



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	918 719 547
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	MILAREX INVESTCO AS
Forretningsadresse:	Dronningens gate 6 0152 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2022 - 31.12.2022
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Konsern

Mørselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Jon Hindar
Dato for fastsettelse av årsregnskapet:	08.05.2023

Grunnlag for avgivelse

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

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

Brønnøysundregistrene, 21.08.2024



Resultatregnskap

Beløp i: EUR	Note	2022	2021
RESULTATREGNSKAP			
Kostnader			
Employee benefits expense	1		
Other expenses	1, 2	144 745	1 348 304
Sum kostnader		144 745	1 348 304
Driftsresultat		-144 745	-1 348 304
Finansinntekter og finanskostnader			
Annen renteinntekt	2	600 842	
Currency gain		965	11 112
Sum finansinntekter		601 806	11 112
Rentekostnad til foretak i samme konsern	2	832 104	16 217
Annen rentekostnad		797 140	650 917
Currency loss		13 864	39 493
Other financial expenses		120 000	13 000
Sum finanskostnader		1 763 108	719 627
Netto finans		-1 161 301	-708 516
Ordinært resultat før skattekostnad		-1 306 046	-2 056 820
Income tax expense	3		
Ordinært resultat etter skattekostnad		-1 306 046	-2 056 820
Årsresultat		-1 306 046	-2 056 820
Årsresultat etter minoritetsinteresser		-1 306 046	-2 056 820
Totalresultat		-1 306 046	-2 056 820
Overføringer og disponeringer			
Udekket tap		-1 306 046	-2 056 820
Sum overføringer og disponeringer		-1 306 046	-2 056 820



Balanse

Beløp i: EUR	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	3		
Finansielle anleggsmidler			
Investering i datterselskap	2	50 456 951	50 456 951
Lån til foretak i samme konsern	6	7 599 393	
Sum finansielle anleggsmidler		58 056 344	50 456 951
Sum anleggsmidler		58 056 344	50 456 951
Omløpsmidler			
Varer			
Bankinnskudd, kontanter og lignende			
Bank deposit	4	919 497	163 802
Sum bankinnskudd, kontanter og lignende		919 497	163 802
Sum omløpsmidler		919 497	163 802
SUM EIENDELER		58 975 841	50 620 753
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	5	1 200 646	1 200 646
Annen innskutt egenkapital	5	30 206 782	31 512 829
Sum innskutt egenkapital		31 407 428	32 713 474
Sum egenkapital		31 407 428	32 713 474
Gjeld			
Langsiktig gjeld			



Balanse

Beløp i: EUR	Note	2022	2021
Utsatt skatt	3		
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	6	16 750 000	12 000 000
Liabilities to shareholders / owners	6	10 816 811	
Sum annen langsiktig gjeld		27 566 811	12 000 000
Sum langsiktig gjeld		27 566 811	12 000 000
Kortsiktig gjeld			
Leverandørgjeld		506	22 821
Tax payable	3		
Kortsiktig konserngjeld	2, 4		1 871 443
Other provisions	7		4 000 000
Other current liabilities	4	1 097	13 015
Sum kortsiktig gjeld		1 602	5 907 279
Sum gjeld		27 568 413	17 907 279
SUM EGENKAPITAL OG GJELD		58 975 841	50 620 753



Konsernets resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		404 613 620	342 793 051
Sum inntekter		404 613 620	342 793 051
Kostnader			
Varekostnad		344 604 146	277 956 545
Lønnskostnad		32 352 178	30 625 184
Avskrivning av driftsmidler og immaterielle eiendeler		7 689 368	7 199 974
Annen driftskostnad		21 242 806	19 789 407
Sum kostnader		405 888 497	335 571 109
Driftsresultat		-1 274 877	7 221 942
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern			1
Annen renteinntekt		9 175	2 210
Annen finansinntekt		67 094	1 276 059
Sum finansinntekter		76 268	1 278 270
Rentekostnad til foretak i samme konsern		816 811	1
Annen rentekostnad		3 558 506	1 906 328
Annen finanskostnad		4 838 760	985 404
Sum finanskostnader		9 214 077	2 891 733
Netto finans		-9 137 808	-1 613 463
Ordinært resultat før skattekostnad		-10 412 685	5 608 478
Skattekostnad på ordinært resultat		263 800	1 577 009
Ordinært resultat etter skattekostnad		-10 676 485	4 031 469
Årsresultat		-10 676 485	4 031 469
Minoritetsinteresser		-265 716	157 126
Årsresultat etter minoritetsinteresser		-10 410 769	3 874 343



Konsernets resultatregnskap

Beløp i: NOK	Note	2022	2021
Totalresultat		-10 410 769	3 874 343



Konsernets balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter o.l.		5 076 405	5 630 064
Utsatt skattefordel		3 435 274	1 747 605
Goodwill		14 409 456	14 555 456
Sum immaterielle eiendeler		22 921 135	21 933 125
Varige driftsmidler			
Tomter, bygninger o.a. fast eiendom		52 776 519	54 888 026
Sum varige driftsmidler		52 776 519	54 888 026
Sum anleggsmidler		75 697 655	76 821 151
Omløpsmidler			
Varer			
Sum varer		62 673 609	49 567 614
Fordringer			
Kundefordringer		43 153 882	36 276 202
Andre kortsiktige fordringer		2 502 286	1 642 702
Sum fordringer		45 656 168	37 918 904
Investeringer			
Andre finansielle instrumenter		4 890 768	2 743 427
Sum investeringer		4 890 768	2 743 427
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter o.l.		5 404 704	5 711 590
Sum bankinnskudd, kontanter og lignende		5 404 704	5 711 590
Sum omløpsmidler		118 625 249	95 941 534
SUM EIENDELER		194 322 904	172 762 686



Konsernets balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital		1 200 645	1 200 643
Overkurs		34 368 806	34 368 808
Sum innskutt egenkapital		35 569 451	35 569 451
Opptjent egenkapital			
Annen egenkapital		-6 957 747	5 331 574
Sum opptjent egenkapital		-6 957 747	5 331 574
Minoritetsinteresser		1 244 082	1 492 027
Sum egenkapital		58 467 490	83 294 077
Gjeld			
Langsiktig gjeld			
Utsatt skatt		1 455 323	1 573 160
Sum avsetninger for forpliktelser		1 455 323	1 573 160
Annen langsiktig gjeld			
Konvertible lån		10 816 811	
Gjeld til kredittinstitusjoner		41 021 577	39 974 942
Øvrig langsiktig gjeld		623 961	10 103 583
Sum annen langsiktig gjeld		52 462 349	50 078 525
Sum langsiktig gjeld		53 917 672	51 651 685
Kortsiktig gjeld			
Gjeld til kredittinstitusjoner		47 565 684	26 457 623
Leverandørgjeld		39 547 625	36 129 918
Betalbar skatt		609 246	636 356
Skyldig offentlige avgifter		63 715	156 565
Kortsiktig konserngjeld		-82 807	-130 691
Andre kortsiktige avsetninger			4 000 000
Annen kortsiktig gjeld		22 845 982	11 468 178
Sum kortsiktig gjeld		110 549 446	78 717 949



Konsernets balanse

Beløp i: NOK	Note	2022	2021
Sum gjeld		164 467 118	130 369 634
SUM EGENKAPITAL OG GJELD		194 322 904	172 762 686



To the General Meeting of Milarex InvestCo AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Milarex InvestCo AS, which comprise:

- the financial statements of the parent company Milarex InvestCo AS (the Company), which comprise the balance sheet as at 31 December 2022, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of Milarex InvestCo AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2022, the income statement, statement of other comprehensive income and 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 statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

Basis for Opinion

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

Other Information

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

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report. The purpose is to consider if there is material inconsistency between the Board of

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Directors' report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report. We have nothing to report in this regard.

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

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

Oslo, 8 May 2023

PricewaterhouseCoopers AS

Gorm F. Nymark
State Authorised Public Accountant
(This document is signed electronically)



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Revisjonsberetning Milarex Investco

Signers:

Name	Method	Date
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To the General Meeting of Milarex InvestCo AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Milarex InvestCo AS, which comprise:

- the financial statements of the parent company Milarex InvestCo AS (the Company), which comprise the balance sheet as at 31 December 2022, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of Milarex InvestCo AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2022, the income statement, statement of other comprehensive income and 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 statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

Basis for Opinion

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

Other Information

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

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Directors' report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report. We have nothing to report in this regard.

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

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

Oslo, 8 May 2023

PricewaterhouseCoopers AS

Gorm F. Nymark
State Authorised Public Accountant
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Revisjonsberetning Milarex Investco

Signers:

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Farstad, Thomas Henning	BANKID_MOBILE	2023-05-08 21:21 GMT+02
Hindar, Jon	BANKID_MOBILE	2023-05-08 21:02 GMT+02
Michelsen, Johan	BANKID_MOBILE	2023-05-08 20:12 GMT+02
Gjølme, Martin	BANKID_MOBILE	2023-05-08 20:00 GMT+02



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Financial Statements 2022

Milarex InvestCo AS

Org.no.: 918 719 547

Prepared by:
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Milarex InvestCo AS

Statement of profit or loss and other comprehensive income

	Note	2022	2021
All amounts in EUR			
Operating income and expenses			
Other expenses	1, 2	144 745	1 348 304
Total expenses		144 745	1 348 304
Net operating profit / loss		-144 745	-1 348 304
Financial income and expenses			
Interest income from group companies	2	600 842	0
Currency gain		965	11 112
Financial income		601 806	11 112
Interest expense to group companies	2	832 104	16 217
Other interest expenses		797 140	650 917
Currency loss		13 864	39 493
Other financial expenses		120 000	13 000
Financial expenses		1 763 108	719 627
Net financial income / expenses		-1 161 301	-708 516
Net profit before tax		-1 306 046	-2 056 820
Income tax expense	3	0	0
Annual profit / loss		-1 306 046	-2 056 820
Other comprehensive income			
This year's net income / loss		-1 306 046	-2 056 820
Total comprehensive income		-1 306 046	-2 056 820
Allocation of net profit / loss and equity transfers			
Transfer to share premium		-1 306 046	-2 056 820
Total		-1 306 046	-2 056 820



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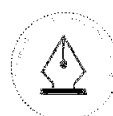
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Milarex InvestCo AS

Balance statement

	Note	2022	2021
All amounts in EUR			
Assets			
Financial non-current assets			
Investments in subsidiaries	2	50 456 951	50 456 951
Loans to group companies	6	7 599 393	0
Total financial non-current assets		58 056 344	50 456 951
Total non-current assets		58 056 344	50 456 951
Bank deposit			
Bank deposit	4	919 497	163 802
Total bank deposits		919 497	163 802
Total current assets		919 497	163 802
Total assets		58 975 841	50 620 753



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Milarex InvestCo AS

Balance statement

All amounts in EUR

	Note	2022	2021
Equity and liabilities			
Equity			
Paid-in capital			
Share capital	5	1 200 646	1 200 646
Share premium		30 206 782	31 512 829
Total paid-up equity		31 407 428	32 713 474
Total equity		31 407 428	32 713 474
Liabilities			
Other non-current liabilities			
Liabilities to financial institutions	6	16 750 000	12 000 000
Liabilities to shareholders / owners	6	10 816 811	0
Total non-current liabilities		27 566 811	12 000 000
Current liabilities			
Accounts payable		506	22 821
Account payables for group companies	2, 4	0	1 871 443
Other provisions	7	0	4 000 000
Other current liabilities	4	1 097	13 015
Total current liabilities		1 602	5 907 279
Total liabilities		27 568 413	17 907 279
Total equity and liabilities		58 975 841	50 620 753

Oslo, 08.05.2023

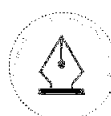
The board of Milarex InvestCo AS

Jon Hindar
chairman of the board

Johan Bernt Michelsen
member of the board

Martin Gjølme
member of the board

Thomas Henning Farstad
general Manager



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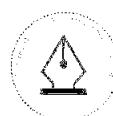
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Milarex InvestCo AS

Statement of cash flows

All amounts in EUR	Note	2022	2021
Cash flows from operating activities			
Profit/loss before tax		-1 306 046	-2 056 820
Change in accounts payable		-22 316	20 467
Change in other accrual items		628 148	598
Net cash flows from operating activities		-700 214	-2 035 755
Cash flows from financing activities			
Proceeds from- / (Repayment of-) long-term liabilities		9 695 368	1 663 492
Loan to group companies		-8 239 459	0
Net cash flows from financing activities		1 455 909	1 663 492
Net change in cash and cash equivalents		755 694	-372 263
Cash and cash equivalents at the start of the period		163 802	536 065
Cash and cash equivalents at the end of the period		919 497	163 802



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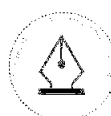


Milarex InvestCo AS

Statement of changes in equity

All amounts in EUR

	Share capital	Share premium	Total equity
Total equity 31.12.2021	1 200 646	31 512 829	32 713 474
Net income / - loss for the year	0	-1 306 046	-1 306 046
Total equity 31.12.2022	1 200 646	30 206 782	31 407 428



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Milarex InvestCo AS

Notes

Accounting principles

The Company's financial statements for the accounting year 2022 have been prepared in accordance with Simplified International Financial Reporting Standards (simplified IFRS) approved by the Norwegian Ministry of Finance on 21 of January 2008 pursuant to Norwegian Accounting Act section 3-9, 5th paragraph.

The company transactions, assets and financing are denominated in EUR. EUR is therefore used as functional and presentation currency.

Use of estimates

The preparation of the financial statements in accordance with simplified IFRS requires management to make judgements and assumptions that have affected the statement of profit or loss and the valuation of assets and liabilities, and uncertain assets and liabilities on the balance sheet date.

Areas which to a large extent contain such subjective evaluations, a high degree of complexity, or areas where the assumptions and estimates are material for the annual accounts, are described in the notes.

Foreign currency

Foreign currency transactions are translated at the exchange rate on the date of the transaction. Monetary foreign currency items are translated to EUR at the exchange rate on the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated to EUR using the exchange rate on the transaction date. Non-monetary items that are measured at fair value in a foreign currency are translated to EUR using the exchange rate on the measurement date. Exchange rate fluctuations are posted to the profit and loss account as they arise under other financial items.

Tax

The tax charge in the profit and loss account consists of tax payable for the period and the change in deferred tax. Deferred tax is calculated at the tax rate at 22 % on the basis of tax-reducing and tax-increasing temporary differences that exist between accounting and tax values, and the tax loss carried forward at the end of the accounting year. Tax-increasing and tax-reducing temporary differences that reverse or may reverse in the same period are set off and entered net. Deferred tax assets are not recognized as an asset as it is uncertain whether it can be utilized later.

Classification and valuation of short-term liabilities

Short-term liabilities consist normally of items that fall due for payment within one year of the balance sheet date. Short-term liabilities are entered on the balance sheet at the nominal amount at the time of the transaction and held at amortized cost.

Subsidiaries and associated companies

Subsidiaries and associated companies are valued using the cost method in the company accounts. The investment is valued at acquisition cost for the shares unless a write-down has been necessary. A write-down to fair value is made when a fall in value is due to reasons that cannot be expected to be temporary and such write-down must be considered as necessary in accordance with good accounting practice. Write-downs are reversed when the basis for the write-down is no longer present.

Receivables

Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective



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Milarex InvestCo AS

Notes

receivables. In addition an unspecified provision is made to cover expected losses on claims in respect of customer receivables. Receivables are carried at amortised cost using the effective interest rate method. Interest income, together with gains and losses when the receivables are derecognised or impaired, is recognised in the profit and loss account.

Cash flow statement

The cash flow statement has been prepared using the indirect method. Cash and cash equivalents consist of cash, bank deposits and other short-term, liquid investments.

Exemptions from IFRS principles

The Company has used the exception criteria in simplified IFRS, §3-1, nr 3 regarding dividends and group contribution. Dividends/group contributions to shareholders/from subsidiaries are accounted for in accordance with Norwegian Generally Accepted Accounting Policies.

In accordance with the Norwegian regulations on simplified application of international accounting standards § 2-3 the financial statement is deviating from the IFRS requirement for presentation of financial position at the beginning of the earliest comparative period.

In accordance with IFRS 8 and IAS 33, the Group chooses not to present segment information and earnings per share, respectively.

Note 1 Salary costs and benefits

There are no employees in the company and therefore no obligations as salary costs or benefits in 2022 or in 2021.

The board has not received any remuneration.

Auditor

Audit fees expensed for 2022 amount to EUR 36 939. Expensed fees for other services from the auditor amounts to EUR 6 082. For 2021 the audit expenses was EUR 34 337 and for other services from the auditor EUR 9 353. The company has not purchased services from other affiliated companies of the auditor.

Note 2 Subsidiaries and transactions and balances with group companies and related parties

Milarex InvestCo AS owns 100,0% of the shares in Milarex Holding AS, which gives Milarex InvestCo AS 100,0% of the votes in the company. Milarex Holding AS has its registered office in Oslo in Norway. The annual result for 2022 was EUR -25 114. The book value of equity capital as at 31.12.2022 was EUR 46 824 759. Milarex Holding AS owns 97,4% of the shares in Milarex Group AS and Milarex Group AS owns 100,0% of the shares in Milarex AS.

There is a loan agreement between Milarex InvestCo AS (lender) and Milarex AS (borrower). The loan is to be repaid in May 2024 or upon a change of control event or default of the lender.



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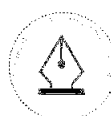


Milarex InvestCo AS

Notes

The following internal transactions have taken place (EUR):

	2022	2021
Interest income from group companies		
Milarex AS	600 842	0
Total interest income from group companies	600 842	0
	2022	2021
Interest expense to group companies		
Milarex AS	15 293	16 217
Summa Equity Fund I (No. 1) AB	269 547	0
Summa Equity Fund I (No. 2) AB	416 574	0
Summa Equity Fund I (No. 3) AB	130 689	0
Total interest expenses from group companies	832 104	16 217
	2022	2021
Receivables group companies		
Milarex AS	7 599 393	0
Total receivables group companies	7 599 393	0
	2022	2021
Payables group companies		
Milarex AS	0	1 871 443
Summa Equity Fund I (No. 1) AB	3 542 947	0
Summa Equity Fund I (No. 2) AB	5 564 854	0
Summa Equity Fund I (No. 3) AB	1 709 009	0
Total payables group companies	10 816 811	1 871 443
	2022	2021
Other operating expenses		
Management fee (Milarex AS)	25 000	10 000
Total other operating expenses	25 000	10 000



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Milarex InvestCo AS

Notes

Note 3 Tax

This year's tax expense (EUR)	2022	2021
Entered tax on ordinary profit/loss:		
Payable tax	0	0
Changes in deferred tax assets	0	0
Tax expense on ordinary profit/loss	0	0

Taxable income:

Ordinary profit/loss before tax	-1 306 046	-2 056 820
Permanent differences	-270 142	1 925 330
Changes temporary differences	-13 015	599
Allocation of loss to be brought forward	1 589 203	130 892
Taxable income	0	0

Payable tax in the balance:

Payable tax on this year's result	0	0
Total payable tax in the balance	0	0

Calculation of effective tax rate

Profit before tax	-1 306 046	-2 056 820
Calculated tax on profit before tax	-287 330	-452 500
Tax effect of permanent differences	-59 431	423 573
Change in not booked deferred tax assets	346 761	28 928
Total	0	0

The tax effect of temporary differences and loss for to be carried forward that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences:

	2022	2021	Difference
Accruals	0	-13 015	-13 015
Accumulated loss to be brought forward	-1 952 882	-363 679	1 589 203
Not included in the deferred tax calculation	1 952 882	376 694	-1 576 188
Deferred tax (22 %)	0	0	0

Deferred tax asset is not booked as there are uncertainty if it can be utilized later.

Note 4 - Financial Instruments

Foreign exchange risk

The company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to EUR and NOK. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant group entity. The company does not have any foreign exchange hedging.



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Milarex InvestCo AS

Notes

Interest risk

The company is exposed to changes in the interest market to some extent as it has interest-bearing debt. The company does not have any interest rate swap agreements.

Liquidity risk

The company has limited liquidity risk. Liquidity management is followed-up through budgets and forecasts.

Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions. Credit risk is managed on a group basis.

Financial assets by category (EUR):

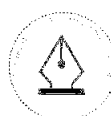
2022	Assets at fair value through profit and loss	Assets at fair value through OCI	Amortized cost	Total
Account receivables	0	0	0	0
Other short-term receivables	0	0	0	0
Other current assets	0	0	0	0
Cash and cash equivalents	919 497	0	0	919 497
Total	919 497	0	0	919 497

Financial liabilities by category (EUR):

2022	Liabilities at fair value through profit and loss	Liabilities at amortised cost	Total
Liabilities to financial institutions	0	16 750 000	16 750 000
Non-interest bearing liabilities	0	0	0
Account payables	0	10 817 317	10 817 317
Other short-term liabilities	0	1 097	1 097
Total	0	27 568 413	27 568 413

Financial assets by category (EUR):

2021	Assets at fair value through profit and loss	Assets at fair value through OCI	Amortized cost	Total
Account receivables	0	0	0	0
Other short-term receivables	0	0	0	0
Other current assets	0	0	0	0
Cash and cash equivalents	163 802	0	0	163 802
Total	163 802	0	0	163 802



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Milarex InvestCo AS

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Financial liabilities by category (EUR):

2021	Liabilities at fair value through profit and loss	Liabilities at amortised cost	Total
Liabilities to financial institutions	0	12 000 000	12 000 000
Non-interest bearing liabilities	0	4 000 000	4 000 000
Account payables	0	1 894 265	1 894 265
Other short-term liabilities	0	13 015	13 015
Total	0	17 907 279	17 907 279

Note 5 Share capital and Shareholders

The share capital in Milarex InvestCo AS as of 31 December 2022 consists of (EUR):

	No. of shares	Par value	Book value
Ordinary shares	11 301 692	0,106236	1 200 646
Total shares outstanding	11 301 692		1 200 646

	Ordinary shares	Total shares	Ownership	Voting rights
Summa Equity Fund I (No. 1) AB	3 455 649	3 455 649	30,58 %	30,58 %
Summa Equity Fund I (No. 2) AB	5 142 112	5 142 112	45,50 %	45,50 %
Summa Equity Fund I (No. 3) AB	1 958 996	1 958 996	17,33 %	17,33 %
Milcom AS	556 757	556 757	4,93 %	4,93 %
Ci Xi AS	167 027	167 027	1,48 %	1,48 %
Tyrion AS	21 151	21 151	0,19 %	0,19 %
Total number of shares	11 301 692	11 301 692	100,00 %	100,00 %

Note 6 - Receivables and liabilities

Loans to group companies

In May 2022, Milarex InvestCo AS ("lender") entered into an intragroup loan agreement with Milarex AS ("borrower"). The purpose was to strengthen the liquidity of the borrower, with a loan amount of EUR 7 684 223. The loan maturing at the latest 2 years after the establishment of the credit facility. The interest is set at 12 % pro anno. The interest accrued is capitalised and added to the principal amount. The loan is unsecured.



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Milarex InvestCo AS

Notes

Issued long-term loans which fall due later than one year

EUR	2022	2021
To group companies	8 239 459*	0

*Adjusted for repayments and accrued interests 2022

Liabilities to credit institutions

In July 2020, Milarex InvestCo AS entered into a loan agreement with Pareto Bank with the amount of EUR 12 million. The loan was originally maturing at the latest 2 years after the establishment of the credit facility. The terms were renegotiated in April 2022 and the final maturity date has been extended to 26.7.2024. The rate is 3M EURIBOR plus a margin of 5,35 %.

An additional loan with Pareto Bank was established in June 2022 of EUR 4.75 million, of which EUR 4 million was intended to refinance the share purchase agreement with Friendmall Ltd (reference is made to Note 7). The remaining EUR 0.75 million is used to covered interests, and the loan is due 26.7.2024. The rate is 3M EURIBOR plus a margin of 7,35 %. Utilisation of this loan at year end 2022 was 84 %.

As security, 1st priority pledge is given with 100 % of the shares in Milarex Holding AS.

Intragroup loan agreement

To strengthen the liquidity in the company, an intragroup loan agreement was entered into in May 2022 with the amount of EUR 10 million. The majority owners; Summa Equity Fund I (No. 1) AB, Summa Equity Fund I (No. 2) AB, and Summa Equity Fund I (No. 3) AB, are collectively lenders in this agreement. The loan is maturing at the latest 2 years after the establishment of the credit facility. The interest is set at 12 % pro anno. The interest accrued is capitalised and added to the principal amount. The loan is unsecured.

Long-term liabilities which fall due later than one year

EUR	2022	2021
Liabilities to credit institutions	16 750 000	12 000 000
Intragroup loan agreement	10 816 811*	0

*Adjusted for repayments and accrued interests 2022

Note 7 - Earn-out

On May 19th 2020, Milarex InvestCo AS entered into a share purchase agreement (SPA) with Friendmall Ltd, whereby Milarex InvestCo AS acquired all shares (25%) in Milarex Holding AS held by Friendmall Ltd. Following the closing of the transaction on September 30th, 2020, Milarex InvestCo AS became the sole owner of Milarex Holding AS. The transaction with Friendmall included a payment in cash and a deferred payment element. The deferred payment was paid in full in August 2022 and equaled the payment obligation recorded in the balance sheet at year end 2021.



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Name	Method	Signed at
Farstad, Thomas Henning	BANKID_MOBILE	2023-05-08 21:21 GMT+02
Hindar, Jon	BANKID_MOBILE	2023-05-08 21:02 GMT+02
Michelsen, Johan	BANKID_MOBILE	2023-05-08 20:12 GMT+02
Gjølme, Martin	BANKID_MOBILE	2023-05-08 20:00 GMT+02



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Milarex InvestCo AS Group Consolidated Financial Statement 2022

Income statement

	Note	2022 EUR	2021 EUR
Revenues			
Revenues	1, 2	404 613 620	342 793 051
Total revenues		404 613 620	342 793 051
Operating expenses			
Materials and consumables used	2, 3	344 604 146	277 956 545
Payroll expenses	4, 5	32 352 178	30 625 184
Depreciation and amortization	6, 7, 8	7 689 368	7 199 974
Other operating expenses	9	21 242 806	19 789 407
Total operating expenses		405 888 497	335 571 110
Operating profit		-1 274 877	7 221 941
Financial income and expenses			
Interest income	10	9 175	2 210
Financial income	11	67 094	1 276 059
Interest expense to shareholders/owners	10	816 811	-
Interest expense	10	3 558 506	1 906 328
Financial expenses	11	4 838 760	985 404
Net financial income / expenses		-9 137 808	-1 613 463
Operating result before tax		-10 412 685	5 608 478
Tax on ordinary result	12	263 800	1 577 009
Net Income	13	-10 676 485	4 031 469
Non-controlling interests	13	-265 716	157 126
Majority interests	13	-10 410 769	3 874 343
Statement of other comprehensive income			
Other comprehensive income			
Net Income	13	-10 676 485	4 031 469
<i>Items that may be reclassified to profit or loss</i>			
Currency translation	13	-1 860 781	128 243
Total		-1 860 781	128 243
Total comprehensive income		-12 537 266	4 159 712

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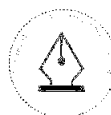


Milarex InvestCo AS Group Consolidated Financial Statement 2022

Balance sheet statement as of 31.12.

Assets	Note	2022 EUR	2021 EUR
Intangible and fixed assets			
Intangible assets			
Goodwill	6	14 409 456	14 555 456
Deferred tax asset	12	3 435 274	1 747 605
Other intangible assets	6	5 076 405	5 630 064
Total intangible assets		22 921 135	21 933 125
Fixed assets			
Property, plant and equipments	2, 7, 14, 15	52 776 519	54 888 026
Total fixed assets		52 776 519	54 888 026
Total intangible and fixed assets		75 697 654	76 821 151
Current assets			
Inventories	3	62 673 609	49 567 614
Receivables			
Account receivables	10, 14, 16	43 153 882	36 276 202
Other receivables	10, 16	2 502 286	1 642 702
Total receivables		45 656 168	37 918 904
Other current assets			
Other current assets	10, 20	4 890 768	2 743 427
Total other current assets		4 890 768	2 743 427
Cash and bank	10, 17	5 404 704	5 711 590
Total current assets		118 625 249	95 941 535
Total assets		194 322 904	172 762 686

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Milarex InvestCo AS Group Consolidated Financial Statement 2022

Balance sheet statement as of 31.12.

	Note	2022 EUR	2021 EUR
Equity and liabilities			
Equity			
Paid-in equity			
Share capital	18	1 200 643	1 200 643
Share premium		34 368 808	34 368 808
Total paid-in equity		35 569 451	35 569 451
Retained earnings			
Retained earnings		-	5 331 574
Uncovered loss		-6 957 747	-
Total retained earnings		-6 957 747	5 331 574
Total equity to majority		28 611 704	40 901 025
Non-controlling interests		1 244 082	1 492 027
Total equity	13	29 855 786	42 393 052
Liabilities			
Provisions			
Deferred tax	12	1 455 323	1 573 160
Total provisions		1 455 323	1 573 160
Long-term liabilities			
Liabilities to shareholders/owners	10, 14	10 816 811	-
Debt to credit institutions	14	18 175 595	27 974 942
Other long-term liabilities	14, 19	623 961	10 103 583
Total long-term liabilities		29 616 367	38 078 525
Short-term liabilities			
Liabilities to financial institutions	14	70 411 666	38 457 623
Account payables	16	39 464 818	35 999 227
Other provisions for liabilities	19	-	4 000 000
Taxes payable	12	609 246	636 356
Public duties payable		63 715	156 565
Other short-term debt	8, 16	22 845 982	11 468 178
Total short-term liabilities	10	133 395 428	90 717 949
Total liabilities	14	164 467 118	130 369 634
Total equity and liabilities		194 322 904	172 762 686

Oslo, 08.05.2023

The board of Milarex InvestCo AS Group

Jon Hindar
chairman of the board

Johan Bernt Michelsen
member of the board

Martin Gjørlme
member of the board

Thomas Henning Farstad
general Manager

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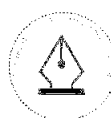


Milarex InvestCo AS Group Consolidated Financial Statement 2022

Cash flow statement

	Note	2022 EUR	2021 EUR
Indirect cash flow			
Cash flows from operating activities			
Profit/loss before tax		-10 412 685	5 608 478
Depreciation and amortization		7 456 897	7 008 836
Depreciation lease		232 471	191 138
Change in lease principal amount		-241 946	-185 472
Interests on lease liability		-17 307	-9 586
Change in net working capital		-22 987 391	-9 727 868
Changes in other accrual items		9 241 656	-682 715
Taxes paid	12	-4 172 235	-2 495 082
Gain/loss currency exchange		587 728	-154 668
Currency translation effects		-272 257	499 469
Net cash flows from operating activities		-20 585 069	52 530
Cash flows from investment activities			
Purchase of shares	19		-2 353 175
Purchase of intangible assets	6	-112 416	-92 732
Purchase of property, plant and equipment	7	-5 059 258	-3 287 461
Net cash flows from investment activities		-5 171 674	-5 733 368
Cash flows from financing activities			
Proceeds from shareholder contributions	2	10 816 811	-
Proceeds from liabilities to financial institutions	14	26 358 015	14 157 836
Repayment of loan		-9 564 054	-5 374 150
Interest paid		-2 160 915	-1 340 227
Net cash flows from financing activities		25 449 857	7 443 459
Net change in cash and cash equivalents		-306 886	1 762 621
Cash at the beginning of the period		5 711 590	3 948 969
Cash and cash equivalents at the end of the period		5 404 704	5 711 590

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Milarex InvestCo AS Group Consolidated Financial Statement 2022

Notes to the accounts

Accounting principles

The Group's financial statements for the accounting year 2022 have been prepared on a going concerned basis in accordance with Simplified International Financial Reporting Standards (simplified IFRS) approved by the Norwegian Ministry of Finance on 21st of January 2008 pursuant to Norwegian Accounting Act section 3-9, 5th paragraph. The period for the financial statements is January 1st, 2022 to December 31st, 2022. The financial statement is determined and approved by the Board on 21.04.2023.

Group structure

Milarex InvestCo AS was established in 2017 to act as a holding company and is controlled by Summa Equity Fund I. The company acquired the shares in Milarex Holding AS on April 6th, 2017. On April 6th, 2017 Milarex Holding AS acquired the shares in Milarex Group AS and Milarex Group AS acquired the shares in Milarex AS. On July 17th, 2017 and July 20th, 2017 the companies was capitalized to carry out the acquisition of the shares in Milarex Sp. z.o.o. on July 20th, 2017.

Use of simplification rules according to simplified IFRS

The basis and methods of simplification stated in regulations on simplified IFRS § 1-2 is used when adopting IFRS in the consolidated financial statements. Entities are allowed to measure assets and liabilities at carrying amounts recorded in their parent's books to also measure any cumulative translation differences using the amounts reported in the parent. The same retrospective methods are applied for IFRS 16 Leases, using cumulative effect of initial application.

The Group has used the exception criteria in simplified IFRS, §3-1, nr 3 regarding dividends. Dividends to shareholders are accounted for in accordance with Norwegian Generally Accepted Accounting Policies.

In accordance with the Norwegian regulations on simplified application of international accounting standards § 2-3 the financial statement is deviating from the IFRS requirement for presentation of financial position at the beginning of the earliest comparative period.

The Group chooses not to include a separate statement of changes in equity, but presents the changes in a separate note. The Group has one operating segment only, but is operational in several geographies.

Use of estimates

The preparation of financial statements in accordance with simplified IFRS requires the use of estimates. Furthermore, application of the Group's accounting principles requires management to exercise judgement. Areas which to a high a degree involve such discretionary judgements, a high degree of complexity, or areas where assumptions and estimates are significant to the financial statements, are described in the notes.

Future events could cause these estimates to change. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes to accounting estimates are recognised in the period in which the change occurs. If the changes also apply to future periods, the effect is allocated over the current and future periods.

Foreign currencies

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Euro (EUR). The functional currency for all entities within the group, except for Milarex Sp. z.o.o., is EUR. The functional currency for Milarex Sp. z.o.o. is PLN.

Transactions and balance sheet items

Foreign currency transactions are translated at the exchange rate on the date of the transaction. Monetary foreign currency items are translated to functional currency at the exchange rate on the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated to functional currency using the exchange rate on the transaction date. Non-monetary items that are measured at fair value in a foreign currency are translated to functional currency using the exchange rate on the measurement date. Exchange rate fluctuations are posted to the profit and loss account as they arise under other financial items.



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Milarex InvestCo AS Group Consolidated Financial Statement 2022

Notes to the accounts

Shares in subsidiaries

Subsidiaries are entities over which the parent company has control, and thus the power to govern the financial and operating strategies of the entity, generally by owning more than half of the voting capital. The Group also assesses whether control exists in cases where the parent company holds less than 50 per cent of the votes but in practice is able to govern the financial and operating policies of the entity.

The following companies are part of the Group on 31.12.:

<i>Parent and subsidiary companies</i>	<i>Ownership</i>
Milarex InvestCo AS (parent)	
Milarex Holding AS	100 % owned by Milarex InvestCo AS
Milarex Group AS	97,4 % owned by Milarex Holding AS
Milarex AS	100 % owned by Milarex Group AS
Milarex Sp. z.o.o.	100 % owned by Milarex AS
Arctic Seafood GmbH	100 % owned by Milarex Sp. z.o.o.
Milarex Italia S.r.l.	100 % owned by Milarex Sp. z.o.o.
Milarex France SARL	100 % owned by Milarex Sp. z.o.o.
Milarex UK Limited	100 % owned by Milarex Sp. z.o.o.
Milarex US, LLC	100 % owned by Milarex Sp. z.o.o.
Ultco LLC	100 % owned by Milarex US, LLC

Consolidation principles

Subsidiaries are consolidated from the date when control is transferred to the Group (the date of acquisition). In the consolidated financial statements the item shares in subsidiaries has been replaced by subsidiary's assets and liabilities. The consolidated financial statements are presented as if the Group were a single economic entity. Transactions, unrealised gains and intercompany balances are eliminated. Acquisition costs are allocated to identifiable assets and liabilities in the subsidiary which are valued at fair value at time of acquisition. The excess of the consideration over the fair value of the net identifiable assets acquired is recorded as goodwill. If the consideration is less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss and balance sheet respectively.

Foreign currencies

The results and balances of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
 - (ii) income and expenses for each income statement are translated at the average exchange rate for the year.
- All currency effects are booked to other comprehensive income.

Goodwill, other intangible assets and fair value adjustments arising from the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Sales revenue

Income from sale of goods are recognised at fair value of the consideration, net after deduction of VAT, returns, discounts and reductions. Sales are taken to income when the company has delivered its products to the customer and there are no unsatisfied commitments which may influence the customer's acceptance of the product. Delivery is not completed until the products have been sent to the agreed place, and risks relating to loss and obsolescence have been transferred to the customer. Actual customer contracts and historical data is applied to estimate and recognise provisions for quantity rebates and returns at the sales date.



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Each contract with a customer may consist of one or more products, and each product or batch order of the same product constitute one performance obligation, since the customer can benefit from each good or batch on its own. The fixed transaction price, which represents the stand alone selling price of each product, is separately stated for each product or batch of products within the contract.

Revenue from sales of goods to customers is recognized at a point in time, when a Group entity has sold the product to the customer. Control of the good transfers immediately at the point of delivery. Customers are invoiced on a regular or daily basis with payment terms mainly between 30 and 60 days. A receivable is recognized for the delayed payment terms, which is included in the line item Accounts receivable in the balance sheet.

Certain customer agreements include bonuses payable to the customer. These bonuses are flat and measured as a percentage of the sales price to the customer and are presented as a reduction in revenues.

Classification of balance sheet items

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

Purchase costs

The purchase cost of assets includes the cost price for the asset, adjusted for bonuses, discounts and other rebates received, and purchase costs (freight, customs fees, public fees which are non-refundable and any other direct purchase costs). Purchases in foreign currencies are reflected in the balance sheet at the exchange rate at the transaction date.

For fixed assets and intangible assets purchase cost also includes direct expenses to prepare the asset for use, such as expenses for testing of the asset.

Borrowing costs from general and specific financing related to the acquisition are capitalised as part of the cost of the asset. All other interest expenses are recognised in the period in which they are incurred.

Intangible assets and goodwill

Goodwill arises on the acquisition of businesses and constitutes the consideration transferred less the portion of the fair value of the net identifiable assets and liabilities of the acquired business.

Trademarks and licenses are stated at cost. Trademarks and licenses acquired in a business combination are stated at fair value at the acquisition date. Licenses are amortised on a straight-line basis over their estimated useful lives.

Expenses for other intangible assets are reflected in the balance sheet providing a future financial benefit relating to the development of an identifiable intangible asset can be identified and the expenses can be reliably measured. Otherwise such expenses are expensed as and when incurred.

Assets are tested for impairment annually, or more frequently in case of events or changes in circumstances which indicate impairment. The carrying amount is compared with the recoverable amount, which is the higher of value in use and fair value less costs to sell. Any impairment charge is recognised, which in the case of goodwill is not reversed in subsequent periods.



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Fixed assets

Land is not depreciated. Other fixed assets are reflected in the balance sheet and depreciated to residual value over the asset's expected useful life on a straight-line basis. If changes in the depreciation plan occur, the effect is distributed over the remaining depreciation period. Direct maintenance of an asset is expensed under operating expenses as and when it is incurred. Additions or improvements are added to the asset's cost price and depreciated together with the asset.

Leasing

IFRS 16 implementation results in almost all leases being recognized on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognized. The only exceptions are short-term and low-value leases.

Short-term leases and leases of low-value assets

The Group has elected not to recognize right-of-use assets and lease liabilities for:

short-term leases that have a lease term of 12 months or less;

leases of low-value assets (the initial value lower than EUR 5,000). The election can be made on a leases-by-lease basis. Example of low value assets are IT equipment, mobile phones or office furniture.

The Groups recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease.

Leases relating to non-current assets under which the Group essentially takes over all risks and rewards of ownership are classified as finance leases. At the inception date of the lease, finance leases are recognised at the lower of the fair value of the asset and the minimum lease payments.

Each lease payment is apportioned between the liability and finance charge so as to produce a constant periodic rate of interest on the remaining balance of the liability. The corresponding lease obligation (less the finance charge) is included in other long-term liabilities. The interest element of the finance charge is expensed over the lease term so as to produce a constant rate of interest on the remaining balance of the liability in each period.

Non-current assets under finance leases are depreciated over the shorter of the asset's useful life and the lease term.

Asset impairments

Impairment tests are carried out if there is indication that the carrying amount of an asset exceeds the estimated recoverable amount. The test is performed on the lowest level of fixed assets at which independent cashflows can be identified. If the carrying amount is higher than both the fair value less cost to sell and recoverable amount (net present value of future use/ownership), the asset is written down to the highest of fair value less cost to sell and the recoverable amount.

Previous impairment charges, except writedown of goodwill, are reversed in later periods if the conditions causing the write-down are no longer present.

Financial Instruments

All financial assets (excluding derivatives) are classified at amortised cost if they meet the criteria:

- 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.



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Financial assets at amortized 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. The Group's financial assets at amortized cost includes trade receivables and other short-term deposit. Trade receivables are measured at the transaction price determined under IFRS 15 Revenue from contracts with customers. No significant financing components are identified. Financial derivatives are measured at fair value through profit and loss recognition.

Inventories

Inventories mainly comprise of raw materials, goods in progress, finished goods and packaging materials. Inventories of goods are measured at the lower of cost and net realizable value. The cost of finished goods includes direct material costs, direct personnel expenses and indirect processing costs (full production cost). Interest costs are not included in the inventory value. The cost price of purchased materials is the actual purchase price. The cost is based on the principle of first-in first-out, except for value-added products, where the cost is assigned by using specific identification of their individual costs.

Receivables

Accounts receivable are initially recognised at fair value when the Group has an unconditional right to receive the consideration and the payment is only dependent on the passage of time. Accounts receivable are subsequently measured at amortised cost less any loss allowance. Accounts receivable are managed as held for collection and meet the criteria for SPPI. The loss allowance is based on the lifetime expected credit loss model and adjusted for market and economic conditions based on management judgement. If collection is expected in one year or less, they are classified as current assets. If not, they are classified as a non-current asset.

Liabilities

Liabilities are stated at fair value less transaction costs when payment is made. In subsequent periods liabilities are stated at amortised cost.

Pensions

The group has a defined contribution benefit plan in a Norwegian entity. The pension schemes are financed through payments to insurance companies.

Defined contribution plan

With a defined contribution plan the group pays contributions to an insurance company. After the contribution has been made the group has no further commitment to pay. The contribution is recognised as payroll expenses. Prepaid contributions are reflected as an asset (pension fund) to the degree the contribution can be refunded or will reduce future payments.

Taxes

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.



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Deferred tax is reflected at nominal value.

Cash flow statement

The cash flow statement has been prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits, and other short term investments which immediately and with minimal exchange risk can be converted into known cash amounts, with due date less than three months from purchase date.

Note 1 Operating income

The Group has one operating segment only, but is operational in several geographies. The Milarex Group is a value added processor of fish, mainly salmonids. The main product categories are cold smoked, hot smoked, marinated, fresh, cooked and frozen products. All product categories are considered by the group to belong to one product segment of value added seafood products.

	2022	2021
Sales income	404 613 620	341 555 295
Total	404 613 620	341 555 295

Activity distribution

	2022	2021
Sale of processed fish	341 061 025	285 790 663
Other income	63 552 595	55 764 632
Total	404 613 620	341 555 295

Geographical distribution

	2022	2021
Germany	121 381 769	132 375 760
Italy	83 920 527	52 763 934
USA	104 193 680	72 957 854
Poland	22 989 796	26 580 551
Other countries	72 147 848	56 877 196
Total	404 613 620	341 555 295

Note 2 Related-party transactions

Remuneration to executives is disclosed in note 5, and balance with group companies is disclosed in note 16.

Related-party transactions	2022	2021
a) Sales of goods and services		
Sales of goods:		
- Associated companies	0	0
Sales of services:		
-Parent company	0	0
-Family members of shareholders	69 462	369 476

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b) Purchases of goods, services and assets

Purchases of goods:

- Associated companies	0	0
- Entity controlled by key management personnel	0	0

Purchases of assets:

- Entity controlled by key management personnel	0	0
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Purchases of services:

- Entity controlled by key management personnel	4 813 854	1 726 363
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Transactions with related parties are related to purchases of goods, machinery and services. Purchases of goods are related to raw materials and finished products distributed by the Group. Purchases of Machinery is related to processing equipment used in the Groups production plant. Purchases of services are related to project management services for capex projects. In addition, in 2018, a shareholder loan was repaid.

The Group has in 2022 undertaken transactions with related parties. The Group is selling products, both consumer goods and industrial products, to companies controlled by related parties.

Further related party transaction are related to the purchase of fixed assets. All related party transaction are carried out at arm's length and at market prices.

To strengthen the liquidity in the group, an intragroup loan agreement was entered into in May 2022 with the amount of EUR 10 million. The majority owners; Summa Equity Fund I (No. 1) AB, Summa Equity Fund I (No. 2) AB, and Summa Equity Fund I (No. 3) AB, are collectively lenders in this agreement. The loan is maturing at the latest 2 years after the establishment of the credit facility. The interest is set at 12 % pro anno. The interest accrued is capitalised and added to the principal amount. The loan is unsecured.

Note 3 Inventories

	2022	2021
Raw materials	13 976 584	17 369 960
Inventories under production	12 805 053	11 798 881
Purchased finished goods (other materials)	5 963 780	4 353 280
Finished goods of own production	29 928 191	16 045 493
Total	62 673 609	49 567 614
Inventory valued at purchase cost	19 940 364	21 723 240
Inventory valued at net realisable value	42 733 245	27 844 374
Total	62 673 609	49 567 614

Effect of allowance for obsolescence on the income statement for the financial year is negative EUR 2 545 746 (positive EUR 321 157 in 2021).

The balance sheet value of allowance for obsolete goods in 2022 is EUR 2 632 344 (EUR 541 695 in 2021).



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Note 4 Pensions

In Norway the Group has a defined-contribution scheme which covers all employees. The commitment related to the pension scheme is covered through an insurance company. The defined-contribution scheme is expensed on an ongoing basis. The group's pension schemes meet the requirements of the law on compulsory occupational pension. In other countries the Group complies with social security obligations as required by law. The social security system meets the definition of a defined contribution plan.

Persons covered by the schemes

	Active	Pensioners
Defined contribution scheme	3	0
Social security obligations	1 647	0

Note 5 Payroll expenses, number of employees, remunerations, loans to employees, etc.

Payroll expenses	2022	2021
Salaries/wages	29 035 252	27 362 948
Social security fees	2 653 555	2 626 364
Pension expenses	128 731	79 990
Other employee benefits	534 639	555 881
Total	32 352 178	30 625 184

Number of employees in the accounting year	1 650	1 679
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2022	Board remuneration	Salary (incl. bonuses)	Other benefits	Pension cost	Total remuneration
Senior Executives					
Thomas H. Farstad, CEO		336 779	2 752	17 338	356 868
Jon W. Ringvold, CFO		235 034	2 240	17 476	254 750
Charles Kasprzak, Director Organizational Development		141 440	26	0	141 466
Board of Directors					
Johan B. Michelsen	28 534				
Maiko Van der Meer	9 511				
Daniel Aloysius Murphy	19 139				
Marianne Johnsen	14 267				
Total remuneration	71 452	713 253	5 017	34 814	753 083

*Board remuneration paid by Milarex AS.

The chief executive received his salary from Milarex AS. He has an agreement on salary for a period of six months after leaving his position if the Company is cancelling the contract. The chief executive have a bonus agreement. Under this he will receive in maximum 25 % of the yearly agreed salary. The bonus agreement is for one year and is decided by the board on a yearly basis.

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No loans/sureties have been granted to the general manager, Board chairman or other related parties.

The company had an advisory agreement with M.A.I.K.O Consulting, a related party to Maiko van der Meer, for advisory services. Total payment to M.A.I.K.O Consulting Under this agreement amounted to EUR 10 000. This agreement was terminated in 2022.

Expensed audit fee	2022	2021
Statutory audit (incl. technical assistance with financial state)	250 145	193 324
Tax advisory fee (incl. technical assistance with tax return)	0	0
Other assistance	6 082	10 825
Total audit fees	256 227	204 149

Note 6 Intangible assets and goodwill

	Goodwill	Other intangible assets	Total
Gross carrying amount at 01.01.2022	14 555 456	6 401 237	20 956 693
Additions		112 502	112 502
Disposals	0	0	0
Currency effects	-146 000	-7 524	-153 524
Gross carrying amount at 31.12.2022	14 409 456	6 506 215	20 915 671
Accumulated depreciation 01.01.2022	0	771 173	771 173
Depreciation in the year	0	662 802	662 802
Currency effects	0	-4 165	-4 165
Accumulated depreciation on disposals	0	0	0
Accumulated depreciation 31.12.2022	0	1 429 810	1 429 810
Net book value 31.12.2022	14 409 456	5 076 405	19 485 861
Depreciation in the year	0	662 802	662 802
Estimated useful life	Not applicable	5 years	
Depreciation plan	None	Straight line	

Other intangible assets consists of:

Other intangible asstes are related to the aqcuisition of Ultco, LLC in 2021, investements in company IT systems, licenses for users, etc.

The Group is required to test, on an annual basis, whether goodwill has suffered any impairment. The recoverable amount is detemined based on value in use calculations. The use of this method requires the estimation of future cash flows and the determination of a discount rate in order to calculate the present value of the cash flow.

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The main value drivers considered in the impairment test are related to sales growth, EBITDA margin development, capex development and cost of capital. The Group expects to continue its sales growth in the short term, whereas sales growth rates are expected to decline towards low levels in the terminal period. EBITDA margins are assumed to be in the customary range for seafood processing companies and in line with historically achieved margins towards the terminal period. Capex is expected to remain above or at depreciation rates. Cost of capital is determined by applying customary approach of determining cost of equity and cost of debt. The conclusion of the impairment test is robust to changes in the main value drivers.

All the goodwill is related to the purchase price allocation of the acquisitions of Milarex Sp. z.o.o and Ultco LLC.

Note 7 Fixed assets

	Buildings and land	Machines	Motor vehicles	Furniture, fittings and equipment	Property, plant and equipment under construction	Total
Gross carrying amount at 01.01.2022	34 103 234	39 588 862	1 229 786	2 709 238	1 441 586	79 072 706
Additions	778 434	5 739 478	326 890	175 738	-1 024 316	5 996 224
Disposals	0	-63 973	-58 258	-2 009		-124 239
Currency effects	-654 915	-767 838	-22 906	-49 487	-27 032	-1 522 179
Gross carrying amount at 31.12.2022	34 226 753	44 496 528	1 475 512	2 833 481	390 238	83 422 512
Accumulated depreciation 01.01.2022	3 839 525	17 729 855	711 703	1 903 597	0	24 184 680
Depreciation in the year	923 962	5 407 920	279 043	415 640	0	7 026 565
Currency effects	-70 512	-344 640	-13 387	-35 631	0	-464 169
Accumulated depreciation on disposals	0	-63 587	-35 798	-1 699	0	-101 083
Accumulated depreciation 31.12.2022	4 692 975	22 729 548	941 561	2 281 908	0	30 645 992
Net book value 31.12.	29 533 778	21 766 980	533 950	551 573	390 238	52 776 520
Depreciation in the year	923 962	5 407 920	279 043	415 640	0	7 026 565
Estimated useful life	40 years / indefinite	7-10 years	5-7 years	5-10 years		
Depreciation plan	Straight line / none	Straight line	Straight line	Straight line		

Annual lease of non-financial assets

List of agreements:

Arctic Seafood

Subject of the agreement	Start date	Term of payment	Duration	Termination	Annual fee	Monthly fee
Office Wallenhorst	15.05.2019	3rd day of the month	30.04.2026	6 months notice	13 980 EUR	1 864 EUR
Lease of a vehicle	15.02.2019	7 days from invoice date	14.02.2022		14 359,08 EUR	1 196,59 EUR
Lease of a vehicle	01.04.2021	7 days from invoice date	22.01.2023		7 523,40 EUR	626,95 EUR
Lease of a vehicle	01.02.2022	7 days from invoice date	31.01.2025		17 760 EUR	1 480 EUR

Milarex Italia

Subject of the agreement	Start date	Term of payment	Duration	Termination	Annual fee	Monthly fee
Premises for office purposes	01.09.2017	10th day of the month	31.12.2025	6 months notice	14 172 EUR	1 181 EUR
Lease of a vehicle	17.11.2022	7 days from invoice date	16.11.2025		9 000 EUR	750 EUR

Milarex France

Subject of the agreement	Start date	Term of payment	Duration	Termination	Annual fee	Monthly fee
Premises for office purposes	15.09.2020	1st day of the month	31.12.2025	3 months notice	14 280 EUR	1 190 EUR
Lease of a vehicle	17.07.2020	7 days from invoice date	17.07.2023		8 838,24 EUR	736,52 EUR
Lease of a vehicle	01.04.2022	7 days from invoice date	31.10.2025		8 509,44 EUR	709,12 EUR



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Milarex Sp. z o.o.

Subject of the agreement	Start date	Term of payment	Duration	Termination	Annual fee	Monthly fee
Office Grottegera	03.07.2017	10th date of the month	indefinite	6 months notice	337 594,08 PLN	28 132,84 PLN
Lease of a vehicle	30.11.2020	7 days from invoice date	31.10.2024		13 828,08 PLN	1 152,34 PLN
Lease of a vehicle	30.11.2020	7 days from invoice date	31.10.2024		28 172,52 PLN	2 347,71 PLN
Lease of a vehicle	15.04.2021	7 days from invoice date	31.03.2025		21 421,92 PLN	1 785,16 PLN
Lease of a vehicle	15.11.2021	7 days from invoice date	14.11.2025		25 338 PLN	2 111,50 PLN
Lease of a vehicle	30.03.2022	7 days from invoice date	30.03.2026		15 247,92 PLN	1 270,66 PLN
Lease of a vehicle	30.03.2022	7 days from invoice date	30.03.2026		11 132,88 PLN	927,74 PLN
Lease of a vehicle	30.03.2022	7 days from invoice date	30.03.2026		35 622,60 PLN	2 968,55 PLN
Lease of a vehicle	01.05.2022	7 days from invoice date	31.05.2026		16 395 PLN	1 366,25 PLN
Lease of a vehicle	05.09.2022	7 days from invoice date	30.09.2026		26 948,28 PLN	2 245,69 PLN
Lease of a vehicle	03.10.2022	7 days from invoice date	30.09.2026		26 948,28 PLN	2 245,69 PLN
Lease of a vehicle	28.11.2022	7 days from invoice date	30.11.2026		14 273,88 PLN	1 189,49 PLN

Milarex AS

Subject of the agreement	Start date	Term of payment	Duration	Termination	Annual fee	Every other month
Premises for office purposes	01.01.2022	1st day of the quarter	31.12.2025	3 months notice	181 844 NOK	15 477 NOK

Ultco

Subject of the agreement	Start date	Term of payment	Duration	Termination	Annual fee	Every other month
Premises for office purposes	01.04.2021	1st day of the quarter	31.12.2025	3 months notice	31 488 USD	2 624 USD

Milarex UK

Subject of the agreement	Start date	Term of payment	Duration	Termination	Annual fee	Every other month
Lease of a vehicle	01.01.2022		31.12.2024		8 777,40 GBP	731,45 GBP

For the indefinite office lease contract a duration of two years was applied.

For a Polish company, the Group adopts Polish treasury bond interest rate with a maturity equal to the lease term increased by a 2% margin as an incremental interest rate. For companies which functional currency is EUR, the Group adopts an interest rate on the investment loan granted to Polish company that is EURIBOR 3M increased by a 2% margin as an incremental interest rate.

Milarex Sp. z o.o.

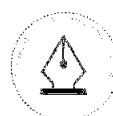
	Interest rate	Interest margin	Incremental interest rate
Interest on 2-year treasury bonds	6,85%	2,00%	8,85%
Interest on 3-year treasury bonds	6,85%	2,00%	8,85%

Arctic Seafood, Milarex France, Milarex Italy

Euribor 3M + 2,0%

Right of use assets and lease liabilities per legal entity

	Value of right-of-use assets 31.12	Value of lease liabilities 31.12	Depreciation (2022)
Milarex Sp. z o.o	328 358	356 278	96 007
Arctic Seafood	105 242	108 477	45 089
Milarex Italy	66 234	69 331	14 307
Milarex France	71 575	69 813	29 062
Ultco (US)	84 594	86 053	28 198
Milarex UK	19 216	19 405	9 608
Milarex AS	10 170	7 439	10 201
	685 389	716 796	232 471



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Note 8 Right of use assets and lease liabilities

Policy applicable from 1 January 2019

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. This policy is applied to contracts entered into, on or after 1 January 2019.

The Group recognizes a right-of-use (ROU) asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, initial direct costs and estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentive received.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

For a Polish company, the Group adopts Polish treasury bond interest rate with a maturity equal to the lease term increased by a 2% margin as an incremental interest rate. For companies which functional currency is EUR, the Group adopts an interest rate on the investment loan granted to Polish company that is EURIBOR 3M increased by a 2% margin as an incremental interest rate.

Lease payments included in the measurement of the lease liability are as follows:

- fixed payments including in-substance fixed payments
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable under a residual value guarantee
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. However, if the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the Group depreciates the right-of-use asset from the commencement date to the end of the useful life of the underlying asset. The useful life of right-of-use asset is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment loss, if any, and adjusted for certain remeasurements of the lease liability.

The table below shows the right of use assets and lease liabilities per 31.12.2022:

Value of right-of-use assets 31.12	685 389
Value of lease liabilities 31.12	716 796
Depreciation (2022)	232 471

Age distribution of payables

	Nominal value	Net present value
>1 year	271 460	257 774
2-5 years	514 098	503 074
5< years	0	0
Total	785 558	760 848



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Milarex InvestCo AS Group Consolidated Financial Statement 2022

Notes to the accounts

Note 9 Other operating expenses

Other operating expenses	2022	2021
Premises	51 190	88 027
External services	17 713 303	15 339 391
Office and meeting costs	1 693 342	3 318 874
IT equipment and operations	654 494	506 327
Marketing	5 907	1 944
Travel expenses	350 760	149 802
Other operating expenses	773 809	385 043
Total other operating expenses	21 242 806	19 789 407

Note 10 Financial instruments

Foreign exchange risk

The group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to EUR, NOK and PLN. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant group entity.

The group is actively hedging its currency positions according to its hedging policy.

Interest risk

The group is exposed to changes in the interest market if they have a significant amount of interest-bearing debt. The group does not have any interest rate swap agreement.

Liquidity risk

The group has limited liquidity risk. Liquidity management is followed-up through budgets and forecasts. The long-term financial needs has been covered by a bank overdraft.

From 2018 new loan facilities has been entered to ensure that the group maintains sufficient cash to meet obligations when due. We refer to note 14 for a description of the new facilities.

Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables.

Credit risk is managed on a group basis. Risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the management. The compliance with credit limits by customers is regularly monitored by line management.

Description of account receivables

The majority of account receivables as of 31.12. consists of customers who have bought from Milarex Sp. z.o.o., Arctic Seafood GmbH, Ultco LLC and Milarex Italia S.r.l. for more than 6 months.

There are no history of defaults with the customers with outstanding balances as of 31.12. and the risk related to recovery of the receivables are considered low.

The group does not expect to incur any net losses from overdue receivables.

The group's customers are mainly large retail companies with limited credit risk.

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Milarex InvestCo AS Group Consolidated Financial Statement 2022

Notes to the accounts

On 1 January 2018 the Group adopted IFRS 9 and now measures the impairment loss on accounts receivable using a lifetime expected credit loss (ECL) model. To measure the expected credit losses, accounts receivable have been grouped based on shared credit risk characteristics and the days past due. The maximum exposure to credit risk at the balance sheet date is the carrying value of accounts receivables as disclosed in the table below. The Group holds no security in trade receivables as collateral.

Factoring

The company has entered into a non-recourse and off balance factoring agreement in its German and US subsidiary, including most customers of this legal entity. A non-recourse factoring agreement including two major US retailers was entered by Ultco LLC in 2021.

Age distribution of account receivables

	2022	2021
Not due	34 061 507	28 298 807
Overdue 0-30 days	7 677 932	5 548 656
Overdue 31-90 days	727 708	1 896 335
Overdue 91-180 days	688 859	256 119
Overdue 181+ days	-2 123	276 285
Total nominal value at 31.12	43 153 882	36 276 202

Impaired account receivables

	2022	2021
At 01.01	483 413	844 181
Provision for impairment recognised/derecognised during the year	1 028 141	-360 768
Receivables written off during the year as uncollectible	0	0
Unused amount reversed	0	0
At 31.12	1 511 554	483 413

Financial assets by category 2022

	Assets at fair value through profit and loss	Assets at fair value through OCI	Amortised cost	Total
Account receivables	0	0	43 153 882	43 153 882
Other short-term receivables	0	0	2 502 286	2 502 286
Other current assets	0	0	4 890 768	4 890 768
Cash and cash equivalents	5 404 704	0	0	5 404 704
Total 31.12.2022	5 404 704	0	50 546 936	55 951 640

2021

	Assets at fair value through profit and loss	Assets at fair value through OCI	Amortised cost	Total
Account receivables	0	0	36 276 202	36 276 202
Other short-term receivables	0	0	1 642 702	1 642 702
Other current assets	0	0	2 743 427	2 743 427
Cash and cash equivalents	5 711 590	0	0	5 711 590
Total 31.12.2021	5 711 590	0	40 662 331	46 373 921

The group has interest income of EUR 9 173 related to loans and receivables (in 2021 EUR 2 210).



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Milarex InvestCo AS Group Consolidated Financial Statement 2022

Notes to the accounts

Financial liabilities by category 2022

	Liabilities at fair value through profit and loss	Liabilities at amortised cost	Total
Liabilities to financial institutions	0	70 411 666	70 411 666
Liabilities to credit institutions (long term)	0	18 175 595	18 175 595
Liabilities to shareholders/owners	0	10 816 811	10 816 811
Non-interest bearing liabilities	0	63 715	63 715
Account payables	0	39 464 818	39 464 818
Other short-term liabilities	0	25 534 512	25 534 512
Total 31.12.2022	0	164 467 118	164 467 118

2021

	Liabilities at fair value through profit and loss	Liabilities at amortised cost	Total
Liabilities to financial institutions	0	38 457 623	38 457 623
Liabilities to credit institutions (long term)	0	27 974 942	27 974 942
Liabilities to shareholders/owners	0	0	0
Non-interest bearing liabilities	0	156 565	156 565
Account payables	0	35 999 227	35 999 227
Other short-term liabilities	0	27 781 277	27 781 277
Total 31.12.2021	0	130 369 634	130 369 634

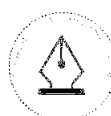
The group has interest cost of EUR 3 558 506 related to liabilities at amortised cost (in 2021 EUR 1 906 328).

The group has interest cost of EUR 816 811 related to liabilities to shareholder/owners at amortised cost (in 2021 EUR 0).

Note 11 Specification of financial income and expenses

Financial income	2022	2021
Foreign exchange gains	67 094	237 618
Other financial income	0	1 038 441
Total financial income	67 094	1 276 059

Financial expenses	2022	2021
Foreign exchange losses	1 250 884	559 256
Other financial expenses	3 587 877	426 148
Total financial expenses	4 838 760	985 404



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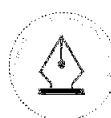
Milarex InvestCo AS Group Consolidated Financial Statement 2022

Notes to the accounts

Note 12 Taxes

Components of the income tax expense	2022	2021
Payable tax on this year's result	1 926 331	1 586 046
Adjustment in respect of priors	144 002	-333
Total payable tax	2 070 333	1 585 712
Change in deferred tax based on original tax rate	-1 806 534	-8 703
Change in deferred tax due to change in tax rate	0	0
Tax expense	263 800	1 577 009
Whereas domestic	0	0
Whereas abroad	263 800	1 577 009
Reconciliation from nominal to effective tax rate	2022	2021
Result before taxes	-10 412 685	5 608 478
Expected tax with nominal tax rate	-2 290 791	1 233 865
Tax effect from the following items:		
Permanent differences	277 589	462 808
Change in deferred tax asset not shown in the balance sheet	896 287	28 928
Change in deferred tax due to change in tax rate	0	0
Group elimination on temporary differences	0	0
Tax prior years	144 002	-333
Effect of different tax rate abroad	1 236 713	-148 259
Tax expense	263 800	1 577 009
Effective tax rate	-3%	28%
Calculation of deferred tax/deferred tax asset	2022	2021
Temporary differences		
Fixed assets	897 956	1 655 668
Receivables	-778 230	-176 513
FX differences	-3 074 042	-2 138 154
Inventory	-2 628 359	-1 621 989
Employee benefits liabilities and provisions	-1 709 671	-1 660 578
Accrued interest on loans	-1 135 016	-221 234
Provisions for other liabilities	-1 966 084	-2 388 363
Derivative financial instruments	34 962	229 158
Debt financing costs above the limit	0	0
Other	4 860 268	5 454 865
Net temporary differences	-5 498 216	-867 140
Tax losses carried forward	-7 108 581	-897 541
Basis for deferred tax (asset)	-12 606 797	-1 764 681

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Notes to the accounts

Deferred tax (asset)	-2 773 495	-388 230
Effect of different tax rate abroad	1 223 178	296 658
Deferred tax asset not shown in the balance sheet	-429 634	-82 873
Net deferred tax (asset) in the balance sheet	-1 979 951	-174 445
Deferred tax asset	3 435 274	1 747 605
Deferred tax liability	-1 454 295	-1 573 160

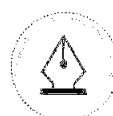
Change in deferred tax (asset)	2022	2021
Net ingoing balance deferred tax (asset)	-174 445	-1 201 686
Change in deferred tax (asset) through profit and loss	-1 806 534	-8 703
Acquisition of companies	0	1 146 608
Currency effects	1 028	-110 664
Net deferred tax (asset) in the balance sheet	-1 979 951	-174 445

Deferred tax assets by country	2022	2021
Poland	3 300 798	1 721 264
Italy	0	0
France	26 341	26 341
Norway	0	0
US	108 135	0
Total	3 435 274	1 747 605

Deferred tax liabilities by country	2022	2021
Poland	-531 363	-537 216
Italy	0	0
France	0	0
UK	0	0
Norway	0	0
US	-922 932	-1 035 944
Total	-1 454 295	-1 573 160

Payable taxes in the balance sheet		
Payable tax in the tax charge	-1 572 447	636 356
Payable tax in the balance sheet	-1 572 447	636 356
Whereas receivable	2 181 693	0
Whereas liability	609 246	636 356

Deferred tax assets are related to different legal entities within the Group and cannot be netted between the entities. The deferred tax assets are primarily related to the Polish entity Milarex Sp. z o.o. but also to Milarex France. It is expected that both legal entities with deferred tax assets will make taxable profits in the coming years which will enable both companies to utilize their tax assets. Although the value of tax losses carried forward increased in 2022 (after a reduction in 2021), it is justified to keep these assets. The deferred tax liabilities in US refer to intangible assets (customer relationships) created during the acquisition of Ultco LLC in 2021.



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Milarex InvestCo AS Group
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Notes to the accounts

Note 13 Shareholders' equity

Equity changes in the year	Share capital	Share premium	Retained earnings	Cumulative translation differences	Non-controlling interests	Total
Equity 01.01.2021	1 200 643	34 368 808	6 783 832	-5 543 327	1 423 384	38 233 340
Change in non-controlling interests	0	0	0	0	0	0
Capital increase	0	0	0	0	0	0
Profit for the year 2021	0	0	3 874 343	0	157 126	4 031 469
Currency effects 2021	0	0	0	216 726	-88 483	128 243
Equity 31.12.2021	1 200 643	34 368 808	10 658 175	-5 326 601	1 492 027	42 393 052
Change in non-controlling interests	0	0	0	0	0	0
Capital increase	0	0	0	0	0	0
Profit for the year 2022	0	0	-10 410 769	0	-265 716	-10 676 485
Currency effects 2022	0	0	0	-1 878 552	17 771	-1 860 781
Equity 31.12.2022	1 200 643	34 368 808	247 406	-7 205 153	1 244 082	29 855 786

Note 14 Receivables and liabilities

Account receivables

	2022	2021
Account receivables at nominal value	44 665 436	36 759 615
Provision for bad debts	-1 511 554	-483 413
Account receivables in the balance sheet	43 153 882	36 276 202

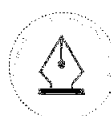
Receivables which fall due later than one year

	2022	2021
Account receivables	0	0
Other long-term receivables	0	0
Total	0	0

Long-term liabilities which fall due later than 5 years

	2022	2021
Liabilities to credit institution	0	0
Other long-term liabilities	0	0
Total	0	0

Long-term liabilities are accounted at fair value at the time of the transaction. In succeeding periods the liabilities are accounted at amortised cost. Fair value of short-term liabilities equals the balance sheet value as the effects of discounting is immaterial. Long-term liabilities are held by both Milarex Sp. z o.o. and Milarex InvestCo AS. In Milarex Sp. z o.o. there are covenant requirements on EBITDA level (measured quarterly, LTM basis) and equity ratio (measured half yearly), both measured based on consolidated results of Milarex Sp. z o.o. (Poland entity). For 2022, covenants were re-set. In Milarex InvestCo AS there are covenant requirements on debt service levels, equity levels and minimum available liquidity. Covenants in Milarex InvestCo AS are measured quarterly based on consolidated management accounts in Milarex AS.



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Milarex InvestCo AS Group Consolidated Financial Statement 2022

Notes to the accounts

Liabilities to financial institutions

Milarex Sp. z o.o is according to its loan agreements subject to financial covenants relating to EBITDA margin and equity ratio. The covenants were temporarily re-set in 2022 as a consequence of the inflationary environment and the high raw material prices, especially during the first half of 2022. The formal waiver on the equity covenant was not in place at YE 2022. Therefore, all financial debt in Milarex Sp. z o.o., also debt with a maturity beyond 1 year, is presented as short term in the balance sheet according to IAS 1.74. There is however no default situation, and the formal waiver was granted after the balance date. The non-compliance with the equity covenant does not impact the repayment profile of the loans. The EBITDA covenant for Q1 2023 has been waived and EBITDA and equity ratio covenants for the remainder of 2023 are in the process of being agreed with the lending bank to Milarex Sp z o.o.

Milarex Sp. z o.o., entered into a loan agreement in March 2018 consisting of three different tranches. This loan agreement has subsequently been amended, last time in May 2022. At year-end 2022, the loan facilities in Milarex Sp. z o.o. consisted of four tranches:

- 1) Long-term investment loan, which is maturing in 2026 had at year-end 2022 an outstanding balance of EUR 29.1 including a short-term share (repayable in 2022) of EUR 4.9 million. Although long-term in nature, due to the non-compliance with the covenant ratio at year-end 2022, the entire balance of the long-term investment loan is classified as short-term in the balance sheet
- 2) A multipurpose overdraft facility, short-term in nature, matures in 2024 and has a limit of EUR 25 million. At year-end 2022, the utilization of the overdraft facility was approximately 69% or EUR 17.1 million.
- 3) The multipurpose inventory facility for the procurement of raw materials, has a limit of PLN 100.4 million (EUR 21.4 million) (and matures end of June 2023 (regular annual renewal). At year-end 2022, the utilisation of the multipurpose facility was PLN 97.2 million (EUR 20.3 million) or approximately 95%.
- 4) A multipurpose overdraft facility, short-term in nature, matures in 2024 and has a limit of PLN 23 million (EUR 4.9 million). At year end 2022, the utilization of the overdraft facility was approximately 97% or PLN 22.3 million (EUR 4.8 million).

Milarex Sp. z o.o is according to its loan agreements subject to financial covenants relating to EBITDA margin and equity ratio. The covenants were temporarily re-set in 2022 as a consequence of the inflationary environment and the high raw material prices, especially during the first half of 2022. The formal waiver on the equity covenant was not in place at YE 2022. Therefore, all financial debt, also debt with a maturity beyond 1 year, is presented as short term according to IAS 1.74 (PwC kan opplyse om den korrekte referansen). There is however no default situation and the formal waiver was granted after the balance date. Covenants for 2023 is in process of being agreed with the lending bank to Milarex Sp z o.o."

In July 2020, Milarex InvestCo As entered into a loan agreement with Pareto Bank. This loan with a limit of EUR 12 million was utilized by approximately 100%. The Pareto loan was extended in 2022 and will mature on 26.7.2024. The rate is 3M EURIBOR plus a margin of 5,35 %.

An additional loan with Pareto Bank was established in June 2022 of EUR 4.75 million, of which EUR 4 million was intended to refinance the share purchase agreement with Friendmall Ltd (reference is made to Note 7). The remaining EUR 0.75 million is used to covered interests, and the loan is due 26.7.2024. The rate is 3M EURIBOR plus a margin of 7,35 %. Utilisation of this loan at year end 2022 was 84 %.

The debt service covenant was waived at year-end 2022 and has been re-set for 2023.

As security, 1st priority pledge is given with 100 % of the shares in Milarex Holding AS.



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Notes to the accounts

	2022	2021
Liabilities secured by mortgage	66 691 545	59 551 823
Balance sheet value of assets placed as security:		
Fixed assets		
Cash	3 780 859	5 270 206
Inventory	0	0
Trade receivables	0	0
Total	3 780 859	5 270 206
The assets are in addition placed as security for:		
Unutilised bank overdraft	9 086 642	18 125 000
Contractor guarantees	0	0
Total	9 086 642	18 125 000

Although all debt in Milarex Sp. z o.o. is classified as short-term in the balance sheet due to the non-compliance with the equity covenant at year-end 2022, this has not impacted on the repayment profile of the loans. No default situation has incurred.

Repayment profile loans	Currency (mln)	2023	2024	2025	2026
Long-term debt to credit institutions					
Investment loan*	EUR	4,94	3,96	3,96	16,15
Short-term debt to credit institutions					
Investment loan*	EUR				
Multipurpose loan	EUR		In Full		
Inventory loan	PLN	In Full			
Multipurpose loan	PLN		In Full		
Pareto loan	EUR		In Full		

*Former tranche A and B

The multipurpose inventory facility is expected to be refinanced during Q2, before the maturity date

To strengthen the liquidity in the company, an intragroup loan agreement was entered into in May 2022 with the amount of EUR 10 million. The majority owners; Summa Equity Fund I (No. 1) AB, Summa Equity Fund I (No. 2) AB, and Summa Equity Fund I (No. 3) AB, are collectively lenders in this agreement. The loan is maturing at the latest 2 years after the establishment of the credit facility. The interest is set at 12 % pro anno. The interest accrued is capitalised and added to the principal amount. The loan is unsecured.



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Milarex InvestCo AS Group
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Notes to the accounts

Lender Milarex Sp. z o.o	Currency	Limit	Balance	Balance	Net change	Repayment	Drawdown,
		31.12.2022	31.12.2021	31.12.2022	2022		increased utilisation
Long term investment loan	EUR	N/A	31,969,676	29,003,418	2,966,258	2,966,258	0
Multipurpose overdraft facility	EUR	25,000,000	6,880,742	17,128,840	(10,248,098)	-	(10,248,098)
Inventory facility	PLN	100,200,000	71,889,690	95,176,010	(23,286,320)	-	(23,286,320)
Multipurpose overdraft facility	PLN	23,000,000	N/A	22,323,497	(22,323,497)	-	(22,323,497)
Lender Milarex InvestCo	Currency						
Long-term loan	EUR	12,000,000	12,000,000	12,000,000	0	-	-
Long-term loan	EUR	4,750,000	N/A	3,833,356	(3,833,356)	-	(3,833,356)

Other long-term liabilities

Employee benefits and liabilities	154 530
Other long term debt	469 431
Total	623 961

The deferred payment obligation is related to the acquisition of Ultco LLC and will become payable in Q3 2023. The payment obligation is expected to be paid for by own and available funds. The deferred payment obligation is in USD and is subject to currency movements. The value of the USD payment obligation recognized at the date of the transaction, March 3rd, 2021, was USD 10.9 million. YE 2022, the deferred payment obligation is valued at USD 12.8 million (EUR 11.98 million).

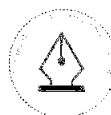
Note 15 Changes in accounting principles

IFRS 16 Lease

Milarex Group (the "Group") has applied IFRS 16 Leases retrospectively with the cumulative effect of initially application, at 1 January 2019. The Group recognizes lease liabilities at the date of initial application for agreements previously classified as an operating lease applying IAS 17 at the present value of the remaining lease payment, discounted using the lessee's incremental borrowing rate at 1 January 2019. Right-of-use assets are recognized at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized before the date of initial application.

Note 16 Balance with related parties

2022	Account receivables	Other receivables	Other short-term debt	Trade creditors
Associated companies	0	0	0	0
Entities controlled by key management personnel	0	0	0	0
Other related parties	31 049	0	553 384	30 415
Total	31 049	0	553 384	30 415



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Notes to the accounts

2021	Account receivables	Other receivables	Other short-term debt	Trade creditors
Associated companies	0	0	0	0
Entities controlled by key management personnel	0	0	0	0
Other related parties	21 008	0	84 621	20 590
Total	21 008	0	84 621	20 590

Note 17 Restricted bank deposits, overdraft facilities

Restricted bank deposits	2022	2021
Withheld employee taxes	36 394	28 561
Overdraft facilities granted		
Unused bank overdraft	9 086 642	18 125 000

Note 18 Share capital and shareholder information

The share capital of EUR 1 200 643 consists of 11 301 692 shares with nominal value of 0,106 EUR each.

List of shareholders at 31.12.

	Number of shares	Ownership
Summa Equity Fund I (No. 2) AB	5 142 112	45,5 %
Summa Equity Fund I (No. 1) AB	3 455 649	30,6 %
Summa Equity Fund I (No. 3) AB	1 958 996	17,3 %
Milcom AS	556 757	4,9 %
Ci Xi AS	167 027	1,5 %
Tyrion AS	21 151	0,2 %
Total number of shares	11 301 692	100,0 %

Note 19 Earn-out and acquisitions

Earn-out

On May 19th 2020, Milarex InvestCo AS entered into a share purchase agreement (SPA) with Friendmall Ltd, whereby Milarex InvestCo AS acquired all shares (25%) in Milarex Holding AS held by Friendmall Ltd. Following the closing of the transaction on September 30th, 2020, Milarex InvestCo AS became the sole owner of Milarex Holding AS. The transaction with Friendmall included a payment in cash and a deferred payment element. The deferred payment was paid in full in August 2022 and equaled the payment obligation recorded in the balance sheet at year end 2021.





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On March 3rd, 2021, Milarex US, LLC entered into a unit purchase agreement with Palau Food Corp. and Brae Ventures, whereby Milarex US, LLC acquired all units of Ultco LLC (US). The transaction with Palau Food Corp and Brae Ventures included a payment in cash and a deferred payment element. The deferred payment consists of three different elements of which two become payable in 2023, in Q2 and Q3 respectively. The third element becomes payable at a sale of Milarex by its current shareholders. The deferred payment has a nominal minimum value of USD 11.2 million and the discounted obligation recognized at the acquisition was USD 10.9 million (EUR 9.0 million). At year-end 2022, the value of the deferred payment obligation (sum of contingent consideration and promissory notes) was EUR 11.98 million (USD 12.8 million). Reference is also made to note 14.

Note 20 Derivative financial instruments and hedge accounting

The Group's derivative financial instruments are measured at fair value and are summarized below:

FX instruments	2022
FX forward contracts	-298 669
FX Swap	182 019
Total FX instruments	-116 650

Commodity instruments	2022
Commodity swap	81 618
Total FX instruments	81 618

Note 21 Subsequent events

The war in the Ukraine has led to greater volatility in financial and energy markets, and could potentially impact the company. A consequence may be continued rising prices of several input factors used by the company. The company is otherwise not aware of any subsequent events will affect the company's ability to meet its obligations.

Milarex Group AS has in March 2023 made an issue of ordinary shares towards selected board members and members of the senior management team in Milarex. Total new ordinary shares issued were 30 939 and the proceeds from the share issue EUR 362 000. The share issue was approved by the General Meeting in Milarex Group on March 24th, 2023 and the shares were subscribed at a share price of EUR 11.7 per share. The share issue resulted in an indirect reduction of the shares in Milarex Group AS from 97.4% to 97.1%.



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Farstad, Thomas Henning	BANKID_MOBILE	2023-05-08 21:21 GMT+02
Hindar, Jon	BANKID_MOBILE	2023-05-08 21:02 GMT+02
Michelsen, Johan	BANKID_MOBILE	2023-05-08 20:12 GMT+02
Gjølme, Martin	BANKID_MOBILE	2023-05-08 20:00 GMT+02



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2022 ANNUAL REPORT MILAREX INVESTCO AS

Nature of the business activities and where these are conducted

Milarex InvestCo AS was established in 2017 and owns 100% of the shares in Milarex Holding AS. The company is located in Oslo and has no employees.

Milarex InvestCo is the ultimate parent company in the Milarex Group and the group figures are consolidated in Milarex InvestCo AS. The group comprises Milarex Sp. z o.o., an international seafood company, that was acquired by Milarex AS in 2017. Milarex InvestCo AS is an indirect shareholder in Milarex Sp.z o.o through its indirect 100% ownership in Milarex Holding AS. Milarex Holding had at year end a 97.4% ownership in Milarex Group AS which again owns 100% of Milarex AS, which owns 100 % of the equity interest in Milarex Sp. z o.o Milarex Sp. z o.o., located in Slupsk, Poland, has 100% owned subsidiaries in Germany, Italy, France, United Kingdom and the USA. The Milarex mission is to make convenient and high-quality seafood for all.

Analysis of the annual accounts, key risks and uncertainties

The company reports its figures in Euro, the presentation currency of the Group. In 2022, Milarex InvestCo AS had no revenues. The revenues of the group were EUR 404.6 million, up from EUR 342.8 in 2021. The group's revenues are generated from selling value added seafood products in the USA, European and selected overseas markets. The company's main products are varieties of fresh, frozen, cold and hot smoked products based on Atlantic salmon and other salmonids as raw material.

For Milarex InvestCo AS, the net loss for the year was EUR -1,306,046, whereas for the group, the net loss was EUR -10,676,485. The financial results in 2022 were negatively impacted by high raw material prices and the general high inflation on other input factors and financial items, including translation losses on foreign exchange. Selling prices were increased during the year to reflect higher costs.

Total investments in Milarex InvestCo AS is EUR 58.056 million, including a shareholder loan, and total assets as of 31 December 2022 amounted to EUR 58.976 million. Total equity was EUR 31.407 million, equivalent to an equity share of 53%.

For the Group, total assets amounted to EUR 194.3 million, of which goodwill represented EUR 14.4 million and other intangible assets EUR 8.5 million, including deferred tax assets. Total equity was EUR 29.9 million, equivalent to an equity share of approximately 15%. At year-end 2022, total interest-bearing debt in the group was EUR 99.4 million, including a shareholder loan of EUR 10.8 million. Net interest-bearing debt amounted to EUR 94 million. The group has available credit lines and the financial situation is considered satisfactory. In 2022, the Group negotiated covenant changes and/or obtained waivers from lending banks. At year-end 2022, the subsidiary Milarex Sp. z o.o was not compliant with the equity covenant, but this was resorted after the balance sheet date and no default situation occurred.



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2022 ANNUAL REPORT MILAREX INVESTCO AS

The development of the group going forward depends on the outlook for fish consumption and the group's ability to remain competitive in this market. Milarex Sp. z o.o. commenced operations in 2016 and has experienced a strong volume and revenue growth in the period 2016-2022. The three main markets for the group are USA, Germany and Italy, where the group has established strong relations with most major retailers and club stores. The group has sales offices in all these three markets, as well as in France, UK and Poland. The group have sales to more than 20 international markets, including markets in Asia and Oceania.

As evidenced by the cash flow statement, the company had negative cash flow from operations in 2022, but the liquidity status at year end remained satisfactory.

For the group, cash flow from operations was negative with -20.6 million, impacted by a net increase in the group's working capital.

The group operates in the fish processing industry, which is traditionally subject to considerable intra-year fluctuations. The key risk and uncertainty for the group is the development of raw material prices and in particular the price for farmed Atlantic salmon, including the group's ability to pass negative changes (increases) in the raw material prices on to its customers. Although there exists a financial market for securing the Atlantic salmon price (Fish Pool), both the price spread and the volume of this market is limited and does in practise not represent a true hedging opportunity for the Group. In 2022, following the proposal by the Norwegian government to introduce a resource tax on Atlantic salmon and salmon trout farming activities, both the financial and physical contract market saw a steep decline in traded contracts..

The group is vulnerable to changes in foreign exchange rates as it has both revenues and cost in multiple currencies, however mainly in EUR and USD, providing a natural hedge as most raw materials as procured in these currencies. Other major trading currencies are Polish Zloty and GBP. The group is actively hedging its currency positions according to its hedging policy.

Neither the company nor the group is not engaged in any research or development of its own within the meaning of the accounting regulations. Any development activities of the group operating companies are limited to enhancement of the company's products and production facilities.

Business outlook

There has been a good demand growth in the market for Milarex Sp.z o.o products also during 2022, whereas the overall salmon market has grown at a lower rate in line with the supply growth, which was negative in 2022. The Milarex group continued to increase its markets shares and geographical reach also in 2022.

The general longer-term market outlook for processed fish remains positive, but higher product prices and inflationary pressure have put pressure on European consumers' and their willingness and



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2022 ANNUAL REPORT MILAREX INVESTCO AS

ability to by salmon products. Overall growth is driven by the supply growth of farmed Atlantic salmon, which is limited. In 2023, we expect the group to continue to grow its sales volumes at a rate which will be above the supply growth in the market as the company continues to win market shares in existing and new markets in line with the company's growth strategy. Demand for salmon products is driven by increased focus on health and well-being as well as sustainability of the protein source. Salmon products represent a more sustainable protein source compared to red meat, pork and poultry. Competition is present from several fish processors in Eastern European countries and in local markets, and competition is expected to remain strong throughout 2023 and beyond as competitors aim to re-win lost market shares. This may result in continued price competition and margin pressure.

Raw material prices for seafood tend to be volatile and has the potential to both negatively and positively impact on the profitability of group. In 2022, raw material prices saw a significant price increase to unprecedented levels resulting in operational losses during the first half of the year. The high raw material prices and general high inflation in areas such as logistics and packaging materials caused the Group to enter price negotiations with key customers. Most sales prices were renegotiated, and operational profits and normalised margins were re-established in the second half of 2022. Although raw material prices have remained high into 2023, higher sales prices and active risk management has secured an operational profit in the first quarter.

The group aims to further expand its market shares in 2023. The growth is expected to require further incremental investments in the factory.

The Board of Directors continuously examines the prospects for various forms of collaboration or acquisition on both the production side and the sales side. The outlook for the company is overall positive and the Board of Directors expects the company to be able to continue its profitable growth.

The covid-19 pandemic had limited impact on operations and the financial performance of the Group in 2022. From a market perspective, Milarex is mainly exposed to the retail market, a segment that saw positive effects from the pandemic as hotels, restaurant and catering segments (horeca) remained closed for longer periods in several of Milarex core markets. Milarex has limited exposure to the horeca segment, and the negative demand development in this segment has had limited impact on Milarex. Following the re-opening of societies and impact on inflation on consumer behaviour, retail European volumes for salmon products have returned to 2019 levels. Retail growth in the US remains strong and significantly above 2019 levels.

The outbreak of the war in the Ukraine increased the risk and uncertainty in world markets, including markets for fish products. The main implication for Milarex is expected to be related to higher inflation and cost increases for input factors such as logistics and packaging materials. Milarex aims to recover higher cost with higher sales prices to its customers.



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2022 ANNUAL REPORT MILAREX INVESTCO AS

Financial risk

Financial risk in the company is limited and is primarily dependant on exchange rate fluctuations as well as changes in interest rates. For the Group, financial risk is depending on overall debt levels, fluctuation in currency rates, interest rates as well as changes in raw material prices. The Group currently has no contracts for hedging of raw materials on Fish Pool but evaluates from time to time to engage in such hedging activities.

Due to the company's strong revenue growth and the current high raw material prices, the group balance was strengthened in 2022 with additional funding from its shareholders and increased credit limits made available from its lending bank.

Insurance for board and general manager

The management and board have a Directors' and Officers' liability insurance. The insurance is placed at AIG Europe SA and W.R Berkley Insurance AG.

Transparency act

The company has commenced its due diligence assessment in accordance with the Norwegian Transparency Act and the statement will be published on the company's website www.milarex.com no later than June 30th, 2023.

Going concern

The Board of Directors and the General Manager confirm that the going concern assumption has been applied in preparing the annual accounts. The company and the group have favourable sales developments, have adequate equity, and are well placed to continue operations.

The Group has secured adequate funding from its shareholders and lending bank to cover required cash outflows within the next 12 months from the date of the financial statements.

Subsequent events

Milarex Group AS has in March 2023 made an issue of ordinary shares towards selected board members and members of the senior management team in Milarex. Total new ordinary shares issued were 30 939 and the proceeds from the share issue EUR 362 000. The share issue was approved by the General Meeting in Milarex Group on March 24th, 2023 and the shares were subscribed at a share price of EUR 11.7 per share. The share issue resulted in an indirect reduction of the shares in Milarex Group AS from 97.4% to 97.1%.



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2022 ANNUAL REPORT MILAREX INVESTCO AS

Working environment

The company has no employees and thus no sick leave. For the Group, the average sick leave in 2022 was on average 10.9%, of which 5.1% was long-term. Sick leave in 2022 was impacted by covid-19 and was high primarily during the beginning of the year as employees with symptoms were routinely being quarantined. Measures to reduce sick-leave are in place and will continue to be a priority. The number and frequency of reported accidents in Milarex Sp. z o.o. in 2022 is considered to be in line with the industry norm. Lost Time Injuries (LTI) improved from 9.1 in 2021 to 4.7 in 2022. It remains a priority to reduce LTI and the trend in 2023 is positive. The Board of Directors and the General Manager are of the view that the working environment of the Group and Group businesses is satisfactory but considers the need for implementing improvement measures on a continual basis, prioritizing health and safety and a reduction of accidents and sick leave.

The group has a stable and well-qualified staff and is recognised as an attractive employer both in general as well as in the seafood industry. Hence, the company normally experiences no difficulties in recruiting qualified personnel for vacancies. The group employs several temporary employees from the Ukraine. Some temporary employees left work and returned home in 2022 to fight for freedom, but most temporary employees remained with the company.

Equal opportunities

In the group, the majority of the employees are female. In Poland, where most of the group employees are employed, of the 1,618 employees at YE 2022, 1,056 or 65% were female. In addition, Milarex Sp. z o.o also employs consultants and temporary employees, of which the majority is also female.

The policy of the group is to be gender neutral in all respects. We are of the view that equal opportunities issues have been adequately accommodated, and no specific measures have been initiated or planned with regard thereto. No feedback has been received to the effect that the personnel policy of the company is considered to discriminate based on gender.

Non-discrimination and accessibility

There is no indication of differential treatment of employees, or that upon recruitment, there is no discrimination based on ethnicity, national origin, extraction, colour, language, religion or faith.

External environment

The Group continuously implement initiatives for a more environmentally friendly operations. In 2022, green electric energy was introduced to the factory, and waste handling, in particular of plastics was much improved. In addition, the group works to implement less packaging and recyclable packing solutions with its customers. Other operating activities, which includes transportation of products by lorry and container ships, consumption of water as part of the production processes as well as business travelling, have a



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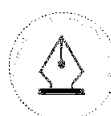


2022 ANNUAL REPORT MILAREX INVESTCO AS

negative impact on the external environment.

Oslo, May 8th, 2023.

Thomas H. Farstad	Jon Hindar	Martin Gjølme	Johan B Michelsen
General Manager	Chairman of the board	Board member	Board member



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Skattedirektoratet

Saksbehandler	Deres dato	Vår dato
Jeanette Munkvold Skovholt	16.11.2017	29.11.2017
Telefon	Deres referanse	Vår referanse
90076012	Hallvard Helgetun	2017/1193468

PRICEWATERHOUSECOOPERS AS
Postboks 748 Sentrum
0106 OSLO

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk

Vi viser til deres brev av 16. november 2017 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for:

- Milarex InvestCo AS, org.nr. 918 719 547
- Milarex TopCo AS, org.nr. 918 719 636
- Milarex HoldCo AS, org.nr. 918 719 598
- Milarex BidCo AS, org.nr. 918 501 053

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering ovenstående selskaper dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge 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:

Selskapene er norske holding-selskap som har investeringer i datterselskap med drift i Polen, Tyskland og Italia. Aksjonærene i selskapene er norske, svenske og kypriotiske.

Det søkes om at engelsk språk benyttes ved utarbeidelsen av årsregnskap og årsberetning for bådeselskapene og konsernet fra og med regnskapsåret som slutter 31.12.2017.

Bakgrunnen for dette er at Milarex er et internasjonalt konsern hvor all drift foregår i utlandet.

Selskapenes arbeidsspråk er engelsk. Engelsk språk benyttes i all hovedsak både ved intern og ekstern kommunikasjon.

Det er ingen forhold rundt selskapets finansiering som skulle tilsi behov for regnskap på norsk.

En norsk oversettelse vil kun ha til formål å tilfredsstille regnskapslovens språkkrav.

Postadresse
Postboks 9200 Grønland
0134 Oslo

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

Sentralbord
800 80 000
Telefaks
22 17 08 60

**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.

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at selskapene er en del av et internasjonalt konsern, hvor deler av aksjonærene er utenlandske. Eierkretsen er begrenset. Selskapet opererer i en internasjonal bransje. Arbeidsspråket 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.



2017/1193468 Side 3 av 3

Med hilsen

Torstein Kinden Helleland
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Jeanette Munkvold Skovholt

Kopi til:

MILAREX TOPCO AS	Postboks 2014 Vika	0125	OSLO
MILAREX HOLDCO AS	Postboks 2014 Vika	0125	OSLO
MILAREX INVESTCO AS	Postboks 2014 Vika	0125	OSLO
MILAREX BIDCO AS	Postboks 2014 Vika	0125	OSLO

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer



Financial Statements 2022

Milarex InvestCo AS

Org.no.: 918 719 547

Prepared by:
VIEW.
PROCURATOR



Milarex InvestCo AS

Statement of profit or loss and other comprehensive income

	Note	2022	2021
All amounts in EUR			
Operating income and expenses			
Other expenses	1, 2	144 745	1 348 304
Total expenses		144 745	1 348 304
Net operating profit / loss		-144 745	-1 348 304
Financial income and expenses			
Interest income from group companies	2	600 842	0
Currency gain		965	11 112
Financial income		601 806	11 112
Interest expense to group companies	2	832 104	16 217
Other interest expenses		797 140	650 917
Currency loss		13 864	39 493
Other financial expenses		120 000	13 000
Financial expenses		1 763 108	719 627
Net financial income / expenses		-1 161 301	-708 516
Net profit before tax		-1 306 046	-2 056 820
Income tax expense	3	0	0
Annual profit / loss		-1 306 046	-2 056 820
Other comprehensive income			
This year's net income / loss		-1 306 046	-2 056 820
Total comprehensive income		-1 306 046	-2 056 820
Allocation of net profit / loss and equity transfers			
Transfer to share premium		-1 306 046	-2 056 820
Total		-1 306 046	-2 056 820



Milarex InvestCo AS

Balance statement

	Note	2022	2021
All amounts in EUR			
Assets			
Financial non-current assets			
Investments in subsidiaries	2	50 456 951	50 456 951
Loans to group companies	6	7 599 393	0
Total financial non-current assets		58 056 344	50 456 951
Total non-current assets		58 056 344	50 456 951
Bank deposit			
Bank deposit	4	919 497	163 802
Total bank deposits		919 497	163 802
Total current assets		919 497	163 802
Total assets		58 975 841	50 620 753



Milarex InvestCo AS

Balance statement

All amounts in EUR

	Note	2022	2021
Equity and liabilities			
Equity			
Paid-in capital			
Share capital	5	1 200 646	1 200 646
Share premium		30 206 782	31 512 829
Total paid-up equity		31 407 428	32 713 474
Total equity		31 407 428	32 713 474
Liabilities			
Other non-current liabilities			
Liabilities to financial institutions	6	16 750 000	12 000 000
Liabilities to shareholders / owners	6	10 816 811	0
Total non-current liabilities		27 566 811	12 000 000
Current liabilities			
Accounts payable		506	22 821
Account payables for group companies	2, 4	0	1 871 443
Other provisions	7	0	4 000 000
Other current liabilities	4	1 097	13 015
Total current liabilities		1 602	5 907 279
Total liabilities		27 568 413	17 907 279
Total equity and liabilities		58 975 841	50 620 753

Oslo, 08.05.2023

The board of Milarex InvestCo AS

Jon Hindar
chairman of the board

Johan Bernt Michelsen
member of the board

Martin Gjølme
member of the board

Thomas Henning Farstad
general Manager



Milarex InvestCo AS

Statement of cash flows

All amounts in EUR	Note	2022	2021
Cash flows from operating activities			
Profit/loss before tax		-1 306 046	-2 056 820
Change in accounts payable		-22 316	20 467
Change in other accrual items		628 148	598
Net cash flows from operating activities		-700 214	-2 035 755
Cash flows from financing activities			
Proceeds from- / (Repayment of-) long-term liabilities		9 695 368	1 663 492
Loan to group companies		-8 239 459	0
Net cash flows from financing activities		1 455 909	1 663 492
Net change in cash and cash equivalents		755 694	-372 263
Cash and cash equivalents at the start of the period		163 802	536 065
Cash and cash equivalents at the end of the period		919 497	163 802



Milarex InvestCo AS

Statement of changes in equity

All amounts in EUR

	Share capital	Share premium	Total equity
Total equity 31.12.2021	1 200 646	31 512 829	32 713 474
Net income / - loss for the year	0	-1 306 046	-1 306 046
Total equity 31.12.2022	1 200 646	30 206 782	31 407 428



Milarex InvestCo AS

Notes

Accounting principles

The Company's financial statements for the accounting year 2022 have been prepared in accordance with Simplified International Financial Reporting Standards (simplified IFRS) approved by the Norwegian Ministry of Finance on 21 of January 2008 pursuant to Norwegian Accounting Act section 3-9, 5th paragraph.

The company transactions, assets and financing are denominated in EUR. EUR is therefore used as functional and presentation currency.

Use of estimates

The preparation of the financial statements in accordance with simplified IFRS requires management to make judgements and assumptions that have affected the statement of profit or loss and the valuation of assets and liabilities, and uncertain assets and liabilities on the balance sheet date.

Areas which to a large extent contain such subjective evaluations, a high degree of complexity, or areas where the assumptions and estimates are material for the annual accounts, are described in the notes.

Foreign currency

Foreign currency transactions are translated at the exchange rate on the date of the transaction. Monetary foreign currency items are translated to EUR at the exchange rate on the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated to EUR using the exchange rate on the transaction date. Non-monetary items that are measured at fair value in a foreign currency are translated to EUR using the exchange rate on the measurement date. Exchange rate fluctuations are posted to the profit and loss account as they arise under other financial items.

Tax

The tax charge in the profit and loss account consists of tax payable for the period and the change in deferred tax. Deferred tax is calculated at the tax rate at 22 % on the basis of tax-reducing and tax-increasing temporary differences that exist between accounting and tax values, and the tax loss carried forward at the end of the accounting year. Tax-increasing and tax-reducing temporary differences that reverse or may reverse in the same period are set off and entered net. Deferred tax assets are not recognized as an asset as it is uncertain whether it can be utilized later.

Classification and valuation of short-term liabilities

Short-term liabilities consist normally of items that fall due for payment within one year of the balance sheet date. Short-term liabilities are entered on the balance sheet at the nominal amount at the time of the transaction and held at amortized cost.

Subsidiaries and associated companies

Subsidiaries and associated companies are valued using the cost method in the company accounts. The investment is valued at acquisition cost for the shares unless a write-down has been necessary. A write-down to fair value is made when a fall in value is due to reasons that cannot be expected to be temporary and such write-down must be considered as necessary in accordance with good accounting practice. Write-downs are reversed when the basis for the write-down is no longer present.

Receivables

Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective



Milarex InvestCo AS

Notes

receivables. In addition an unspecified provision is made to cover expected losses on claims in respect of customer receivables. Receivables are carried at amortised cost using the effective interest rate method. Interest income, together with gains and losses when the receivables are derecognised or impaired, is recognised in the profit and loss account.

Cash flow statement

The cash flow statement has been prepared using the indirect method. Cash and cash equivalents consist of cash, bank deposits and other short-term, liquid investments.

Exemptions from IFRS principles

The Company has used the exception criteria in simplified IFRS, §3-1, nr 3 regarding dividends and group contribution. Dividends/group contributions to shareholders/from subsidiaries are accounted for in accordance with Norwegian Generally Accepted Accounting Policies.

In accordance with the Norwegian regulations on simplified application of international accounting standards § 2-3 the financial statement is deviating from the IFRS requirement for presentation of financial position at the beginning of the earliest comparative period.

In accordance with IFRS 8 and IAS 33, the Group chooses not to present segment information and earnings per share, respectively.

Note 1 Salary costs and benefits

There are no employees in the company and therefore no obligations as salary costs or benefits in 2022 or in 2021.

The board has not received any remuneration.

Auditor

Audit fees expensed for 2022 amount to EUR 36 939. Expensed fees for other services from the auditor amounts to EUR 6 082. For 2021 the audit expenses was EUR 34 337 and for other services from the auditor EUR 9 353. The company has not purchased services from other affiliated companies of the auditor.

Note 2 Subsidiaries and transactions and balances with group companies and related parties

Milarex InvestCo AS owns 100,0% of the shares in Milarex Holding AS, which gives Milarex InvestCo AS 100,0% of the votes in the company. Milarex Holding AS has its registered office in Oslo in Norway. The annual result for 2022 was EUR -25 114. The book value of equity capital as at 31.12.2022 was EUR 46 824 759. Milarex Holding AS owns 97,4% of the shares in Milarex Group AS and Milarex Group AS owns 100,0% of the shares in Milarex AS.

There is a loan agreement between Milarex InvestCo AS (lender) and Milarex AS (borrower). The loan is to be repaid in May 2024 or upon a change of control event or default of the lender.



Milarex InvestCo AS

Notes

The following internal transactions have taken place (EUR):

	2022	2021
Interest income from group companies		
Milarex AS	600 842	0
Total interest income from group companies	600 842	0
	2022	2021
Interest expense to group companies		
Milarex AS	15 293	16 217
Summa Equity Fund I (No. 1) AB	269 547	0
Summa Equity Fund I (No. 2) AB	416 574	0
Summa Equity Fund I (No. 3) AB	130 689	0
Total interest expenses from group companies	832 104	16 217
	2022	2021
Receivables group companies		
Milarex AS	7 599 393	0
Total receivables group companies	7 599 393	0
	2022	2021
Payables group companies		
Milarex AS	0	1 871 443
Summa Equity Fund I (No. 1) AB	3 542 947	0
Summa Equity Fund I (No. 2) AB	5 564 854	0
Summa Equity Fund I (No. 3) AB	1 709 009	0
Total payables group companies	10 816 811	1 871 443
	2022	2021
Other operating expenses		
Management fee (Milarex AS)	25 000	10 000
Total other operating expenses	25 000	10 000



Milarex InvestCo AS

Notes

Note 3 Tax

This year's tax expense (EUR)	2022	2021
Entered tax on ordinary profit/loss:		
Payable tax	0	0
Changes in deferred tax assets	0	0
Tax expense on ordinary profit/loss	0	0

Taxable income:		
Ordinary profit/loss before tax	-1 306 046	-2 056 820
Permanent differences	-270 142	1 925 330
Changes temporary differences	-13 015	599
Allocation of loss to be brought forward	1 589 203	130 892
Taxable income	0	0

Payable tax in the balance:		
Payable tax on this year's result	0	0
Total payable tax in the balance	0	0

Calculation of effective tax rate		
Profit before tax	-1 306 046	-2 056 820
Calculated tax on profit before tax	-287 330	-452 500
Tax effect of permanent differences	-59 431	423 573
Change in not booked deferred tax assets	346 761	28 928
Total	0	0

The tax effect of temporary differences and loss for to be carried forward that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences:

	2022	2021	Difference
Accruals	0	-13 015	-13 015
Accumulated loss to be brought forward	-1 952 882	-363 679	1 589 203
Not included in the deferred tax calculation	1 952 882	376 694	-1 576 188
Deferred tax (22 %)	0	0	0

Deferred tax asset is not booked as there are uncertainty if it can be utilized later.

Note 4 - Financial Instruments

Foreign exchange risk

The company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to EUR and NOK. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant group entity. The company does not have any foreign exchange hedging.



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Notes

Interest risk

The company is exposed to changes in the interest market to some extent as it has interest-bearing debt. The company does not have any interest rate swap agreements.

Liquidity risk

The company has limited liquidity risk. Liquidity management is followed-up through budgets and forecasts.

Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions. Credit risk is managed on a group basis.

Financial assets by category (EUR):

2022	Assets at fair value through profit and loss	Assets at fair value through OCI	Amortized cost	Total
Account receivables	0	0	0	0
Other short-term receivables	0	0	0	0
Other current assets	0	0	0	0
Cash and cash equivalents	919 497	0	0	919 497
Total	919 497	0	0	919 497

Financial liabilities by category (EUR):

2022	Liabilities at fair value through profit and loss	Liabilities at amortised cost	Total
Liabilities to financial institutions	0	16 750 000	16 750 000
Non-interest bearing liabilities	0	0	0
Account payables	0	10 817 317	10 817 317
Other short-term liabilities	0	1 097	1 097
Total	0	27 568 413	27 568 413

Financial assets by category (EUR):

2021	Assets at fair value through profit and loss	Assets at fair value through OCI	Amortized cost	Total
Account receivables	0	0	0	0
Other short-term receivables	0	0	0	0
Other current assets	0	0	0	0
Cash and cash equivalents	163 802	0	0	163 802
Total	163 802	0	0	163 802



Milarex InvestCo AS

Notes

Financial liabilities by category (EUR):

2021	Liabilities at fair value through profit and loss	Liabilities at amortised cost	Total
Liabilities to financial institutions	0	12 000 000	12 000 000
Non-interest bearing liabilities	0	4 000 000	4 000 000
Account payables	0	1 894 265	1 894 265
Other short-term liabilities	0	13 015	13 015
Total	0	17 907 279	17 907 279

Note 5 Share capital and Shareholders

The share capital in Milarex InvestCo AS as of 31 December 2022 consists of (EUR):

	No. of shares	Par value	Book value
Ordinary shares	11 301 692	0,106236	1 200 646
Total shares outstanding	11 301 692		1 200 646

	Ordinary shares	Total shares	Ownership	Voting rights
Summa Equity Fund I (No. 1) AB	3 455 649	3 455 649	30,58 %	30,58 %
Summa Equity Fund I (No. 2) AB	5 142 112	5 142 112	45,50 %	45,50 %
Summa Equity Fund I (No. 3) AB	1 958 996	1 958 996	17,33 %	17,33 %
Milcom AS	556 757	556 757	4,93 %	4,93 %
Ci Xi AS	167 027	167 027	1,48 %	1,48 %
Tyrion AS	21 151	21 151	0,19 %	0,19 %
Total number of shares	11 301 692	11 301 692	100,00 %	100,00 %

Note 6 - Receivables and liabilities

Loans to group companies

In May 2022, Milarex InvestCo AS ("lender") entered into an intragroup loan agreement with Milarex AS ("borrower"). The purpose was to strengthen the liquidity of the borrower, with a loan amount of EUR 7 684 223. The loan maturing at the latest 2 years after the establishment of the credit facility. The interest is set at 12 % pro anno. The interest accrued is capitalised and added to the principal amount. The loan is unsecured.



Milarex InvestCo AS

Notes

Issued long-term loans which fall due later than one year

EUR	2022	2021
To group companies	8 239 459*	0

*Adjusted for repayments and accrued interests 2022

Liabilities to credit institutions

In July 2020, Milarex InvestCo AS entered into a loan agreement with Pareto Bank with the amount of EUR 12 million. The loan was originally maturing at the latest 2 years after the establishment of the credit facility. The terms were renegotiated in April 2022 and the final maturity date has been extended to 26.7.2024. The rate is 3M EURIBOR plus a margin of 5,35 %.

An additional loan with Pareto Bank was established in June 2022 of EUR 4.75 million, of which EUR 4 million was intended to refinance the share purchase agreement with Friendmall Ltd (reference is made to Note 7). The remaining EUR 0.75 million is used to covered interests, and the loan is due 26.7.2024. The rate is 3M EURIBOR plus a margin of 7,35 %. Utilisation of this loan at year end 2022 was 84 %.

As security, 1st priority pledge is given with 100 % of the shares in Milarex Holding AS.

Intragroup loan agreement

To strengthen the liquidity in the company, an intragroup loan agreement was entered into in May 2022 with the amount of EUR 10 million. The majority owners; Summa Equity Fund I (No. 1) AB, Summa Equity Fund I (No. 2) AB, and Summa Equity Fund I (No. 3) AB, are collectively lenders in this agreement. The loan is maturing at the latest 2 years after the establishment of the credit facility. The interest is set at 12 % pro anno. The interest accrued is capitalised and added to the principal amount. The loan is unsecured.

Long-term liabilities which fall due later than one year

EUR	2022	2021
Liabilities to credit institutions	16 750 000	12 000 000
Intragroup loan agreement	10 816 811*	0

*Adjusted for repayments and accrued interests 2022

Note 7 - Earn-out

On May 19th 2020, Milarex InvestCo AS entered into a share purchase agreement (SPA) with Friendmall Ltd, whereby Milarex InvestCo AS acquired all shares (25%) in Milarex Holding AS held by Friendmall Ltd. Following the closing of the transaction on September 30th, 2020, Milarex InvestCo AS became the sole owner of Milarex Holding AS. The transaction with Friendmall included a payment in cash and a deferred payment element. The deferred payment was paid in full in August 2022 and equaled the payment obligation recorded in the balance sheet at year end 2021.