</u>		<u>3 044 705</u>	<u>3 059 277</u>
<i>Financial assets</i>				
2 599 248	2 599 648	22, 23	0	0
0	0	24	241 816	198 779
0	0	7	7 580	0
366 500	367 500	6, 8, 10	11 793	13 269
<u>2 965 748</u>	<u>2 967 148</u>		<u>261 190</u>	<u>212 048</u>
<u>2 978 779</u>	<u>2 972 365</u>		<u>3 305 895</u>	<u>3 271 325</u>
<b>Current assets</b>				
<i>Receivables</i>				
0	0	15	7 382	4 469
0	0	6, 8	162 734	138 789
4 475	4 064	6, 8, 10, 13	5 212	4 788
<u>4 475</u>	<u>4 064</u>		<u>175 328</u>	<u>148 045</u>
<u>42 771</u>	<u>88 914</u>	6	<u>173 628</u>	<u>176 665</u>
<u>47 246</u>	<u>92 978</u>		<u>348 956</u>	<u>324 711</u>
<u>3 026 025</u>	<u>3 065 343</u>		<u>3 654 850</u>	<u>3 596 036</u>



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## Varme Finco AS Balance Sheet

Amounts in NOK thousands

Parent Company		Note	Group	
31.12.2022	31.12.2021		31.12.2022	31.12.2021
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
<i>Paid-in capital</i>				
90	90		90	90
<u>1 478 239</u>	<u>1 586 569</u>		<u>1 523 259</u>	<u>1 561 151</u>
<u>1 478 329</u>	<u>1 586 659</u>		<u>1 523 349</u>	<u>1 561 241</u>
<i>Retained earnings</i>				
0	0		0	0
<u>0</u>	<u>0</u>		<u>0</u>	<u>0</u>
0	0		49 606	47 249
<u>1 478 329</u>	<u>1 586 659</u>	17	<u>1 572 955</u>	<u>1 608 490</u>
<b>LIABILITIES</b>				
<i>Provisions</i>				
0	0	16	9 482	13 144
0	0	13	19 877	22 047
56 807	30 204	6, 7	57 249	33 748
<u>0</u>	<u>0</u>	5	127 835	145 802
<u>56 807</u>	<u>30 204</u>		<u>214 443</u>	<u>214 741</u>
<i>Other long-term liabilities</i>				
1 485 870	1 433 003	6, 11	1 624 937	1 433 003
<u>1 485 870</u>	<u>1 433 003</u>		<u>1 624 937</u>	<u>1 433 003</u>
<i>Current liabilities</i>				
0	38	6	115 268	38 501
1 379	12 763	5	28 059	28 249
0	0	13	2 491	2 433
0	0	6, 7	0	343
0	0	6, 11	0	140 000
0	0	6	14 690	29 403
3 640	2 676	6, 9, 10	82 007	100 873
<u>5 019</u>	<u>15 477</u>		<u>242 515</u>	<u>339 801</u>
<u>1 547 696</u>	<u>1 478 685</u>		<u>2 081 895</u>	<u>1 987 546</u>
<u>3 026 025</u>	<u>3 065 343</u>		<u>3 654 850</u>	<u>3 596 036</u>

Bærum 5.5.2023

Stein Dale  
Styretsleder

Siw Linnea Poulsen  
Styremedlem

Maria Munina  
Styremedlem

Jérémy Roudier  
Styremedlem

Eric Nasby  
Styremedlem



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## Varme Finco AS

### NOTES TO THE FINANCIAL STATEMENTS FOR 2022

#### Note 1 Accounting principles

##### Accounting principles

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

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

##### Classification of balance sheet items

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

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

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

##### Shares in subsidiaries - Parent

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

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

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



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## Subsidiaries - Group

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

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

Acquisition-related costs are expensed as incurred.

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

## Associated companies - Group

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

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

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

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

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



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**Intangible assets - Group***Goodwill*

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

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

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

*Customer contracts and customer relationships*

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

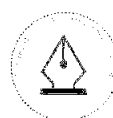
*EUA allowances held for own use*

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

**Other accounting principles – Parent and Group***Revenue recognition*

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

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



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

### **Cash and cash equivalents**

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

### **Financial assets**

#### **Classification**

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

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

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

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

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

#### **Recognition and derecognition**

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

#### **Measurement**

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

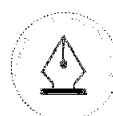
Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### **Impairment**

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

#### **Assets carried at amortised cost**

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



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

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

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

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

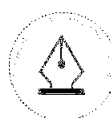
The fair values of various derivative instruments used for hedging purposes are disclosed in note 6. Movements on the hedging reserve in other comprehensive income are shown in note 7. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged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

### ***Cash flow hedge***

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

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

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



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***Derivatives that do not qualify for hedge accounting***

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

***Foreign currency translation***

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

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

***Borrowings***

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

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

***Borrowing costs***

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

***Leases***

Leases of property, plant and equipment where the group has substantially all the risks and rewards of ownership are classified as finance leases. Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. See note 13 for further description of the treatment for leases.



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## **Fixed assets**

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

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

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

## **Inventory**

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

## **Pension obligations**

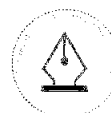
A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. The group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service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

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

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

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

For defined contribution plans, the group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The group has no further payment obligations once the contributions have been paid. The contributions are recognised as



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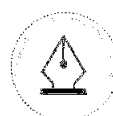


employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

## **Taxes**

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

Tax reduction on group contributions given and tax on group contribution received, booked as a reduction of cost price or taken directly to equity, are booked directly against tax in the balance sheet.



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## Note 2 Sales revenue

(Amounts in NOK thousands)

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

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

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

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

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

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

2022	Bærum	Fredrikstad	Ullensaker	Mosjøen	B2B customers
District heating	332 756	127 465	7 268	7 162	70 263
District cooling	60 401	1 891	1 964	0	14 973
<b>Total</b>	<b>393 157</b>	<b>129 356</b>	<b>9 232</b>	<b>7 162</b>	<b>85 236</b>

2021	Bærum	Fredrikstad	Ullensaker	Mosjøen	B2B customers
District heating	233 016	88 808	3 932	9 302	42 724
District cooling	48 303	1 998	1 584	0	9 014
<b>Total</b>	<b>281 319</b>	<b>90 805</b>	<b>5 517</b>	<b>9 302</b>	<b>51 738</b>

## Note 3 Employee benefit expenses

(Amounts in NOK thousands)

### Parent company

There are no employees in Varme Finco AS.

Remuneration to the Board totals KNOK 350 and is included in other operating expenses.

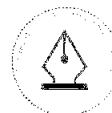
The audit fee included in other operating expenses for 2022 totals KNOK 229,1 excluding VAT and can be categorised as follows:

Statutory audit	229,1
-----------------	-------

### Group

Employee costs	2022	2021
Salaries and wages	25 703	24 040
Capitalised own work	-3 483	-3 644
Social security costs	4 354	4 118
Pension costs	2 607	3 215
Remuneration to the Board	595	596
Other remuneration	728	437
<b>Total</b>	<b>30 504</b>	<b>28 761</b>

On average, the number of employees in the accounting year has been 20,5.



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Remuneration for executives in the group	Managing Director Oslofjord Varme AS	Managing Director Fredrikstad Fjernvarme AS	Board of Directors
Salary	1 976	1 317	
Bonus	560	221	
Pension costs*	617	115	
Other remuneration	112	15	
<b>Remuneration to the Board</b>			<b>595</b>
<b>Total</b>	<b>3 266</b>	<b>1 667</b>	<b>595</b>

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

#### Audit fee

The audit fee included in other operating expenses for 2022 totals KNOK 698 excluding VAT and can be categorised as follows:

Statutory audit	628
Other assistance	70

#### Note 4. Specification of financial income and expenses

(Amounts in NOK thousands)

##### Parent company

Financial income	2022	2021
Group contribution	68 491	88 207
Interest income from group companies	15 636	10 790
Other interest income	58	52
<b>Total financial income</b>	<b>84 185</b>	<b>99 049</b>
<b>Financial expenses</b>	<b>2022</b>	<b>2021</b>
Other interest expenses	109 392	52 057
Other financial expenses	4 015	4 097
<b>Total financial expenses</b>	<b>113 407</b>	<b>56 154</b>

##### Group

Financial income	2022	2021
Interest income from customers	-1	18
Other interest income	3 441	1 332
Other financial income	128	134
<b>Total financial income</b>	<b>3 568</b>	<b>1 484</b>
<b>Financial expenses</b>	<b>2022</b>	<b>2021</b>
Other interest expenses	62 816	55 738
Other financial expenses	4 331	4 298
<b>Total financial expenses</b>	<b>67 147</b>	<b>60 036</b>



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## Note 5 Taxes

(Amounts in NOK thousands)

### Parent company

Components of the income tax expense:	31.12.2022	31.12.2021
Current tax on profits for the year	1 379	12 763
Tax on group contributions	0	0
Change in deferred taxes	-7 846	-3 406
Taxes booked directly to the balance sheet	-113	-85
<b>Total income tax expense</b>	<b>-6 580</b>	<b>9 272</b>

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

Profit (loss) before taxes	-29 910	42 146
Permanent differences *)	0	0
Change in temporary differences	35 663	15 483
Group contributions booked directly to the balance sheet	513	385
Group contribution given	0	0
Gov't crisis package - reversal of deficit against previous taxed surpluses	0	0
<b>Taxable income</b>	<b>6 266</b>	<b>58 013</b>

Net temporary differences related to derivatives and borrowings are KNOK 56 807 (2021 KNOK 21 144)

Reconciliation of the tax expense	31.12.2022	31.12.2021
Profit (loss) before taxes	-29 910	42 146
Expected income tax based on nominal tax rate	-6 580	9 272
Tax effect of the following:		
Permanent differences	0	0
<b>Income tax expenses</b>	<b>-6 580</b>	<b>9 272</b>
<b>Effective tax rate</b>	<b>22,0 %</b>	<b>22,0 %</b>

### Group

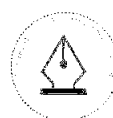
Components of the income tax expense:	31.12.2022	31.12.2021
Current tax on profits for the year	28 059	28 249
Gov't crisis package - reversal of deficit against previous taxed surpluses	0	0
Tax on group contributions	126	117
Change in deferred tax over P&L	-18 162	-6 845
<b>Total tax expense</b>	<b>10 024</b>	<b>21 520</b>

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

Profit (loss) before taxes	64 328	117 572
Permanent differences *)	-728	-254
Share of profits in associated companies, partnerships and joint ventures	-18 038	-19 500
Change in temporary differences in OCI	1 479	-1 345
Change in temporary differences	89 817	32 075
Previously unrecognised tax losses used to reduce deferred tax expense	-9 255	0
Group contributions given	-61	-146
<b>Taxable income</b>	<b>127 543</b>	<b>128 402</b>

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

	31.12.2022	31.12.2021
Deferred tax liabilities:		
Intangible assets	458 828	476 170
Borrowings	0	0
Receivables	-243	170
Construction in progress	25 974	27 597
<b>Property, plant and equipment</b>	<b>212 443</b>	<b>226 099</b>
<b>Total</b>	<b>697 002</b>	<b>730 036</b>



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Deferred tax assets:		
Property, plant and equipment	-1 856	-1 444
EUA allowances	-3 444	-3 054
Pension liabilities	-9 482	-13 144
Derivative financial instruments	-49 669	-25 030
Provisions for liabilities	-28 497	0
Leasing contracts	-22 370	-24 480
Gain (loss) on property, plant and equipment	-116	-145
<b>Total</b>	<b>-115 433</b>	<b>-67 297</b>
Tax loss carryforward	0	0
<b>Basis for deferred tax - net</b>	<b>581 569</b>	<b>662 738</b>
<b>Net deferred tax liability</b>	<b>127 945</b>	<b>145 802</b>
Deferred tax asset from Søndre Jong Varme AS	-110	-2 499
<b>Total net deferred tax liability</b>	<b>127 835</b>	<b>143 303</b>
Deferred tax %	22 %	22 %
Of which deferred tax asset (liability) in equity (OCI)	-129	2 621
Of which deferred tax asset (liability) booked directly to the balance sheet	-113	-169
<b>Deferred tax</b>	<b>127 593</b>	<b>145 755</b>
<b>Reconciliation of the tax expense</b>		<b>31.12.2022</b>
Profit (loss) before taxes		64 328
Expected income tax based on nominal tax rate		14 152
Tax effect of the following:		
Permanent differences *)		-160
Share of profits of associated companies, partnerships and joint ventures		-3 968
Limited interest liability		0
Tax expenses		10 024
<b>Effective tax rate</b>		<b>15,6 %</b>

\*) Includes: non-deductible costs and non-taxable income

## Note 6 Financial assets and financial liabilities

(Amounts in NOK thousands)

### Parent

The parent company has a total of KNOK 413 746 in financial assets of which KNOK 370 975 are classified as other financial assets at amortised cost and KNOK 42 771 are classified as cash and cash equivalent. See note 8.

The parent company has a total of KNOK 1 489 510 in financial liabilities of which KNOK 3 640 is classified as trade and other payables and KNOK 1 485 870 is classified as borrowings. See note 9.

### Group

<b>Financial assets</b>	<b>31.12.2022</b>	<b>31.12.2021</b>
Financial assets at amortised cost		
a) Trade receivables	162 734	138 789
b) Other financial assets at amortised cost	17 005	18 057
c) Cash and cash equivalents	173 628	176 665
	<b>353 367</b>	<b>333 511</b>
<b>Financial liabilities</b>	<b>31.12.2022</b>	<b>31.12.2021</b>
Liabilities at amortised cost		
d) Trade and other payables	211 965	168 777
e) Borrowings	1 624 937	1 573 003
Lease liabilities - see note 13	22 368	24 480
Derivative financial instruments		
f) Used for hedging	57 249	34 091
	<b>1 916 518</b>	<b>1 800 352</b>



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

#### a) Trade receivables

	31.12.2022	31.12.2021
<b>Current assets</b>		
Trade receivables	162 950	139 004
Loss allowance - see note 20	-215	-215
	<u>162 734</u>	<u>138 789</u>

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

Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

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

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

The group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest

	31.12.2022	31.12.2021
Financial leasing assets (amount due after 2023 is KNOK 8 548)	10 217	11 751
Other receivables	6 788	6 306
Loss allowance	0	0
	<u>17 005</u>	<u>18 057</u>

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

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

Note 19 sets out information about the impairment of financial assets and the group's exposure to credit risk.

All of the financial assets at amortised cost are denominated in Norwegian kroner and there is therefore no exposure to foreign currency risk. There is also no exposure to price risk as the investments will be held to maturity.

#### c) Cash and cash equivalents

	31.12.2022	31.12.2021
<b>Current assets</b>		
Cash at bank and in hand	173 628	176 665
Deposits at call	0	0
	<u>173 628</u>	<u>176 665</u>

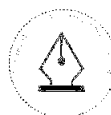
The above figures reconcile to the amount of cash shown in the statement of cash flows at the end of the financial year.

	2022
Balances as above	<u>173 628</u>
Balances as per statement of cash flow	<u>173 628</u>

The group has a total of KNOK 1 205 in restricted cash as at 31.12.2022.

#### d) Trade and other payables

	31.12.2022	31.12.2021
<b>Current liabilities</b>		
Trade payables	115 268	38 501
Payroll tax and other statutory liabilities	36 480	29 403
Other payables	82 007	100 873
	<u>233 755</u>	<u>168 777</u>



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

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

**e) Borrowings**

	31.12.2022	31.12.2021
<b>Secured</b>		
Bank loans and issued notes	1 624 937	1 433 003
Bank overdrafts and short-term loans	0	140 000
<b>Total secured borrowings</b>	<u>1 624 937</u>	<u>1 573 003</u>

The bank loans and issued notes in Varme Finco AS are secured by the shares of all the companies in the group except for investments in associated companies and joint ventures as well as the cash and cash equivalent of the group except for Fredrikstad Fjernvarme.

The bank loan in Fredrikstad Fjernvarme is secured by a first mortgage over the assets in Fredrikstad Fjernvarme AS.

The carrying amounts of financial and non-financial assets pledged as security for the bank loans are disclosed in note 12.

The Varme Finco group has complied with both the financial covenants (default ratios) and lock-up tests of its borrowing facilities during the 2022 reporting period, see note 11 for details.

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

**Note 7 Derivative financial instruments**

(Amounts in NOK thousands)

**Parent company**

The parent company has entered into three interest rate swaps and two cross currency swaps as at 31.12.2022. The interest rate swaps secure the interest rate on long-term loans and the cross currency swaps secure the exchange rate on long-term notes. The interest rate and currency rate for the loans, notes and the swaps are fixed on the same day.

In accordance with NGAAP, the value of the interest rate swaps, KNOX 7 580 as at 31.12 are not included in the balance sheet. The cross currency swaps of KNOK -56 807 are recognised in the balance sheet through the profit and loss.

The notional principle amount of the outstanding swaps as of 31.12.2022 was kr 778 mill.

For information regarding interest rates and fixing of the interest rates, see under "Group" below.

**Group**

The Group has entered into four interest rate swaps and two cross currency swaps as at 31.12.2022. The swaps secure the interest rate and currency rate on the long-term loans and notes of the Group. The interest rate and currency rate for the loans, notes and the swaps are fixed on the same day.

	31.12.2022		31.12.2021	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps	7 580	442	0	3 887
Cross currency swaps	0	56 807	0	30 204

The notional principal amounts of the outstanding swaps as of 31.12.2022 were kr 796 mill. The swaps, loan agreements and note purchase agreements have corresponding timing of interest rate fixing and interest periods. The cross currency swaps are classified as non-current liabilities as the remaining maturity of the hedged item is more than 12 months. The interest rate swaps are classified as current liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period. As of 31.12.2022, the fixed interest on the Group's swaps was 1,9975% - 5,02%. The floating interest rate was NIBOR + margin. The fair value of the swaps is the present value of the difference between the fixed and floating rates on the principal amount for the length of the agreement.

**Hedging reserves**

Opening balance 1 January 2022	-3 031
Add: new hedging contracts in 2022	0
Less: terminated contracts in 2022	343
Less: change in fair value of hedging instrument recognised in OCI for the year	10 682
Less: deferred tax	-2 425
<b>Closing balance 31 December 2022</b>	<u>5 568</u>

**Interest rate swaps**

-3 031
0
343
10 682
-2 425
<u>5 568</u>



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

Cross currency swaps	-26 602
Borrowings - see note 11	-26 048
<b>Other gains/(losses) - net</b>	<b>-52 651</b>

## Note 8 Trade and other receivables

(Amounts in NOK thousands)

### Parent company

	31.12.2022	31.12.2021
<b>Long-term receivables:</b>		
Receivables from related parties	366 500	367 500
<b>Total long-term receivables</b>	<b>366 500</b>	<b>367 500</b>

The company has a loan agreement with Oslofjord Varme AS and Mosjøen Varme Leasing AS for NOK 359,5 mill and NOK 7,0 mill respectively. The loans have a repayment date of April 25, 2023 but will be extended for 10 years.

### Other receivables:

Prepayments	471	465
Other short term receivables	0	8
Receivables from related parties	4 004	3 592
<b>Total other receivables</b>	<b>4 475</b>	<b>4 064</b>

All current receivables are due within one year from the end of the reporting period.

## Note 9 Other payables

(Amounts in NOK thousands)

### Parent company

	31.12.2022	31.12.2021
Accrued expenses	3 640	2 676
Amounts due to related parties	0	0
<b>Total</b>	<b>3 640</b>	<b>2 676</b>

## Note 10 Intercompany balances for group companies

(Amounts in NOK thousands)

### Parent company

		31.12.2022	31.12.2021
<b>Receivables</b>			
Oslofjord Varme AS	non-current	359 500	359 500
Mosjøen Varme Leasing AS	non-current	7 000	8 000
Oslofjord Varme AS	Current	0	0
Mosjøen Varme Leasing AS	Current	4 004	3 592
<b>Total group receivables</b>		<b>370 504</b>	<b>371 092</b>

### Liabilities

Varme Topco AS	Current	0	0
<b>Total group liabilities</b>		<b>0</b>	<b>0</b>

### Group

		31.12.2022	31.12.2021
<b>Liabilities</b>			
Varme Topco AS	Current	61	20 000
<b>Total group liabilities</b>		<b>61</b>	<b>20 000</b>



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## Note 11: Mortgaged debt and guarantee obligations

(Amounts in NOK thousands)

As of 31.12.2022, Varme Finco AS has entered into a Common Terms Agreement covering a Bank Facilities agreement with a consortium consisting of SEB AB, Nordea Bank ABP and DNB Bank ASA and a PP Note Purchase agreement with four PP debt providers represented by IFM investors, Vantage Infrastructure and Sunlife.

The Bank Facilities agreement is for KNOK 985 918 and as of 31.12.2022, KNOK 660 918 is drawn down. The loan matures in seven years from the date of the first drawdown, 19.12.2019. The loan is to be repaid in full on the maturity date as no installments are made during the period of the loan. The loan has a floating interest rate of NIBOR + margin.

The PP Note Purchase agreement is for an equivalent of KNOK 811 950 and four notes have been issued at a fixed rate, expiring in 10, 12 and 15 years from the date of issuance, 19.12.2019. Two of the issued notes are in NOK and two are in EUR. The notes are to be repaid in full on the maturity date. The EUR notes are recognised at the market exchange rate as at 31.12.2022.

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

### Parent company

	31.12.2022	31.12.2021
<b>Mortgaged debt:</b>		
Bank loan (net costs of loan)	656 932	630 114
Issued Guaranteed Senior Secured PP notes	828 938	802 890
<b>Total</b>	<b>1 485 870</b>	<b>1 433 003</b>
<b>Book value of assets secured for mortgaged debt:</b>		
Investments in shares	2 599 248	2 599 648
Other receivables	0	0
Cash and cash equivalents	42 771	88 914
<b>Total</b>	<b>2 642 019</b>	<b>2 688 562</b>

Varme Finco AS has issued a guarantee on behalf of Oslofjord Varme's contractual obligations. The guarantee has a limit of kr 500.000.

For maturity profile see note 20 for further details.

### Group

As of 31.12.2022, Fredrikstad Fjernvarme AS has entered into a bank loan and bank overdraft facility with Danske Bank AS. The bank loan is for KNOK 140 000 and as of 31.12.2022, KNOK 140 000 is drawn down. The loan and overdraft facility matures in three years from the date of extension, 30.8.2022. The loan is to be repaid in full on the maturity date as no installments are made during the period of the loan. The loan has a floating interest rate of NIBOR + margin. The bank overdraft facility is for KNOK 32 and as of 31.12.2022, KNOK 0 is drawn down.

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

	31.12.2022	31.12.2021
<b>Mortgaged debt:</b>		
The following amounts have been drawn on the facilities agreement (net costs of loan):		
Varme Finco AS	1 485 870	1 433 003
Fredrikstad Fjernvarme AS	139 067	140 000
<b>Total</b>	<b>1 624 937</b>	<b>1 573 003</b>
<b>Book value of assets secured for mortgaged debt:</b>		
Fixed assets	200 000	200 000
Trade receivables	30 000	30 000
Cash and cash equivalents	112 162	162 795
<b>Total</b>	<b>342 162</b>	<b>392 795</b>

### Guarantees:

Varme Finco AS has issued a guarantee on behalf of Oslofjord Varme's contractual obligations. The guarantee has a limit of kr 500.000.



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## Financial covenants:

The common terms agreement applies debt covenants at the group level with testing on a half-yearly basis. The level of the ratios for the leverage ratio changes every half year for the initial five years and then is maintained at a constant ratio. The ICR ratio is a constant ratio of 2:1. This results in the following demands on the Varme Finco group as at 31.12.2022:

Leverage ratio (Total net debt / EBITDA)	10.41:1
Interest cover ratio (EBITDA / Net Finance Charges)	2:1

Interest cover and leverage ratios will be tested both retrospectively and prospectively at each period ending. There is no indication of breach of covenants as of 31.12.2022.

In addition to the debt covenants, the common terms agreement applies financial testing for lock-up at the group level with testing on a half-yearly basis. The level of the ratios for the leverage ratio changes every half year for the initial five years and then is maintained at a constant ratio. The ICR is a constant ratio of 2.5:1 and the LLCR is a constant ratio of 1.175:1.

This results in the following demands on the Varme Finco group as at 31.12.2022:

Backward Looking Leverage ratio (Total net debt / EBITDA)	9.61:1
Forward Looking Leverage ratio (Total net debt / EBITDA)	9.39:1
Interest cover ratio (EBITDA / Net Finance Charges)	2.5:1
Loan life coverage ratio (NPV plus cash / Outstanding principle amount of Secured Debt)	1.175:1

As at 31.12.2022, there is no indication of non-compliance with the lock-up ratios.

The consequence of non-compliance for these ratios for the group is that the excess cashflow for the period (Lock-up amount) must be transferred to a lock-up account and may not be withdrawn until compliance at next testing date is restored.

The loan agreement with Danske Bank AS applies a debt covenant with Fredrikstad Fjernvarme AS. The booked value of equity shall be a minimum of 25% as per 31.12 and is to be measured by 31.5 of the following year. As of 31.12.2022, the equity ratio was 35,3%.

## Note 12. Property, plant and equipment

(Amounts in NOK thousands)

Fixed assets	Buildings and other property	Production equipment	Other equipment	Construction in progress	Total fixed assets
Cost 1.1.2022	624 444	501 297	3 673	24 549	1 153 964
Capital expenditure	9 167	535	331	51 677	61 710
Merger with Søndre Jong Varme	0	16 409	0	0	16 409
Enova grants received	0	0	0	-6 077	-6 077
Reclassifications	4 371	9 236	494	-14 100	0
Disposals	0	0	0	0	0
Cost 31.12.2022	637 981	527 477	4 499	56 049	1 226 006
Accumulated depreciation 31.12.2022	-68 682	-180 370	-3 465	0	-252 517
Accumulated write downs 31.12.2022	0	-4 394	0	0	-4 394
<b>Book value 31.12.2022</b>	<b>569 299</b>	<b>342 712</b>	<b>1 034</b>	<b>56 049</b>	<b>969 094</b>
Depreciation for the period	17 393	37 062	703	0	55 158

The company uses straight line depreciation for all fixed assets.

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

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

Capitalised cost for own work for project development is KNOK 3 483.

Capitalised borrowing costs for project development is KNOK 678.

## Note 13 Leases

(Amounts in NOK thousands)

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

The balance sheet shows the following amounts relating to leases:



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	2022	2021
<b>Right-of-use assets</b>		
Property rentals	20 415	22 460
Vehicles	645	909
	<u>21 060</u>	<u>23 369</u>
<b>Lease liabilities</b>		
Current	2 491	2 433
Non-current	19 877	22 047
	<u>22 368</u>	<u>24 480</u>

Additions to the right-of-use assets during the 2022 financial year were KNOK 349 (2021 - KNOK 884).

## (ii) Amounts recognised in the income statement

The income statement shows the following amounts relating to leases:

	2022	2021
<b>Depreciation charge of right-of-use assets</b>		
Property rentals	-2 175	-2 157
Vehicles	-483	-448
	<u>-2 658</u>	<u>-2 605</u>
Interest expense (included in finance cost)	-700	-764
Gains (-) and losses due to terminations, purchases, impairments and other changes	0	66
Expense relating to short-term leases (included in other operating expenses)	0	0
Expense relating to leases of low-value assets that are not shown above as short-term leases	-4	-4

The total cash outflow for leases in 2022 was KNOK 3 161 (2021 - KNOK 3 121).

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

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

Contracts may contain both lease and non-lease components. The group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

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

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

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

To determine the incremental borrowing rate, the group:

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

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

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

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and



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• restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

If the group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the group.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

(iv) Variable lease payments

The group does not have any variable lease payments.

(v) Extension and termination options

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

## Note 14 - Intangible assets

(Amounts in NOK thousands)

Non-current assets	Other rights	Customer contracts	Customer relationships	Goodwill	Total
Cost 1.1.2022	6 424	44 720	463 200	1 611 348	2 125 692
Capital expenditures	8	0	0	0	8
Disposals	0	0	0	0	0
Cost 31.12.2022	6 432	44 720	463 200	1 611 348	2 125 700
Accumulated depreciation 31.12.2022	-998	-8 529	-61 623	0	-71 150
<b>Book value 31.12.2022</b>	<b>5 434</b>	<b>36 191</b>	<b>401 577</b>	<b>1 611 348</b>	<b>2 054 550</b>

	Other rights	Customer contracts	Customer relationships	Goodwill	Total
Depreciation for the period	237	1828	13205	0	15 270

The group uses straight line depreciation for all intangible assets.

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

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

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

### Budget and forecast assumptions

The impairment tests performed for 2022 are based on the 2023 budget, management's long-term forecasts (2-15 years) and a long term plan based on yearly forecasts using growth assumptions before the terminal value is established in 2045. Future cash flows are calculated over a 23 year period before the terminal value is calculated due to the longevity of the assets that the goodwill represents; concessions, new customers and contracts. A perpetual growth rate of 2% is assumed, which is consistent with industry reports. The cash flows are based on a number of assumptions. Due to the district heating price cap model, electricity prices play a significant role in the profitability of the business and the impairment tests utilise the forward price for electricity from a 3rd party consultant. Normal production is assumed for the business based on ten years' historic volume data, adjusted for weather/building normalisation, planned customer connections in the short term and long term growth assumptions. The current price cap model for district heating is expected to continue until the terminal year.

### Discount rate

The discount rate is based on a weighted average of required rates of return for the Group's equity and debt (WACC). The required rate of return on the Group's equity is estimated by using the capital asset pricing model (CAPM). The required rate of return on debt is estimated on the basis of a



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long-term risk-free interest rate to which is added a credit margin.

#### Sensitivity

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

#### EUA Allowances

Oslofjord Varme is a participant in the CO2 quota scheme and is allocated EUA allowances free of charge from the Norwegian Environment Agency. As of 31.12.2022, the number of EUA allowances allocated to Oslofjord Varme is more than their measured emissions. The company uses a zero cost principle for allowances that are allocated free of charge and therefore, the value of KNOK 13 021 is not recorded at 31.12.

#### Note 15 Inventories

(Amounts in NOK thousands)

	2022	2021
<b>Current assets</b>		
Raw materials	7 382	4 469
<b>Book value 31.12</b>	<b>7 382</b>	<b>4 469</b>

#### (i) Assigning costs to inventories

The costs of inventory are determined using FIFO method.

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

Inventories recognised as an expense during the year ended 31 December 2022 amounted to KNOK 30 308. These were included in energy costs KNOK 30 246 and other expenses KNOK 63.

There were no write-downs of inventories during 2022.

#### Note 16 Pensions

(Amounts in NOK thousands)

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

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

<b>Net pension expenses</b>	<b>2022</b>	<b>2021</b>
Current service cost	2 593	3 304
Net interest costs	176	175
Impact of plan amendments on DBO	0	0
<b>Total net pension expenses including social security fees</b>	<b>2 769</b>	<b>3 479</b>
Interest costs reclassified as financial expenses	176	175
<b>Total net pension costs for defined benefit plan</b>	<b>2 593</b>	<b>3 304</b>
Defined contribution pension plan	717	693
<b>Total included in employee benefit expenses</b>	<b>3 310</b>	<b>3 997</b>

<b>Defined contribution plans:</b>	<b>31.12.2022</b>	<b>31.12.2021</b>
Number of participants	9	9
Contribution rate	6-18,1%	6-18,1%

<b>Defined benefit plans:</b>	<b>31.12.2022</b>	<b>31.12.2021</b>
Actives	11	11
Pensioners	7	6

<b>Financial assumptions:</b>	<b>31.12.2022</b>	<b>31.12.2021</b>
Discount rate	1,90 %	1,70 %
Estimated salary increase	2,75 %	2,25 %
Estimated pension increase	1,75 %	1,25 %
Estimated social security base figure adjustment	2,50 %	2,00 %

<b>Actuarial assumptions:</b>		
Mortality table	K2013BE	K2013BE



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Disability table	KU	KU
Expected turnover	2,3 %	2,3 %

<b>Net Defined Benefit Obligation:</b>	<b>31.12.2022</b>	<b>31.12.2021</b>
Present value of funded obligations	69 495	65 890
Fair value of plan assets	62 537	56 289
Deficit (-) / surplus (+)	-6 958	-9 601
Present value of unfunded obligations	-2 525	-3 543
<b>Net asset (liabilities) in the balance sheet</b>	<b>-9 482</b>	<b>-13 144</b>

<b>Reconciliation of net amount recognised in the Balance sheet:</b>	<b>31.12.2022</b>	<b>31.12.2021</b>
Net assets (liabilities) recognised in the Balance sheet 1.1	-13 144	-13 613
Net periodic pension cost	-2 355	-3 073
Employer contributions	4 537	4 888
Remeasurements (loss) gain	1 479	-1 345
<b>Net assets (liabilities) recognised in the Balance sheet 31.12</b>	<b>-9 482</b>	<b>-13 144</b>

The defined benefit obligation in Fredrikstad Fjernvarme is not recognised on the balance sheet.

<b>Financial assumptions:</b>	<b>31.12.2022</b>	<b>31.12.2021</b>
Discount rate	3,00 %	1,90 %
Estimated salary increase	3,50 %	2,75 %
Estimated pension increase	2,60 %	1,75 %
Estimated social security base figure adjustment	3,25 %	2,50 %

<b>Actuarial assumptions:</b>		
Expected return on funds	2,30 %	2,30 %
Mortality table	K2013BE	K2013BE
Disability table	KU	KU
Expected turnover	2,3 %	2,3 %

## Note 17 Shareholders' Equity

(Amounts in NOK thousands)

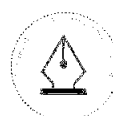
### Parent company

	Share Capital	Other paid-in equity	Total
Equity as at 1.1.2022	90	1 586 569	1 586 659
Group contributions after tax		-85 000	-85 000
Profit for the year		-23 329	-23 329
<b>Equity as at 31.12.2022</b>	<b>90</b>	<b>1 478 239</b>	<b>1 478 329</b>

The share capital consists of 300 shares with a nominal value of kr 300,- each. Varne Finco AS is a wholly owned subsidiary of Varne Topco AS.

### Group

	Share Capital	Other paid-in equity	Other equity	Total
Equity as at 1.1.2022	90	1 561 151	0	1 561 241
Defined pension benefit liabilities, net of tax (IAS19R)		1 466		1 466
Derivative financial instruments, net of tax		8 599		8 599
Purchase Søndre Jong Varne AS		143		143
Group contributions after tax		-100 047		-100 047
Net profit for the year		51 947		51 947
<b>Equity as at 31.12.2022</b>	<b>90</b>	<b>1 523 259</b>	<b>0</b>	<b>1 523 349</b>
Non-controlling interest from acquisition of subsidiary			49 606	49 606
<b>Balance as at 31.12.2022</b>	<b>90</b>	<b>1 523 259</b>	<b>49 606</b>	<b>1 572 955</b>



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## Note 18 Cash Flow Information

(Amounts in NOK thousands)

### Parent

	2022	2021
<b>Cash generated from operations:</b>		
Profit before income tax	-29 910	42 146
Adjustments for:		
Depreciation and amortisation expenses	41	40
Group contributions classified as financing cash flows	-68 491	-88 207
Fair value adjustment to derivatives	52 651	1 559
Finance costs - net	45 062	43 753
<b>Cash generated from operations</b>	<b>-647</b>	<b>-709</b>

### Group

	2022	2021
<b>Cash generated from operations:</b>		
Profit before income tax	64 328	117 572
Adjustments for:		
Depreciation and amortisation expenses	73 086	71 618
Write down of assets	87	0
Share of profits of associates and joint ventures	-18 038	-19 500
Principle elements of leasing liabilities classified as financing cash flows	2 461	2 357
Fair value adjustment to derivatives	52 651	1 559
Finance costs - net	63 579	58 553
<b>Cash generated from operations</b>	<b>238 153</b>	<b>232 158</b>

Investment invoices in accounts payable have been classified as unpaid investments.

## Note 19 Critical estimates and judgments

### Critical accounting estimates and judgments

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

### Critical accounting estimates and assumptions

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

### Estimated impairment of goodwill

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

### Fair value of derivatives and other financial instruments

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

### Estimations in relation to lease accounting

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

### Pension benefits

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



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

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

##### **Useful life of intangible assets**

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

#### **Note 20: Financial risk management**

##### **Financial risk factors**

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

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

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

##### **Market risk**

###### **Currency risk**

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

###### **Price risk**

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

###### **Interest risk on cash flows**

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

The group only has floating interest loans in NOK, whereof 36 % is secured through swaps. Such interest rate swaps have converted the floating rate loans to economic fixed rate loans. The group raises long-term loans at floating rates and swaps them into fixed rates that are lower than what the group would have achieved by raising a fixed-rate loan directly. With these interest rate swaps, the group agrees with other parties to exchange the difference between fixed contract rates and floating interest rates estimated in accordance with the agreed principal. This is performed in accordance with agreed upon intervals.

The group only has fixed interest notes in NOK and EUR, of which the EUR notes are hedged with cross currency swaps. Together with the loans, the total amount of interest which is converted to fixed is 73% for the group.

##### **Credit Risk**

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



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

	Trade receivables	
	2022	2021
Opening loss allowance at 1 January	215	215
Receivables written off during the year as uncollectible	0	0
Closing loss allowance at 31 December	215	215

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

#### Liquidity risk

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

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

(MNOK)

31.12.2022	< 3 mnd	3 md – 1 yr	1-2 yr	2-5 yr	Over 5 yr
Borrowings	0,0	0,0	0,0	796,9	828,9
Net settled derivatives	0,1	0,2	-7,5	0,0	56,8
Trade and other payables	162,2	8,9	2,2	6,5	32,3
Financial guarantee contracts	0	0	0	0	0

#### Note 21 Capital management

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

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

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

The group's 4 interest rate swaps and 2 cross currency swaps are recorded at fair value. The swaps are entered in order to secure the group's cash flow in connection with future interest payments, the agreements are accounted for in accordance with this. The value of these agreements is calculated by the groups' bank based on future cash flow estimates and an observable curve for return on investment. Changes in fair value are recognised in comprehensive income, net after tax. See note 7.

#### Note 22 Business combination

(Amounts in NOK thousands)

On 1 July 2022 Oslofjord Varmer AS acquired 100% of Søndre Jong Varmer AS. The acquisition increases the district heating operations within the Sandvika concession area.

Søndre Jong Varmer AS became a subsidiary of the Varmer Finco group immediately following the acquisition and was merged with Oslofjord Varmer AS on 1 July 2022.



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Details of the purchase consideration, the net assets acquired and goodwill are as follows:

Purchase consideration (refer to (b) below) **6 819**

The assets and liabilities recognised as a result of the acquisition are as follows:

Property, plant and equipment	2 525
Trade and other receivables	1 085
Cash	1 420
Deferred tax liability	2 149
Other short-term liabilities	-360
<b>Net identifiable assets acquired</b>	<b>6 819</b>
Goodwill	-
<b>Net assets acquired</b>	<b>6 819</b>

(b) Purchase consideration - cash outflow

Outflow of cash to acquire subsidiary, net of cash acquired	
Cash consideration	6 819
Less: Balances acquired	
- Cash	1 420
<b>Net outflow of Cash - investing activities</b>	<b>5 399</b>

At the time of approval of the financial statements, the assumptions and basis allocation of over value is preliminary. The final evaluation will be assessed and adjusted in accordance with IFRS 3.

All costs associated with the acquisition have been expensed.

## Note 23 Investments in subsidiaries

(Amounts in NOK thousands)

### Parent company

Company	Number of shares	Ownership	Cost price	Book value
Varme Acquisitions AS	6 469 149	100 %	2 599 248	2 599 248
Subsidiaries owned through Varme Acquisitions AS:				
Oslofjord Varme AS	100	100 %	2 383 948	2 383 948
Fredrikstad Fjernvarme AS	967 937	57 %	77 259	77 259
Mosjøen Varme Leasing AS	30 000	100 %	8 600	8 600
<b>Total</b>			<b>2 469 807</b>	<b>2 469 807</b>

Investments in subsidiaries are booked according to the cost method.

Financial information:	Net profit (loss) for 2022	Equity 31.12.2022	Location
Varme Acquisitions AS	0	2 658 172	Bærum
Oslofjord Varme AS	125 576	246 610	Bærum
Fredrikstad Fjernvarme AS	5 474	119 487	Fredrikstad
Mosjøen Varme Leasing AS	2 731	18 858	Bærum

## Note 24 Investments in associated companies and joint ventures

(Amounts in NOK thousands)

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

In 2022, Drammen Fjernvarme AS increased its share capital by a total of MNOK 50. The capital increase was carried out by increasing the nominal value and does not affect the rights to the shares. Varme Acquisitions, having a 50% ownership in the company had a share contribution of MNOK 25.



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Company	Book value 01.01.2022	Share of profits 2022	Share capital increase	Book value 31.12.2022
Drammen Fjernvarme AS	198 779	18 038	25 000	241 816
<b>Financial information:</b>	<b>Net profit (loss) for 2022</b>	<b>Equity 31.12.2022</b>	<b>Ownership</b>	<b>Location</b>
Drammen Fjernvarme AS	36 075	221 415	50 %	Drammen

## Note 25 Related party transactions

(Amounts in NOK thousands)

### Parent company

The following transactions occurred with related parties:

Sales and purchases of goods and services	2022	2021
- Purchase of services from Oslofjord Varme AS	19	18
<b>Total</b>	<b>19</b>	<b>18</b>

### Group

The following transactions occurred with related parties:

Sales and purchases of goods and services	2022	2021
- Sales of services to Varme Topco AS	6	6
<b>Total</b>	<b>6</b>	<b>6</b>

## Note 26 IFRS 7.24 (H) and IFRS 9.6.8 Interest Rate Benchmark Reform

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

The group has only fair value hedging with fixed interest rates.

Of the four interest rate swaps in the group, three are hedged using the 6 month NIBOR rate while the other one is hedged using the 3 month NIBOR rate. The nominal amount of the IR swaps are KNOK 287 418 and expire in 2024. The nominal amount of the loan and notes portfolio is KNOK 1 612 368.

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

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

## Note 27 Information about energy costs

In 2022, negotiations with one of the group's suppliers on how the annual energy purchase price from 2022 will be determined based on an interpretation of the agreement with the supplier were carried out. The negotiations have not been concluded as of the 31st of December 2022.



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To the General Meeting of Varme Finco AS

## Independent Auditor's Report

### Opinion

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

- the financial statements of the parent company Varme Finco AS (the Company), which comprise the balance sheet as at 31 December 2022, the income statement, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of Varme Finco AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2022, the income statement, statement of comprehensive income and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance for the year then ended in accordance with Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2022, 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 and the Group as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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T: 02316, org. no.: 987 009 713 MVA, [www.pwc.no](http://www.pwc.no)  
Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



## Other Information

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

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

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

## Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements of the Company use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations. The consolidated financial statements of the Group use the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

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



an audit conducted in accordance with 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>

Drammen, 5 May 2023  
**PricewaterhouseCoopers AS**

Paal Ødegård  
State Authorised Public Accountant  
(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

**Signers:**

<b>Name</b>	<b>Method</b>	<b>Date</b>
Ødegård, Paal	BANKID	2023-05-08 17:23

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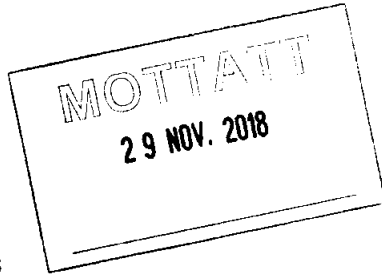
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of the document.



VARME FINCO AS  
Brynsveien 2  
1338 SANDVIKA



Vår dato  
26.11.2018

Din dato  
01.10.2018

Saksbehandler  
Henning Stokke

800 80 000  
Skatteetaten.no

Din referanse  
Janelle Brataas

Telefon  
800 80 000

Org.nr  
996250318

Vår referanse  
2018/1148236

Postadresse  
Postboks 9200 Grønland  
0134 Oslo

## Tillatelse til å utarbeide årsberetning og årsregnskap på engelsk språk for Varme FinCo AS, org.nr. 920 349 196

Vi viser til deres brev av 1. oktober 2018 hvor dere søker om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Varme FinCo AS, org.nr. 920 349 196.

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering Varme FinCo AS, org.nr. 920 349 196, dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd.

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

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

### Bakgrunn

Fra søknaden gjengis:

*Varme FinCo AS ble etablert i 2018 som et Holding selskap og er 100% eiet av Varme TopCo AS. Varme TopCo AS er et Holding selskap eiet av Core Infrastructure II Sår (42,5%), Infranode I AB (42,5%) og Kommunal Landspensjonskasse gjensidige forsikringselskap AS (15%). Eierkretsen er begrenset. Varme TopCo AS er 85% eid av utenlandske investorer, hvorav 42,5% ikke forstår norsk. Sammensetning av styret i Varme TopCo AS er tilsvarende eierandel. Varme FinCo AS har det samme styre som i Varme TopCo AS.*

*Eierne har pålagt selskapet å utarbeide årsregnskap, årsrapport og konsernregnskap på engelsk. En norsk oversettelse vil kun ha til formål å oppfylle regnskapslovens språkkrav. Varme FinCo AS har inngått en låneavtale med 4 banker, hvorav 2 er utenlandske långivere vedrørende finansiering av Varme FinCo AS og de underliggende selskapene. Långiverne stiller krav om at selskapet utarbeider årsregnskap, årsrapport og konsernregnskap på engelsk.*

*Selskapet er et Holding selskap uten omsetning og har derfor ingen kunder eller ansatte, noe som gjør at brukere av regnskapsdokumentasjonen utover långivere og eierne er begrenset.*

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



2023-03-14

#### Skattedirektoratets vurdering

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

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

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

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

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

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at selskapet er et holdingselskap som er heleid av et aksjeselskap, og inngår i et internasjonalt konsern. Eierkretsen er begrenset. Videre er det lagt vekt på at holdingselskaper uten kunder, ansatte eller omsetning har et begrenset antall regnskapsbrukere.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Jeanette Munkvold Skovholt  
seniorrådgiver  
Rettsavdelingen, foretaksskatt  
Skattedirektoratet

Henning Stokke

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