Brønnøysundregistrene

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	818 111 762
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	SRH BRIDGECO AS
Forretningsadresse:	c/o FSN Capital Partners AS Dronning Mauds gate 11 0250 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2022 - 31.12.2022

Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Jurgita V. Rafat
Dato for fastsettelse av årsregnskapet:	30.06.2023

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, 04.08.2024

Resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Annen driftsinntekt		0	0
Sum inntekter		**0**	**0**
Kostnader			
Other operating costs	3	426 000	1 670 000
Sum kostnader		**426 000**	**1 670 000**
Driftsresultat		**-426 000**	**-1 670 000**
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern	6,8	25 000	18 000
Financial income	6	9 350 000	2 503 000
Sum finansinntekter		**9 375 000**	**2 521 000**
Financial expenses	6	1 000	3 000
Net exchange rate gain/(loss)	6	18 000	46 000
Sum finanskostnader		**19 000**	**49 000**
Netto finans		**9 356 000**	**2 472 000**
Ordinært resultat før skattekostnad		**8 930 000**	**802 000**
Tax	7	0	0
Ordinært resultat etter skattekostnad		**8 930 000**	**802 000**
Årsresultat		**8 930 000**	**802 000**
Other comprehensive income for the year, net of tax		0	0
Totalresultat		**8 930 000**	**802 000**

Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	7	0	0
Sum immaterielle eiendeler		**0**	**0**
Finansielle anleggsmidler			
Investering i datterselskap	5	334 208 000	334 208 000
Lån til foretak i samme konsern	8	818 000	600 000
Other in vestments	12	6 185 000	7 126 000
Sum finansielle anleggsmidler		**341 211 000**	**341 934 000**
Sum anleggsmidler		**341 211 000**	**341 934 000**
Omløpsmidler			
Varer			
Fordringer			
Konsernfordringer	8	25 000	18 000
Sum fordringer		**25 000**	**18 000**
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	9	12 134 000	35 588 000
Sum bankinnskudd, kontanter og lignende		**12 134 000**	**35 588 000**
Sum omløpsmidler		**12 159 000**	**35 606 000**
SUM EIENDELER		**353 370 000**	**377 540 000**
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital		8 207 000	8 207 000
Overkurs		356 060 000	356 060 000

Balanse

Beløp i: NOK	Note	2022	2021
Sum innskutt egenkapital		**364 267 000**	**364 267 000**
Opptjent egenkapital			
Other equity		-10 897 000	-19 828 000
Sum opptjent egenkapital		**-10 897 000**	**-19 828 000**
Sum egenkapital		**353 370 000**	**344 439 000**
Sum langsiktig gjeld		**0**	**0**
Kortsiktig gjeld			
Other current liabilities	11	0	33 101 000
Sum kortsiktig gjeld		**0**	**33 101 000**
Sum gjeld		**0**	**33 101 000**
SUM EGENKAPITAL OG GJELD		**353 370 000**	**377 540 000**

Konsernets resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Revenue		8 349 895 000	7 663 410 000
Annen driftsinntekt		44 020 000	64 282 000
Sum inntekter	6,7	**8 393 915 000**	**7 727 692 000**
Kostnader			
Cost of goods sold	8	4 606 457 000	4 259 772 000
Personnel costs	10,11	1 895 693 000	1 734 948 000
Depreciation and impairment property, plant and equipment	14	162 409 000	162 620 000
Depreciation and impairment right of use assets	15	134 931 000	139 474 000
Amortisation and impairment	16	69 631 000	62 206 000
Other operating costs	9	1 150 232 000	990 656 000
Sum kostnader		**8 019 353 000**	**7 349 676 000**
Driftsresultat		**374 562 000**	**378 016 000**
Finansinntekter og finanskostnader			
Share of profit/(loss) of associated companies	5,12	442 000	123 000
Financial income	12	43 680 000	24 090 000
Sum finansinntekter		**44 122 000**	**24 213 000**
Financial expenses	12	391 786 000	355 003 000
Net exchange rate gain/(loss)	12	122 397 000	48 498 000
Sum finanskostnader		**514 183 000**	**403 501 000**
Netto finans		**-470 061 000**	**-379 288 000**
Ordinært resultat før skattekostnad		**-95 499 000**	**-1 272 000**
Tax	13	17 826 000	24 233 000
Ordinært resultat etter skattekostnad		**-113 325 000**	**-25 505 000**
Årsresultat		**-113 325 000**	**-25 505 000**
Minoritetsinteresser		-46 619 000	-8 811 000
Årsresultat etter minoritetsinteresser		**-66 706 000**	**-16 694 000**

Konsernets resultatregnskap

Beløp i: NOK	Note	2022	2021
Exchange differences on translation of foreign operations		87 103 000	-6 596 000
Exchange differences on loans treated as net investments		45 982 000	-292 000
Exchange differences on hedge instruments of net investments in foreign operations		-38 563 000	-13 358 000
Remeasurement of hyperinflation, net of tax		4 864 000	0
Hedge accounting		109 077 000	0
Remeasurement of net defined benefit liability		13 589 000	663 000
Non-controlling interests		-87 632 000	7 937 000
Sum resultatkomponenter for IFRS-foretak		134 420 000	-11 646 000
Totalresultat		**67 714 000**	**-28 340 000**

Konsernets balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Development	16	105 815 000	89 186 000
Licenses, product rights etc.	16	26 418 000	21 804 000
Utsatt skattefordel	13	89 481 000	61 540 000
Goodwill	16	675 957 000	651 839 000
Customer relationships	16	149 718 000	177 521 000
Other intangible assets	16	18 770 000	15 909 000
Sum immaterielle eiendeler		**1 066 159 000**	**1 017 799 000**
Varige driftsmidler			
Land	14	55 944 000	54 799 000
Buildings	14	403 863 000	406 795 000
Machines and equipment	14	513 793 000	460 409 000
Construction in progress	14	436 000	416 000
Rental equipment, furniture and vehicles	14	169 350 000	153 182 000
Right-of-use assets	15	385 806 000	436 934 000
Sum varige driftsmidler		**1 529 192 000**	**1 512 535 000**
Finansielle anleggsmidler			
Investeringer i tilknyttet selskap	5	1 863 000	1 367 000
Other investments	20	685 000	777 000
Non-current receivables	20	32 797 000	24 790 000
Financial derivatives	20,30	219 347 000	0
Sum finansielle anleggsmidler		**254 692 000**	**26 934 000**
Sum anleggsmidler		**2 850 043 000**	**2 557 268 000**
Omløpsmidler			
Varer			
Inventories	8	1 264 610 000	1 263 401 000
Sum varer		**1 264 610 000**	**1 263 401 000**
Fordringer			
Trade receivables	19	1 138 664 000	991 772 000

Konsernets balanse

Beløp i: NOK	Note	2022	2021
Other receivables	7,21	352 716 000	453 282 000
Sum fordringer		**1 491 380 000**	**1 445 054 000**
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	22	685 510 000	735 307 000
Sum bankinnskudd, kontanter og lignende		**685 510 000**	**735 307 000**
Sum omløpsmidler		**3 441 500 000**	**3 443 762 000**
SUM EIENDELER		**6 291 543 000**	**6 001 030 000**
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	26	8 207 000	8 207 000
Overkurs	26	356 060 000	356 060 000
Sum innskutt egenkapital		**364 267 000**	**364 267 000**
Opptjent egenkapital			
Hedge reserve		66 734 000	0
Currency translation reserve		133 474 000	53 486 000
Other equity		-330 819 000	-251 810 000
Minoritetsinteresser	26	201 094 000	163 746 000
Sum opptjent egenkapital		**70 483 000**	**-34 578 000**
Sum egenkapital		**434 750 000**	**329 689 000**
Gjeld			
Langsiktig gjeld			
Pensjonsforpliktelser	11	38 358 000	54 566 000
Utsatt skatt	13	38 635 000	31 550 000
Other provisions	17	15 001 000	16 594 000
Financial derivatives	20,30	79 609 000	
Sum avsetninger for forpliktelser		**171 603 000**	**102 710 000**
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	19,20,	2 660 071 000	2 710 007 000

Konsernets balanse

Beløp i: NOK	Note	2022	2021
	23,27		
Other non-current liabilities	18,19, 20,23, 27	1 333 168 000	1 296 371 000
Sum annen langsiktig gjeld		**3 993 239 000**	**4 006 378 000**
Sum langsiktig gjeld		**4 164 842 000**	**4 109 088 000**
Kortsiktig gjeld			
Liabilities to credit institutions	23	128 838 000	27 387 000
Leverandørgjeld	20	669 256 000	716 307 000
Current tax liabilities	13	28 728 000	12 568 000
Public duties (VAT, social benefits etc.)		201 140 000	189 782 000
Other current liabilities	7,18,25	544 858 000	492 270 000
Other provisions	17	8 386 000	1 695 000
Current portion of non-current liabilities	23	110 745 000	122 244 000
Sum kortsiktig gjeld		**1 691 951 000**	**1 562 253 000**
Sum gjeld		**5 856 793 000**	**5 671 341 000**
SUM EGENKAPITAL OG GJELD		**6 291 543 000**	**6 001 030 000**

EY
Building a better working world

Statsautoriserte revisorer
Ernst & Young AS

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Tlf: +47 24 00 24 00

www.ey.no
Medlemmer av Den norske Revisorforening

INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of SRH BridgeCo AS

Opinion

We have audited the financial statements of SRH BridgeCo AS (the Company) which comprise the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group). The financial statements of the Company comprise the statement of financial position as at 31 December 2022 and the statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended and notes to the financial statements, including a summary of significant accounting policies. The consolidated financial statements of the Group comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement 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 legal 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 and 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,
- 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 cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company and the Group in accordance with the requirements of the 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.

Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors) is responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the board of directors' report contains the information required by legal requirements and whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information or that the information required by legal requirements is not included, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report is consistent with the financial statements and contains the information required by applicable legal requirements.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Oslo, 30 June 2023
ERNST & YOUNG AS

The auditor's report is signed electronically

Tore Sørlie
State Authorised Public Accountant (Norway)

PENNEO

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

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

Tore Sørlie
Oppdragsansvarlig partner
På vegne av: Ernst & Young AS
Serienummer: 9578-5995-4-774812
IP: 109.189.xxx.xxx
2023-06-30 07:43:29 UTC

bank ID

Penneo Dokumentnøkkel: 7VMKB-FDXOU-EFSEW-YXIDH-S2EY7-NJQV7

Skatteetaten

Vår dato	Din/Deres dato	Saksbehandler
11.02.2019	05.12.2018	Henning Stokke
800 80 000	Din/Deres referanse	Telefon
Skatteetaten.no	Yvonne Skramstad	800 80 000
Org.nr	Vår referanse	Postadresse
974761076	2019/5229113	Postboks 9200 Grønland 0134 OSLO

SAFEROAD AS
Enebakkveien 150
0680 OSLO

Tillatelse til å utarbeide årsberetning og årsregnskap på engelsk språk

Vi viser til deres brev av 5. desember 2018 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for følgende selskaper:

- Saferoad Holding AS org.nr. 917 763 909
- SRH Investco AS org.nr. 920 625 525
- SRH Holding AS org.nr. 919 999 896
- SRH Mgto AS org.nr. 921 491 115
- SRH BridgeCo AS org.nr. 818 111 762

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

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

Bakgrunn
Fra søknaden gjengis:

> *Cidron Triangle AS (org.nr. 917 763 909) ble innvilget tillatelse for å utarbeide årsregnskap og årsberetning på engelsk i vedtak fra Skattedirektoratet datert 08.02.2017. Cidron Triangle AS konverterte til et allmennaksjeselskap og endret navn til Saferoad Holding ASA 03.05.2017.*
>
> *Selskapet ble notert på Oslo Børs 29.05.2017 og ble innvilget tillatelse for å utarbeide årsregnskap og årsberetning på engelsk i vedtak fra Oslo Børs datert 05.05.2017 og Skattedirektoratet datert*

10.04.2018. Saferoad Holding ASA ble omdannet til AS, avnotert fra Oslo Børs og kjøpt opp av SRH Investco AS i september 2018.

SRH Investco AS er 100 % eid av SRH Holding AS. SRH Holding AS er eid 62 % av SRH BridgeCo AS og 38 % av FSN Capital GP V Limited. SRH Mgto AS er 100 % eid av SRH BridgeCo AS. SRH BridgeCo er 100 % eid av FSN Capital GP V Limited. Alle de fem selskapene kontrolleres dermed av FSN Capital GP V Limited.

Saferoadkonsernet har selskaper i over 20 land. Ledelsen i utenlandske datterselskaper og deler av konsernledelsen består av personer som ikke er norskspråklige. Arbeidsspråk og rapportering er derfor i all hovedsak på engelsk. En stor del av kommunikasjonen med konsernets kunder, leverandører og kreditorer foregår på engelsk. Det er heller ingen forhold rundt selskapets finansiering eller eierstruktur som skulle tilsi behov for regnskap på norsk. Bankforbindelser etterspør kun informasjon på engelsk.

Markedsmateriale utgis på engelsk. Alle sentrale aktører og samarbeidspartnere innen bransjen til Saferoadkonsemet behersker og benytter engelsk. En norsk oversettelse vil kun ha til formål å oppfylle regnskapslovens språkkrav.

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

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

"Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en 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 er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at alle selskapene er direkte eller indirekte eid av et utenlandsk selskap. Eierkretsen er begrenset. I tillegg opererer selskapene i en internasjonal bransje, og arbeidsspråk er engelsk. Videre er det vektlagt at alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk.

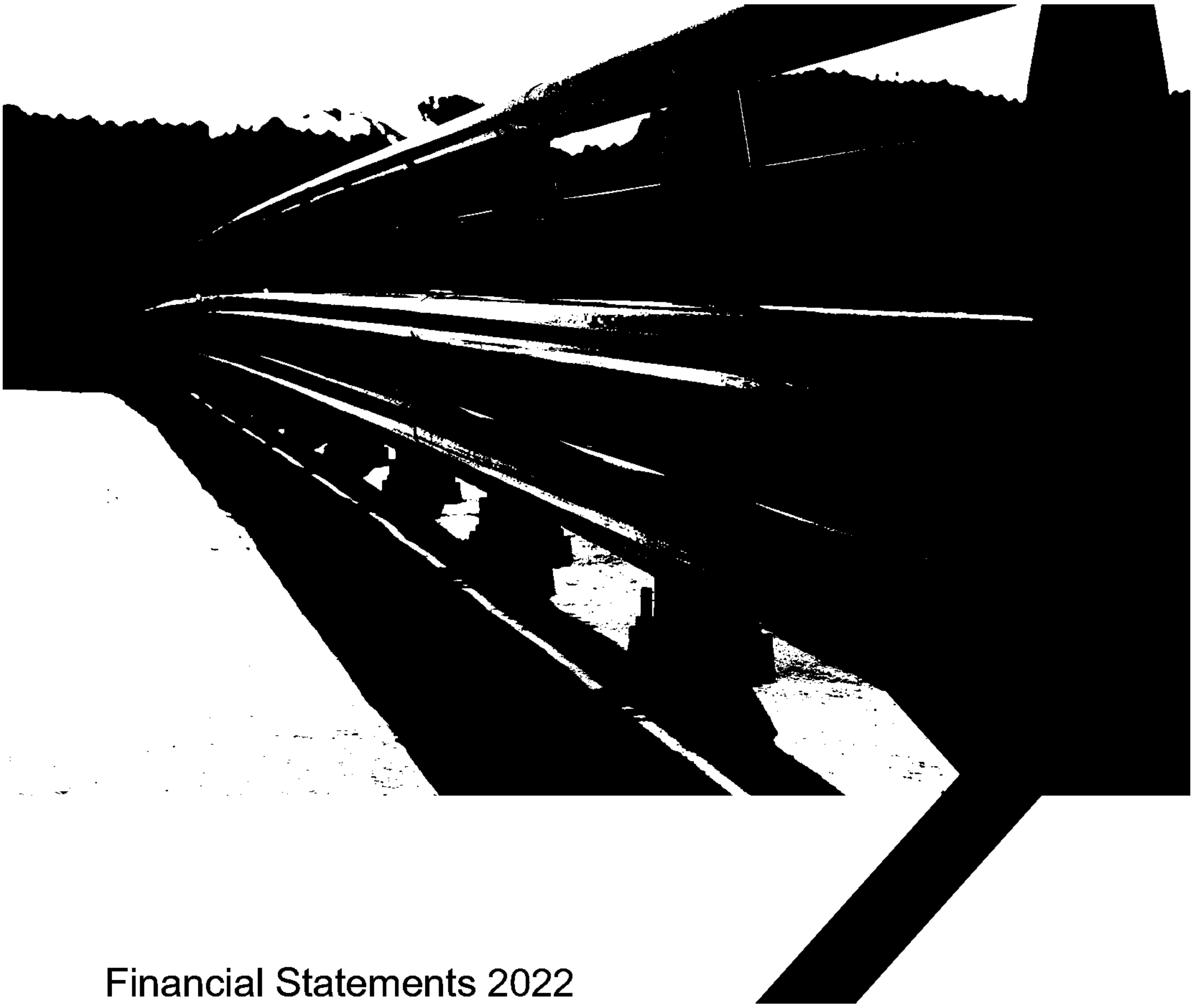
Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Torstein Kinden Helleland
seniorrådgiver
Juridisk avdeling, næring
Skattedirektoratet

Henning Stokke

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.



Financial Statements 2022

SRH BridgeCo AS

SRH BridgeCo in Brief

SRH BridgeCo Group's business

The Group offers a broad range of innovative and high-quality products and solutions to those who own, build and maintain roads. The Group has leading positions in several markets across Europe, combining extensive technical expertise in combination with strong local presence.

SRH BridgeCo is owned by FSN Capital V and FSN Capital Bridge Co-Investment, which are vehicles advised by FSN Capital Partners, a leading private equity company focused on the Northern European middle-market segment. From end of 2019, ViaCon, the road infrastructure business, is conducting its business operationally separated from Saferoad.

The activities are accordingly organised in two distinct and autonomous divisions: Road Safety (Saferoad Group) and Road Infrastructure (ViaCon Group).

Road Safety (Saferoad Group)

Road Safety is SRH BridgeCo's largest business area, representing around 75 per cent of total revenue and operates as the Saferoad Group including Saferoad-branded and non-branded companies.

Saferoad is a leading road safety supplier in Europe with more than 70 years of experience within the industry. The Group offers a broad range of innovative and high-quality products and solutions tailored to contribute to a safer life on the road and shape the future of infrastructure. Holding leading positions in several markets across Europe, the Group combines extensive technical expertise in combination with strong local presence. The Group also exports products and executes projects in countries outside of Europe.

The core business is products and services that provides guidance and safety. Dedicated to Vision Zero, the Group aims to actively reduce the number of people seriously injured and killed in traffic accidents. Headquartered in Oslo, Norway, Saferoad Group has 2 500 employees across 13 countries.

Road Infrastructure (ViaCon Group)

The Road Infrastructure business area represents around 25 per cent of total revenue and operates under the ViaCon brand.

ViaCon is a leading player offering environmentally friendly and sustainable technical solutions on the European market with a focus on the sale and manufacture of corrugated steel structures and plastic pipes used to build bridges and road drums, as well as for geotechnical solutions and stormwater management. ViaCon strives for the highest standards of environmental awareness, health and safety. The solutions are designed to minimize the carbon footprint with the least possible traffic disruptions in the workplace and thus manage negative effects on both the environment and society. ViaCon offers its customers state-of-the-art long-life solutions designed to meet the challenges of a changing world. ViaCon's solutions support both its customers and society in achieving important and sustainable goals

The Group was founded in 1986 with establishments in Sweden and Norway and today has about 800 employees in 20 countries with headquartered in Gothenburg, Sweden.

Board of Directors' Report

Strategy and financial targets

SRH BridgeCo's ambition is to be a leading partner to road safety and road infrastructure providers in Europe. The businesses operate in an attractive market with significant secular growth opportunities across most geographic and product areas. The position as market leader in the Nordic region and a strong presence in Europe, is making these businesses well-positioned to achieve further profitable growth in its underlying core markets in the years to come. Both divisions of the Group have made substantial progress in their respective strategic agendas and simultaneously significantly lifted their financial results. The company expects a further increase in sales and profitability in the coming year.

Saferoad's (Road Safety) long-term vision remains to be the leading road safety provider in Europe, where the company operates in an attractive market with significant secular growth opportunities across most geographies and product areas. Based on the Group's extensive geographical footprint and broad offering, Saferoad is well positioned to benefit from the favourable market trends and deliver on its ambitions. The position as market leader in the Nordic region and a strong presence in Europe, is making the Group well-positioned to achieve further profitable growth in its underlying core markets in the years to come. This is to be complemented by a mix of expansion into complementary products and services, further geographic expansion, and if relevant structural acquisitions.

In 2022 Saferoad has continued to strengthen the internal processes and structures, ensuring that it is fit to meet its strategic development targets as well as customer and market demands. The Group is simultaneously improving critical drivers of operational efficiency and development of its manufacturing set-up as well as reaping the synergies of the more coherent operating units. All of which have contributed to the positive development over the last years. The Group is focusing on accelerating growth through several strategic initiatives. To improve working capital a group wide cash improvement project was launched in the last quarter of 2022 and its improvement initiatives are being implemented in operations across the group in 2023. Objectives for the projects are to reduce operating working capital and improve cash-flow across business units.

Furthermore, to create a stronger market position and appearance, a unifying group branding project has been launched, with the aim of simplifying the brand architecture, streamlining brand experience and enhance marketing across the business units in the Group. During the year to come, Saferoad will build a strategic platform that ensures that it is fit to meet customer and market demand, and to further fuel growth. Saferoad is committed to becoming a leading Group in ESG (Environment, Social, Governance), and has continued to intensify its efforts throughout the organization in 2022 as part of a comprehensive ESG improvement programme. The Group has proactively addressed the need to comply with ESG requirements and have continuously evolved its ESG platform to do so. The company is not only improving the internal processes, but also meeting the increasing customer demand for ESG-compliant products and solutions. Saferoad is taking an active role in raising the industry's standards and joined the UN Global Compact in 2022. Further initiatives and accomplishments in 2022 are outlined in section 3 of this annual report. The company generally expects a continued increase in sales and profitability in the coming year, supported by improved order stock, operational improvement measures and the pursuit of synergies within the four core business areas.

ViaCon (Road Infrastructure) has the vision of being the leading European provider of sustainable Bridges & Culverts, GeoTechnical and StormWater Solutions. Global challenges require new business models, the world is changing and ViaCon with it. Programs and plans for future growth and profitability, were prepared in 2020 and work has continued through 2022. The work has resulted in a revised vision and business concept where the strategic priorities are clear. Through a new organisational structure for the Group consisting of three business units and a consolidated operations function that were introduced in the beginning of 2021, we have a strong foundation to build on. Through strategic priorities, ViaCon will grow the business withi n Bridges & Culverts Solutions, improve profitability within GeoTechnical Solutions and build the business within StormWater Solutions. Our ambition is that the profitability will develop further by working uniformly towards the same goal and by increasing production efficiency through the new operations function. Maintaining high ESG standards is also at the top of ViaCon's strategic agenda. ViaCon will thus become a stronger partner for all its stakeholders and we will advance our positions in terms of future solutions in each business unit.

Markets developments and outlook

Saferoad deliver products and solutions to those who own, build and maintain roads. Saferoad's primary geographical markets are the Nordics, Western Europe and Central and Eastern Europe (CEE), of which the largest part of revenue comes from Norway, Sweden, Denmark, Germany, UK and Poland. The outlook for Saferoad's main markets remains promising for the years ahead, driven by increased government spending to build, maintain and upgrade the road infrastructure, with a continued strong commitment by both EU and national governments to focus on road safety.

The growth in government spending is mainly driven by increasing road traffic volumes, more efficient transportation infrastructure, higher safety focus as well as government efforts to reduce the existing maintenance and investment lag on the road networks across Europe. Governments across Europe have accordingly developed targets for reducing traffic injury and accident reductions, e.g. EU's Vision Zero aiming for zero fatalities or serious injuries by 2050. Global road safety goals are additionally articulated in UN Sustainable Developments Goals target 3.6 and 11.2. Road safety equipment is well recognized as a critical tool to achieve these goals, with EU Vision Zero recommending specific performance measures on barriers/restraints, signs, and road marking. An additional support of markets is coming from large road maintenance needs given aging road infrastructure, with approximately 45 per cent of highways in the key markets built more than 30 years ago.

Saferoad is well positioned to capture this growth, with strong market positions in main markets, a competitive product portfolio and an extensive sales and service network.

The ambition for ViaCon is to reach a strong position with good profitability in the European market. Through the strategic priorities, ViaCon will grow the business within the Bridges & Culverts Solutions segment, improve profitability within GeoTechnical Solutions and build the business within StormWater Solutions.

During late 2021 and in 2022, ViaCon has been affected by disruptions in supply chains, long delivery times and some raw material shortages,as well as all-time-high prices among suppliers, but the situation has now stabilized. We do, however, anticipate continued market volatility and geopolitical uncertainty, which are expected to entail high levels of cost inflation and interest rates. Recent inflation and interest rate rises have caused delays in customers' financing solutions for infrastructure projects, which we deem to be more short-term in nature, although this could have more of an impact on business in the StormWater Solutions business unit, which is privately funded.

Thousands of sustainability projects are underway to strengthen Europe, to rebuild the economy of an entire continent damaged by the Covid-19 crisis. Innovative and sustainable projects in the strategic infrastructure sectors. We aim to strengthen profitability over time by working uniformly towards a common goal, and by improving internal production efficiency. We have reinforced our processes, our digital tools and our expertise in key areas like production, purchasing and logistics. ViaCon can thus become a stronger partner for all stakeholders in society and the company will further advance its position in terms of future solutions in each business unit. The market is continuing to grow in infrastructure throughout Europe and, in addition, ViaCon is taking market share from competing solutions.

Financial development SRH BridgeCo Group

NOK 1000	2022	2021
Operating revenue underlying	**8 393 552**	7 712 705
EBITDA underlying	**849 967**	828 005
EBITDA reported	**741 534**	742 316
EBITDA underlying margin %	**10.1%**	10.7%

The Group underlying operating revenues ended at NOK 8 393.6 million, which is ahead of last year by NOK 680.9 million. The underlying EBITDA of NOK 850.0 million was higher than last year by NOK 22.0 million. The performance for the year was supported by good development in all areas. During the low season period the mild winter resulted in favourable operating weather, while in the peak season sales of high margin products as well as restructuring and cost management in most units showed a positive effect on the earnings.

Financial development Road Safety - Saferoad

NOK 1000	2022	2021
Operating revenue underlying	**6 189 840**	5 756 892
EBITDA underlying	**654 128**	660 189
EBITDA reported	**583 249**	622 543
EBITDA underlying margin %	**10.6%**	11.5%

Saferoad had underlying operating revenue of NOK 6 189.8 million in 2022, while underlying EBITDA was NOK 654.1 million. The underlying EBITDA margin was 10.6 per cent.

Revenues in Saferoad were driven by good underlying growth and strong order intake in most of the business areas, as well as steel price increases and general price inflation. The development was supported by strong growth in the Light Poles & Masts business from a combination of market demand especially for 5G masts for telecommunication, and steel related price increases. This was complemented by solid growth in the Signs & Work Zone Protection business area, from market demand coupled with sales initiatives, as well as good order intake across the remaining parts of the business. Underlying EBITDA decreased by NOK 6.1 million to NOK 654.1 million, a negative development caused by replacement purchases following sanctions against Russia.

Following the invasion of Ukraine, Saferoad analysed its own exposure to risks concerning the conflict that inflicts significant potential for human, political, economic and legal consequences. Saferoad has no recorded sales in the primary affected countries, e.g. Russia, Ukraine and Belarus, but did source raw materials from one larger supplier in the region. Affected materials were redirected to other sources of supply. The conflict did influence prices on several critical inputs in the production process, as well as increased lead times and availability issues. The Group has implemented actions to minimise the impact on operations from these events.

Financial development Road Infrastructure - ViaCon

NOK 1000	2022	2021
Operating revenue underlying	**2 223 077**	1 968 595
EBITDA underlying	**273 364**	238 594
EBITDA reported	**229 461**	200 965
EBITDA underlying margin %	**12.3%**	12.1%

ViaCon had underlying operating revenue of NOK 2 223.1 million in 2022, while underlying EBITDA was NOK 273.4 million. The underlying EBITDA margin was 12.3 per cent.

Above all, the business unit Bridges & Culverts Solutions has contributed to the improved operating profit through a strong increase in net sales. There are numerous infrastructure investments around Europe as there is a great need to renew and expand an aging infrastructure in many countries. The business unit GeoTechnical Solution's sales and results was affected by the macroeconomic disturbances, which among other things led to a less favourable sales mix within the business unit. The restructuring of plastic pipe production was completed during the autumn and some run-in problems were experienced with slightly lower volumes and profitability as a result. The business unit StormWater Solution's operating earnings has been affected by inflation and a higher cost structure linked to the strategic initiatives to build up the business within the business unit.

Holding costs

Holding costs consist of the unallocated costs associated with the Group's corporate administration, financial management and the elimination of inter-segment sales. The underlying EBITDA in the period was NOK (77.5) million in 2022 compared to (70.8) million in 2021.

Reported results

The reported EBITDA includes non-operational costs of NOK 108.4 million, up from NOK 85.7 million last year, which reflects a portion of costs associated with renewing and extending the Group's financial facilities, but also contains a large other effects, consisting of provision for former Group CEO and costs as part of a Group wide strategic improvement activities.

These costs are categorised under the principles of Alternative performance measures (APMs), which is used by the Group to provide a better understanding of the company's underlying financial performance. These measures are adjusted IFRS measures defined, calculated and used in a consistent and transparent manner over time and across the Group where relevant.

In 2022, operating profit amounted to NOK 374.6 million. The Group had a net currency loss of NOK (122.4) million, financial income of NOK 43.7 million and financial expenses of NOK (391.8) million in 2022. The financial expenses consist of interest expenses of (323.4) million, interest expenses on lease liabilities of NOK (26.0) million and other financial expenses of NOK (42.4) million.

A net tax expense of NOK (17.8) million was reported in 2022.

The Group's reported loss for 2022 amounted to NOK (108.7) million.

The profit for the year for SHR BridgeCo AS of NOK 8.9 million is transferred to other equity.

Financial situation and capital structure

The Group aims to maintain a strong financial position, with emphasis on good operational management and controlling of financial risk.

In November 2021 both Saferoad and ViaCon secured their own funding. Saferoad renewed and extended its Term Facilities with several funds managed by Blackstone Alternative Credit as Original Lenders and the Revolving Credit Facility with DNB, all Facilities maturing in 2028, and structurally matching the currencies in the loan obligations to the Group's cash flow. ViaCon issued a senior-secured bonds of EUR 100 million. The bond is noted at Nasdaq Stockholm from January 26, 2022.

The overall financial situation of the Group is projected to remain stable with a continued acceptable level of liquidity and a solid headroom to the Group's financial covenants.

The Group's total assets at year-end 2022 was NOK 6 291.5 million, with a net interest-bearing debt of NOK 3 546.7 million at the end of 2022. Total equity was NOK 434.8 million at the end of 2022, giving an equity ratio at year end of 6.9 per cent.

The Group's financial position may be viewed as sound, with sufficient financial capacity to execute current projects and initiatives.

Cash flow

Net cash flow for the Group was NOK (44.6) million in 2022 compared to NOK (100.6) million in 2021, with the difference mainly caused by significantly Improved cash flow from operating activities in 2022 to some extent offset by less capital Inflow from financing activities. Net cash flow from operating activities was NOK 640.5 million in 2022 compared to NOK 292.1 million in 2021, with the change explained by neutrality in working capital figures, hence EBITDA for the year converted to cash. Net cash flow from investment activities was NOK (182.4) million in 2022 compared to NOK (374.0) million in 2021, with the difference mainly caused by a decrease in net cash paid in connection with acquisitions in 2022 and less cash paid in connection to acquisition of fixed assets. Net cash flow from financing activities was NOK (502.7) million in 2022 compared to NOK (18.7) million in 2021, with the latter figures significantly affected by the refinancing of the Group; both in terms of cash inflow and outflow. New loan facilities gave rise to cash inflow that was offset by repayment of former loans and the distribution to shareholders and non-controlling interests of NOK 1 264.2 million. 2022 has been a more normal year, with cash outflow covering interest payments and repayment of lease liabilities.

Risk factors and risk management

SRH BridgeCo is subject to several operational and financial risks, which may affect parts or all its activities. The Group's risk management and internal control framework aims to systematically identify, assess and manage risk throughout the Group. The responsibility for the risk management and internal control in these aspects rests primarily with the first-line management through the work they carry out in accordance with the authorisations, instructions and guidelines that apply to each of them.

The efforts around risk management and mitigating initiatives has continued during 2022. The year has seen a reinforced strengthening of activities around IT and Cyber security considering the continuously increasing challenges generally observed. In lights of increased volatility in key raw materials as well as the now longer-term exposure to potential interest rate risks, the Group has expanded its resources and capabilities to hedge and mitigate adverse developments through financial instruments in this area in line with Group policies. The work on strengthening the financial compliance and control environment has been sustained.

In 2022 we also continued to increase our efforts regarding ESG in several areas beyond the monitoring of health and safety of our employees, which has long been at the core of the business, while continuing the already started activities around monitoring GHG emissions data, environment certifications, employee satisfaction as well as governance, anti-corruption as well as anti-bribery.

The following sections describe some of the key risks that may impact the Group's business operations, financial position and financial performance:

Industry and competitive risk
The Group operates in a market that is primarily funded by public authorities, and the end customers are typically road authorities and local municipalities. Business can be affected by a downturn in the general economic environment, a lack of prioritised funds to the road infrastructure sector versus other sectors or a change in regulatory standards for road quality and road safety. In addition, changing behaviour and technology developments that reduce traffic volumes and investments in infrastructure and maintenance may impact the Group's business, revenue, profit and financial position. The Group works actively with the company's ability to quickly respond to customer needs by having a strong local presence and by focusing on continuous product and business model development.

Operational risk
The Group´s operations consist of production and delivery to a large series of individual orders and projects, and the individual orders vary in terms of complexity, size, duration and risk. Consequently, systematic risk management in all parts of the business is important. The Group usually undertakes to complete projects by a scheduled date and ensure that the delivered products and solutions meet specified performance standards. Failure to meet required performance standards, to deliver on time or to calculate offers accurately may impact earnings, capacity utilisation of the workforce and/or production sites and may result in reputational damage. The Group aims to analyse and assesses risk in the tendering stage and manage risk systematically by the businesses throughout the entire execution phase.

Operational risk also refers to losses due to weaknesses or faults in processes and systems, errors made by employees or external events. Further, the Group has a significant share of its business in markets, which could be associated with ESG risks. The Group therefore continuously works to identify and to mitigate risks, in particular in respect of strategic, operational, compliance, tax and financial risks throughout the Group. To avoid official sanctions, financial losses or a loss of reputation due to failure to comply with laws, regulations and standards, the Group has implemented a strengthened ESG program, with strengthened policies and digital tools that will have a preventive effect.

Strategic risk
The Group's future development and success depends on the strategies being relevant and effective for the Group, that the measures are being properly executed and that they provide the expected results. If the strategies are not relevant or effective for the Group or are not properly executed, the Group may fail to meet its targets. To ensure that the Group stays on top of developments, strategic risk is managed through continuous monitoring of competitors and the market, follow-up of profitability, and through product development and planning processes.

Financial and market risk
The Group is exposed to financial risks associated with financial instruments such as trade receivables, liquidity and intere st-bearing debt. These risks are classified as credit, market and liquidity risks. The risk related to currency exchange fluctuations is limited. Nevertheless, subsidiaries may from time to time generate income or incur costs under currencies that differ from the currency of their operational costs. The group is exposed to risk related to developments in raw material prices in some business areas, this risk is viewed as, and has shown itself during 2022, to be manageable.

Environment

The Group is committed to contribute to the shift to more circular business models and use of resources, finding ways to close loops and generate new revenue streams from the processes and materials that we use. Many of the solutions we provide today are effective in terms of sustainability. There are many benefits in our solutions, like minimizing the CO2 footprint, reducing construction time and to reuse materials.

The Group aims to make its processes and products as environmentally friendly as possible and strives to handle, transport and sort hazardous goods and waste in a secure manner. We choose, if possible, sustainable products and resources, and prefer suppliers and sub-contractors with environmentally friendly production and products in order to actively contribute to the environment and be a role model to our partners.

Personnel and Organisation

The Group had 3 268 employees at 31 December 2022, a net decrease of 46 from 1 January 2022. Our employees are our most important assets. Employee engagement and a performance culture based on customer success, trust and passion are critical for the Group to fulfil its mission. The Group's ambition is to ensure that all employees have equal opportunities for personal and professional development. Discrimination based on gender, age, disabilities, ethnic origin, sexual orientation or religion is not tolerated.

The number of females in the road safety and road infrastructure industry is generally low. At year end 84 per cent of the employees were male and 16 per cent female. The number of female employees remained stable compared to 2021. The Group believes in diversity and continuously work to increase the number of female employees.

In ViaCon, the sick absence rate was 5.0 per cent, a decrease from 7.1 per cent in 2021, while in Saferoad, the sick absence rate was 5.2 per cent, unchanged from previous year.

The SRH BridgeCo companies does not compromise on safety and aim for all employees to come safe home every day. The companies have a strong safety culture, with a “vision zero” mindset towards work related accidents and injuries, aiming for zero injuries and fatalities at work.

The group-wide Health & Safety program consists of tools to assist management and employees in identifying critical and potential risks, as well as routines to help employees identify risks in their daily work. Local management is responsible to ensure that each site represents a safe working environment and that systems to enable safe work are in place.

SRH BridgeCo has further strengthened its efforts to implement preventive mitigating measures to continue decreasing the number of incidents in the future.

Legal proceedings

From time to time, companies in the Group may be involved in litigation, disputes, and other legal proceedings arising in the normal course of their business. For more detailed information, please refer to note 28 in the 2022 financial statements.

Corporate governance

Corporate governance has high priority for the Board, and it considers good corporate governance a prerequisite for value creation, trustworthiness, and access to capital.

SRH BridgeCo AS have purchased and maintain a Directors and Officers Liability Insurance on behalf of the members of the Board of Directors. The insurance additionally covers any employee acting in a managerial capacity and includes subsidiaries owned with more than 50 per cent. The insurance policy is issued by a reputable, specialized insurer with appropriate rating.

In accordance with section 3-3 of the Norwegian Accounting Act, the Board of Directors confirms that the financial statements have been prepared on the assumption of going concern.

Oslo, 30 June 2023

The Board of SRH BridgeCo Group

DocuSigned by:
Ulrik Smith
F1C97198EE9D46A...
Ulrik Smith
Chairman

DocuSigned by:
Niclas Thiel
3036E66003F94A8...
Niclas Thiel
Board member

Overview of financial statements

Financial statements SRH BridgeCo Group

Financial statements SRH BridgeCo AS

Financial statements SRH BridgeCo Group

Consolidated statement of comprehensive income

NOK 1000	Notes	2022	2021
Revenue		**8 349 895**	7 663 410
Other operating revenue		**44 020**	64 282
Total operating revenue	6, 7	**8 393 915**	7 727 692
Cost of goods sold	8	**4 606 457**	4 259 772
Personnel costs	10, 11	**1 895 693**	1 734 948
Depreciation and impairment property, plant and equipment	14	**162 409**	162 620
Depreciation and impairment right of use assets	15	**134 931**	139 474
Amortisation and impairment	16	**69 632**	62 206
Other operating costs	9	**1 150 232**	990 656
Total operating costs		**8 019 353**	7 349 675
Operating profit/(loss)		**374 562**	378 016
Financial income	12	**43 680**	24 090
Financial expenses	12	**391 786**	355 003
Net exchange rate gain/(loss)	12	**(122 397)**	(48 498)
Share of profit/(loss) of associated companies	5, 12	**442**	123
Net financial income/(expenses)		**(470 061)**	(379 288)
Profit/(loss) before tax		**(95 499)**	(1 272)
Tax	13	**(17 826)**	(24 233)
Profit/(loss) for the year		**(113 325)**	(25 505)
OTHER COMPREHENSIVE INCOME			
Items to be reclassified to profit/loss in subsequent periods			
Exchange differences on translation of foreign operations		**87 103**	(6 596)
Exchange differences on loans treated as net investments		**45 982**	(292)
Exchange differences on hedge instruments of net investments in foreign operations		**(38 563)**	(13 358)
Remeasurement of hyperinflation, net of tax		**4 864**	0
Hedge accounting	30	**109 077**	0
Items not to be reclassified to profit/loss in subsequent periods			
Remeasurement of net defined benefit liability	11, 13	**13 589**	663
Other comprehensive income for the year, net of tax		**222 051**	(19 582)
Total comprehensive income for the year		**108 726**	(45 087)
Profit/(loss) for the year attributable to:			
Equity holders of the parent company		**(66 706)**	(16 694)
Non-controlling interests		**(46 619)**	(8 811)
		(113 325)	(25 505)
Total comprehensive income attributable to:			
Equity holders of the parent company		**67 714**	(28 340)
Non-controlling interests		**41 013**	(16 747)
		108 726	(45 087)

Consolidated statement of financial position (assets)

NOK 1000	Notes	31.12.2022	31.12.2021
ASSETS			
NON-CURRENT ASSETS			
Intangible assets			
Development	16	**105 815**	89 186
Licenses, product rights etc.	16	**26 418**	21 804
Goodwill	16	**675 957**	651 839
Customer relationships	16	**149 718**	177 521
Other intangible assets	16	**18 771**	15 908
Total intangible assets		**976 678**	956 259
Tangible assets			
Land	14	**55 944**	54 799
Buildings	14	**403 863**	406 795
Machines and equipment	14	**513 793**	460 409
Construction in progress	14	**436**	416
Rental equipment, furniture and vehicles	14	**169 350**	153 182
Right-of-use assets	15	**385 806**	436 934
Total fixed assets		**1 529 192**	1 512 536
Financial non-current assets			
Investment in associated companies	5	**1 863**	1 367
Other investments	20	**685**	777
Non-current receivables	20	**32 797**	24 790
Financial derivatives	20, 30	**219 347**	0
Total financial assets		**254 692**	26 935
Deferred tax assets	13	**89 481**	61 540
Total non-current assets		**2 850 043**	2 557 269
CURRENT ASSETS			
Inventories	8	**1 264 610**	1 263 401
Receivables			
Trade receivables	19	**1 138 664**	991 772
Other receivables	7, 21	**352 716**	453 282
Total receivables		**1 491 380**	1 445 054
Cash and cash equivalents	22	**685 510**	735 307
Total current assets		**3 441 500**	3 443 761
Total assets		**6 291 543**	6 001 030

Consolidated statement of financial position (shareholders' equity and liabilities)

NOK 1000	Notes	31.12.2022	31.12.2021
SHAREHOLDERS' EQUITY AND LIABILITIES			
SHAREHOLDERS' EQUITY			
Share capital	26	**8 207**	8 207
Share premium	26	**356 060**	356 060
Hedge reserve		**66 733**	0
Currency translation reserve		**133 474**	53 485
Other equity		**(330 819)**	(251 810)
Total shareholders' equity attributable to the shareholders of the parent company		**233 656**	165 942
Non-controlling interests	26	**201 093**	163 746
Total equity		**434 750**	329 689
LIABILITIES			
Non-current liabilities			
Liabilities to credit institutions	19, 20, 23, 27	**2 660 071**	2 710 007
Other non-current liabilities	18, 19, 20, 23, 27	**1 333 168**	1 296 371
Pension obligations	11	**38 358**	54 566
Deferred tax liabilities	13	**38 635**	31 550
Other provisions	17	**15 001**	16 594
Financial derivatives	20, 30	**79 609**	0
Total non-current liabilities		**4 164 842**	4 109 088
Current liabilities			
Liabilities to credit institutions	23	**128 838**	27 387
Accounts payables	20	**669 256**	716 307
Current tax liabilities	13	**28 728**	12 568
Public duties (VAT, social benefits etc.)		**201 140**	189 782
Other current liabilities	7, 18, 25	**544 858**	492 270
Other provisions	17	**8 386**	1 694
Current portion of non-current liabilities	23	**110 745**	122 244
Total current liabilities		**1 691 951**	1 562 253
Total liabilities		**5 856 793**	5 671 341
Total shareholders' equity and liabilities		**6 291 543**	6 001 030

Oslo, 30 June 2023

The Board of SRH BridgeCo AS

DocuSigned by: Ulrik Smith F1C97198EE9D46A...	DocuSigned by: Niclas Thiel 3036E66003F94A8...
Ulrik Smith	Niclas Thiel
Chairman of the Board	Board member

Consolidated statement of changes in equity

NOK 1000	Share capital	Share premium	Hedge reserve	Currency translation reserve	Other equity	Total	Non-controlling interests	Total equity
Note	26	26					26	
Equity at 31.12.2020	8 207	1 152 144	0	57 364	(225 795)	991 920	683 869	1 675 789
Dividends to shareholders and non-controlling interests		(775 895)				(775 895)	(488 616)	(1 264 511)
Repayment of capital to shareholders and non-controlling interests		(20 189)				(20 189)	(12 811)	(33 000)
Buy-out/transaction non-controlling interests					(1 554)	(1 554)	(1 948)	(3 502)
Profit/(loss) for the year	0	0		0	(16 694)	(16 694)	(8 811)	(25 505)
Other comprehensive income net of tax:								
Actuarial gain/(loss)					406	406	257	663
Exchange differences on translation of foreign operations				(3 701)		(3 701)	(2 895)	(6 596)
Exchange differences on loans treated as net investments				(178)		(178)	(113)	(292)
Exchange differences on hedge instruments of net investments in foreign operations					(8 173)	(8 173)	(5 186)	(13 358)
Total other comprehensive income net of tax	0	0	0	(3 879)	(7 767)	(11 646)	(7 936)	(19 582)
Total comprehensive income	0	0	0	(3 879)	(24 461)	(28 340)	(16 747)	(45 087)
Equity at 31.12.2021	8 207	356 060	0	53 485	(251 810)	165 942	163 746	329 689
Dividends to shareholders and non-controlling interests						0	(3 666)	(3 666)
Profit/(loss) for the year					(66 706)	(66 706)	(46 619)	(113 325)
Other comprehensive income net of tax:								
Actuarial gain/(loss)					8 314	8 314	5 275	13 589
Remeasurement of hyperinflation, net of tax					2 976	2 976	1 888	4 864
Hedge accounting			66 733			66 733	42 344	109 077
Exchange differences on translation of foreign operations				51 858		51 858	35 245	87 103
Exchange differences on loans treated as net investments				28 132		28 132	17 850	45 982
Exchange differences on hedge instruments of net investments in foreign operations					(23 593)	(23 593)	(14 970)	(38 563)
Total other comprehensive income net of tax	0	0	66 733	79 990	(12 304)	134 420	87 632	222 051
Total comprehensive income	0	0	66 733	79 990	(79 010)	67 714	41 013	108 726
Equity at 31.12.2022	8 207	356 060	66 733	133 474	(330 819)	233 656	201 093	434 749

The share capital in SRH BridgeCo AS as of 31 December 2022 consists of 41 036 800 ordinary shares with nominal value of NOK 0.20 per share.

Consolidated cash flow statement

NOK 1000	Notes	2022	2021
Cash flow from operations			
Profit/(loss) before tax		(95 499)	(1 272)
Income tax paid	6	(41 244)	(94 323)
Profit from sale and disposal of tangible assets		(8 359)	(26 954)
Loss on sale of tangible assets		1 318	1 226
(Gain)/loss on sale of shares		(9 249)	0
Net depreciation, amortisation and impairment		366 972	364 308
Impairment of inventory		(1 881)	2 343
Net currency (gains)/losses and other items not relating to operating activities		100 019	121 611
Interest income and other financial income	6	(33 450)	(22 832)
Interest costs and other financial expenses		390 395	355 000
Changes in inventory		(1 210)	(374 614)
Changes in trade receivables		(146 892)	(35 417)
Changes in accounts payable		(47 051)	116 973
Income from using equity method		(442)	(123)
Changes in other current receivables and liabilities		194 775	(113 872)
Net cash flow from operations		668 202	292 056
Cash flow from investment activities			
Interest received		33 450	22 832
Acquisition of subsidiaries		(37 148)	(167 137)
Buy-out of non-controlling interests and payments for acquired shares		0	(11 193)
Purchase/production of fixed and intangible assets		(213 321)	(260 011)
Sale of subsidiaries and asset sale		6 607	9 515
Proceeds from sales of fixed assets		17 816	37 240
Other changes		11	(5 244)
Net cash flow from investment activities		(192 585)	(373 998)
Cash flow from financing activities			
Proceeds from borrowings		543 534	3 708 667
Repayment of borrowings		(540 535)	(1 997 400)
Dividends to shareholders and non-controlling interests		(36 665)	(1 264 251)
Repayment of lease liabilities		(155 477)	(139 747)
Interest paid		(331 106)	(325 939)
Net cash flow from financing activities		(520 250)	(18 669)
Net increase/(decrease) in cash and cash equivalents		(44 632)	(100 611)
Effect of exchange rate differences on cash and cash equivalents		(5 166)	(32 950)
Cash and cash equivalents at beginning of the year		735 307	868 867
Cash and cash equivalents at the end of the year	**9**	685 509	735 307
Cash and cash equivalents at the end of the year in statement of financial position		685 510	735 307
Cash and cash equivalents at the end of the year in statement of cash flow		685 510	735 307

Notes to the consolidated financial statements for SRH BridgeCo Group

Note 1 Company information

SRH BridgeCo AS is a limited liability company and the ultimate parent company of Saferoad and ViaCon Group. The Company is incorporated and domiciled in Oslo with its registered office, c/o FSN Capital Partners AS, Dronning Mauds gate 11, 0250 Oslo, Norway.

SRH BridgeCo Group was established in September 2018, when funds managed by FSN Capital GP V Limited acquired 100 per cent of the shares in the Saferoad Holding ASA (later renamed to Saferoad Holding AS) through the holding companies SRH BridgeCo AS, SRH Holding AS and SRH Investco AS.

SRH BridgeCo AS owns 61.18 per cent of the shares in SRH Holding AS, which owns 100 per cent of the shares in SRH Investco AS. SRH Investco AS acquired the shares in Saferoad Holding AS 11 and 12 September 2018 and the company was delisted from the Oslo Stock Exchange.

The Group conducts its business through subsidiaries in the Nordic countries, Germany, Poland, the Baltic countries and other European countries. In addition, the Group executes projects in, as well as export and sale of products to, non-European countries. See note 5 in SRH BridgeCo AS separate financial statement for a list of companies that belong to the Group. For additional information regarding the Group, please visit www.Saferoad.com and www.viacongroup.com.

These consolidated financial statements have been approved for publication by the Board of Directors on 30 June 2023 and are to be approved at the annual general meeting.

Note 2 Accounting principles

Basis for preparation and statement of compliance

The consolidated annual accounts for the Group have been prepared in accordance with the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), as well as the Interpretations of the International Financial Reporting Interpretation Committee (IFRIC), which have been approved by the European Commission for application within the European Union. In addition, the Group applies additional information requirements in accordance with the Norwegian Accounting Act of 1998.

The consolidated statements have been prepared on a historical cost basis, except for certain financial instruments when applicable and contingent consideration that have been measured at fair value. The financial statements have been prepared based on the going concern principle.

The annual accounts for the parent company, SRH BridgeCo AS, have been prepared in accordance with the Norwegian Accounting Act § 3-9 and Regulations on Simplified IFRS as enacted by the Ministry of Finance 3 November 2014. See note 2 to the financial statements for SRH BridgeCo AS for further details.

The consolidated financial statements provide comparative information in respect of the previous period.

Consolidation principles and business combinations

The consolidated financial statements include SRH BridgeCo AS and all companies in which SRH BridgeCo AS exercises 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 it power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. Subsidiaries are deconsolidated from the date that control ceases.

Non-controlling interests, which consist of the share of the profits/losses and the part of the net assets of Group companies that do not belong to the shareholders of the parent company, are reported as a separate item in the consolidated shareholders' equity. The statement of comprehensive income includes the non-controlling share of the reported profit or loss.

Transactions between Group companies, balance sheet items and unrealised profits on transactions between Group companies are eliminated in full. Unrealised losses are also eliminated, unless the transaction shows a need to write down the transferred asset.

The acquisition method is applied when accounting for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred, 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. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Any put option granted to non-controlling interests gives rise to a financial liability for the present value of the redemption amount. The financial liability is recognised by reclassifying the present value of the amount payable upon exercise of the option from other equity to financial liability. The financial liability is subsequently re-measured at the end of each reporting period in accordance with IFRS 9.

If the terms of the transaction provide the parent with a present ownership interest in the shares subject to the put, the shares are accounted for as acquired and no non-controlling interest remains.

Acquisition-related costs are expensed as incurred. Companies which have been acquired or sold during the year are included in the consolidated financial statement as from the date when control is achieved and until the date when control ceases.

Goodwill is determined as the difference between the cost of an acquisition and the fair value of net identifiable assets on the acquisition date. Goodwill is allocated to cash-generating units or Groups of cash-generating units that are expected to benefit from synergies from the business combination and is recognised at cost in the balance sheet, less any accumulated impairment losses. Goodwill is not amortised but is tested for impairment at least annually.
Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance. The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals without loss of control to non-controlling interests are also recorded in equity.

Investment in associated companies

The Group's holdings in associated companies are initially recorded at cost and subsequently reported in accordance with the equity method. Associated companies are companies in which the Group has significant influence. Investments in associated companies are reported on the balance sheet at their acquisition value, with the addition of any changes in the Group's share of the net assets of the associated company. The profit or loss reflects the Group's share of the profit or loss of the associated companies. The investments in associated companies are subject to impairment assessments and impairment testing if impairment indicators exist. The investment is written down to recoverable amount if this is lower than the carrying value. Additional losses after the interest is reduced to zero is only provided for to the extent that the Group has a legal or constructive obligation to cover the incurred losses.

Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate. Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Current versus non-current classification

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period

or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period

or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Foreign currency

The Group's presentation currency is NOK, which is also the presentation and functional currency of the parent company.

Transactions in currencies different from the functional currency

Transactions in non-functional currencies are translated at the rate in effect on the transaction date. Monetary assets and liabilities that are expressed in non-functional currencies are reported on the balance sheet date, translated to the rate in effect on that date. Non-monetary assets and liabilities that are reported at their fair value in non-functional currency are translated at the rate in effect on the balance sheet date. All other non-monetary items are translated at historical foreign exchange rates. All exchange rate differences are reported in profit or loss, with the exception of exchange differences on intercompany loans treated as net investments, which are recognised in other comprehensive income.

Currency effects in the consolidation

The statement of financial position of subsidiaries with a different functional currency, including goodwill and adjustments for fair value made in connection with consolidation, is translated at the exchange rate at the end of the reporting period, while the profit or loss is translated at an average of the year's exchange rates. The exchange rate differences that arise as a result of the translation are reported directly in other comprehensive income. In the event of a sale or other disposal of a foreign company, the accrued accumulated translation difference is recognised in profit or loss together with the gain or loss resulting from the sale or disposal.

Remeasurement for hyperinflation

Subsidiaries in countries that are classified as hyperinflationary economies according to IAS 29 - Financial reporting in hyperinflationary economies, are accounted for in the Group's financial statements after remeasurement for hyperinflation. From 30 June 2022, Turkey is deemed to be a hyperinflationary economy and as a consequence IAS 29 has been applied to the Group's Turkish business since 1 January 2022.

To reflect changes in purchasing power at the balance sheet date the carrying amounts of non-monetary assets and liabilities, shareholders' equity and comprehensive income at subsidiaries in hyperinflationary economies are restated in terms of the measuring unit current at the balance sheet date. These are indexed using a general price index in accordance with IAS 29. The Turkish subsidiary's financial statements are based on a historical cost approach and have been restated retrospectively in order to reflect the current purchasing power of their functional currency, the Turkish lira. The comparative amounts of the previous reporting period were not restated.

The restatements have been made based on the Consumer Price Index (CPI) with base period 2005. The index at the end of the year was 9,86 and has increased by 156% and 64% on a 3-year and 12-month cumulative rate respectively.
The application of the standard does not have a material effect on the Group's profitability, liquidity and overall financial position. The net accounting impact is included in Consolidated comprehensive income in line – Remeasurement of hyperinflation, net of tax.

Revenue from Contracts with Customers

The Group offers a broad assortment of products and solutions to the road safety and road infrastructure industry. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Timing of revenue recognition is considered for each separate performance obligation, as described below. The transaction price is recognised net of any expected variable consideration such as customer bonuses, cash discounts for early payment, penalties, refunds and returns. The Group considers itself as principal in its revenue arrangements, hence revenue is recognised on a gross basis.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in note 3.

For revenue recognition purposes, the Group divides its revenue contracts into three different categories:

(i) Sale of goods

Sale of goods comprise the sale of road work products to road authorities or other public and private contractors in the road and construction segments. Such products may include signs, pipes, barriers, geosynthetics and light poles etc., which the Group delivers without performing related installation.

Contracts containing the sale of multiple goods are separated into several performance obligations when they are capable of being distinct and are distinct within the context of the contract (e.g. the various goods are independent of each other).
Revenue from the sale of goods is recognised when control is transferred to the customer at a point in time, generally upon physical delivery.

(ii) Sale of services

The Group's service contracts consist of various services such as road marking, road maintenance and installation services.
In service contracts where delivering specified tasks, performance obligations may either consist of single tasks (e.g. a particular installation) or a series of distinct and repetitive tasks or services (e.g. repetitive services such as road marking).

Revenue from performing services is recognised over time, as the customers generally consume the benefits from the services as the Group performs. Units delivered (hours, metres etc.) is generally applied as progress measure.

For the Group's contracts with 'stand ready' obligations, as road maintenance projects where it receives a fixed fee for performing an unspecified quantity of services, the Group generally applies a time-based progress measure. If such services are expected to be performed continuously throughout the contract period, a straight-lined recognition method is applied.

(iii) Sale of goods/services combined and projects
Revenue of sale of goods/services combined and projects relates to contracts where the Group is selling products completely assembled and installed at the customer's premises as well as construction of customised assets for the customer. Examples of such contracts include guardrails, sale and installation of noise protection solutions, geomembranes, retaining walls and soil steel bridges among others.

The goods and services are combined into one performance obligation when the installation services are complex and modify or significantly customise the products and/or whether the Group is delivering goods and services which are highly integrated into one combined output. When this is not the case, the goods and services sold constitute separate performance obligations; e.g. goods and installation.

Revenue is recognised over time, provided that the Group's performance either creates or enhances an asset that the customer controls as the asset is created or enhanced, or the Group's performance does not create an asset with alternative use and the Group has an enforceable right to payment for performance completed to date, or the customer consumes the benefits of the work as the Group performs.

When the Group concludes that none of the criteria are met, revenue is recognised at the point in time when control is transferred, which generally is assessed to be upon physical delivery.

The Group generally applies cost incurred or units delivered (quantity, metres, square metres etc) as progress measures, depending on the nature of the delivered goods and services. Cost incurred is applied in projects where the Group is designing and producing a customised asset for the customer. Units delivered/installed is generally applied when the Group is installing several units, the total consideration typically consist of a fixed unit price times the number of units and control is transferred as we are installing the units.

Contract balances

Contract assets
A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables
A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). See section Financial instruments for initial recognition and subsequent measurement of financial assets.

Contract liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Borrowing costs
Borrowing costs directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Income tax
The tax expense consists of the tax payable and changes in deferred tax. Taxes payable are recognised on taxable profits at the current tax rate. Deferred tax/tax assets are calculated on all differences between the carrying value and tax value of assets and liabilities, with the exception of:

- Temporary differences linked to goodwill that are not tax deductible
- Temporary differences related to investments in subsidiaries or associates where the timing of reversal of temporary differences can be controlled and it is probable that temporary differences will not reverse

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

Deferred tax liabilities and deferred tax assets are measured on the basis of the enacted or substantially enacted tax rates on the balance sheet date applicable to the companies in the Group where temporary differences have arisen. Deferred tax liabilities and deferred tax assets are recognised at their nominal value.

Taxes payable and deferred taxes are recognised directly in other comprehensive income to the extent that they relate to items recognised in other comprehensive income.

Property, plant and equipment

Property, plant and equipment are stated at their cost less accumulated depreciation and impairment losses, if any.

Acquisition costs include costs directly attributable to the acquisition of the asset. Subsequent costs, such as regular maintenance costs, are recognised in the profit or loss, while other costs that are expected to provide future financial benefits are capitalised. The assets are depreciated on a linear basis over the estimated useful life of the asset. Useful life, depreciation methods and the residual value are reviewed annually.

Depreciation commences when the assets are ready for their intended use.

When assets are sold or disposed of, the carrying amount is derecognised and any gain or loss is recognised in the profit or loss.

Leasing

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee
The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Rights-of-use assets
The Group recognises rights-of use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.
If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

ii) Lease liabilities
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

The Group as a lessor
Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Lease income from operating leases is recognised in income on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished. Costs, including depreciation, incurred in earning the lease income are recognised as an expense.

Material initial direct costs incurred by lessors in negotiating and arranging an operating lease is added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the lease income. The depreciation policy for depreciable leased assets are consistent with the Group`s normal depreciation policy for similar assets.

Intangible assets

Intangible assets that have been acquired separately are carried at cost. The cost of intangible assets acquired in a business combination is the fair value at the acquisition date. Capitalised intangible assets that are amortised are recognised at cost less any amortisation and impairment losses.

The economic life is either finite or indefinite. Intangible assets with a finite economic life are amortised on a linear basis and tested for impairment. The amortisation period is assessed annually. Changes to the amortisation period are accounted for as a change in estimate.

Intangible assets with an indefinite economic life are tested for impairment at least once a year, either individually or as a part of a cash-generating unit. Intangible assets with an indefinite economic life are not amortised. The economic life is assessed annually with regard to whether the assumption of an indefinite economic life can be justified. If it cannot, the change to a finite economic life is made prospectively.

Research and development

Expenses relating to research activities are recognised in profit or loss as they incur. Development costs that are attributable to an individual project are reported as an asset on the balance sheet when the Group can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete the intangible asset and use or sell it
- how the intangible asset will generate probable future economic benefits
- the availability of resources to complete the asset
- its ability to measure reliably the expenditure during its development

Capitalised development cost is amortised over its expected useful life and tested for impairment annually. The expected useful life development varies between three and fifteen years.

Licenses, product rights etc.

Expenditures for licenses, product rights etc. are capitalised and depreciated over their expected useful life. The expected useful life for patents and licenses varies between five and ten years.

Software

Expenses linked to the purchase of new computer software are capitalised as an intangible asset provided these expenses do not form part of the hardware acquisition costs. Software is normally depreciated on a straight-line basis over three years. Costs incurred as a result of maintaining or upholding the future utility of software is expensed unless the changes in the software increase the future economic benefits from the software.

Contractual customer relationships

Contractual customer relationships purchased or acquired in a business combination are recognised at fair value at the acquisition date.
The contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship. The expected useful life varies between two and three years.

Non-contractual customer relationships

Non-contractual customer relationships acquired in a business combination are recognised at fair value separately from goodwill at the acquisition date, if they are capable of being separated or divided from the entity and sold, transferred, licensed, rented or exchanged, either individually or together with a related contract, identifiable asset or liability.
Non-contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation. Non-contractual customer relationships are depreciated over their expected useful life. The expected useful life varies between five and fifteen years.

Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill or intangible assets not ready to use, are not subject to amortisation and are tested annually for impairment or if any impairment indicators exist.

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The recoverable amount of an asset or a cash-generating unit is the higher of fair value, less cost to sell, and value in use. Impairment is recognised when the carrying value exceeds the recoverable value of the asset or cash-generating unit.

Previously recognised impairments are reversed if the conditions on which the recognised impairments are based are no longer applicable. Impairments are reversed to the extent that the capitalised amount after reversal does not exceed the capitalised amount net of depreciation that would have been the carrying amount if no impairment had been recognised. Impairments are not reversed for goodwill.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Derivative financial instruments and hedge accounting
The Group accounts for a hedge of interest rate on loan with floating rate as a cash flow hedge. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item. The effectiveness of the hedge relationship will be periodically assessed during the life of the hedge comparing the current terms of the caps and the swap. The hedge is expected to be effective, however any ineffective portion of changes in the fair value of the derivative is recognised in the profit and lo ss statement.

The interest rate risk is mitigated by purchase of interest rate caps. The fair value of the interest rate caps' are booked as a financial asset. The interest rate caps are funded with a swap simultaneously booked as a liability. The initial value of the interest rate caps and the swaps equals each other at date of inception.

On a monthly basis, the fair value of the interest rate caps is measured, and the value of the financial asset is adjusted to reflect the fair value. The change in fair value of the caps is recognised in OCI. As the interest rate caps matures, it might lead to an incoming payment recognised in the profit and loss. The value booked as an asset in the balance related to the matured cap will be transferred from the asset value and booked in the profit and loss as a financial expense. When all caps have matured, the asset value will be zero in the balance sheet, and all entries in the hedge reserve is transferred to profit and loss. At each reporting date, the fair value of the swap is measured, and the value of the liability is adjusted to reflect the fair value. The change in fair value of the swaps are recognised in OCI and transferred to hedge reserve. When all payments of the swaps have matured, the liability are to be zero in the balance sheet, and all entries in the hedge reserve is transferred to the profit and loss.

Financial assets
The Group´s financial assets mainly consist of trade receivables, other receivables and cash and cash equivalents.
Assets are classified to the different measurement categories based on the business model and the characteristics of the contractual terms applying to cash flows.
Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

The four measurement categories are described below. The Group has normally financial assets entirely measured at amortised cost. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15 Revenue from contracts with customers. The Group normally does not invest in financial assets.

Financial assets at amortised cost (debt instruments)
The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and,
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through OCI (debt instruments)
The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling, and,
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)
Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by instrument basis.
Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments.
Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Derecognition of financial assets
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

    a. the Group has transferred substantially all the risks and rewards of the asset, or
    b. the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Financial liabilities
The Group's financial liabilities mainly consist of loans and borrowings, trade and other payables, and other current liabilities. The Group's financial liabilities are classified, at initial recognition, as loans, borrowings and payables, or financial liabilities at fair value through profit or loss. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The subsequent measurement of financial liabilities depends on their classification, as described below. The Group normally only hold instruments that are recognised at amortised cost, with the exemption of contingent considerations measured at fair value.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Payables are measured at their nominal amount when the effect of discounting is not material.

Financial liabilities are measured at fair value through profit or loss when they meet the definition of held for trading, or when they are designated as such on initial recognition.

Derecognition of financial liabilities
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and th e recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Impairment of financial assets
The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, which are the main part of the Group's financial assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group's provisions are based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Inventory

Inventories are recognised at the lower of cost and net realisable value. The cost is arrived at using the FIFO method and includes the costs incurred in acquiring the goods and the costs of bringing the goods to their current state and location. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Accounts receivable

Trade receivables and other receivables are recognised net of expected losses. The accrual for losses is based on an individual assessment of each receivable. Reference is also made to section regarding financial instruments for principles regarding loans and receivables.

Cash and cash equivalents

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

Segment information

Segment information is presented in line with the Groups internal reporting to the chief operating decision makers (Board of Directors). The Group operates within different operating segments as per the definitions in IFRS 8 Operating segments. Reference is made to note 6 for detailed segment information.

Remunerations to employees

Defined benefit pension plans

Defined benefit pension plans are recognised at the present value of the accrued future pension benefits at the end of the reporting period (balance sheet date), less the fair value of pension plan assets. Defined benefit obligations are presented net of plan assets in the balance sheet. Actuarial gains and losses are reported in other comprehensive income.

Defined contribution plans

The pension contributions are charged to expenses as they are incurred.

Provisions

A provision is recognised when the Group has an obligation (legal or constructive) as a result of a past event, it is probable (more likely than not) that a financial settlement will take place as a result of this obligation and the size of the amount can be measured reliably. If the effect is material, the provision is calculated by discounting estimated future cash flows using a pre-tax discount rate that reflects the market's pricing of the time value of money and, if relevant, risks specifically linked to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

A provision for a warranty is recognised when the underlying products or services are sold. The provision is based on historical information on guarantees and a weighting of possible outcomes according to the likelihood of their occurrence.

Restructuring provisions are reported when the Group has approved a detailed and formal restructuring plan and the restructuring has either started or been publicly announced.

Provisions for loss-making contracts are recognised when the Group's estimated revenues from a contract are less than the lowest possible cost of meeting the contractual obligations.

Contingent liabilities and assets

Possible liabilities (obligations) that do not satisfy the three provision criterions are categorised as 'contingent' under IAS 37 and are not recognised in the financial statements. Significant contingent liabilities are disclosed, with the exception of contingent liabilities that are unlikely to be incurred. In a business combination a contingent liability has to be recognised in a business acquisition regardless of probability.

Contingent assets are not recognised in the annual accounts but are disclosed if it is probable that an economic benefit will be received.

Changes in accounting policies and disclosures

Amendments and interpretations applied for the first time in 2022, did not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective

Future IFRS amendments

The future consolidated financial statements will be affected by new and amended IFRS standards and interpretations which have been published but are not effective as of 31December 2022.

The amendments to IAS 1 Presentation of Financial Statements are considered most relevant for the Group.

In January 2020, the IASB issued Classification of Liabilities as Current or Non-Current as an amendment to IAS 1 Presentation of Financial Statements. The amendments clarified how an entity classifies debt and other financial liabilities as current or non-current. The amendments clarify:

- that the classification should be based on rights that are in existence at the end of the reporting period
- that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement; and
- that settlement refers to the transfers to counterparty of cash, equity instruments, other assets or services

In February 2021, the IASB issued Disclosure of Accounting Policies as an amendment to IAS 1. The amendment provides guidance and example to help entities apply materiality judgements to accounting policy disclosures. The amendments require an entity to disclose its material accounting policies instead of its significant accounting policies and adding guidance on how to apply the concept of materiality in making decisions about accounting policy disclosure.

The amendments are effective for annual reporting beginning on or after 1 January 2023.
Based on our preliminary assessments neither amendment to IAS 1 or other new and amended standards not yet effective (and not approved by the EU), will have a material impact on the Group's financial statements.

Events after the balance sheet date

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

Note 3 Significant accounting judgements, estimates and assumptions

The preparation of consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) and applying the chosen accounting policies requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The accounting policies applied by the Group in which judgements, estimates and assumptions may significantly differ from actual results are discussed below.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Revenue from contracts with customers
The Group applies judgements that affect the determination of the amount and timing of revenue from contracts with customers. The judgements include identifying performance obligations in sale of goods/services combined and projects and determining the timing of satisfaction of performance obligations. See note 7 for information regarding revenue from contracts with customers.

Estimates and assumptions

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Business combinations
The business combinations are accounted for by applying the acquisition method, and a degree of judgement is required in establishing fair values of the identifiable assets and liabilities at the acquisition dates, when the values are not observable in the market. See note 4 for information regarding business combinations.

Goodwill
Determining whether goodwill is impaired requires an estimation of the recoverable amount. At year end 2021 the recoverable amounts are based on the value-in-use of the cash-generating units to which goodwill have been allocated. The value-in-use calculation requires management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. The carrying value of goodwill as of 31 December 2021 is NOK 651.8 million (NOK 586.0 million as of 31 December 2020). The Group recognises no impairment of goodwill in 2021. Details of recognised goodwill are provided in note 16, including sensitivity disclosures. No significant events or changes in business or market that potentially would change the conclusions were identified from 31 December 2021 until the reporting date.

Property plant and equipment and other intangible assets
The Group has significant carrying amounts related to property, plant and equipment and intangible assets recognised in the consolidated statement of financial position. The value in use of some of these assets could be influenced by changes in market conditions where the Group carries out its business. Significant and prolonged adverse market conditions and/or lower market prices for products and services sold could lead to temporary or permanent reductions of value. Such events will be considered as an impairment indicator and an impairment test will be carried out. The outcome of such impairment tests may be that significant impairment losses are recognised in the statement of income. A reduction of the expected useful life of the assets can also lead to periods with higher depreciation expense going forward. See note 14 and 16 for further details

Determining the lease term of contracts with renewal and termination options – Group as lessee
The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset). See note 15 for further details.

Leases - Estimating the incremental borrowing rate (IBR)
When the Group cannot readily determine the interest rate implicit in the lease, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with

a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating). See note 15 for further details.

Deferred tax assets
Deferred tax assets are recognised when it is probable that the company will have a sufficient profit for tax purposes in subsequent periods to utilise the tax asset. Assessment of future ability to utilise tax positions is based on judgements of the level on taxable profit, the expected timing of utilisation, expected temporary differences and strategies for tax planning. The judgements relate to a large extent to tax losses carried forward. See note 13 for information about recognised and unrecognised deferred tax assets.

Note 4 Business combinations and changes in the Group structure

Acquisitions in 2022

On May 2, 2022 the Group acquired, via its wholly-owned company ViaCon Netherlands B.V. (renamed to ViaCon Bergschenhoek Civiele Techniek B.V.) the business from Bergschenhoek Civiele Techniek B.V. related to the product range of MultiPlate, SuperCor, HelCor/Spirosol, and plastic pipes. The acquisition further strengthens ViaCon's market leading position in Europe for corrugated steel-based infrastructure solutions. The purchase price totalled EUR 3.7 million (NOK 37.1 million). The purchase price for the acquisition was higher than the book values for the net assets, which means that the acquisition gave rise to goodwill, which can mainly be attributed to future new markets, synergies and profitability. Acquisition-related costs totalled NOK 1.8 million and have been recognised as other external expenses and included under non-recurring items.
The Dutch acquired operations contributed net sales of NOK 26.9 million and earnings after tax of NOK 0.4 million for the period May 2 to December 31, 2022. The Dutch net sales for the period January to December 2022 amounted to NOK 37.2 million.

NOK 1000	**Road Infrastructure 2022**
Purchase price	
Purchase consideration	**37 148**
Total cost of the acquistion	**37 148**
Acquired assets and liabilities at fair value	
Non-current assets	**12 369**
Current assets	**6 017**
Total fair value of net assets	**18 385**
Goodwill	**18 762**
Cash flow effect from acquisitions	
Purchase consideration	**(37 148)**
Change in cash and cash equivalents due to acquistions	**(37 148)**

Divestments in 2022

On December 16, 2021, the Group entered into an agreement to divest its operations in Belarus to MIAKOM-SPb, LLC.. The transaction was planned to be completed by the end of April 2022, but due to delayed approval from the Belarusian Ministry of Trade and Antimonopoly Regulation, the divestiture was postponed and completed in September 2022.
The disposal of the company resulted in a capital loss reported as other external expenses of NOK (9.7) million of which the translation reserve amounted to NOK 0.3 million. The cost is also included under non-recurring items. The purchase price totalled EUR 135 thousand, corresponding to NOK 1,4 million. According to the agreement, the purchase price is not paid in cash but is set off against supplier debts to the buyer. The business in Belarus contributed net sales of NOK 4,2 million and earnings after tax of -0.2 million for the period January to August 2022.

NOK 1000	Road Infrastructure 2022
Divested assets and liabilities	
Non-current assets	**1 836**
Inventories	**905**
Accounts receivable and other current receivables	**6 305**
Cash and cash equivalents	**3 584**
Accounts payable and other current liabilities	**(1 681)**
Total fair value of divested net assets	**10 950**
Cash flow effect from disposals	
Purchase price received	**1 426**
Purchase price offset against liabilities to the buyer	**(1 426)**
Cash and cash equivalents in the disposed business	**(3 584)**
Change in cash and cash equivalents due to disposals	**(3 584)**

Acquisitions in 2021

On 1 April 2021, the Group acquired all shares in Haku Service GmbH as well as the operations in Hamco Dinslaken Bausysteme GmbH, MSB Montage von Schutzeinrichtungen and Bausystemen GmbH via its wholly-owned German company ViaCon Germany GmbH. Hamco sells and manufactures bridges for road constructions and Haku, which also includes MSB Montage's operation, acts as a service an assembly company. Above all, the acquisition strengthens further the growth in the Road Infrastructure segment.

On 30 April 2021 the Group acquired KaideKanerv Oy as well as the subsidiary Kanerv Oy Kaide ja Kuljetus including the subsidiary Teedemeister Oy Suomi, all included in Road Safety segment.

On 1 December 2021 was Tubosider (United Kingdom) Limited acquired, a leading manufacturer and supplier of corrugated steel-based construction solutions in the UK who operates within the Road infrastructure segment.

NOK 1000	Road Safety 2021	Road Infrastructure 2021	Total 2021
Purchase price			
Purchase consideration	39 813	155 054	194 867
Total cost of the acquistion	39 813	155 054	194 867
Acquired assets and liabilities at fair value			
Non-current assets	5 505	56 679	62 184
Deferred tax assets	-	1 512	1 512
Current assets	33 740	70 319	104 058
Cash and cash equivalents	14 166	2 514	16 680
Deferred tax liabilities	-	(1 942)	(1 942)
Provision for pensions	-	(5 939)	(5 939)
Non-current liabilities	(350)	(3 260)	(3 610)
Current liabilities	(13 247)	(34 449)	(47 696)
Total fair value of net assets	39 813	85 434	125 247
Goodwill	(0)	69 620	69 620
Cash flow effect from acquisitions			
Purchase consideration	(39 813)	(155 054)	(194 867)
Not paid purchase price	-	15 245	15 245
Acquired cash and cash equivalents	14 166	(1 164)	13 001
Change in cash and cash equivalents due to acquistions	(25 647)	(140 973)	(166 621)

The purchase price for KaideKanerv Oy totalled an estimated consideration of EUR 4.0 million (NOK 39.8 million). The purchase price for the German acquisitions totalled EUR 5.6 million (NOK 56.0 million) and the purchase price for Tubosider (United Kingdom) Limited amounted to GBP 8.3 million (NOK 98.0 million) According to agreement, EUR 1.5 million, corresponding to NOK 15.0 million of the German purchase price falls due for payment when the annual report for ViaCon Germany GmbH is approved, but no later than 31 May 2022. The purchase price for the acquisitions was higher than the book values for the net assets, which means that the acquisitions gave rise to goodwill, which can mainly be attributed to future new markets, synergies, and profitability.

The German acquired operations contributed net sales of NOK 86.3 million and earnings after tax of NOK -3.2 million for the period 1 April to 31 December 2021. German net sales for the full year 2021 amounted to NOK 101.4 million. Tubosider (United Kingdom) Limited contributed net sales of NOK 9.3 million and earnings after tax of NOK -0.3 million for the period 1 December 2021 to 31 December 2021. The company's net sales for the full year 2021 amounted to NOK 94.0 million. KaideKanerv group contributed revenues of NOK 90.2 million and earnings after tax of NOK 7.8 million for the period from 1 May to 31 December 2021. The net sales for the full year 2021 amounted to NOK 104 million.

The total cost and fair value have been preliminarily determined. The acquisition analysis may therefore be adjusted during the 12 months following the acquisition date.

Acquisitions of non-controlling interests

On 26 September 2021 it was agreed to purchase the remaining 30 percent of the shares in ViaCon CR s.r.o. in the Czech Republic. The agreed purchase price for the minority share in ViaCon CR s.r.o is EUR 0.4 million (NOK 3.5 million) of which EUR 0,2 million (NOK 1.5 million) was paid in the fourth quarter of 2021 and the remaining purchase price will be paid in 2022.

Acquisition-related costs totalled NOK 12.6 million and have been recognised as other costs and included under non-recurring items.

Divestments in 2021

There were no material divestments in 2021.

Note 5 Associated companies and other investments

Associated companies

The associated companies are companies in which the Group has significant influence. The assessment of influence is based on a judgement of ownership in combination of voting rights, and other contractual arrangements.

The Group has ownership in the following associated companies as of 31 December 2022:

Associated companies	**Country**	**Owner share**	**Time of acquisition**
IBOS Sp. z o.o.	Poland	50 %	15.02.2011

IBOS Sp. z o.o. is a company that performs crash test services for the Polish market.
Carrying value of associated companies are in December 2022 NOK 1.9 million (NOK 1.4 million in December 2021).

Change in carrying value associated companies

2022

NOK 1000	**IBOS Sp. z o.o.**	**Total**
Opening balance 01.01.2022	1 367	**1 367**
Share of this year's profit/(loss)	442	**442**
Dividends	(11)	**(11)**
Translation differences	64	**64**
Carrying value 31.12.2022	1 863	**1 863**

2021

NOK 1000	**IBOS Sp. z o.o.**	**Total**
Opening balance 01.01.2021	1 342	**1 342**
Share of this year's profit/(loss)	123	**123**
Dividends	(22)	**(22)**
Translation differences	(75)	**(75)**
Carrying value 31.12.2021	1 367	**1 367**

Share of profit/(loss) of associated companies in the statement of comprehensive income includes share of this year's profit.

Financial information regarding associated companies (100 per cent basis)

Financial information 31.12.2022

NOK 1000	**IBOS Sp. z o.o.**	**Total**
Assets	10 767	**10 767**
Liabilities	7 041	**7 041**
Revenues	9 799	**9 799**
Profit/(loss) (01.01. - 31.12.)	884	**884**
Ownership	50 %	

Financial information 31.12.2021

NOK 1000	IBOS Sp. z o.o.	Total
Assets	6 918	**6 918**
Liabilities	4 183	**4 183**
Revenues	9 588	**9 588**
Profit/(loss) (01.01. - 31.12.)	245	**245**
Ownership	50 %	

Note 6 Segment information

Segment structure

The operating segments presented are the key components of the Group's business. The following operating segments have been identified:

- Road Safety
- Road Infrastructure
- Other/Holding

In 2021 the reporting segment for Road Safety Nordic and Road Safety Europe were merged into one reporting segment Road Safety. The same for Road Infrastructure were Road Infrastructure Nordic and Road Infrastructure Europe were merged into one reporting segment. Comparable figures are restated.

Road Safety

Road Safety offer a comprehensive and innovative range of road restraint systems (guardrails, bridge parapets, rails, energy absorbing systems) and noise protection barriers which covers all areas of use on roads, highways and along railways. The Group's offering includes design, manufacturing, delivery, installation and repair.

Road Safety consists of legal entities in Norway, Sweden, Denmark, Finland, United Kingdom, Poland, Germany, Romania, the Netherlands, Slovakia, and Czech Republic.

Road Infrastructure

Road Infrastructure offers sustainable engineering solutions of corrugated steel structures, geo-technical, and storm-water solutions (relining of culverts, bridges, viaducts, grade separations, ecological crossings, tunnels, and solutions for soil reinforcement).

Road Infrastructure consists of legal entities in Norway, Denmark, Sweden, Finland, Poland, the Baltic States, Austria, France, Germany, United Kingdom, Romania, Bulgaria, Slovakia, Belarus, Czech Republic, Turkey, Hungary, and UAE.

Other/Holding

The Other/Holding segment consists of the unallocated costs associated with the Group's corporate administration, financial management and the elimination of inter-segment sales.

Operating segment information

The reported measure of segment profit is EBITDA. The Group defines EBITDA as profit/(loss) for the year before financial income and expense, tax, depreciation, amortisation and write-downs, including depreciation, amortisation and impairment of excess values in equity accounted investments. The Group's definition of EBITDA may be different from other companies.

Segment performance is evaluated based on "Underlying EBITDA" which deviates from EBITDA derived from the consolidated financial statements. In the internal reporting revenues and expenses are adjusted for items which management believes to be non-recurring, such as restructuring expenses, gains and losses (including transactions costs) from disposals of business, transaction costs regarding refinancing, impairment charges and other non-recurring items. See APM table for a further description. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Underlying operating revenue

NOK 1000	2022	2021
Road Safety	6 189 840	5 756 892
Road Infrastructure	2 223 077	1 968 595
Other/Holding/Elimination	(19 365)	(12 782)
Underlying operating revenue	**8 393 552**	7 712 705
Adjustments [1]	**363**	14 987
Reported operating revenue	**8 393 915**	7 727 692

[1] Items which management believes to be non-recurring. See APM table for further break-down.

Underlying personnel costs

NOK 1000	2022	2021
Road Safety	(1 485 056)	(1 395 821)
Road Infrastructure	(391 559)	(348 763)
Other/Holding/Elimination	(21 569)	(36 185)
Underlying personell costs	**(1 898 183)**	(1 780 769)
Classification adjustments[2]	**53 031**	49 099
Adjustments[1]	**(50 541)**	(3 278)
Reported personnel costs	**(1 895 693)**	(1 734 948)

[1] Items which management believes to be non-recurring. See APM table for further break-down.

[2] External services are classified as Other operating costs in IFRS, but as Personnel costs in underlying figures

Underlying other operating costs

NOK 1000	2022	2021
Road Safety	(612 294)	(504 542)
Road Infrastructure	(198 216)	(144 002)
Other/Holding/Elimination	(39 432)	(27 133)
Underlying other operating costs	**(849 942)**	(675 677)
Classification adjustments[2]	**(243 993)**	(217 581)
Adjustments[1]	**(56 297)**	(97 398)
Reported other operating costs	**(1 150 232)**	(990 656)

[1] Items which management believes to be non-recurring. See APM table for further break-down.

[2] Freight charges are classified as Other operating costs in IFRS, but as Cost of goods sold in underlying figures

Underlying EBITDA

NOK 1000	2022	2021
Road Safety	654 128	660 189
Road Infrastructure	273 364	238 594
Other/Holding/Elimination	(77 525)	(70 778)
Underlying EBITDA	**849 967**	828 005
Adjustments[1)]	**(108 434)**	(85 689)
Reported EBITDA	**741 534**	742 316
Depreciation and impairment	**(297 340)**	(302 094)
Amortisation and impairment	**(69 632)**	(62 206)
Reported operating profit/(loss)	**374 562**	378 016

[1)] Items which management believes to be non-recurring. See APM table for further break-down.

Operating revenue split by geographical areas

NOK 1000	2022	2021
Norway	**1 842 483**	1 641 793
Sweden	**1 508 846**	1 427 748
Denmark	**416 778**	360 577
Poland	**1 076 208**	1 052 278
Germany	**1 005 615**	1 042 892
United Kingdom	**380 233**	376 495
Other	**2 163 753**	1 825 909
Total operating revenue	**8 393 915**	7 727 692

NOK 1000	2022	2021
Sales revenue - products	**6 707 050**	6 097 820
Sales revenue - services	**1 642 845**	1 565 590
Other revenue[1)]	**44 020**	64 282
Total operating revenue	**8 393 915**	7 727 692

[1)] Other revenue includes gain on sale of fixed assets, rental revenue and other operational revenue

The Group and the segments have a diversified customer base and are not reliant on any single major customer.

Note 7 Revenue from contracts with customers

Disaggregated revenue information

The Group offers a broad assortment of products and solutions to the road safety and road infrastructure industry. Set out below is the disaggregation of the Group's revenue from contracts with customers into major product/service lines in accordance with segment reporting.

2022

NOK 1000	Road Safety	Road Infrastructure	Other/Holding/ Eliminations	Total
Major product/service lines				
Road restraint systems	2 492 810	0	0	**2 492 810**
Light poles	529 036	0	0	**529 036**
Road marking	824 313	0	0	**824 313**
Signs and work zone protection	1 232 282	0	0	**1 232 282**
Bridges & Culverts Solutions	0	835 155	0	**835 155**
GeoTechnical Solutions	0	1 020 724	0	**1 020 724**
Other products/eliminations	1 110 940	364 943	(19 365)	**1 456 518**
Revenue from contracts with customers	6 189 382	2 220 821	(19 365)	**8 390 837**

2021

NOK 1000	Road Safety	Road Infrastructure	Other/Holding/ Eliminations	Total
Major product/service lines				
Road restraint systems	2 382 519	0	0	**2 382 519**
Light poles	475 955	0	0	**475 955**
Road marking	850 208	0	0	**850 208**
Signs and work zone protection	1 078 010	0	0	**1 078 010**
Soil steel bridges, pipes and culverts	0	779 206	0	**779 206**
Geosynthetics	0	709 042	0	**709 042**
Other products/eliminations	978 687	478 633	(7 827)	**1 449 494**
Revenue from contracts with customers	5 765 379	1 966 882	(7 827)	**7 724 433**

Below are further description of the products and solutions within each product/service line.

Road restraint systems products are designed to reduce the impact of an accident, and include guardrails, bridge parapets, crash cushions and end terminals.

Light poles are designed, developed, produced and distributed by the Group, mainly for use on the roads, but also for sport arenas, industrial areas, parks, residential areas and parking areas.

Road marking is application of road marking materials (lines and symbols) on roads, parking lots, airports and other paved areas, and also includes road maintenance.

Signs and work zone protection: The signs-category include fixed traffic signs, mechanical variable message signs and electronic variable message signs, along with safety posts and gantries. Work zone protection products are products of temporary and/or movable character, like barriers, truck mounted attenuators, traffic lights, signs and warning trailers.

Soil steel bridges, pipes and culverts: Culverts, bridges, underpasses, overpasses, tunnels, animal underpasses and overcrossings of buried flexible steel structures, as well as culverts, small underpasses and other industrial applications like ventilation or vertical shafts from corrugated steel pipes and pipe-arches solutions, and culverts and storm sewers of plastic pipes, are included in this line.

Geosynthetics used within construction applications, are mostly traded products, like woven and non-woven geotextiles, geogrids, natural erosion control mats, asphalt reinforcements, erosion control products, geomembranes, bentonite liners and geocomposites.

Other products/eliminations: Other products include street furniture, rail and power poles, rock support products, marina systems and noise protection systems within the road safety segment. The road infrastructure products are related to railway implementation and application materials, temporary and permanent modular steel bridges, precast modular concrete elements for bridges, environmental protection products, retaining walls and gabions, storm sewage systems and retaining tanks. Eliminations is revenue between the different segments and is applicable for all major product/service lines.

Set out below is the reconciliation of revenue from contracts with customers with the amounts disclosed in the segment information, see note 6, and with reported operating revenue:

2022

NOK 1000	Road Safety	Road Infrastructure	Other/Holding/ Eliminations	Total
Underlying operating revenue	6 189 840	2 223 077	(19 365)	**8 393 552**
Adjustments [1]	0	363	0	**363**
Reported operating revenue	6 189 840	2 223 440	(19 365)	**8 393 915**
Rental income	458	2 620	0	**3 078**
Revenue from contracts with customers	6 189 382	2 220 821	(19 365)	**8 390 837**

[1] Items which management believes to be non-recurring

2021

NOK 1000	Road Safety	Road Infrastructure	Other/Holding/ Eliminations	Total
Underlying operating revenue	5 750 927	1 968 595	(6 817)	**7 712 705**
Adjustments [1]	14 988	1 010	(1 011)	**14 987**
Reported operating revenue	5 765 915	1 969 605	(7 828)	**7 727 692**
Rental income	536	2 723	0	**3 259**
Revenue from contracts with customers	5 765 379	1 966 882	(7 828)	**7 724 433**

[1] Items which management believes to be non-recurring

Contract balances

NOK 1000	31.12.2022	31.12.2021
Trade receivables	**1 150 738**	967 709
Contract assets	**174 297**	228 642
Contract liabilities	**64 318**	67 921

Trade receivables are non-interest bearing and are generally on terms of until 60 days. The contract assets consist of unbilled amounts when revenue recognised exceeds the amount billed to customer. The contract liabilities consist of advance payments and billings in excess of revenue recognised (i.e. deferred revenue).

Performance obligations

For sale of goods the invoicing is generally done when the goods are delivered, i.e., at the same time revenue for each performance obligation is recognised. Sale of goods thus normally has no effect on the contract asset and the contract liability balances. Payment is normally due for the total consideration within two months after invoicing.

For sale of services invoicing is customarily done monthly, according to agreed fixed fees or work performed, and consideration is payable within two months after invoicing. Sale of services normally has no impact on the contract asset and the contract liability balances, as the invoicing normally coincides with the satisfaction of the performance obligations for the month. An exception is when invoicing has not yet been effectuated and the right to consideration is classified as unbilled revenue at reporting date.

Sale of goods/services combined and projects customers are generally invoiced on a monthly basis according to work performed or at agreed milestones. Payment is normally due within two months after invoicing. The sales often have no impact on the contract asset and the contract liability balances, as the invoicing often coincides with the satisfaction of the performance obligations for the month. However, when sale is invoiced according to milestones, revenue can be recognised in excess of or below the amounts invoiced, leading to contract asset or the contract liability balances for the Group.

The Group uses the practical expedient not to disclose the amount of the remaining performance obligations for contracts with original expected duration of less than one year or for contracts with right to consideration from the customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date.

The aggregate amount of the transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied), for contracts with original expected duration of one year or more, with right to consideration from the customer at an amount independent of the entity's performance completed to date, as at 31 December 2022 is NOK 28 million (NOK 56 million as at 31 December 2021), whereof NOK 19 million is expected to be recognised within one year (NOK 30 million were expected to be recognised within one year in 2021).

Note 8 Cost of goods sold and inventories

Cost of goods sold

NOK 1000	**2022**	2021
Purchase of goods and change in invetories	**4 608 338**	4 257 429
Write-downs of inventories	**(1 881)**	2 343
Total cost of goods sold	**4 606 457**	4 259 772

Inventories

NOK 1000	**2022**	2021
Raw materials	**498 392**	510 808
Work in progress	**58 033**	67 391
Own produced goods	**420 417**	438 491
Goods purchased for resale	**287 769**	246 710
Total cost of goods sold	**1 264 610**	1 263 401

Note 9 Other operating costs

Other operating costs

NOK 1000	2022	2021
Rent	**23 927**	18 679
Other costs related to premises	**136 142**	89 535
Leases of machinery, equipment, vehicles, fixtures and office machines [1]	**33 926**	19 297
Direct operating costs (incl. repairs and maintenance)	**291 500**	245 221
Selling and distribution costs	**296 250**	240 492
Fees, external services, office & communication costs	**255 996**	286 109
Membership, insurance, license- and guarantee costs	**49 126**	43 783
Capital losses upon sales of fixed assets	**1 684**	1 226
Bad debts	**16 420**	4 291
Other operating costs	**45 261**	42 022
Total other operating costs	**1 150 232**	990 656

[1] Lease expense for short-term leases, low value asset leases and variable lease payments not included in lease liabilities

Fees to auditors

NOK 1000	2022	2021
Proposed fee for audit	**13 984**	12 618
Fee for audit previous year	**797**	1 478
Fee for attestation services	**186**	370
Fee for tax services	**2 477**	2 718
Fee for other services	**2 160**	2 367
Total fees	**19 604**	19 550
Of which is auditing fees to Ernst & Young	**10 982**	10 970
Of which is other fees to Ernst & Young	**4 275**	5 027

The amounts in the table above represent the fees for the audit of the statutory financial statements for companies with statutory audit requirements, in addition to the audit of the consolidated financial statement.

Fees to auditor is excluding VAT.

Note 10 Personnel costs, employees and management remuneration

Salaries and remuneration

NOK 1000	2022	2021
Salary	**1 500 771**	**1 369 946**
Social security tax on salaries, pensions, bonuses etc	**224 284**	**204 553**
Other personnel expenses	**33 006**	**28 606**
Pension expenses	**77 214**	**75 387**
Bonuses	**60 419**	**56 457**
Total salaries and remuneration	**1 895 693**	1 734 948

There are 3 268 employees in the Group per 31 December 2022 (3 314 last year).

Whereof salaries and remuneration for Board of Directors and Group management
The Board of Directors in SRH BridgeCo AS received no remuneration in 2022 or 2021.

None of the members of the Board of Directors owned shares in SRH BridgeCo Group in 2022 or 2021. The Chairman and the members of the Board have no agreements for further compensation due to termination or changes in the position. There are no loans or share-based payments from the company to the Board of Directors. None of the members of the Board has a service contract. The Chairman and the members of the Board are employed in FSN Capital Partners AS which is related to the FSN funds that owns SRH BridgeCo AS.

From end of 2019, the Group is conducting its business in two operationally separated parts; the Saferoad Group and the ViaCon Group, and each Group has its own executive management. SRH BridgeCo AS does not have a CEO, but necessary management functions are provided by management in Saferoad Group and ViaCon Group. In October 2022, the CEO in Saferoad Group left his position and a new CEO was appointed. Former CEO in Saferoad Group had a termination agreement consisting of severance pay of and performance bonus for 2022. For more information, see the Financial Statements for Saferoad Group.

The table below sets out the remuneration for the Saferoad Group management which consisted of nine persons (eight in 2021).

NOK 1000	**2022**	2021
Salary [1)]	**23 760**	24 046
Bonus [2)]	**7 075**	11 229
Other benefits [3)]	**3 842**	1 004
Pension benefits	**1 126**	1 665
Total	**35 803**	37 944

[1)] Salary consists of base salary and holiday payment
[2)] Bonus earned in 2021, paid in 2022
[3)] Other benefits are the total of all other cash and non-cash related benefits received by the individual during the year presented and includes such items as the taxable portion of insurance premiums, company car, car allowances and electronic communication items

The table below sets out the remuneration for the ViaCon Group management which consisted of seven persons (seven in 2021).

NOK 1000	**2022**	2021
Salary [1)]	**17 915**	16 406
Bonus [2)]	**6 661**	10 805
Other benefits [3)]	**587**	544
Pension benefits	**4 111**	4 172
Total	**29 273**	31 928

[1)] Salary consists of base salary and holiday payment
[2)] Bonus earned in 2022, paid in 2022
[3)] Other benefits are the total of all other cash and non-cash related benefits received by the individual during the year presented and includes such items as the taxable portion of insurance premiums, company car, car allowances and electronic communication items

MgmtCo Saferoad AS and MgmtCo RI AS are holding companies which owns shares in Saferoad Holding AS and RI Holding AS through a management incentive program in Saferoad and ViaCon Group.

The table below sets out the number of shares in subsidiaries owned by the Saferoad Group management per 31 December 2022.

	31.12.2022	**31.12.2021**
MgmtCo RI AS - Class A shares (common shares)	**37 500**	52 500
MgmtCo RI AS - Class B1 shares (preference shares)	**37 500**	52 500
MgmtCo Saferoad AS - Class A shares (common shares)	**186 795**	168 668
MgmtCo Saferoad AS - Class B1 shares (preference shares)	**133 668**	168 668
Total	**395 463**	442 336

Note 11 Pensions

The Group policy is to offer pension contribution plans to its employees. The Norwegian companies in the Group are required by law to have a pension scheme and this requirement is fulfilled. The main characteristic of a defined contribution plan is that the employer`s obligation is limited to the amount it agrees to contribute to the plan. For such plans the contribution is expensed as they are incurred.

In line with the Group policy, most defined benefit plans were terminated in 2008 or earlier. For historical reasons there are still a limited number of such plans in place in Sweden, Norway and in Germany. The main financial and accounting impact of the remaining defined benefit plans have been summarised below, on the line "defined benefit expense" and under the heading "defined benefit assets and liabilities".

Pension expense for the year

NOK 1000	2022	2021
Defined benefit expense	**570**	3 531
Defined contribution expense	**76 644**	71 856
Total pension expense	**77 214**	75 387
Defined benefit assets and liabilities		
Accrued pension obligations	**53 831**	70 489
Pension plan assets	**15 554**	16 024
Net benefit obligations	**38 277**	54 465
Plans with a surplus is recognised separately from plans with a deficit		
Recognised pension assets	**81**	101
Recognised pension obligations	**(38 358)**	(54 566)

Actuarial and financial assumptions (defined benefit plans):

		2022	
	Norway	**Sweden**	**Germany**
Discount rates	3,2 %	4,0 %	3,8 %
Salary increase	3,8 %	2,4 %	0,0 %

		2021	
	Norway	**Sweden**	**Germany**
Discount rates	1,5 %	1,8 %	1,1 %
Salary increase	2,5 %	0,0 %	0,0 %

Actuarial gain of NOK 13.6 million in 2022 (gain of NOK 0.7 million in 2021) have been recognised in other comprehensive income.

Note 12 Financial items

NOK 1000	2022	2021
Interest income	**33 450**	22 409
Fair value gains on derivatives	**21**	21
Other financial income	**10 209**	1 660
Total financial income	**43 680**	24 090
Interest expenses	**323 384**	191 689
Interest expenses on lease liabilities	**25 993**	27 501
Other financial expenses	**42 409**	135 813
Total financial expenses	**391 786**	355 003
Currency exchange gain	**274 503**	682 039
Currency exchange loss	**396 901**	730 536
Net exchange rate gain/(loss)	**(122 397)**	(48 498)
Share of profit/(loss) of associated companies	**442**	123
Net financial income/(expenses)	**(470 061)**	(379 288)

Other financial expenses consist of guarantee provisions, bank fees, and write-down of financial assets.

Currency exchange gains and losses arise from the Group's holding entities' internal and external monetary positions in currencies different from the entity's functional currency. The gains and losses arise from translation of monetary assets and liabilities expressed in non-functional currencies to the exchange rate in effect on the balance sheet date, and from transactions in non-functional currencies translated at the rate in effect on the transaction date.

Note 13 Income tax

NOK 1000	2022	2021
Tax payable	**(74 098)**	(53 983)
Changes in deferred tax	**56 272**	29 750
Tax income/(expense) recognised in the consolidated statement of comprehensive income	**(17 826)**	(24 233)
Prepaid tax (included in other receivables)	**23 026**	42 116
Current tax liabilities	**(28 728)**	(12 568)
Total (net) tax payable 31 December, receivable/(liability)	**(5 702)**	29 548

A reconciliation of the effective rate of tax and the tax rate in the Group's country of registration

NOK 1000	2022	2021
Profit/(loss) before tax	**(95 499)**	(1 272)
Expected income taxes according to income tax rate in Norway 22%	**21 010**	280
Adjustment in respect of current income tax of previous years	**(1 604)**	(389)
Deferred tax assets not recognised current year [1]	**(53 901)**	(64 129)
Use of previously unrecognised loss carried forward [1]	**43 476**	33 234
Effect of redused valuation allowance regarding deferred tax asset [1]	**7 978**	1 165
Impairment of goodwill, non deductible	**(162)**	0
Non deductible expenses [2]	**(65 584)**	(42 818)
Non-taxable income	**36 618**	10 657
Tax rate outside Norway other than 22 %	**1 729**	5 934
Change in deferred tax assets/liabilities due to change in tax rates	**109**	(128)
Other [3]	**(7 495)**	31 961
Tax income/(expense) recognised in the consolidated statement of comprehensive income	**(17 826)**	(24 233)

Tax income/(expense) reported in other comprehensive income		
Pensions	**(3 749)**	(309)
Exchange differences on loans treated as net investments	**(0)**	121
Tax effect on hedging	**(34 824)**	3 466
Income tax on other comprehensive income	**(38 573)**	3 277

[1] Assessments of whether tax loss carry forward and deferred tax on other temporary differences should be recognised, is done partly on country and partly on company level.
[2] The non-deductible expenses mainly include non-deductible interest expenses.
[3] Other mainly consist of recognition of deferred tax asset in connection to special economic zone tax credit in Poland.

Deferred tax liabilities/(deferred tax assets) NOK 1000	**Statement of financial position 2022**	Statement of financial position 2021	**Statement of profit or loss 2022**	Statement of profit or loss 2021
Non-current assets and liabilities				
Intangible assets	**44 373**	50 159	**5 785**	(1 867)
Tangible fixed assets	**19 371**	26 019	**6 648**	4 032
Pensions	**(471)**	(5 973)	**(1 753)**	560
Other non-current items	**32 163**	(3 064)	**(403)**	20 425
Total non-current assets and liabilities	**95 436**	**67 141**	**10 277**	23 150
Current assets and liabilities				
Inventory	**(3 981)**	(4 019)	**(38)**	(455)
Liabilities	**(9 217)**	(2 434)	**6 783**	(27)
Trade receivables	**(4 375)**	(4 730)	**(355)**	(2 084)
Other investments at fair value	**(99)**	0	**99**	**(111)**
Other current items	**(11 234)**	(12 395)	**(1 162)**	**1 345**
Total current assets and liabilities	**(28 905)**	(23 578)	**5 328**	(1 332)
Tax losses carried forward	**(331 814)**	(295 362)	**36 452**	33 420
Of which assets not recognised (valuation allowance)	**(214 438)**	(221 809)	**(7 372)**	28 757
Net recognised deferred tax liabilities/(deferred tax assets)	**(50 845)**	(29 990)	**59 428**	26 481

Tax loss carried forward

The Group has a total tax loss carried forward of NOK 779.7 million which expires as follows:

NOK 1000	**Sweden**	**United Kingdom**	**Norway**	**Other**	**2022**	**2021**
Current year + 1 year				4 153	**4 153**	30 343
Current year + 2 years				760	**760**	9 143
Current year + 3 years				751	**751**	7 311
Current year + 4 years				8 040	**8 040**	158
Current year + 5 years or later				3 809	**3 809**	2 332
No due date	342 365	109 716	848 584	211 450	**1 512 115**	1 309 472
Total tax loss carried forward	342 365	109 716	848 584	228 964	**1 529 629**	1 358 758
On which deferred tax assets have not been recognised	342 365	73 795	606 390	10 003	**1 032 553**	1 074 127
Total tax loss on which deferred tax assets have been recognised	0	35 921	242 195	218 961	**497 076**	284 631

Changes in net deferred tax liabilities/(deferred tax assets)

NOK 1000	**2022**	**2021**
Opening balance as of 1 January	**(29 990)**	743
Recognised in profit and loss	**(56 272)**	(29 750)
Recognised as other comprehensive income	**38 573**	(4 252)
Acquistions and disposals	**0**	428
Translation differences	**(3 156)**	2 840
Closing balance as of 31 December	**(50 845)**	(29 990)
Of which deferred tax assets	**89 481**	61 540
Of which deferred tax liabilities	**(38 635)**	(31 550)

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Note 14 Property, plant and equipment

2022

NOK 1000	Land	Buildings	Machines / equipment	Construction in progress	Rental equipment/ furniture/ vehicles [1]	Total
Accumulated cost 31 December 2021	54 858	540 382	702 692	416	294 922	1 593 270
Reclassifications [2]	0	19 205	16 337	0	6 872	42 414
Additions, acquisition of subsidiaries	0	3	2 216	0	0	2 220
Additions, other	220	4 371	116 364	(0)	59 317	180 272
Disposals	(353)	(4 560)	(20 957)	0	(14 231)	(40 101)
Translation differences	1 247	17 395	21 520	20	4 845	45 027
Accumulated cost 31 December 2022	55 973	576 796	838 172	436	351 724	1 823 102

Depreciation method
Useful life

NOK 1000	No depreciation	Linear 10-40 years	Linear 5-10 years	No depreciation	Linear 3-5 years	Total
Accumulated depreciations and impairments 31 December 2021	59	133 587	242 283	0	141 740	517 670
Reclassifications	(2)	(331)	8 870	0	3 272	11 809
Disposals	0	(1 683)	(16 661)	0	(10 981)	(29 325)
Depreciations	0	34 988	82 458	0	44 963	162 410
Impairments	0	(322)	(3 324)	0	(75)	(3 720)
Translation differences	(28)	6 694	10 751	(0)	3 455	20 872
Accumulated depreciations and impairments 31 December 2022	29	172 933	324 379	0	182 374	679 715
Carrying value 31 December 2021	54 799	406 795	460 409	416	153 182	1 075 601
Carrying value 31 December 2022	55 944	403 863	513 793	436	169 350	1 143 386

[1] This category includes rental equipment where the Group is the lessor.

[2] Relates to reclassification of grants received which have changed from net to gross booking, mostly offset with an increase in liabilities. The reclassification has no cash effect or profit and loss effect in 2022

2021

NOK 1000	Land	Buildings	Machines / equipment	Construction in progress	Rental equipment/ furniture/ vehicles [1]	Total
Accumulated cost 31 December 2020	48 980	454 017	675 116	706	266 278	1 445 097
Reclassifications	405	92 543	(40 949)	(456)	10 350	61 893
Additions, acquisition of subsidiaries	9 602	29 592	16 120	0	1 504	56 818
Additions, other	36	13 253	150 763	462	48 075	212 589
Disposals	(2 003)	(23 620)	(51 679)	(273)	(16 628)	(94 203)
Translation differences	(2 162)	(25 403)	(46 680)	(22)	(14 657)	(88 924)
Accumulated cost 31 December 2021	54 858	540 382	702 692	416	294 922	1 593 270

Depreciation method
Useful life

NOK 1000	No depreciation	Linear 10-40 years	Linear 5-10 years	No depreciation	Linear 3-5 years	Total
Accumulated depreciations and impairments 31 December 2020	0	113 891	198 904	0	113 981	426 776
Reclassifications	131	8 371	43 944	0	6 410	58 856
Disposals	0	(19 652)	(49 147)	0	(14 148)	(82 948)
Depreciations	0	41 579	74 503	0	45 323	161 405
Impairments	0	0	1 167	0	55	1 222
Translation differences	(72)	(10 601)	(27 088)	0	(9 881)	(47 641)
Accumulated depreciations and impairments 31 December 2021	59	133 587	242 283	0	141 740	517 669
Carrying value 31 December 2020	48 980	340 127	476 212	706	152 298	1 018 321
Carrying value 31 December 2021	54 799	406 795	460 409	416	153 182	1 075 601

There is no material capitalised interest cost on property, plant and equipment per 31 December 2022 or per 31 December 2021.

Note 15 Leases

The Group has leases for premises, machinery and equipment, vehicles, fixtures and office machines. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and asset.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to purchase the underlying leased asset outright at th e end of the lease, or to extend the lease for a further term.
The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

2022

NOK 1000	Leased premises	Leased machinery/ tools/ vehicles	Leased company cars	Leased furniture/ fixtures/ office machines	Total
Accumulated cost 31 December 2021	411 862	204 776	114 464	3 856	734 958
Reclassifications	0	(11 897)	(1 862)	0	(13 759)
Additions, acquisition of subsidiaries	0	0	0	0	0
Additions, other	34 858	21 061	32 085	31	88 035
Disposals	(26 415)	(26 565)	(15 602)	(2 060)	(70 642)
Translation differences	4 244	3 056	1 164	112	8 575
Accumulated cost 31 December 2022	424 548	190 431	130 249	1 939	747 168
Accumulated depreciations and impairments 31 December 2021	146 710	100 531	48 588	2 195	298 023
Reclassifications	0	(5 849)	(1 986)	0	(7 836)
Disposals	(24 877)	(25 671)	(14 701)	(2 060)	(67 309)
Depreciations	69 026	36 071	28 774	919	134 790
Translation differences	1 316	1 538	772	66	3 693
Accumulated depreciations and impairments 31 December 2022	192 175	106 619	61 447	1 120	361 362
Carrying value 31 December 2021	265 152	104 246	65 876	1 661	436 934
Carrying value 31 December 2022	232 373	83 812	68 802	819	385 806

2021

NOK 1000	Leased premises	Leased machinery/ tools/ vehicles	Leased company cars	Leased furniture/ fixtures/ office machines	Total
Accumulated cost 31 December 2020	371 206	210 876	106 479	3 925	692 487
Reclassifications	0	(6 290)	(4 081)	0	(10 371)
Additions, acquisition of subsidiaries	1 270	648	0	0	1 919
Additions, other	107 383	25 977	38 888	638	172 887
Disposals	(51 619)	(19 452)	(20 731)	(525)	(92 326)
Translation differences	(16 379)	(6 983)	(6 092)	(183)	(29 637)
Accumulated cost 31 December 2021	411 862	204 776	114 464	3 856	734 958
Accumulated depreciations and impairments 31 December 2020	108 882	83 684	45 606	1 779	239 951
Reclassifications	0	(5 109)	(1 576)	0	(6 685)
Disposals	(25 057)	(18 772)	(19 392)	(525)	(63 746)
Depreciations	68 133	43 961	26 349	1 031	139 474
Translation differences	(5 248)	(3 233)	(2 398)	(91)	(10 970)
Accumulated depreciations and impairments 31 December 2021	146 710	100 531	48 588	2 195	298 023
Carrying value 31 December 2020	262 325	127 192	60 873	2 146	452 536
Carrying value 31 December 2021	265 152	104 246	65 876	1 661	436 934

The lease liabilities are secured by the related underlying assets. See note 23 regarding the maturity profile of the lease liabilities at 31 December 2022 and see note 12 regarding interest expense on the lease liabilities.

See Cash flow statement for total cash outflows regarding financial lease payments.

The group has elected not to recognise a lease liability for short term leases (leases of expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

The expense relating to payments not included in the measurement of the lease liability is as follows:

NOK 1000	2022	2021
Expenses related to short-term leases, low-value asset leases and variable lease payments not included in lease liabilities in Saferoad Group	34 467	26 259
Expenses related to short-term leases, low-value asset leases and variable lease payments not included in lease liabilities in ViaCon Group	12 102	10 420
Total expenses related to short-term leases, low-value asset leases and variable lease payments not included in lease liabilities	**46 569**	36 679

Note 16 Intangible assets

2022

NOK 1000	Licenses, product rights etc	Development	Goodwill	Customer relationships	Other intangible assets	Total
Accumulated cost 31 December 2021	24 066	149 347	651 839	284 494	35 371	1 145 117
Reclassifications [1]	0	19 926	0	0	2 202	22 127
Additions, acquisition of subsidiaries	4 041	0	18 695	6 061	0	28 797
Additions, other	1 953	21 005	0	(0)	10 091	33 049
Derecognition	0	(1 564)	(0)	0	(288)	(1 852)
Translation differences	134	6 550	5 423	681	1 841	14 628
Accumulated cost 31 December 2022	30 194	195 264	675 957	291 235	49 216	1 241 866

Amortisation method
Useful life

NOK 1000	Linear 5-10 years	Linear 3-15 years	No amortisation	Linear 5-10 years	Linear 3-15 years	Total
Accumulated amortisations and impairments 31 December 2021	2 262	60 161	0	106 972	19 463	188 859
Reclassifications	0	0	0	0	2 202	2 202
Amortisations	1 045	26 437	0	33 754	7 455	68 692
Derecognition	0	(624)	0	0	(280)	(903)
Translation differences	469	3 475	0	791	1 654	6 389
Accumulated amortisations and impairments 31 December 2022	3 776	89 450	0	141 518	30 445	265 189
Carrying value 31 December 2021	21 804	89 186	651 839	177 521	15 908	956 258
Carrying value 31 December 2022	26 418	105 814	675 957	149 718	18 771	976 678

[1] Relates to reclassification of grants received w hich have changed from net to gross booking, mostly offset w ith an increase in liabilities. The reclassification has no cash effect or profit and loss effect in 2022

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2021

NOK 1000	Licenses, product rights etc	Development	Goodwill	Customer relationships	Other intangible assets	Total
Accumulated cost 31 December 2020	25 525	128 389	585 972	292 095	35 426	1 067 406
Reclassifications	0	748	0	0	420	1 168
Additions, acquisition of subsidiaries	204	2 305	69 093	0	999	72 601
Additions, other	438	24 720	0	(4)	5 437	30 591
Derecognition	0	(306)	0	0	(3 829)	(4 136)
Translation differences	(2 101)	(6 508)	(3 226)	(7 597)	(3 081)	(22 513)
Accumulated cost 31 December 2021	24 066	149 347	651 839	284 494	35 371	1 145 117

Amortisation method

Useful life NOK 1000	Linear 5-10 years	Linear 3-15 years	No amortisation	Linear 5-10 years	Linear 3-15 years	Total
Accumulated amortisations and impairments 31 December 2020	2 393	42 821	0	75 820	18 338	139 372
Reclassifications	0	0	0	0	520	520
Amortisations	471	21 443	0	33 582	6 710	62 206
Derecognition	0	(51)	0	0	(3 829)	(3 880)
Translation differences	(603)	(4 052)	0	(2 430)	(2 275)	(9 359)
Accumulated amortisations and impairments December 2021	2 262	60 161	0	106 972	19 463	188 859
Carrying value 31 December 2020	23 131	85 568	585 972	216 275	17 088	928 034
Carrying value 31 December 2021	21 804	89 186	651 839	177 521	15 908	956 258

Total spending in research and development in 2022 amounted to NOK 21.0 million (NOK 24.7 million in 2021).

Groups of cash-generating unit composition

The Group comprises of the cash-generating units (CGUs) Road Safety and Road Infrastructure. When identifying the CGUs, various factors have been considered, including how Group management monitors operations by segments. The CGUs correspond to the operating segments, which are managed as separate and strategic business, see description in note 6.

The table below shows the allocation of goodwill between the CGUs:

NOK 1000	**2022**	2021
Road Safety	**415 773**	412 610
Road Infrastructure	**260 183**	239 229
Total cost of goods sold	**675 957**	651 839

Impairment testing of goodwill

The Group tests goodwill for impairment annually or more frequently if there are indications that goodwill is impaired. Recognised goodwill as of 31 December 2022 is NOK 675.9 million and is derived from CGUs Road Safety and Road Infrastructure, see table above. The recoverable amounts of the CGUs have been determined based on value-in-use calculations.

Cash flow assumptions used in value-in-use calculations
Revenue is driven by public road spend budgets in relevant markets, adjusted for Management's expectations for price development and market penetration. Baseline variable costs are assumed to be at a fixed level of revenue and fixed costs are expected to increase by inflation or expected salary growth. Capital expenditure is assumed to be at a fixed level of revenue and depreciation is assumed to be equal to capital expenditure. Net working capital levels are budgeted on an entity level based on historically reported values and expectations to ongoing initiatives to improve capital efficiency. In calculations of the terminal value the level of change in net working capital is assumed at a percentage of revenues based on long-term expectations. The tax rate applied is the weighted tax rate for the relevant countries. Cash flows after year 2026 have been extrapolated using a long-term growth rate that is similar to the expected long-term inflation.

Discount rates used in value-in-use calculations
The Group has applied a weighted average cost of capital (WACC) specific for each CGU. The value in use is the net present value of the estimated cash flow after tax, using a discount factor reflecting the timing of the cash flows and the expected risks. Discount rates reflect the current market assessment of the risks specific to each CGU. The discount rate is estimated based on the weighted average cost of capital (WACC) for the industry. This rate is further adjusted to reflect the market assessment of any risk specific to the CGU for which future estimates of cash-flows have not been adjusted. The market risk premium of equity is 6 per cent, at the same level as previous years.

The table below outlines the key assumptions for each CGU.

	Expected compound annual growth rate (CAGR) of sales	EBITDA-margins	Change in net working capital as a percentage of revenues	Discount rate applied to cash-flow projections
Road Safety	3.83%	9%-19%	(1.7%)-1.8%	9.45%
Road Infrastructure	3.7%	8%-23%	(2.9%)-0.9%	10.13%

Sensitivity analysis

The calculation of recoverable amount is sensitive for changes in key assumptions. Sensitivity analysis have been performed on the most sensitive assumptions, which are changes in sales growth, changes in discount rates and changes in EBITDA-margins. The table below outlines the level of change in a single assumption that will lead to impairment charges.

	Expected compound annual growth rate (CAGR) of sales	Discount rate applied to cash-flow projections	EBITDA-margins
Road Safety	(5.9%-points)	5.2%-points	(22.7%)
Road Infrastructure	(25.5%-points)	29.9%-points	(68.8%)

The sensitivity analysis indicates that the conclusion is robust to changes in assumptions for the two segments. Decreased demand can lead to a decline in the expected compound annual growth rate (CAGR) or EBITDA-margin. The Group believes that no reasonably possible change in any of the key assumptions used for impairment testing would cause the recoverable amount to be lower than the carrying amount of the Cash Generating Units.

Note 17 Other provisions

Non-current

NOK 1000	31.12.2022	31.12.2021
Warranty provision	**12 233**	11 175
Other provisions	**2 768**	5 420
Total non-current provisions	**15 001**	16 594

Current

NOK 1000	31.12.2022	31.12.2021
Restructuring provisions	**8 386**	1 694
Total current provisions	**8 386**	1 694

Other provisions mainly include royalty provisions for suppliers. Restructuring provisions are mainly related to personnel costs.

Changes in provisions in 2022

NOK 1000	Warranty provisions	Other provisions	Total non-current provisions	Restructuring provisions	Total current provisions
Opening balance 01.01.2022	11 175	5 420	**16 594**	1 694	**1 694**
Additions	2 756	811	**3 567**	8 432	**8 432**
Used (amount charged against provision)	(1 464)	(3 587)	**(5 051)**	(1 644)	**(1 644)**
Unused amounts reversed	(533)	(71)	**(604)**	0	**0**
Translation differences	299	195	**494**	(97)	**(97)**
Total provisions 31.12.2022	12 233	2 768	**15 001**	8 386	**8 386**

Changes in provisions in 2021

NOK 1000	Warranty provisions	Other provisions	Total non-current provisions	Restructuring provisions	Total current provisions
Opening balance 01.01.2021	10 109	31 059	**41 168**	1 670	**1 670**
Additions	2 015	6 835	**8 850**	1 742	**1 742**
Used (amount charged against provision)	(1 676)	(18 971)	**(20 647)**	(1 559)	**(1 559)**
Unused amounts reversed	1 175	(11 798)	**(10 623)**	(0)	**(0)**
Translation differences	(448)	(1 706)	**(2 154)**	(158)	**(158)**
Total provisions 31.12.2021	11 175	5 420	**16 594**	1 694	**1 694**

Note 18 Earn outs on acquired shares

Future payments for acquired shares

The Group has the following future payments (earn outs and seller credit) related to acquired subsidiaries:

NOK 1000	31.12.2022	31.12.2021
Company		
AWK GmbH	**8 642**	**5 908**
Total estimated future payments	**8 642**	**5 908**
Classified as		
Other non-current liabilities	**0**	**5 908**
Other current liabilities	**8 642**	**0**
Total estimated future payments	**8 642**	**5 908**

Acquired shares in the reporting period
On 31 December 2020, the Group acquired AWK GmbH in Germany, which is included in the Road Safety segment. The first tranche of the estimated total consideration was paid 28 December 2020. The second tranche was paid after finalisation of the annual financial statements for 2020 for the company. The final settlement will be made after finalisation of the annual financial statements for 2022 for the company and is based on the EBITDA-performance for 2021 and 2022. AWK GmbH is consolidated as a wholly owned subsidiary of the Group.

For some of the investments the estimated consideration is based on future development in the financial performance of the investments.

Note 19 Financial strategy and financial risks

SRH BridgeCo Group consists of two separate Groups, Saferoad Group and ViaCon Group, which are monitored and managed independently of each other. Hence, the two Groups has its own financial strategy and associated financial risks.

Capital management

Saferoad Group:

Saferoad Group's capital management and financing strategy secures funding for all subsidiaries. The overriding goal is to provide the operating entities with financial capacity to perform their operational activities uninterrupted and to support Saferoad's business strategy.

Saferoad's long-term financing is secured through the Parent Company Saferoad Holding AS's Senior Term Facilities Agreement with GSO ESDF II, GSO ESDF II Levered Holdco I S.a.r.l., GSO ESDF II Levered Holdco II S.a.r.l. and G QCM Holdco S.a.r.l. (all funds managed by Blackstone Alternative Credit Advisors LP) as original lenders. The Senior Term Facilities are for NOK 869.1 million, EUR 96.0 million and SEK 610.7 million which mature in 2028. In addition, working capital financing is secured through a Revolving Credit Facility agreement between Saferoad Holding AS and DNB Bank ASA as Original Lender. The Revolving Facility Agreement commitment is NOK 510.0 million and matures in March 2028.
By year end 2022, there was drawn NOK 300.0 million on the revolving facility.

Saferoad Holding AS has during 2022 entered into a Frame Agreement for Receivables Purchase with DNB Bank with an uncommitted frame of NOK 250.0 million, where DNB Bank purchases Receivables from the Saferoad subsidiaries. Moramast AB and Saferoad Sverige AB have acceded the Receivable Purchase Agreement during 2022, and by the end of 2022 DNB Bank had bought receivables for an aggregate amount of close to NOK 48.0 million from these two subsidiaries. The purchases of receivables are done on a non-recourse basis.

Saferoad subsidiary, Vik Ørsta AS, has entered into an Overdraft Facility Agreement with DNB Bank for EUR 7.0 million, a Facility that on a recurring basis will be automatically renewed for a 364-day period from December 2023.

Vik Ørsta AS has signed a Mortgage Declaration where Vik Ørsta AS pledges its accounts receivables and inventories as security for the EUR 7.0 million Overdraft Facility Agreement.

Saferoad Group has sufficient financial capacity for current operations and further expansion, after the refinancing.

There is a leverage covenant in the DNB Bank facility with which Saferoad Group must be compliant, in case 40 per cent or more of the revolving facility is drawn. As of 31 December 2022, there is sufficient headroom to the leverage covenant. The only financial covenant in the Senior Term Facility Agreements is a limitation on capital expenditure per annum. Saferoad's 2023 capital expenditure budget is well below the 2023 capex covenant level.

ViaCon Group:

ViaCon previously had a joint financing agreement within the SRH BridgeCo Group which included both ViaCon and the Saferoad Group. At the beginning of the year 2021, ViaCon established its own cash pool and in November 2021 new financing was set up by means of ViaCon issuing senior secured bonds of EUR 100 million and a separate financing agreement with a total credit facility of EUR 24 million, which represented the last step in its separation from Saferoad.

Net interest-bearing debt

NOK 1000	**31.12.2022**	**31.12.2021**
Facility loans (including revolving credit facility)	**2 765 209**	2 710 007
Leasing	**397 852**	434 127
Other interest-bearing debt	**1 069 141**	1 005 375
Total interest-bearing debt (note 23)	**4 232 202**	4 149 510
Cash and cash equivalents (note 22)	**685 510**	735 307
Net interest-bearing debt	**3 546 692**	3 414 203

Financial risk management

The SRH BridgeCo Group is exposed to several financial risks that are originated from the international operations and from the financing of the Group. Financial risk mitigation is managed according to Saferoad's and ViaCon's financial strategy and policy. The major risks are related to liquidity, counterparts for receivables, foreign exchange, interest rates and commodities. Financial risks are monitored and managed on a consolidated level by Saferoad's and Viacon Group Treasury functions.

Liquidity risk

Saferoad Group:

Liquidity risk is the risk that the Group will be unable to perform its financial obligations as they fall due. The Group's strategy is to manage the liquidity risk so that the Group will have enough liquidity to satisfy its obligations any time. Sufficient liquidity shall be attained without risking unacceptable losses, or at the expense of the reputation of the Group.

Saferoad maintains a liquidity reserve as a buffer for extraordinary events. The liquidity reserve is cash and cash equivalents, with the addition of any unutilised commitments under the Revolving Credit Facility agreement and the Overdraft Facility Agreement between Vik Ørsta AS and DNB Bank. Saferoad is targeting a minimum liquidity reserve between 3 to 5 per cent of the annual turnover of the consolidated Group. The liquidity risk is closely monitored by the Group Management and the Board.

Bank account balances, the Revolving Credit Facility of NOK 510.0 million, and the EUR 7.0 million Overdraft Facility in Vik Ørsta AS ensure sufficient financial capacity to sustain seasonal working capital fluctuations. The liquidity demand increases throughout the spring, and peak pressure is during early autumn when the operational activity is at the highest. Late autumn and during wintertime the commonly harsher weather conditions naturally reduces the operational activity, and thereby the working capital needs. Furthermore, Saferoad's growth strategy will draw on the liquidity reserves, either through proceeds in relation to acquisitions, or capital expenditures. Larger scale operations will also increase working capital needs.

Saferoad operates two cash pools, which facilitates an efficient exploitation of available cash within the Group. The cash pools help to reduce the utilisation of the Revolving Credit Facility and the EUR 7.0 million Overdraft Facility. In addition, continuous cash flow forecasting helps to reduce external debt financing and thereby financing cost

ViaCon Group:
Liquidity risk is the risk that the company cannot make its payments due to insufficient liquidity and/or difficulty in obtaining credit from external lenders. In order to be able to finance its operations and mitigate the effects of fluctuations in cash flows, the Group must ensure that adequate cash and cash equivalents are readily available by entering into financing arrangements. Liquidity risk is managed by the Group having sufficient cash and cash equivalents and investments in securities etc. with a liquid market plus sufficient financing through agreed credit facilities.

The management closely monitors rolling forecasts of the Group's liquidity reserve, which consists of unused loan commitments and cash and cash equivalents, based on expected cash flows. This occurs at two levels in the Group: at a local level in the Group's operating companies and at Group level.

Cash and cash equivalents ensure financial capacity to manage seasonal working capital fluctuations. Use of liquidity increases throughout the spring, and the lowest level is during early autumn when the operations' activity is at its highest. During late autumn and the wintertime, the harsher weather conditions usually reduce the operations' activity, and thereby the working capital requirement.

Furthermore, the existing growth strategy will also draw on the liquidity reserves, either through acquisitions or capital expenditures. Large changes in production flows will also increase working capital needs.

The Group uses a cash pool which facilitates an efficient exploitation of available cash and cash equivalents within the Group. The cash pool helps to reduce the use of existing loan commitments. In addition, continuous cash flow forecasting helps to reduce external financing and thereby also financing costs.

The Group has primarily financed its operations through the corporate bonds of EUR 100 million issued in November 2021. In addition, the Group has a new financing agreement with a total credit line of EUR 24 million, of which EUR 15 million can be used as loans and the remainder for bank guarantees. The credit is associated with certain terms, known as covenants. All covenants were fulfilled at the end of the year

Credit risk

Saferoad Group:
The Group has guidelines to ensure that sales of products and services take place only to customers with a satisfactory credit history. Customer credit in the form of payment days is only granted after credit considerations are made. The average size of individual sales is low and there is no significant credit risk linked to individual customers, or customers that can be regarded as a Group due to similarities in their credit risk. The Group's diversified customer base in different jurisdictions, and from various industries, also lowers the concentration of counterparty credit risk from accounts receivables. Guarantees and credit insurances are used if deemed necessary and cost effective.

ViaCon Group:
The credit risk assessment of a customer is done locally, to ensure that sales of products and services take place only to customers with a satisfactory credit history. Customer credit in the form of payment days is only granted after a credit assessment has been carried out. If a contract is large, the credit risk is normally covered through a prepayment from the customer of around 30% of the contract value. The Group's diversified customer base in different countries and from different industries helps to spread and thereby reduce its credit risks regarding accounts receivable.

For the SRH BridgeCo Group, realised losses during the year are classified as other operating expenses in the profit or loss (ref. note 9). The Group's aging structure for outstanding trade receivables is relatively stable. Bad debt losses recognised in 2022 totalled NOK 16.4 million (NOK 4.3 million in 2021). The total provision for bad debt is NOK 49.7 million as of 31 December 2022 (NOK 43.1 million as of 31 December 2021).

Aging analysis trade receivables, 31 December 2022

NOK 1000	Total	Not due	< 30d	30-60d	60-90d	>90d
Trade receivables	1 188 389	827 803	182 787	25 558	24 362	127 879
Provision for bad debt	(49 725)	(2 239)	(2 999)	(468)	(559)	(43 460)
Total trade receivables	1 138 664	825 564	179 788	25 090	23 803	84 419

Aging analysis trade receivables, 31 December 2021

NOK 1000	Total	Not due	< 30d	30-60d	60-90d	>90d
Trade receivables	1 034 887	706 552	165 591	27 095	37 601	98 047
Provision for bad debt	(43 115)	(1 246)	(612)	(576)	(537)	(40 144)
Total trade receivables	991 772	705 307	164 979	26 519	37 064	57 903

Foreign exchange rate risk

As a consequence of the international business activities, the Group is exposed to foreign exchange risks from the flow of goods (transaction exposure) and from assets and liabilities in currencies other than the reporting currency (translation exposure).

The Group aims to reduce these risks by creating natural hedges, to the extent possible. Natural hedges can be achieved by buying and selling goods and services in the same currency, and by borrowing in the same currency as the assets on the balance sheet.

All foreign exchange differences are reported in profit or loss, except for foreign exchange differences on intercompany loans treated as net investments, which are recognised in other comprehensive income.

Transaction exposure

The Group shall reduce the impact from currency fluctuations by primarily creating natural hedges, and thereafter hedge contracted transaction exposure by applying financial instruments. Hedging with financial instruments will only be done after a case-by-case cost benefit analysis.

Translation exposure

Translation exposure is an accounting risk arising when items denominated in foreign currencies in the balance sheet and income statement are revaluated and consolidated. The Group shall continuously monitor, measure and follow-up the exposure to evaluate the effects on financial statements

Hedge accounting

Hedge accounting is applied to hedge net investments in foreign operations. Gains and losses in hedging instruments that fulfil the requirements for hedging net investments are recognised directly in equity via other comprehensive income.

ViaCon Group has identified EUR 43 million (50 million) of the bond loan as a hedging instrument to mitigate the translation risk of net investments in EUR. The result of the hedging before tax amounted to SEK -37,335 thousand (-17,264) and was recognised in equity via other comprehensive income. The accumulated effect reported in equity via other comprehensive income amounted to SEK -54,502 thousand (-13,708). The effectiveness of the hedge is evaluated when concluding the hedging relationship. The hedged item and the hedging instrument are evaluated on an ongoing basis to ensure that the ratio meets the requirements for hedge accounting. No ineffectiveness has affected the income statement for 2022 or 2021.

Interest rate risk

The interest rates on the financing agreements and bond loans are affected by changes in market rates, as both Saferoad and ViaCon is being charged floating interest rates. Saferoad has during 2022 bought interest rate caps to protect against rising interest rates for the Senior Term Facilities Agreement with the GSO-funds. Protection is bought for the full exposure in NOK, EUR and SEK until the maturity of the Senior Term Facilities in 2028.

The sensitivity analysis illustrates the annual impact on financial expenses and after-tax result for an increase or decrease of 100 basis points in the interest rates (all other variables being unchanged). There are interest rate floors in the external financial agreements, which will become effective in EUR and SEK in case we experience a drop of 1 per centage point in market rates. The interest rate caps bought will become effective for all currencies if the current interest rate levels increase by 100 basis points.

As a consequence of the interest rate floors being effective, the impact from a further 1 per cent interest rate decrease will be lower than a 1 per cent increase in interest rates.

Sensitivity analysis interest rates, 31 December 2022

NOK million	Change Financial expences	Change after tax profit and loss
100 basis points increase	15,7	12,5
100 basis points decrease	(15,7)	(12,5)

Assumes effective tax rate of 20 per cent agreements.

The interest rate cost is to some extend exposed to risk related to changes in the credit margin on the Revolving Facility Agreement with DNB, because the credit margin is leverage dependent.

Commodity risk management

The Group is exposed to commodity price risks due to changes in commodity prices, which the Group is not directly able to transfer to external counterparties. The Group's main exposure derives from purchases of raw materials like steel, aluminium, zinc and plastics. In addition, the Group is exposed to fluctuations in the price of electricity and oil.

To secure cost-efficiency and large scale of operations, category teams have been established for the major commodities. The category teams closely monitor the risk related to changes in commodity prices and the Group use natural hedging to mitigate potential negative impact from increase in raw material prices on larger projects and orders with fixed prices. In some cases, the Group has the possibility to hedge the commodity price risk by applying financial instruments. The Group has, during 2022, entered some smaller financial derivative contracts to mitigate the risk from rising steel prices.

Financial derivatives

The Group has bought interest rate options to cap the upside risk to market rates, as well as commodity swaps to mitigate the risk from rising steel prices. The Group may also from time to time use forward agreements or options to hedge selected currency exposures. Please see note 30 for further description.

Note 20 Fair values of financial instruments

Set out below is a comparison by class of the carrying amount and fair values that are recognised in the financial statements.

2022

NOK 1000	Notes	Financial assets and liabilities at amortised cost	Financial liabilities at fair value	Total
Non-current assets				
Non-current receivables		32 797		**32 797**
Other investments	5	685		**685**
Financial derivatives	30		219 347	**219 347**
Current assets				
Trade receivables	19	1 138 664		**1 138 664**
Other receivables	21	251 426		**251 426**
Total		1 423 572	219 347	**1 642 919**
Fair value		1 423 572	219 347	**1 642 919**
Unrecognised gain/(loss)		0	0	**0**
Non-current liabilities				
Non-current liabilities to credit institutions	23	2 660 071		**2 660 071**
Other non-current liabilities	23	1 333 168		**1 333 168**
Financial derivatives	30		79 609	**79 609**
Current liabilities				
Accounts payables		669 256		**669 256**
Current liabilities related to acquisitions	18, 25		8 642	**8 642**
Other current liabilities	25	536 216		**536 216**
Current portion of non-current liabilities	23	110 745		**110 745**
Current liabilities to credit institutions	23	128 838		**128 838**
Total		5 438 294	88 251	**5 526 545**
Fair value		5 438 294	88 251	**5 526 545**
Unrecognised gain/(loss)		0	0	**0**

2021

NOK 1000	Notes	Financial assets and liabilities at amortised cost	Financial liabilities at fair value	Total
Non-current assets				
Non-current receivables		24 790		**24 790**
Other investments		777		**777**
Current assets				
Trade receivables	19	991 772		**991 772**
Other receivables	21	291 612		**291 612**
Total		1 308 951	0	**1 308 951**
Fair value		1 308 951	0	**1 308 951**
Non-current liabilities				
Non-current liabilities to credit institutions	23	2 710 007		**2 710 007**
Non-current liabilities related to acquisitions	18		5 908	**5 908**
Other non-current liabilities	23	1 290 463		**1 290 463**
Current liabilities				
Accounts payables		716 307		**716 307**
Other current liabilities	25	492 270		**492 270**
Current portion of non-current liabilities	23	122 244		**122 244**
Current liabilities to credit institutions	23	27 387		**27 387**
Total		5 358 680	5 908	**5 364 587**
Fair value		5 358 680	5 908	**5 364 587**

Fair value

The following methods and assumptions were used to estimate the fair values:

The carrying amount of receivables has been reduced for impaired receivables and is considered equal to fair value. Trade payables are entered into on normal terms and conditions and the carrying amount is equal to fair value.

The fair value of non-current liabilities with floating interest rates is estimated by discounting future cash flows using rates currently available for debt in similar terms, credit risks and remaining maturities. The carrying value is considered to be a reasonable approximation of fair value because the liability has a floating interest rate and the margin set in 2022 is considered to reflect current market terms.

The fair value of liabilities related to acquisitions is estimated by discounting estimated future cash flows.

The fair value of unquoted shares available for sale is estimated using appropriate valuation techniques.

Fair value hierarchy

The Group applies the following hierarchy when assessing and presenting the fair value of financial instruments:

Level 1: Trading prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3: Input for the asset or liability that is not based on observable market data.

For liabilities related to acquisitions in level 3 the carrying amount is assessed to be reasonable approximation of fair value.

Assets measured at fair value

NOK 1000	Total 31.12.2022	Level 2 2022	Level 3 2022	Total 31.12.2021	Level 2 2021	Level 3 2021
Financial assets at fair value through profit or loss						
Interest rate swaps and foreign exchange contracts	**219 347**	**219 347**	**0**	0	0	0
Total assets measured at fair value	**219 346**	**219 347**	**0**	0	0	0

Liabilities measured at fair value

NOK 1000	Total 31.12.2022	Level 2 2022	Level 3 2022	Total 31.12.2021	Level 2 2021	Level 3 2021
Financial liabilities at fair value through profit or loss						
Interest rate swaps and foreign exchange contracts	**79 609**	**79 609**	**0**	0	0	0
Liabilities related to acquisitions	**8 642**	**0**	**8 642**	5 908	0	5 908
Total liabilities measured at fair value	**88 250**	**79 609**	**8 642**	5 908	0	5 908

NOK 1000	31.12.2022	31.12.2021
Opening balance liabilities measured at level 3	**5 908**	14 058
Change in estimate existing obligations	**2 329**	0
Acquisitions in the year	**0**	0
Payments	**0**	(7 690)
Translation differences	**405**	(459)
Closing balance liabilities measured at level 3	**8 642**	5 908

There were no transfers in 2022 or 2021 between level 1 and level 2 fair value measurements, and no transfers into or out of level 3 fair value measurements.

See note 18 for a specification of liabilities related to acquisitions.

Note 21 Other current receivables

NOK 1000	31.12.2022	31.12.2021
Unbilled revenue	**176 789**	**228 659**
Prepayments to suppliers	**28 307**	**47 174**
Prepaid taxes	**23 026**	**42 116**
Other prepayments	**49 358**	**72 188**
Receivables on employees, associated- and related parties	**3 193**	**2 876**
Other receivables	**72 043**	**60 269**
Total other current receivables	**352 716**	**453 282**

Receivables on employees, associated- and related parties include a loan to an employee of NOK 0.5 million. The loan is interest-free and without instalments.

Note 22 Cash and cash equivalents

NOK 1000	31.12.2022	31.12.2021
Cash and bank deposits	**678 952**	727 105
Restricted cash	**6 558**	8 202
Total cash and cash equivalents	**685 510**	735 307

See note 19 for description of cash pool systems.

Note 23 Interest-bearing liabilities

In November 2021, the financing agreement held in SRH Investco AS was replaced with separate funding, split on Saferoad- and ViaCon Group. Saferoad Group refinanced and replaced the joint financing agreement with long-term Senior Term Facility Agreements with certain GSO - funds managed by Blackstone Alternative Credit Advisors LP. The Senior Term Facility Agreements committed are for NOK 869.1 million, EUR 96.0 million and SEK 610.7 million which mature in September 2028.

In addition, working capital financing was secured through a revolving facility agreement between Saferoad Holding AS and DNB Bank ASA as Original Lender. The revolving facility agreement amounts to NOK 510.0 million and matures in March 2028. By year end 2022, there were drawn NOK 300.0 million on the revolving facility agreement.

ViaCon established its own cashpool and in November new financing was set up by means of ViaCon issuing a senior secured bonds of EUR 100.0 million and a separate financing agreement with a total credit of EUR 24 million.

Interest
Interest on the revolving facility agreement will accrue at a floating rate calculated as the sum of the applicable interbank market rate and a margin. The margin for the revolving facility varies with Saferoad's leverage ratio. There are interest rate floors in the financial agreements with DNB and the Facilities originally lent by funds managed by Blackstone Alternative Credit Advisors LP. The interest rate floors have become effective for the loans denominated in SEK and EUR.

ViaCon's senior secured bond, maturing in 2025, has an interest rate of EURIBOR + 6.25%.

Security and pledge
See note 27 'Pledged assets and guarantees' regarding security and pledge.

Financial covenant
There is a leverage covenant in the DNB facility with which Saferoad Group must be compliant, in case 40 per cent or more of the revolving facility is drawn. As of 31 December 2022, here is sufficient headroom to the leverage covenant. The only financial covenant in the Senior Term Facility Agreements is a limitation on capital expenditure per annum. Saferoad's 2022 capital expenditure budget is well below the 2022 capex covenant level.

ViaCon Group has special loan terms (covenants) to fulfil on the bond loan that include ratios such as EBITDA and net debt. All covenants were fulfilled at the end of the year.

The Group has the following non-current interest-bearing liabilities to credit institutions:

Liabilities to credit institutions 31 December 2022

NOK 1000	Currency	Interest rate	Due date	Amount
Liabilites to credit institutions - Term loan	SEK	STIBOR + Margin	30/9/2028	558 255
Liabilites to credit institutions - Term loan	NOK	NIBOR + Margin	30/9/2028	840 478
Liabilites to credit institutions - Term loan	EUR	EURIBOR + Margin	30/9/2028	976 059
Liabilites to credit institutions - Revolving credit facility	NOK	NIBOR + Margin	31/3/2028	285 279
Total				2 660 071
Less current part				0
Non-current				2 660 071

Liabilities to credit institutions 31 December 2021

NOK 1000	Currency	Interest rate	Due date	Amount
Liabilites to credit institutions - Term loan	SEK	STIBOR + Margin	30.09.2028	572 862
Liabilites to credit institutions - Term loan	NOK	NIBOR + Margin	30.09.2028	836 626
Liabilites to credit institutions - Term loan	EUR	EURIBOR + Margin	30.09.2028	923 070
Liabilites to credit institutions - Revolving credit facility	NOK	NIBOR + Margin	31.03.2028	377 450
Total				2 710 007
Less current part				0
Non-current				2 710 007

Other non-current liabilities 31 December 2022

NOK 1000	Amount
Financial leasing	397 852
Other non-current liabilities interest bearing	1 045 441
Estimated future payments for acquired shares (note 18)	8 642
Other non-current liabilities non interest bearing	620
Total	1 452 555
Less current part	(119 387)
Non-current	1 333 168

Other non-current liabilities 31 December 2021

NOK 1000	Amount
Financial leasing	434 127
Other non-current liabilities interest bearing	977 988
Estimated future payments for acquired shares (note 18)	5 909
Other non-current liabilities non interest bearing	592
Total	1 418 616
Less current part	(122 245)
Non-current	1 296 371

The Group has the following current liabilities to credit institutions:

NOK 1000	31.12.2022	31.12.2021
Revolving facilities	**105 138**	0
Other current liabilities to credit institutions	**23 700**	**27 387**
Total current liabilities to credit institutions	**128 838**	27 387

The tables below, which include interests, summarise the maturity profile of current liabilities to credit institutions and non-current financial liabilities:

2022

NOK 1000	Due within one year	Due within two years	Due within three years	Due within four years	Due within five years	Due after five years	Total interest-bearing liabilities
Liabilities to credit institutions - principal amount	2 224	1 441	1 039	866	805	2 456 534	**2 462 909**
Revolving credit facility	0	0	0	0	0	300 805	**300 805**
Liabilities to credit institutions - interest	194 040	194 085	194 097	194 115	194 144	340 240	**1 310 721**
Bond	91 465	92 416	1 145 082	0	0	0	**1 328 963**
Leasing	142 242	99 587	76 513	57 355	33 994	84 041	**493 732**
Estimated future payments for acquired shares (note 18)	8 642	0	0	0	0	0	**8 642**
Other loans	129 545	754	210	216	222	11 830	**142 776**
Total	568 158	388 284	1 416 940	252 552	229 164	3 193 451	**6 048 549**

2021

NOK 1000	Due within one year	Due within two years	Due within three years	Due within four years	Due within five years	Due after five years	Total interest-bearing liabilities
Liabilities to credit institutions - principal amount	4 537	647	169	0	0	2 423 161	**2 428 513**
Revolving credit facility	0	0	0	0	0	400 000	**400 000**
Liabilities to credit institutions - interest	159 996	159 873	159 824	159 791	159 791	279 634	**1 078 909**
Bond	64 309	62 604	62 604	1 061 486	0	0	**1 251 003**
Leasing	164 773	109 831	82 895	56 967	39 491	96 998	**550 956**
Estimated future payments for acquired shares (note 18)	0	5 908	0	0	0	0	**5 908**
Other loans	32 177	1 318	792	0	0	5 669	**39 956**
Total	425 792	340 180	306 284	1 278 244	199 283	3 205 463	**5 755 246**

Note 24 Changes in liabilities arising from financing activities

2022

				Non-cash changes					
NOK 1000	Notes	31.12.2021	Cash flows	Acquisition of subsidiaries and other businesses	Sale of subsidiaries	Changes in foreign exchange rates	Changes in fair values	Other changes	31.12.2022
Non-current liabilities									
Non-current liabilities to credit institutions	23	2 710 007	(100 000)	0	0	32 568	0	17 496	**2 660 071**
Financial leasing	23	317 742	(37 803)	0	0	8 745	0	283	**288 967**
Future payments for acquired shares	18, 23	5 908		0	0	0	0	-5 908	**0**
Other non-current liabilities	23	973 321	10 381	0	0	50 929	0	9 569	**1 044 201**
Total other non-current liabilities	23	1 296 971	(27 422)	0	0	59 674	0	3 945	**1 333 169**
Current liabilities									
Other current liabilities to credit institutions	23	22 364	98 539	0	0	6 469	0	11	**127 383**
Total current liabilities to credit institutions arising from financing activities	23	22 364	98 539	0	0	6 469	0	11	**127 383**
Bank overdrafts included as cash and cash equivalents	23	5 023	(3 435)			(132)	0		**1 455**
Total current liabilities to credit institutions	23	27 387	95 103	0	0	6 337	0	11	**128 838**
Dividends to non-controlling interests		19	(36 665)	0	0		0	36 665	**19**
Accrued interest		10 512	(331 106)	0	0		0	337 213	**16 619**
Current portion of financial leasing	23	117 674	(117 674)	0	0	8 189	0	100 697	**108 885**
Short-term future payments acquired shares	18			0	0		0	8 642	**8 642**
Current portion of other non-current liabilities	23	4 570	(2 486)	0	0	(223)	0	-	**1 860**
Other current liabilities		132 775	(487 931)	0	0	7 965	0	483 216	**136 026**
Total liabilities from financing activities		4 167 140	(520 250)	0	0	106 544	0	504 668	**4 258 103**

2021

NOK 1000	Notes	31.12.2020	Cash flows	Acquisition of subsidiaries and other businesses	Sale of subsidiaries	Changes in foreign exchange rates	Changes in fair values	Other changes	31.12.2021
Non-current liabilities									
Non-current liabilities to credit institutions	23	1 969 048	740 368	0	0	591	0	0	**2 710 007**
Financial leasing	23	326 251	(20 705)	2 356	0	(14 383)	0	24 223	**317 742**
Future payments for acquired shares	18, 23	6 193	0	0	0	0	0	(285)	**5 908**
Other non-current liabilities	23	16 747	967 379	(117)	0	(9 877)	0	(811)	**973 321**
Total other non-current liabilities	23	349 191	946 674	2 238	0	(24 259)	0	23 127	**1 296 971**
Current liabilities									
Other current liabilities to credit institutions	23	27 055	1 860	1 954	0	(8 505)	0	0	**22 364**
Total current liabilities to credit institutions arising from financing activities	23	27 055	1 860	1 954	0	(8 505)	0	0	**22 364**
Bank overdrafts included as cash and cash equivalen	23	1 835	0	0	0	(24)	0	3 212	**5 023**
Total current liabilities to credit institutions	23	28 889	1 860	1 954	0	(8 529)	0	3 212	**27 387**
Dividends to non-controlling interests		0	(1 264 251)	0	0	0	0	1 264 270	**19**
Accrued interest		1 604	(325 920)	0	0	0	0	334 829	**10 512**
Current portion of financial leasing		119 042	(119 042)	0	0	(5 344)	0	123 018	**117 674**
Current portion of other non-current liabilities		2 945	1 642	0	0	(49)	0	32	**4 570**
Other current liabilities		123 591	(1 707 571)	0	0	(5 393)	0	1 722 148	**132 776**
Total liabilities from financing activities		2 470 720	(18 669)	4 192	0	(37 590)	0	1 748 488	**4 167 141**

Note 25 Other current liabilities

NOK 1000	31.12.2022	31.12.2021
Salary	**105 296**	62 763
Bonuses	**34 871**	41 740
Holiday pay	**112 308**	105 708
Other liabilities to employees	**15 301**	12 953
Prepayment from customers	**104 216**	71 892
Accrued interest	**16 619**	10 512
Estimated future payments acquired shares (note 23)	**8 642**	1
Other current liabilities	**147 604**	186 701
Total other current liabilities	**544 858**	492 270

Note 26 Share capital, shareholders' equity, dividend and non-controlling interests

The share capital of SRH BridgeCo AS on 31 December consists of the following shares:

		Number of shares	Share capital	Share premium
14.11.2016	Incorporation	30 000	30	0
06.09.2018	Repayment	(30 000)	(30)	0
06.09.2018	Capital contribution	41 036 800	4 104	406 264
02.09.2019	Share capital increase	0	4 104	745 880
08.11.2021	Dividend	0	0	(763 084)
08.12.2021	Repayment	0	0	(33 000)
31.12.2022	Total	41 036 800	8 207	356 060

Number of shares are in full amount but share capital and share premium are in NOK thousand.

SRH BridgeCo AS was incorporated 14 November 2016. The share capital was reduced with NOK 30 000 from NOK 30 000 to NOK 0 on 6 September 2018, by redemption of 30 000 shares, each with a face value of NOK 1. The share capital increased to NOK 4 103 680 from NOK 0 by issuance of 41 036 800 shares. The subscription price was NOK 10 per share, of which NOK 0.10 was share capital and NOK 9.90 was share premium.

On 2 September 2019, a share capital increase in SRH BridgeCo AS was conducted. The share capital increased by NOK 4 103 680 from NOK 4 103 680 to NOK 8 207 360 by increasing the face value of the shares from NOK 0.10 with NOK 0.10 to NOK 0.20.

On 8 November 2021, a dividend distribution by NOK 763.1 million was made to FSN Capital GP V Limited.

On 8 December 2021, a dividend distribution by NOK 33.0 million was approved and was paid on 5 January 2022 to FSN Capital GP V Limited.

Number of shares and shareholders

Shareholders in SRH BridgeCo AS 31 December 2022:

Shareholders	Ordinary shares	Percentage
FSN Capital GP V Limited	41 036 800	100 %
Total	41 036 800	100 %

Non-controlling interests

2022

NOK 1000	Accumulated non-controlling interests	Non-controlling interests share of profit/(loss)	Dividends to non-controlling interests	Financial information (100% basis) Assets	Liabilities	Revenue	Profit/(loss)
Brite Line Europe GmbH	4 903	1 374	3 665	38 264	19 004	67 581	5 453
SRH Holding Group	196 355	(47 993)	0	6 279 409	5 857 637	8 393 915	(122 255)
Total non-controlling interests	201 258	(46 619)	3 665				

2021

NOK 1000	Accumulated non-controlling interests	Non-controlling interests share of profit/(loss)	Dividends to non-controlling interests	Financial information (100% basis) Assets	Liabilities	Revenue	Profit/(loss)
Brite Line Europe GmbH	6 781	1 267	0	37 386	10 663	68 004	5 026
Road Infrastructure Poland subsidaries	0	1 023	1 844	0	0	0	0
SRH Holding Group	156 965	(11 101)	499 583	5 965 442	5 638 859	7 726 430	(26 226)
Total non-controlling interests	163 746	(8 811)	501 427				

For an overview of non-controlling interest ownership percentages and principal places of business, see note 5 in the parent company accounts.

Payment of dividend to non-controlling interests shall be no greater than proportionate to their shareholding (unless the rights attaching to their shareholding entitle them to a greater proportion in which case not exceeding such greater proportion).

Note 27 Pledged assets and guarantees

Saferoad Holding AS refinanced in November 2021 by entering a Senior Term Facilities Agreement with GSO ESDF II (Luxembourg) Holdco S.à r.l., GSO ESDF II (Luxembourg) Levered Holdco I S.à r.l., GSO ESDF II (Luxembourg) Levered Holdco II S.à r.l., G QCM (Luxembourg) Holdco S.à r.l. as Original Lenders (all funds managed by Blackstone Alternative Credit Advisors LP) of NOK 869.1 million, EUR 96.0 million and SEK 610.7 million. The Facilities mature in September 2028.

In addition, working capital financing was secured through a revolving facility agreement between Saferoad Holding AS and DNB BANK ASA as Original Lender. The revolving facility agreement amounts to NOK 510.0 million and matures in March 2028.

Wilmington Trust (London) Limited is acting as Security Agent for all Facilities.

Security

Saferoad Group:

The following Saferoad Group companies have acceded the Facility Agreements with DNB and the GSO Funds as Guarantors from February 2022.

Company	Jurisdiction	Corporate Identity Number
Bongard & Lind Noise Protection GmbH & Co KG	Germany	HRB 21196
Bongard & Lind Verwaltungs GmbH	Germany	HRB 21973
Brødrene Berntsen AS	Norway	810547472
EKC Sverige AB	Sweden	556520-7478
Euroskilt AS	Norway	890729142
Eurostar AS	Norway	976962699
Eurostar Danmark A/S	Denmark	26994896
Inter Metal Sp. z o.o.	Poland	0000189130
Moramast AB	Sweden	556179-2598
Saferoad Daluiso A/S	Denmark	21778702
Saferoad Europe GmbH Germany	Germany	HRB 22345
Saferoad Grawil Sp. z o.o.	Poland	0000152355
Saferoad Holding AB	Sweden	556753-5470
Saferoad Holding AS	Norway	917763909
Saferoad Holding Denmark Aps	Denmark	31589487
Saferoad Holding Germany GmbH	Germany	HRB 22343
Saferoad Pomerania Sp. z o.o.	Poland	0000154679
Saferoad RRS GmbH	Germany	HRB 22479
Saferoad RRS Polska Sp. z o.o.	Poland	0000265582
Saferoad Smekab AB	Sweden	556099-6869
Saferoad Sverige AB	Sweden	556030-8073
Saferoad RRS Sverige AB	Sweden	556505-1413
Saferoad Treasury AB	Sweden	556493-1573
TrafikkDirigering AS	Norway	991821902
Vik Ørsta AS	Norway	985001952

In addition to the guarantees, the following securities are given in favour of the Security Agent, acting in the interest of the lenders:

a) pledge granted by SRH Investco AS and MgmtCo Saferoad AS of all shares issued by Saferoad Holding AS and held by either SRH Investco AS or MgmtCo Saferoad AS
b) pledge granted by the Holding company of each guarantor listed above of all shares owned in the guarantor by the respective Holding company
c) pledge over all intra-group loan agreements exceeding a value of NOK 10.0 million, or similar value in other currencies
d) Saferoad Holding AS' bank accounts

ViaCon Group:

As collateral for the bond and the new credit agreement the ViaCon Group pledged its shares in all material subsidiaries (guarantors). The guarantor's aggregated EBITDA shall not represent less than 80 percent of consolidated EBITDA of the ViaCon Group. According to the bond agreement, there is a processing time for registration of mortgages and the registration was executed in January 2022.

The calculation of the value of the pledged shares, in cases where they had been registered at year-end 2022, amounted to NOK 1 235.9 million (NOK 1 129.3 million as of 31 December 2021).

The following ViaCon Group companies are guarantors:

Company	Jurisdiction	Corporate Identity Number
ViaCon Holding AB	Sweden	556661-6099
ViaCon Invest AB	Sweden	559228-2437
ViaCon International AB	Sweden	556619-6159
ViaCon AB	Sweden	556620-7519
ViaCon Production AB	Sweden	556457-4472
FLA Geoprodukter AB	Sweden	556187-7357
Oy ViaCon AB	Finland	0969082-9
UAB ViaCon Baltic	Lithuania	110788621
UAB ViaCon Baltic Pipe	Lithuania	301670782
ViaCon Polska Sp. z o.o.	Poland	0000093391
ViaCon Romania SRL	Romania	J08/1323/2012
ViaCon İnşaat Müh. San. Tic. A.Ş.	Turkey	ITO-910795
ViaCon France SAS	France	340740745

In addition, ViaCon Polska Sp.z.o.o has provided accounts receivables amounting to NOK 112.3 million (65.2 million as of 31 December 2021) as collateral for bank guarantees.
ViaCon Group has issued credit guarantees to customer and other stakeholders at the end of 2022 of NOK 74.6 million (22.6 million as of 31 December 2021)

Note 28 Other commitments and contingencies

The Group may from time to time be involved in legal proceedings in various forms. While acknowledging the uncertainties of litigation, the Group is of the opinion that based on the information currently available, these matters will be resolved without any material adverse effect individually or in aggregate on the Group`s financial position. For legal disputes where the Group assesses it probable (more likely than not) that an economic outflow will be required to settle the obligation, provisions have been made based on management`s best estimate.

Competition case in Denmark
In June 2015, the Danish Competition Council found Eurostar Denmark A/S, a company within the Group, non-compliant with the Danish and EU competition law by having engaged in joint bidding via a consortium with LKF Vejmarkering A/S in a tender for road marking in Denmark. Prior to entering the joint bidding consortium, Eurostar Denmark A/S sought legal advice, which stated that such a joint bidding consortium did not infringe applicable competition law.

The decision was contested by Eurostar Denmark A/S and appealed to the Danish Competition Appeals Tribunal, which upheld the decision in April 2016. Eurostar Denmark A/S appealed the decision from the Danish Competition Council and brought the case before the Danish Maritime and Commercial High Court. The Danish Maritime and Commercial High Court ruled in favour of Eurostar Denmark A/S in August 2018. The case was appealed to the Danish Supreme Court and the Danish Supreme Court ruled in favour of the Danish Competition authorities in November 2019.

The case in front of Copenhagen District Court related to the determination of the fine was completed in January 2022. On 11 February 2022, the Copenhagen District Court acquitted the companies and individuals which were subject to charges, including Eurostar Danmark A/S and its CEO, concluding that neither acted gross negligent when engaging in the joint bidding consortium. The decision has been appealed and its therefore not yet final. The appealed case is scheduled for January and February 2024. Additional disclosure of information as required by IAS 37 regarding this case are not made, due to the ongoing proceedings.

Note 29 Transactions with related parties

An overview of subsidiaries is presented in note 5 for the parent company, and associated companies are presented in note 5 in the Groups Financial Statements. Remunerations to the Board of Directors and Group Management is disclosed in note 10. Transactions with subsidiaries have been eliminated and do not represent related party transactions.

The Group has the following transactions with shareholders, associated companies, minority shareholders of subsidiaries or companies that can be considered related to members of the Board of Directors or leading executives.

NOK 1000	2022	2021
Profit and loss		
Sales to related parties	**818**	531
Purchases from related parties [1]	**61 970**	55 693

NOK 1000	31.12.2022	31.12.2021
Balance sheet		
Receivables [2]	**189**	84
Payables [3]	**165**	157
Other transactions with related parties	**350**	350

[1] Purchase from related parties mainly include purchase of goods from minority shareholder of subsidiaries and from companies which are related to leading executives in a company in the Group. In addition, hire of employees from associated companies are included.
[2] Receivables mainly include receivables for trade of goods from companies which is related to leading executives in a company in the Group.
[3] Payables mainly include transactions for trade of goods with minority shareholders of subsidiaries and with companies which are related to leading executives in a company in the Group.

The following board members of the subsidiary Saferoad Holding AS and ViaCon Holding AB own shares in MgmtCo Saferoad AS (see Note 10):

Name	Board member	Ordinary shares	Preference shares	Total number of shares	Percentage
Elke Elfriede Eckstein	Saferoad Holding AS	35 000	35 000	70 000	2,53 %
Espen Asheim	Saferoad Holding AS	35 000	35 000	70 000	2,53 %
Lars Patrik Nolåker	Saferoad Holding AS/ViaCon Holding AB	105 000	105 000	210 000	7,59 %

The following board members of the subsidiary Saferoad Holding AS and ViaCon Holding AB own shares in MgmtCo RI AS (see Note 10):

Name		Ordinary shares	Preference shares	Total number of shares	Percentage
Elke Elfriede Eckstein	Saferoad Holding AS	15 000	15 000	30 000	1,08 %
Lars Patrik Nolåker	Saferoad Holding AS/ViaCon Holding AB	116 294	45 000	161 294	5,83 %
Krzysztof Andrulewicz	ViaCon Holding AB	33 526	33 526	67 052	2,42 %
Gunilla Spongh	ViaCon Holding AB	4 755	4 755	9 510	0,34 %

The ownership structure between Saferoad Holding AS, ViaCon Holding AB, MgmtCo Saferoad AS and MgmtCo RI AS is described in note 5 for SRH BridgeCo AS separate financial statements.

Note 30 Derivatives

Derivative financial instruments and hedge accounting
The Group holds derivative financial instruments to hedge its interest rate exposures. The Group wants to have hedges linked to its debt portfolio limiting impacts of an increasing NIBOR, EURIBOR and STIBOR. The basis for this is to limit the impact of an increase in floating interest rates on the Group's interest expenses.

At the inception of the designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument.

As of 31 December 2022, the Group held the following instruments to hedge exposures to changes in interest rate on loan with floating rate:

INTEREST RATE OPTIONS

Current amount	Maturity date	Strike rate	Rate index	Currency	Fair value	Initial value	Fair value NOK
EUR 96 000 000	**Sep 28**	1,0 %	3M EURIBOR	EUR	10 585 200	3 257 766	111 290 676
NOK 869 000 000	**Sep 28**	2,5 %	3M NIBOR	NOK	53 785 348	34 430 884	53 785 384
SEK 610 000 000	**Sep 28**	1,5 %	3M STIBOR	SEK	57 411 065	22 540 491	54 270 680
						Asset	219 346 740

INTEREST RATE SWAPS

Current amount	Maturity date	Currency	Fair value	Initial value	Fair value NOK
EUR 96 000 000	**Sep 28**	EUR	-2 730 117	-3 257 766	-28 703 904
NOK 869 000 000	**Sep 28**	NOK	-32 424 370	-34 430 884	-32 424 370
SEK 610 000 000	**Sep 28**	SEK	-19 549 678	-22 540 491	-18 480 311
				Liability	-79 608 585

Note 31 Events after the balance sheet date

There have been no significant events for the Group after the balance sheet date.

Financial Statements SRH BridgeCo AS

Statement of comprehensive income

NOK 1000	Notes	2022	2021
Total operating revenue		**0**	**0**
Other operating costs	3	**426**	**1 670**
Total operating costs		**426**	**1 670**
Operating profit/(loss)		**(426)**	**(1 670)**
Financial income	6	**9 350**	**2 502**
Financial income from group companies	6, 8	**25**	**18**
Financial expenses	6	**1**	**3**
Net exchange rate gain/(loss)	6	**(18)**	**(46)**
Net financial income/(expenses)		**9 357**	**2 472**
Profit/(loss) before tax		**8 930**	**802**
Tax	7	**0**	**0**
Profit /(loss) for the year		**8 930**	**802**
Other comprehensive income for the year, net of tax		**0**	**0**
Total comprehensive income for the year		**8 930**	**802**

Statement of financial position (assets)

NOK 1000	Notes	31.12.2022	31.12.2021
ASSETS			
NON-CURRENT ASSETS			
Financial non-current assets			
Shares in subsidiaries	5	**334 208**	**334 208**
Loans to group companies	8	**818**	**600**
Other investments	12	**6 185**	**7 126**
Total financial assets		**341 211**	**341 934**
Deferred tax assets	7	**0**	**0**
Total non-current assets		**341 211**	**341 934**
CURRENT ASSETS			
Receivables			
Receivables on group companies	8	**25**	**18**
Total receivables		**25**	**18**
Cash and cash equivalents	9	**12 134**	**35 588**
Total current assets		**12 159**	**35 606**
Total assets		**353 370**	**377 540**

Statement of financial position (shareholders' equity and liabilities)

NOK 1000	Notes	31.12.2022	31.12.2021
SHAREHOLDERS' EQUITY AND LIABILITIES			
SHAREHOLDERS' EQUITY			
Share capital		**8 207**	**8 207**
Share premium		**356 060**	**356 060**
Other equity		**(10 898)**	**(19 828)**
Total shareholders' equity		**353 370**	**344 439**
LIABILITIES			
Current liabilities			
Other current liabilities	11	**0**	**33 100**
Total current liabilities		**0**	**33 100**
Total liabilities		**0**	**33 100**
Total shareholders' equity and liabilities		**353 370**	**377 540**

Oslo, 30 June 2023

The Board of SRH BridgeCo AS

DocuSigned by:
Ulrik Smith
F1C97198EE9D46A...
Ulrik Smith
Chairman of the Board

DocuSigned by:
Niclas Thiel
3036E66003F94A8...
Niclas Thiel
Board member

Statement of changes in equity

NOK 1000	Share capital	Share premium	Other equity	Total shareholders' equity
Shareholders' equity at 31.12.2020	8 207	1 152 144	(20 630)	**1 139 722**
Dividends to shareholders		(763 084)		**(763 084)**
Repayment of capital to shareholders		(33 000)		**(33 000)**
Profit/(loss) for the year			802	**802**
Total comprehensive income	0	0	802	**802**
Shareholders' equity at 31.12.2021	8 207	356 060	**(19 828)**	**344 439**
Profit/(loss) for the year			8 930	**8 930**
Total comprehensive income	0	0	8 930	**8 930**
Shareholders' equity at 31.12.2022	8 207	356 060	**(10 898)**	**353 370**

The share capital in SRH BridgeCo AS as of 31 December 2022 consists of 41 036 800 ordinary shares with nominal value of NOK 0.20 per share.

The articles of association do not contain specific decisions on voting rights.

See note 26 in Group accounts for details on share capital, shareholders' equity and ownership.

Cash flow statement

NOK 1000	Notes	2022	2021
Cash flow from operations			
Profit/(loss) before tax		**8 930**	**802**
Interest income and other financial income	6	**(9 376)**	**(2 521)**
Changes in receivables/liabilities on group companies		**0**	**(48)**
Changes in accounts payable		**0**	**(550)**
Changes in other current receivables and liabilities		**(126)**	**0**
Net cash flow from operations		**(571)**	**(2 317)**
Cash flow from investment activities			
Interest received		**126**	**26**
Repayment of capital from SRH Holding AS		**0**	**763 084**
Loans to subsidiaries		**(200)**	**0**
Payments for acquired shares		**0**	**(663)**
Sale of shares		**10 191**	**3 062**
Dividends received		**0**	**6 204**
Net cash flow from investment activities		**10 117**	**771 713**
Cash flow from financing activities			
Dividends to shareholders		**(33 000)**	**(763 084)**
Net cash flow from financing activities		**(33 000)**	**(763 084)**
Net increase/(decrease) in cash and cash equivalents		**(23 454)**	**6 312**
Cash and cash equivalents at beginning of the year		**35 588**	**29 276**
Cash and cash equivalents at the end of the year	**9**	**12 134**	**35 588**

Cash and cash equivalents at the end of the year in statement of financial position		**12 134**	**35 588**
Cash pool at the end of the year in statement of financial position		**0**	**0**
Cash and cash equivalents at the end of the year in statement of cash flow		**12 134**	**35 588**

Notes to the financial statements for SRH BridgeCo AS

Note 1 Company information

SRH BridgeCo AS is a limited liability company and the ultimate parent company of Saferoad and ViaCon Group. The Company is incorporated and domiciled in Oslo with its registered office, c/o FSN Capital Partners AS, Dronning Mauds gate 11, 0250 Oslo, Norway.

SRH BridgeCo AS owns 61.18 per cent of the shares in SRH Holding AS. The company had no other activities in 2022.

The financial statements of SRH BridgeCo AS for the fiscal year 2022 were approved in the board meeting at 30 June 2023.

The Group's activities are described in note 1 of the consolidated financial statements.

Note 2 Accounting principles

Basis for preparation and statement of compliance

The annual accounts for SRH BridgeCo AS have been prepared in accordance with the Norwegian Accounting Act § 3-9 and Regulations on Simplified IFRS as enacted by the Ministry of Finance 7 February 2022. In all material aspects, Norwegian Simplified IFRS requires that the IFRS recognition and measurement criteria (as adopted by the European Union) are complied with, but disclosure and presentation requirements (the notes) follow the Norwegian Accounting Act and Norwegian Generally Accepted Accounting Standards.

SRH BridgeCo AS's significant accounting principles are consistent with the accounting principles for the Group, as described in note 2 of the consolidated financial statements. Where the notes for the parent company are substantially different from the notes for the Group, these are shown below. Otherwise, refer to the notes to the consolidated financial statements.

Subsidiaries

Investments in subsidiaries are recognised at cost. If the carrying value of a subsidiary is higher than the estimated fair value, the investment is written down. The write-down is shown in statement of comprehensive income. Previously recognised write-downs are reversed if the reason for write-downs no longer exists. Dividends, group contributions and other distributions from subsidiaries are recognised in the same year as they are recognised in the financial statement of the subsidiary according to the Norwegian Regulation of simplified IFRS § 3-1. If dividends or group contribution exceed withheld profits after acquisition, the excess amount represents repayment of invested capital, and the distribution will be deducted from the recorded value of the acquisition in the balance sheet statement for the parent company.

Cash flow statement

The cash flow statement is presented using the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term, highly liquid financial assets with maturities of three months or less.

Events after the balance sheet date

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

Note 3 Other operating costs

Other operating costs

NOK 1000	**2022**	**2021**
Fee for audit, legal and consultancy assistance	**426**	**1 670**
Total other operating costs	**-**	**1 670**

Fees to auditors

NOK 1000	**2022**	**2021**
Proposed fee for audit	**563**	506
Fees for audit previous year	**15**	12
Fees for attestation services	**19**	50
Fees for tax services	**292**	266
Fees for other services	**-**	6
Total fees	**888**	840

The amounts for fees to auditors include VAT.

Note 4 Employees and remuneration to key personnel

There are no employees in the company and the company is not required by law to have a pension scheme.

The Board of Directors in SRH BridgeCo AS has not received any remunerations in 2022 or 2021.

The company does not have a CEO. See note 10 in the consolidated financial statements for further details.

Note 5 Shares in subsidiaries

Company	**Corp ID No**	**Registered office**	**Ownership**	**Voting rights**	NOK 1000 **Carrying value**
SRH Holding AS	919 999 896	Oslo, Norway	61,18 %	61,18 %	334 208

NOK 1000	**Equity 31.12.2022**	**Equity 31.12.2021**	**Profit/(loss) 2022**	**Profit/(loss) 2021**
SRH Holding AS	1 842 845	1 842 980	(135)	1 249 535

The table below sets forth SRH BridgeCo AS's ownership in subsidiaries through its ownership in SRH Holding AS. Several of the subsidiary's own shares in other subsidiaries.

Shares in subsidiaries owned through subsidiaries	Country	Ownership
SRH Holding AS		
SRH Investco AS	Norway	61.2 %
SRH Investco AS		
MgmtCo RI AS	Norway	1.7 %
MgmtCo Saferoad AS	Norway	1.6 %
Saferoad Holding AS	Norway	97.9 %
RI Holding AS	Norway	95.1 %
Saferoad Holding AS		
Saferoad Holding AB	Sweden	100 %
Saferoad Holding Denmark Aps	Denmark	100 %
Saferoad Holding Germany GmbH	Germany	100 %
Brödrene Berntsen AB	Sweden	100 %
Brødrene Berntsen AS	Norway	100 %
Saferoad UK Limited	United Kingdom	100 %
EKC Production AB	Sweden	100 %
EKC Sverige AB	Sweden	100 %
Euroskilt AS	Norway	100 %
Eurostar AS	Norway	100 %
Saferoad Czech Republic s.r.o.	Czechia	100 %
Saferoad Sverige AB	Sweden	100 %
Saferoad Finland Oy	Finland	100 %
Moramast AB	Sweden	100 %
Saferoad RRS Polska Sp. z o.o.	Poland	100 %
Saferoad Holland BV	Netherlands	100 %
Saferoad Smekab AB	Sweden	100 %
Saferoad Sp. z o.o.	Poland	100 %
Saferoad Trading AS	Norway	100 %
TrafikkDirigering AS	Norway	100 %
Trafikksikring AS	Norway	100 %
Vik Ørsta AS	Norway	100 %
Vik Ørsta Design AS	Norway	100 %
Saferoad Holding AB		
Saferoad Treasury AB	Sweden	100 %
Saferoad Holding Denmark Aps		
Saferoad Daluiso A/S	Denmark	100 %
Eurostar Danmark A/S	Denmark	100 %
Saferoad Holding Germany GmbH		
Saferoad Europe GmbH	Germany	100 %
Hausneindorfer Metallbau und Montage GmbH	Germany	100 %
Schalltec Beteiligungs GmbH	Germany	100 %
Schalltec GmbH & Co. KG	Germany	100 %
Saferoad SES GmbH	Germany	100 %
Bongard & Lind Verwaltungs GmbH	Germany	100 %
Bongard & Lind Noise Protection GmbH & Co KG	Germany	100 %
Inter Metal Sp. z o.o.	Poland	100 %
Brite Line Europe GmbH	Germany	74.8 %
Saferoad RRS GmbH	Germany	100 %
Saferoad Romania SRL	Romania	100 %
AWK GmbH	Germany	100 %
HMS Montage GmbH	Germany	100 %
Saferoad UK Limited		
Saferoad VRS Limited	United Kingdom	100 %
Saferoad Finland Oy		
KaideKanerva OY	Finland	100 %
Kanerva Oy Kaide ja Kuljetuse	Finland	100 %
Teedemeister Oy Suomi	Finland	100 %
Saferoad RRS Polska Sp. z o.o.		
Saferoad Baltic UAB	Lithuania	100 %

For the SRH BridgeCo AS subsidiaries in the table where the indirect ownership interest is listed as less than 50 per cent, SRH BridgeCo AS controls more than 50 per cent of the voting power via its voting power in the owner companies.

Note 6 Financial items

NOK 1000	**2022**	**2021**
Interest income	**101**	8
Interest income from group companies (note 8)	**25**	18
Other financial income	**9 249**	2 495
Total financial income	**9 376**	**2 521**
Interest expenses	**1**	1
Other financial expenses	**0**	2
Total financial expenses	**1**	**3**
Currency exchange gain	**26**	(46)
Currency exchange loss	**45**	0
Net exchange rate gain/(loss)	**(18)**	**(46)**
Net financial income/(expenses)	**9 357**	**2 472**

Note 7 Income tax

NOK 1000	2022	2021
Tax payable	0	0
Changes in deferred tax	0	0
Tax income/(expense) recognised in the statement of comrehensive income	0	0

A reconciliation of the effective rate of tax and the tax rate

NOK 1000	2022	2021
Profit/(loss) before tax	8 930	802
Expected income taxes according to income tax rate in Norway 22%	(1 965)	(176)
Deferred tax assets not recognised current year	(70)	(372)
Non-taxable income	2 035	549
Tax income/(expense) recognised in the statement of comrehensive income	0	0

Tax payable basis

NOK 1000	2022	2021
Profit/(loss) before tax	8 930	802
Non deductible expenses	0	1
Non-taxable income	(9 249)	(2 495)
Tax loss carried forward	319	1 692
Tax payable basis	0	0
Tax payable (22% of tax payable basis)	0	0

Deferred tax liabilities/(deferred tax assets)

NOK 1000	2022	2021
Tax losses carried forward	(4 983)	(4 913)
Of which assets not recognised (valuation allowance)	(4 983)	(4 913)
Net recognised deferred tax liabilities	0	0

Note 8 Transactions with group companies

NOK 1000	2022	2021
Internal financial income		
MgmtCo RI AS	13	9
MgmtCo Saferoad AS	13	9
Total internal financial income from group companies	25	18

NOK 1000	31.12.2022	31.12.2021
Loans to group companies		
MgmtCo RI AS	413	304
MgmtCo Saferoad AS	405	296
Total loans to group companies	818	600
Receivables on group companies		
MgmtCo RI AS	13	9
MgmtCo Saferoad AS	13	9
Total receivables on group companies	25	18

Note 9 Cash and cash equivalents

NOK 1000	31.12.2022	31.12.2021
Cash and bank deposits	**12 134**	**35 588**
Restricted cash	**0**	0
Total cash and cash equivalents	**12 134**	35 588

Note 10 Interest-bearing liabilities

SRH BridgeCo AS had no interest-bearing liabilities in 2022 and 2021.

Note 11 Other current liabilities

NOK 1000	31.12.2022	31.12.2021
Repayment of capital to shareholders	**0**	**33 000**
Other short-term lkiabilities	**0**	100
Total other current liabilities	**0**	33 100

Note 12 Other investments

The following investments are controlled by SRH BridgeCo AS` subsidiary SRH Investco AS and consolidated in SRH BridgeCo AS`s consolidated accounts.

NOK 1000	Corp ID No	Registered office	Ownership	Voting rights	Carrying value
MgmtCo Saferoad AS	923 008 888	Oslo, Norway	42,30 %	0,00 %	3 589
MgmtCo RI AS	923 009 027	Oslo, Norway	14,78 %	0,00 %	2 596
Total value					**6 185**

Note 13 Pledged assets and guarantees

SRH BridgeCo AS has no pledged assets or guarantees.

Alternative performance measures (APMs)

APMs are used by the Group for financial reporting to provide a better understanding of the company's underlying financial performance for the period. Underlying operating revenue, underlying EBITDA and EBITA is also used by management to drive performance in terms of target setting. These measures are adjusted IFRS measures defined, calculated, and used in a consistent and transparent manner over time and across the Group where relevant.

Operational measures such as volumes, prices and currency effects are not defined as APMs. The Group focuses on underlying EBITDA in the discussions of periodic operating results for the segments and for the Group.

Each of the following APMs has been defined by the Group as follows:

Underlying operating revenue is defined as operating revenue reported adjusted for material items such as gains from divestments of businesses, as well as other major effects of a special nature.

EBITDA is defined as profit/(loss) for the year before financial income and expense, tax, depreciation, amortisation and write-downs, including depreciation, amortisation and impairment of excess values in equity accounted investments.

Underlying EBITDA is defined as EBITDA adjusted for material items which are not regarded as part of underlying business performance for the period, such as costs related to acquisitions and divestments, major restructuring costs and closure costs, major impairments of property, plant and equipment, gains and losses of disposals of businesses and operating assets, as well as other major effects of a special nature.

Underlying profit/(loss) for the year is defined as profit/(loss) for the year adjusted for material items which are not regarded as part of underlying business performance for the period, such as costs related to acquisitions and divestments, major restructuring costs and closure costs, major impairments of property, plant and equipment, gains and losses of disposals of businesses and operating assets, impairments of intangible assets, change in deferred tax, changes in earn outs and estimated future payments related to options on shares, and unrealised foreign exchange rate gains/(losses), as well as other major effects of a special nature.

APM table

NOK 1000	2022	2021
Reported operating revenue	**8 393 915**	7 727 692
Items excluded from underlying operating revenue	**(363)**	(14 987)
Underlying operating revenue	**8 393 552**	7 712 705
Reported profit/(loss) for the year	**(113 325)**	23 085
Net financial income and expenses	**470 061**	330 698
Tax	**17 826**	24 233
Depreciation and impairment	**297 340**	302 094
Amortisation and impairment	**69 632**	62 206
Reported EBITDA	**741 534**	742 316
Items excluded from underlying EBITDA	**108 434**	85 689
Underlying EBITDA	**849 968**	828 005
Depreciation and impairment	**(297 340)**	(302 094)
Underlying EBITA	**552 627**	525 911
Reported profit/(loss) for the year	**(113 325)**	(25 505)
Items excluded from underlying profit/(loss) for the year	**161 935**	58 163
Underlying profit/(loss) for the year	**48 610**	32 658

Items excluded from underlying operating revenue, underlying EBITDA and underlying profit/(loss) for the year

NOK 1000	**2022**	**2021**
Implemention new strategy and restructuring charges	**(363)**	(14 987)
(Gain)/losses on divestments	**0**	0
Items excluded from underlying operating revenue	**(363)**	(14 987)
Transaction and financing cost[1]	**12 223**	71 662
(Gain)/losses on divestments [2]	**9 683**	0
Implemention new strategy and restructuring charges [3]	**26 383**	7 602
Other effects [4]	**60 145**	6 424
Items excluded from underlying EBITDA	**108 434**	85 689
Amortisation and impairment	**0**	0
Net financial income/(expense)[5]	**109 773**	2 225
Tax[6]	**(56 272)**	(29 750)
Items excluded from underlying profit/(loss) for the year	**161 935**	58 163

Items excluded from underlying EBITDA, specified per operating segment

Road Safety	**64 530**	35 639
Road Infrastructure	**43 904**	37 630
Holding	**0**	12 420
Items excluded from underlying EBITDA	**108 434**	85 689

1) **Transaction and financing costs in both 2022 and 2021 relate to costs for external advisors in relation to financing of Saferoad Group and transaction costs in connection to acquisition of companies.**
2) **(Gain)/losses on divestments** relates to the divestment of business in ViaCon Group.
3) **Restructuring charges and closure costs** relate to redundancy and other restructuring cost/(income).
4) **Other effects** in 2022 includes severance pay, performance bonus and exit bonus to former Saferoad Group CEO, recruitment costs and sign on bonus new Saferoad Group CEO, costs relating to change of other members of Group Management, costs relating to extraordinary strategic initiatives such as OPWC project as well as other less material effects such as legal proceedings. Other effects in 2021 include adjustments for legal proceedings, as well as other less material effects.
5) **Net financial income/(expense)** relates to unrealised foreign exchange rate gains/(losses), as well changes in earn outs and estimated future payments related to options on shares.
6) **Tax** relates to changes in deferred tax liabilities/assets.

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INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of SRH BridgeCo AS

Opinion

We have audited the financial statements of SRH BridgeCo AS (the Company) which comprise the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group). The financial statements of the Company comprise the statement of financial position as at 31 December 2022 and the statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended and notes to the financial statements, including a summary of significant accounting policies. The consolidated financial statements of the Group comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement 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 legal 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 and 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,
- 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 cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company and the Group in accordance with the requirements of the 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.

Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors) is responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the board of directors' report contains the information required by legal requirements and whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information or that the information required by legal requirements is not included, we are required to report that fact.

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We have nothing to report in this regard, and in our opinion, the board of directors' report is consistent with the financial statements and contains the information required by applicable legal requirements.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Oslo, 30 June 2023
ERNST & YOUNG AS

The auditor's report is signed electronically

Tore Sørlie
State Authorised Public Accountant (Norway)

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

Tore Sørlie
Oppdragsansvarlig partner
På vegne av: Ernst & Young AS
Serienummer: 9578-5995-4-774812
IP: 109.189.xxx.xxx
2023-06-30 07:43:29 UTC

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