



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2024 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 928 339 785
Organisasjonsform: Aksjeselskap
Foretaksnavn: SOTRA LINK HOLDCO AS
Forretningsadresse: v/ BIHE
c/o Advokatfirmaet Wiersholm AS
Dokkveien 1
0250 OSLO

Regnskapsår

Årsregnskapets periode: 01.01.2024 - 31.12.2024

Konsern

Morselskap i konsern: Ja
Konsernregnskap lagt ved: Ja

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Christopher Bjerke
Dato for fastsettelse av årsregnskapet: 21.07.2025

Grunnlag for avgivelse

År 2024: Årsregnskapet er elektronisk innlevert
År 2023: Tall er hentet fra elektronisk innlevert årsregnskap fra 2024

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

Brønnøysundregistrene, 02.09.2025



Resultatregnskap

Beløp i: NOK	Note	2024	2023
RESULTATREGNSKAP			
Kostnader			
Annen driftskostnad		76 680	136 645
Sum kostnader		76 680	136 645
Driftsresultat		-76 680	-136 645
Netto finans			
Resultat før skattekostnad		-76 680	-136 645
Skattekostnad		-16 870	-30 062
Årsresultat		-59 810	-106 583
Andre resultatkomponenter for IFRS-foretak		0	0
Totalresultat		-59 810	-106 583
Overføringer og disponeringer			
Overføringer til/fra annen egenkapital		-59 810	-106 583
Sum overføringer og disponeringer		-59 810	-106 583



Balanse

Beløp i: NOK	Note	2024	2023
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel		62 880	46 010
Sum immaterielle eiendeler		62 880	46 010
Finansielle anleggsmidler			
Investering i datterselskap		545 000	545 000
Sum finansielle anleggsmidler		545 000	545 000
Sum anleggsmidler		607 880	591 010
Omløpsmidler			
Varer			
Fordringer			
other short-term receivables		0	229
Sum fordringer			229
Sum omløpsmidler		0	229
SUM EIENDELER		607 880	591 239
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital		550 570	550 570
Sum innskutt egenkapital		550 570	550 570
Opptjent egenkapital			
Annen egenkapital		-222 938	-163 128
Sum opptjent egenkapital		-222 938	-163 128
Sum egenkapital		327 632	387 442



Balanse

Beløp i: NOK	Note	2024	2023
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Annen kortsiktig gjeld		280 248	203 797
Sum kortsiktig gjeld		280 248	203 797
Sum gjeld		280 248	203 797
SUM EGENKAPITAL OG GJELD		607 880	591 239



Konsernets resultatregnskap

Beløp i: NOK	Note	2024	2023
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		3 656 117 907	1 757 119 456
Annen driftsinntekt			1 745 994
Sum inntekter		3 656 117 907	1 758 865 450
Kostnader			
Varekostnad		3 447 410 570	1 680 462 791
Lønnskostnad		13 459 754	12 723 132
Avskrivning på varige driftsmidler og immaterielle eiendeler		904 279	860 184
Annen driftskostnad		127 696 076	65 000 342
Sum kostnader		3 589 470 679	1 759 046 449
Driftsresultat		66 647 228	-180 999
Finansinntekter og finanskostnader			
Annen renteinntekt		108 686 133	59 474 261
Annen finansinntekt		75 243 354	70 424 096
Sum finansinntekter		183 929 487	129 898 357
Annen rentekostnad		136 045 067	103 925 046
Annen finanskostnad		1 867 513	1 259 991
Sum finanskostnader		137 912 580	105 185 037
Netto finans		46 016 907	24 713 320
Resultat før skattekostnad		112 664 135	24 532 321
Skattekostnad		30 382 791	3 708 624
Årsresultat		82 281 344	20 823 697
Cash Flow hedges		280 516 959	23 089 932
Income tax relating to components of OCI		-61 713 731	-5 079 785
Sum resultatkomponenter for IFRS-foretak		218 803 228	18 010 147
Totalresultat		301 084 572	38 833 844



Konsernets resultatregnskap

Beløp i: NOK	Note	2024	2023
Overføringer og disponeringer			
Overføringer til/fra annen egenkapital		301 084 572	38 833 846
Sum overføringer og disponeringer		301 084 572	38 833 846



Konsernets balanse

Beløp i: NOK	Note	2024	2023
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Varige driftsmidler			
Right-of-use assets		358 376	1 299 305
Equipment and other movables		9 230	46 166
Derivative financial instruments		591 417 957	235 720 422
Sum varige driftsmidler		591 785 563	237 065 893
Sum anleggsmidler		591 785 563	237 065 893
Omløpsmidler			
Varer			
Fordringer			
Other short-term receivables		207 693 743	101 766 802
Sum fordringer		207 693 743	101 766 802
Investeringer			
Contract asset		2 926 333 173	930 037 070
Other currents assets		253 754 651	899 419 126
Sum investeringer		3 180 087 824	1 829 456 196
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende		430 614 851	992 490 841
Sum bankinnskudd, kontanter og lignende		430 614 851	992 490 841
Sum omløpsmidler		3 818 396 418	2 923 713 839
SUM EIENDELER		4 410 181 981	3 160 779 732

BALANSE - EGENKAPITAL OG GJELD

Egenkapital



Konsernets balanse

Beløp i: NOK	Note	2024	2023
Innskutt egenkapital			
Selskapskapital		550 570	550 570
Sum innskutt egenkapital		550 570	550 570
Opptjent egenkapital			
Annen egenkapital		392 058 535	90 973 964
Sum opptjent egenkapital		392 058 535	90 973 964
Sum egenkapital		392 609 105	91 524 534
Gjeld			
Langsiktig gjeld			
Utsatt skatt		129 364 625	37 268 103
Sum avsetninger for forpliktelser		129 364 625	37 268 103
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner		3 715 969 596	2 765 133 537
Other non-current liabilities		409 065	1 370 451
Sum annen langsiktig gjeld		3 716 378 661	2 766 503 988
Sum langsiktig gjeld		3 845 743 286	2 803 772 091
Kortsiktig gjeld			
Leverandørgjeld		45 043	3 110 109
Skyldige offentlige avgifter		580 431	560 060
Annen kortsiktig gjeld		171 204 116	261 812 938
Sum kortsiktig gjeld		171 829 590	265 483 107
Sum gjeld		4 017 572 876	3 069 255 198
SUM EGENKAPITAL OG GJELD		4 410 181 981	3 160 779 732



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To the General Meeting of Sotra Link AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Sotra Link AS (the Company), which comprise the balance sheet as at 31 December 2024, the income statement, statement of comprehensive income and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company as required by 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 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

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Bode	Knarvik	Stord	Alesund
Drammen	Kristiansand	Straume	

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- 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 ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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



Bergen

KPMG AS

Knut Olav Karlsen
State Authorised Public Accountant
(This document is signed electronically)

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Karlsen, Knut Olav

Partner

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Karlsen, Knut Olav

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To the General Meeting of Sotra Link HoldCo AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Sotra Link HoldCo AS, which comprise:

- the financial statements of the parent company Sotra Link HoldCo AS (the Company), which comprise the balance sheet as at 31 December 2024, the income statement, statement of comprehensive income and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of Sotra Link HoldCo AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2024, the income statement, statement of comprehensive income and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, 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 2024, 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

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does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report.

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

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

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with 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.

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

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.



However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Bergen

KPMG AS

Knut Olav Karlsen
State Authorised Public Accountant
(This document is signed electronically)

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Karlsen, Knut Olav

Partner

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Karlsen, Knut Olav

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Org. nr. 974761076	Our reference 2023/5026482	Postal address Postboks 9200 Grønland 0134 OSLO

ADVOKATFIRMAET PRICEWATERHOUSECOOPERS AS
Postboks 748 Sentrum
0106 OSLO

Callers from abroad, please call +47 22 07 70 00

Att. Erik Stenvik Granly

Permission to prepare the annual accounts and directors' report in English language

With reference to your letter of 18 January 2023 with respect to the above matter regarding:

Sotra Link AS	org no 828 340 972
Sotra Link Holdco AS	org no 928 339 785

Based on a total evaluation, the view of the tax office is that the companies may make the directors' report and annual accounts in English language according to the Norwegian Accounting Act § 3-4 third paragraph. The exemption requires that the information the decision is based on, does not change significantly.

A copy of this letter must be sent to the Register of Company Accounts in Brønnøysund together with the financial statements. It is incumbent on the companies to document by this letter that the permit is granted.

Background

Sotra Link AS is 100 % owned by Sotra Link Holdco AS which is owned by three foreign companies.

The registered activity of Sotra Link AS is carrying out obligations under the Concession Agreement to design, build, finance, operate and maintain Rv. 555 – The Sotra Connection. The registered activity of Sotra Link Holdco AS is holding the shares in Sotra Link AS. The Sotra Link project execution includes five international companies that have specialist expertise to carry out financing, construction, and operation of this large and complex road project.

The working language and internal reporting of the companies are mainly in English. The chairperson and board members in both companies are not Norwegian.

Condition for the permission

According to the Norwegian Accounting Act § 3-4, third paragraph shall "the directors' report and annual accounts (...) be in Norwegian. The Ministry can in an individual decision decide that the directors' report and/or annual accounts may be in another language".

Ot. prp. nr. 42 (1997-1998) About Act about annual accounts etc., says the following about the purpose of the Accounting Act, refer section 1.1:



“The aim of the Government with respect to the Accounting Act is that it shall contribute towards providing informative accounts for different users of accounts. The users of accounts include investors and creditors, which provide capital for the companies. Other groups include those who have an interest in knowing how the companies are operated, for example employees and the local community. The information to the capital market is an important basis for the correct pricing of financial instruments. The correct pricing of stocks is an important factor in securing the best possible allocation of resources in the economy. High quality accounts will also make it more difficult for market participants to obtain speculative gains as a result of non-publicly available information.”

One of the main goals of the Accounting Act is to contribute to “informative accounts for different users of accounts”. The users of the accounts will include investors, creditors, employees and the local community.

Hence, it is the view of the Ministry that it is crucial that the question of dispensation from the general rule that the annual accounts and/or directors’ report should be prepared in Norwegian, not in any significant way deviate from the consideration of users of the accounts.

As mentioned above it is particularly the consideration of the users of the account information, which has to be taken into consideration when considering the application for permission. In this assessment, the tax office has emphasized that the companies are owned by foreign companies. Furthermore, all key players and partners in this industry understand and use English.

Please state “our reference” (see above) in all written communication with the Norwegian Tax Authorities.

Yours sincerely,

Lars Waalorp
Senior Adviser
Customer Interaction Division, Customer Service
The Norwegian Tax Administration

This document has been electronically approved and therefore has no handwritten signatures.



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Annual Report 2024

Sotra Link Holdco AS

Board of Directors' report

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Statement of other comprehensive income for the company

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Consolidated statement of other comprehensive income for the group

Consolidated statement of cash flow for the group

Notes to the consolidated financial statements

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Directors Report Sotra Link Holdco AS 2024 Annual Accounts

GENERAL

In 2021 Sotra Link Holdco AS (hereafter 'the Company') was, via its sole subsidiary Sotra Link AS (together 'the Group'), selected as the preferred bidder for the road project The Sotra Connection. The project consists of the design, build, finance, operation and maintenance (DBFOM) of a 9.4km four-lane road link on the Rv555 in Norway's Vestland County. The project is a public-private-partnership (PPP) and the largest PPP in Norway to date. It is procured by the Norwegian Public Roads Administration (NPRA), which receives funding from the Norwegian state. The Company's subsidiary is the special purpose vehicle (SPV) that shall execute the PPP-contract, the Company itself is a holding company without any operational activities. Following financial close and signing of the PPP-contract in March 2022, the road is currently in construction.

The PPP will deliver lower transport costs, better accessibility and increased traffic safety for the municipalities of Bergen and Øygarden. It includes (amongst other) the construction of:

- A four-lane 900 meters suspension bridge
- 4.6km of road in twin-tube tunnels
- Smaller bridges and road and pedestrian underpasses
- Dedicated infrastructure for public transport, as well as pedestrian and bicycle paths.

The design and construction of the project will be executed by Sotra Link Construction JV ANS which consists of the Spanish group FCC Construcción (35%), Webuild (35%), and SK ecoplant (30%) – and will be operated by Hungary's Intertoll via their Norwegian subsidiary Intertoll Norge AS.

The Sotra Connection will be opened for traffic in 2027, and the Company's subsidiary will operate and maintain the project for 15-25 years after the opening date.

The Authority reimburses the Company's subsidiary based on availability and several milestones.

The NPRA's total budget for the project is NOK 23.1 billion (in 2022 value), including preparatory work that has been going on since 2018.

On 21 January 2022 the Company registered as a limited liability company whose incorporators are: Ibsen Investment Holdings Ltd (70%); SK ecoplant Co. Ltd (20%); and Astaldi Concessions S.P.A. (10%).

The milestones during the construction period will only cover for part of the construction obligations and therefore the Company's subsidiary finances the design and construction phase. The funding consists of equity provided by the shareholders of the Company and credit facilities provided by a consortium of commercial banks and institutional lenders.

The Project is located in a high-income OECD country with stable economic and political environment and solid sovereign ratings. The primary revenue stream of the Project will comprise availability-based payments made by the Authority. The Project therefore bears no traffic risk and generates long-term stable cashflows during the concession period.

FUNDING AND IMPORTANT CONTRACTS

To reach her targets the Group has arranged on Financial Close funding from a commercial lenders and institutional lenders:

- Bank of China (Luxembourg) S.A. Stockholm Branch
- Caixa Bank, S.A.
- DZ Bank AG
- Credit Agricole Corporate and Investment Bank
- Korea Development Bank
- Banco Santander, S.A.
- K-EXIM
- KfW IPEX-Bank GmbH

Part of the finance package are fixed rate interest rate swaps for an aggregate notional amount equal to 100% of the anticipated outstandings under the Floating Interest Facilities (at Financial Close).

The Company's subsidiary has closed some important contracts:

- A Design and Construct (D&C) Contract, dated 15 March 2022 with Sotra Link Construction Joint Venture ANS



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(CJV). In the D&C Contract is stated a fixed price for the design and construction of the work until the opening of the roads. From the start of the project until and opening of the roads, the Company's subsidiary will pay an indexed price for the constructions works that are performed in that time period. The Company's subsidiary has subcontracted all design and construct obligations under the PPP Contract on a back-to-back basis to the CJV via the D&C Contract. The CJV provided a sufficient security package to the Group and the Lenders.

- An Operation and Maintenance (O&M) Contract, dated 15 March 2022, with Intertoll. In the O&M Contract is stated a fixed price for the operations and maintenance (not being lifecycle works) of the work from start of construction until the end of the PPP Contract. From the start of the project until and the end of the PPP Contract, the Company's subsidiary will pay an indexed price for the operations and maintenance works that are performed in that time period. The Company's subsidiary has subcontracted all operation and maintenance obligations (not being the lifecycle obligation) under the PPP Contract on a back-to-back basis to Intertoll via the O&M Contract. Intertoll provided a sufficient security package to the Group and the Lenders.

- Multiple employment contracts and management services agreements for both the construction and operational phase (indexed price) to manage the project and its stakeholders, the obligations from the various contracts, the health and safety elements from the project and the financial part of the project.

- Multiple financing agreements of which the Common Terms Agreement originally dated 15 March 2022 is the main agreement. Furthermore, A Shareholders Support Agreement with the sponsors of the project has been closed which arranges for the equity and subordinated debt funding.

RISK MANAGEMENT

Interest rate risk:

Interest rate risk is the risk that future cash flows differ from the initial plan due to changing market interest rates. The risk of market rate fluctuations is mitigated by hedging the interest rates via interest rate swaps. The interest rate swap is classified as effective at Financial Close as disclosed in the financial statements. The Group is monitoring the effectiveness of the interest rate swaps in order to be able to anticipate on a possible ineffectiveness of these swaps.

The possible impact on the financial statements when such event occurs is depending on the interest rate and drawdowns as per the date that the event occurs. The fair value of the interest rate swaps per 31 December 2024 is NOK 591.418k (2023: NOK 235.720k). This is the maximum impact per balance sheet date. The probability of the Group being exposed to this maximum impact is very small due to the contractual framework of the Group, thereby valuing this risk as very limited.

Credit risk:

The Group trades only with creditworthy parties and closely monitors the creditworthiness of these parties. No significant concentrations of credit risk exist within the Group.

Liquidity risk:

The risk that the Group is not able to pay their debts (liquidity risk) is managed by drawing up cash forecasts regularly. The Group manages liquidity risk through interim monitoring and by making adjustments where necessary. The expected future cash flows are corrected for the most recent price index.

Subcontractor risk:

The risk exists that the CJV and/or Intertoll will not meet the contractual obligations/construction milestones. The Group took mitigating measures in order to minimize this. Mitigating measures are: agreed security package and closely monitoring of the activities of the CJV and Intertoll. The security package of the CJV consist of a liquid performance bond of 10% of the contract value and a limitation of liability of 40% of the contract value. The security package of the Intertoll consist of a liquid performance bond of 50% of the contract value and a limitation of liability of 100% of the annual average contract value.

The progress of the CJV per balance sheet date is a little bit lacking, but still within acceptable bandwidths. Furthermore, the Group has no indication that the progress will divide significantly from our expectations. The Group considers these mitigation measures as appropriate and conclude that after these mitigating measures the risk is acceptable according to our risk appetite as described above. The possible impact varies on the specific breach of the contract.

Operational risk:

The vast majority of the operational risks associated with the project are passed down to the CJV and/or Intertoll.

Inflation risk:



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The Group has limited exposure to the risk of price inflation. The main mitigation measure that the Group took is to take out a fixed-price contract with its main suppliers, the CJV and Intertoll. The main price inflation risk is therefore born by these two subcontractors which took their own mitigating measures. On of these mitigating measures is to agree with Statens vegvesen (Norwegian Public Roads Administration) a compensation for the inflation by determining every period the level of inflation via a set inflation indices. This revenue stream is invoiced by the Company's subsidiary and paid out directly to the subcontractors on a back-to-back basis.

Main developments in earnings and activities during the reporting period

Earnings:

The 2024 period was concluded with after-tax earnings as shown below:

Earnings	Jan 1 st 2024 – Dec 31 st 2024	Jan 1 st 2023 – Dec 31 st 2023
Earnings after tax	NOK 96.207 k	NOK 20.824 k
Total revenue	NOK 3.656.118 k	NOK 1.758.865 k
Earnings after tax (as % of total revenue)	2,6%	1,2%

Activities:

In September 2024, the Group successfully achieved its second milestone and received the corresponding payment of NOK 1.293M. This is a big success to the project.

During the 2024 period the project progressed mainly by full execution activities on nearly all parts of the project and managing the organization, finalizing the design and implementing the various construction, management and environmental plans to execute the project.

Working environment & impact on the external environment

The monthly report from CJV and SPV discloses all events related to the working environment and external environment: dangerous conditions, near misses, injuries, accidents and any implemented measures of relevance to the working environment. These are reported periodically. For 2024, there have been 39 injuries reported, where 17 with lost time with less than 10 days, and 6 cases with more than 10 days per case, as well as 16 first aid injuries have been reported - meaning injuries without any lost time only minor first aid on site. There is a good level of reporting near misses, with around 2.000 reports per million working hours performed, hence also minor near misses and dangerous conditions are reported, for learning and improvement.

The monthly report from CJV and SPV disclose any aspects that may have a not insubstantial impact on the external environment. There are 80 reported incidents of environmental damage (2024: 45). These are mainly minor, non-permanent damages, related to exceedance of noise limits, minor spills, waste handling, and temporary failures of barriers to reduce the turbidity from filling to sea/lakes. Within the 80 incidents there are three potentially permanent damage to the environment, related to fillings without removing debris, and mixing of masses. These have been handled, but are still under investigation.

Future developments

Expected is that construction will continue until June 2028 when opening of traffic for phase 2A is expected to take place. During the construction phase, the Company's subsidiary receives seven separate milestones which cover for 65% of the construction costs. The last two milestone payments will be used to repay the milestone bridge facilities, the other five milestones will be used to fund the construction phase.

From the opening of the road, the Company's subsidiary will receive availability payments during the 15-year operational period that cover for the remaining 35% of the construction costs as well as the financing costs and other operational costs, such as operating, maintenance, lifecycle, SPV and insurance costs.

Liquidity & cash flow

The summary below illustrates the movement in the liquidity position on 31 December 2024 and recalls the position at previous year-end:

Liquidity	Dec 31 st 2024	Dec 31 st 2023
Current ratio (current assets / current liabilities)	22,2	11,0
Cash ratio (cash at bank / current liabilities)	2,5	375,2%

Solvency	Dec 31 st 2024	Dec 31 st 2023
Solvency (equity / total assets)	8,9%	2,9%



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Note: The liquidity indicates the extent to which the Group is able to meet its short-term obligations. The extent to which the Group can meet its longer-term obligations is represented by the solvency ratio. The cash flow statement has been prepared according to the indirect method. The cash and cash equivalents in the cash flow statement consists of cash only. Receipts from Authority, payments of construction costs, taxes (VAT), SPV costs and other operational costs are included under the cash flow from operational activities. Drawdown of loans, paid interests and costs for taking out loans are recognized under the cash flow from financing activities.

Other

D&O insurance:

The Group's board of directors is covered by a Directors and Officers Liability insurance, which covers a potential liability towards to the Group's directors and/or officers up to EUR 5M. The current liability insurance expires March 9th 2025, and will then be extended.

Transparency Act:

The Group will publish a report pursuant to the Norwegian Transparency Act prior to 30 June 2025. The report will be made available on the Group's web page sotralink.no.



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Statement of profit or loss

Sotra Link Holdco AS

Operating income and operating expenses	Note	2024	2023
Other operating expenses	1, 2	76 680	136 645
Total expenses		76 680	136 645
Operating profit		-76 680	-136 645
Net profit before tax		-76 680	-136 645
Income tax expense	2	-16 870	-30 062
Net profit or loss		-59 810	-106 583
Attributable to			
Transferred from other equity		-59 810	-106 583
Total		-59 810	-106 583



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Statement of comprehensive income

Sotra Link Holdco AS

	Note	2024	2023
Net profit or loss		-59 810	-106 583
Other comprehensive income			
Components of OCI that will not be reclassified to P&L			
Total OCI that will not be reclassified to P&L		<u>0</u>	<u>0</u>
Components of OCI that will be reclassified to P&L			
Total OCI that will be reclassified to P&L		<u>0</u>	<u>0</u>
Total other comprehensive income		<u>0</u>	<u>0</u>
Total comprehensive income		<u>-59 810</u>	<u>-106 583</u>



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Statement of financial position

Sotra Link Holdco AS

Assets	Note	2024	2023
Non-current assets			
Deferred tax asset	2	62 880	46 010
Investments in subsidiaries	3	545 000	545 000
Total non-current assets		607 880	591 010
Current assets			
Other short-term receivables	4	0	229
Total current assets		0	229
Total assets		607 880	591 239



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Statement of financial position

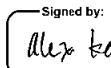
Sotra Link Holdco AS

Equity and liabilities	Note	2024	2023
Equity			
Paid-in capital			
Share capital	5	550 570	550 570
Total paid-up equity		550 570	550 570
Retained earnings			
Other equity		-222 938	-163 128
Total retained earnings		-222 938	-163 128
Total equity	6	327 632	387 442
Liabilities			
Other current liabilities	4	280 248	203 797
Total current liabilities		280 248	203 797
Total liabilities		280 248	203 797
Total equity and liabilities		607 880	591 239

The board of Sotra Link Holdco AS


Signed by:

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Christopher Meidell Bjerke
General Manager

Signed by:

4B5624B612155
Alexander Cheasty Kornman
Chairman of the board

Signed by:

AF2B8B3A3498455
Changmo Cho
Member of the board

DocuSigned by:

E864DB69CD61427
Emilio Ceroni
Member of the board

Signed by:

0025A60E90B746C
Martijn Lunneker
Member of the board

Signed by:

0D8EAF78E7E245C
Rajalingam So Kanasingam
Member of the board



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Cash flow statement

Sotra Link Holdco AS

	Note	2024	2023
Cash flows from operating activities			
Net profit before tax		-76 680	-136 645
Change in working capital		76 680	136 645
Net cash flows from operating activities		0	0
Cash flows from investment activities			
Net cash flows from investment activities		0	0
Cash flows from financing activities			
Net cash flows from financing activities		0	0
Net change in cash and cash equivalents			
Cash and cash equivalents at the start of the period		0	0
Cash and cash equivalents at the end of the period		0	0



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Accounting principles

These financial statements have been prepared in accordance with simplified IFRS® Accounting Standards pursuant to the Norwegian Accounting Act § 3-9, and regulations regarding simplified application of international accounting standards as adopted by the EU (Simplified International Financial Reporting Standard - IFRS).

The principles for recognition and measurement are in accordance with the Accounting Standards. The Company has not made use of the exemptions in regards to measurement and recognition, available under the regulations to the accounting act § 3-1. The disclosures are based on the requirements in the Accounting Act with addition as specified in the regulation for simplified IFRS.

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. The net deferred tax receivable is entered on the balance sheet to the extent that it is likely that it can be utilised.

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.

Dividends, group contributions and other distributions from subsidiaries are posted to income in the same year as provided for in the distributor's accounts. To the extent that dividends/ group contributions exceed the share of profits earned after the date of acquisition, the excess amounts represents a repayment of invested capital, and distributions are deducted from the investment's value in the balance sheet of the parent company.

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.



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Note 1 Remuneration to the chief executive, board and auditor

Remuneration to leading personnel

	Chief Executive	Board
Salaries	4 807 749	0
Pension costs	239 460	0
Other remuneration	434 825	0
Total	5 482 034	0

The chief executive is employed and remunerated by Sotra Link Holdco AS's subsidiary Sotra Link AS. He has a maximum 25% bonus agreement and no loan from the company. The bonus is based on annual salary.

Auditor

Audit fees expensed for 2024 amount to NOK 122 500 ex. vat.

Note 2 Tax

This year's tax expense	2024	2023
Entered tax on ordinary profit/loss:		
Payable tax	0	-30 062
Changes in deferred tax assets	-16 870	0
Tax expense on ordinary profit/loss	-16 870	-30 062

Taxable income:		
Result before tax	-76 680	-136 645
Permanent differences	0	0
Taxable income	-76 680	-136 645

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	-76 680	-136 645
Calculated tax on profit before tax	-16 870	-30 062
Total	-16 870	-30 062
Effective tax rate	22,0 %	22,0 %

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

	2024	2023	Difference
Accumulated loss to be brought forward	-285 818	-209 138	76 680
Basis for deferred tax assets	-285 818	-209 138	76 680
Deferred tax assets (22 %)	-62 880	-46 010	16 870



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Note 3 Subsidiaries

Sub.	Ownership interest	Voting interest	Book value	Share of equity cap.	Share of result
Sotra Link AS	100 %	100 %	545 000	406 692 126	96 206 807
Total			545 000	406 692 126	96 206 807

Investments in subsidiaries are recognised according to the cost method in the company's financial statements.

Note 4 Receivables and liabilities

	2024	2023
Specification of other short-term receivables		
VAT receivable	0	229
Total	0	229

There are no receivables with a maturity later than one year.

	2024	2023
Specification of other short-term liabilities		
Sotra Link AS	-280 248	-203 797
Total	-280 248	-203 797

There are no liabilities with a maturity later than one year.

Note 5 Shareholders

The share capital in Sotra Link Holdco AS as of 31 December 2024 consists of:

Share capital	Number of shares	Par value	Capitalised
Ordinary shares	55 057	10	0

All shares carry the same rights in the company.

Sotra Link Holdco AS had the following shareholders as at 31.12.2024.

	Ordinary shares	A/B-shares	Total	Interest	Share of votes
Shareholders:					
Sibsen Investment Holdings Ltd.	38 540	0	38 540	70 %	70 %
SK Ecoplant Co., Ltd.	11 011	0	11 011	20 %	20 %
Astaldi Concessions S.p.A.	5 506	0	5 506	10 %	10 %
Total number of share	55 057	0	55 057	100 %	100 %

The financial statements of Sotra Link Holdco AS; and the consolidated financial statements of , is to be found at the company's address at v/ BIHE c/o Advokatfirmaet Wiersholm, 0250 Oslo.



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Note 6 Equity capital

	Share capital	Share premium	Other paid-in equity capital	Other equity capital	Total equity capital
Pr. 31.12.2023	550 570	0	0	-163 128	387 442
Result of the year				-59 810	-59 810
Pr 31.12.2024	550 570	0	0	-222 938	327 632

7 Events after the reporting period

There have been no events after the balance sheet date with significant consequences for the Company.



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Consolidated statement of profit or loss

Sotra Link Holdco AS

Operating income and operating expenses	Note	2024	2023
Revenue from contracts with customers	1, 2	3 656 117 907	1 757 119 456
Other income		0	1 745 994
Total income		<u>3 656 117 907</u>	<u>1 758 865 450</u>
Construction costs	3	3 447 410 570	1 680 462 791
Employee benefits expense	4, 5	13 459 754	12 723 132
Depreciation and amortisation expenses	6	904 279	860 184
Other operating expenses	3, 5	127 696 076	65 000 342
Total expenses		<u>3 589 470 680</u>	<u>1 759 046 449</u>
Operating profit		<u>66 647 227</u>	<u>-180 998</u>
Financial income and expenses			
Interest income	7	108 686 133	59 474 261
Other financial income	7	75 243 354	70 424 096
Interest expenses	7	-136 045 067	-103 925 046
Other financial expenses	7	-1 867 513	-1 259 991
Net financial items		<u>46 016 907</u>	<u>24 713 321</u>
Net profit before tax		112 664 134	24 532 323
Income tax expense	8	30 382 791	3 708 624
Net profit or loss		<u>82 281 343</u>	<u>20 823 699</u>
Attributable to			
Owners of Sotra Link Holdco AS		-82 281 344	-20 823 699
Total		<u>82 281 344</u>	<u>20 823 699</u>



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Consolidated statement of comprehensive income

Sotra Link Holdco AS

	Note	2024	2023
Net profit or loss		82 281 344	20 823 699
Other comprehensive income			
Components of OCI that may be reclassified to P&L			
Cash flow hedges		-280 516 959	-23 089 932
Income tax relating to components of OCI		61 713 731	5 079 785
Total OCI that may be reclassified to P&L		218 803 228	18 010 147
Total other comprehensive income		-218 803 228	-18 010 147
Total comprehensive income		-301 084 572	-38 833 846
Attributable to			
Owners of Sotra Link HoldCo AS		301 084 572	38 833 846
Total		301 084 572	38 833 846



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Consolidated statement of financial position

Sotra Link Holdco AS

Assets	Note	2024	2023
Non-current assets			
Right-of-use assets	6	358 376	1 299 305
Equipment and other movables	6	9 230	46 166
Derivative financial instruments	9	591 417 957	235 720 422
Total non-current assets	11	<u>591 785 563</u>	<u>237 065 893</u>
Current assets			
Contract asset	2, 9, 11	2 926 333 173	930 037 070
Other short-term receivables	10, 11	207 693 743	101 766 802
Other current assets	11	253 754 651	899 419 126
Cash and cash equivalents	9, 12	430 614 851	992 490 841
Total current assets		<u>3 818 396 418</u>	<u>2 923 713 839</u>
Total assets		<u>4 410 181 981</u>	<u>3 160 779 732</u>



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Consolidated statement of financial position

Sotra Link Holdco AS

Equity and liabilities	Note	2024	2023
Equity			
Paid-in capital			
Share capital	13	550 570	550 570
Total paid-up equity		<u>550 570</u>	<u>550 570</u>
Retained earnings			
Other equity		392 058 535	90 973 964
Total retained earnings		<u>392 058 535</u>	<u>90 973 964</u>
Total equity	14	<u>392 609 105</u>	<u>91 524 534</u>
Liabilities			
Provisions			
Deferred tax	8	129 364 625	37 268 103
Other non-current liabilities			
Liabilities to financial institutions	9, 10, 15	3 715 969 596	2 765 133 537
Other non-current liabilities	9, 15	409 065	1 370 451
Total non-current liabilities		<u>3 716 378 661</u>	<u>2 766 503 988</u>
Current liabilities			
Trade payables	9	45 043	3 110 109
Public duties payable		580 431	560 060
Other current liabilities		171 204 116	261 812 938
Total current liabilities		<u>171 829 590</u>	<u>265 483 107</u>
Total liabilities		<u>4 017 572 877</u>	<u>3 069 255 199</u>
Total equity and liabilities		<u>4 410 181 982</u>	<u>3 160 779 732</u>

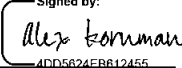


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Consolidated statement of financial position


Sotra Link Holdco AS
04.05.2025


The board of Sotra Link Holdco AS

Signed by:

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Alexander Cheasty Komman
Chairman of the board

Signed by:


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Changmo Cho
Member of the board

DocuSigned by:

E894DB99CD61427
Emilio Ceroni
Member of the board

Signed by:

0025A50E90BE46C
Martijn Lunneker
Member of the board

Signed by:

5B3375B3B72345A
Christopher Meidell Bjerke
General manager

Signed by:

80DFAF7DE7F045C
Rajalingam So Kanasalingam
Member of the board



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Consolidated statement of comprehensive income

Sotra Link Holdco AS

	Note	2024	2023
Net profit or loss		82 281 344	20 823 699
Other comprehensive income			
Components of OCI that may be reclassified to P&L			
Cash flow hedges		280 516 959	23 089 932
Income tax relating to components of OCI		61 713 731	5 079 785
Total OCI that may be reclassified to P&L		218 803 228	18 010 147
Total other comprehensive income		218 803 228	18 010 147
Total comprehensive income		301 084 572	38 833 846
Attributable to			
Owners of Sotra Link HoldCo AS		301 084 572	38 833 846
Total		301 084 572	38 833 846



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Notes to the financial statements

Sotra Link Holdco AS

Accounting principles

These financial statements have been prepared in accordance with simplified IFRS® Accounting Standards pursuant to the Norwegian Accounting Act § 3-9, and regulations regarding simplified application of international accounting standards as adopted by the EU (Simplified International Financial Reporting Standard - IFRS).

The principles for recognition and measurement are in accordance with the Accounting Standards. The Company has not made use of the exemptions in regards to measurement and recognition, available under the regulations to the accounting act § 3-1. The disclosures are based on the requirements in the Accounting Act with addition as specified in the regulation for simplified IFRS.

The consolidated financial statements consist of Sotra Link HoldCo AS and its subsidiary Sotra Link AS (Sotra Link or the Group). Sotra Link HoldCo AS also prepare stand-alone financial statements.

Use of significant judgment and estimates

In preparing these consolidated financial statements, management has made judgements and estimates that affect the application of the accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Significant judgement

The amount of the total contract price used to calculate the estimated revenue is subject to significant judgment, such as variable contract elements and claims against the contractor. Claims against the contractor are included in the total contract price at the amount for which the probability of a positive outcome for the company is regarded as high.

The expected outcome of legal disputes, disclosed as contingent liabilities, is subject to significant judgment.

Estimates

In the preparation of the annual accounts estimates and assumptions have been made that have affected the amounts of operational income and contract liabilities. Revenue from the contract is estimated based on an allocation of the total contract price in according to the projects' degree of completion, which is calculated as a percentage of the total cost, in accordance with IFRS 15. The amount of the total cost is subject to several uncertain assumptions.

Foreign currency

Foreign currency transactions are translated at the exchange rate on the date of the transaction. Monetary foreign currency items are translated to NOK 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 NOK using the exchange rate on the transaction date. Non-monetary items that are measured at fair value in a foreign currency are translated to NOK 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.

Revenue recognition

Revenue from contracts with customers are divided into two categories:

- Revenue from the construction and upgrade during the building phase.
- Revenue from the operational services during the operational phase.

The group is regarded as a service provider, delivering construction or upgrade services during the construction phase and operational services during the operation phase, in accordance with IFRIC 12. The operator recognises, and measures, revenue for the services that it performs, in accordance with IFRS 15, by:

- identifying the separate performance obligations (POBs) in the arrangement;
- determining the total transaction price for the arrangement;
- allocating the total transaction price to the separate performance obligations on the basis of their relative stand-alone selling prices; and

Sotra Link Holdco AS

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- recognising revenue for each performance obligation overtime, or at a point in time, as appropriate.

The operator has identified, construction and upgrade services, and operations services as distinct promises and therefore separate performance obligations. The group allocates the transaction price to each performance obligation identified in the contract on the basis of relative stand-alone selling prices.

The project meets the definition of a PPP-project, as the contract gives Sotra Link (the operator) an unconditional contractual right to receive cash from the grantor (Statens vegvesen). Sotra Link will not receive a right to charge users of the public service, and IFRIC 12 is applied on how to account for the project. As the contract gives Sotra Link an unconditional contractual right to receive cash from the grantor, and Sotra Link will not have a right to charge users of the public service, a financial asset is being recognised together with the revenue from the contract as the performance obligations are being fulfilled.

For receivables/financial assets with a long duration, these should be discounted for the timevalue. This will in particular be relevant for the variable considerations (availability payments) in the construction phase: The SPV adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract provides either the customer or the entity with a significant benefit of financing (IFRS 15 paragraph 60).

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. The net deferred tax receivable is entered on the balance sheet to the extent that it is likely that it can be utilised.

Leasing

IFRS 16 defines a lease as a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. For each contract that meets this definition, IFRS 16 requires lessees to recognize a right-of-use asset and a lease liability in the balance sheet, with certain exemptions for short-term and low value leases. Lease payments are to be reflected as interest expense and a reduction of lease liabilities, while the right-of-use assets are to be depreciated over the shorter of the lease term and the assets' useful life.

Non-derivative financial assets and liabilities

Non-derivative financial assets and liabilities include cash and cash equivalents, trade and other receivables, trade payables and other liabilities. These financial instruments are recognised initially at fair value when the SPV becomes a party to the contractual provisions of the financial instruments. Non-derivative financial assets are derecognized if the company's contractual rights to the cash flows from the financial instruments expire (normally paid by the customer) or if the company transfers the financial instruments to another party without retaining control of substantially all risks and rewards of the instruments. Non-derivative financial liabilities are derecognized when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expired).

Provisions, contingent assets and contingent liabilities

Sotra Link recognises provisions for liabilities and probable losses that have been incurred when it has a present legal or constructive obligation as a result of past events, it is probable that the SPV will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a financing cost. Future operating expenses or losses are

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Sotra Link Holdco AS

excluded from recognition as provisions as they do not meet the definition of a liability. Contingent assets and contingent liabilities are excluded from recognition in the statements of financial position.

Financial instruments at amortised cost

Amortised cost is applied according to IFRS 9. Financial liabilities are initially recognised at fair value, and subsequently carried at amortised cost, using the effective interest method. In amortised cost, transaction costs are amortised over the lifetime of the financial instrument using the effective interest method. The effective interest is included in profit or loss.

Hedge accounting

Hedge accounting is applied according to IFRS 9. Changes in fair value of financial instruments used as hedging instruments in cash flow hedges are recognised in OCI until the hedged transactions are recognised. Any ineffective part of a hedge is recognised in profit or loss. Hedge accounting ceases when the hedging instrument expires or is terminated. Hedge accounting also ceases if the hedge relationship for some reason no longer fulfills the requirements for hedge accounting.

Classification and valuation of current assets

Current assets and short-term liabilities consist normally of items that fall due for payment within one year of the balance sheet date, as well as items related to the stock cycle. Current assets are valued at the lower of acquisition cost and fair value. Short-term liabilities are entered on the balance sheet at the nominal amount at the time of the transaction.

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.



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Notes to the financial statements

Sotra Link Holdco AS

Note 1 Long-term manufacturing contracts

	2024	2023
Income recognised on commenced construction contract	3 656 117 907	1 757 119 456
Costs recognised on commenced construction contract	3 447 410 570	1 680 462 791
Net recognised in profit and loss on continuing construction contract	208 707 337	76 656 665

The revenue from performance obligations recognised over a period of time is based on the percentage of completion. The method recognises revenue and expenses in proportion to the completeness of the contracted project. The percentage of completion is based on the costs incurred to the estimated total cost to complete the project.

The percentage of completion for each performance obligation as at 31.12.2024 has been calculated to:

- Construction performance obligation: 39,49 %
- Operations performance obligation: 0,00 %

Subcontractor risk

The design and construction of the project will be executed by Sotra Link Construction JV ANS (CJV) which consists of the Spanish group FCC Construcción (35%), Webuild (35%), and SK ecoplant (30%). Webuild and SK ecoplant are also owners of Sotra Link Holdco.

The risk exists that the CJV will not meet the contractual obligations/construction milestones in the project. Sotra Link has therefore taken mitigating measures in order to minimise this risk. The mitigating measures are an agreed security package and closely monitoring of the activities of the CJV. The security package of the CJV consist of a liquid performance bond of 10% of the CJV contract value and a limitation of liability of 40% of the CJV contract value. If the CJV does not oblige to their contract, Sotra Link can hold CJV accountable for 40% of the CJV contract price. If such a situation were to happen, the liability claims usually take quite some time to come to a conclusion, usually via the court. For that purpose, 10% of the contract price (i.e. 25% of the total liability cap) has been made 'liquid' via the CJV giving to Sotra Link a performance bond which is a bank guarantee that can be called upon immediately.



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Notes to the financial statements

Sotra Link Holdco AS

Note 2 Sales income

	2024	2023
By business area		
Construction	3 656 117 907	1 758 865 450
Total	3 656 117 907	1 758 865 450

Geographic breakdown

Norway	3 656 117 907	1 758 865 450
Total	3 656 117 907	1 758 865 450

	2024	2023
Contract asset		
Contract work in progress	6 117 673 297	2 500 070 476
Accumulated financial income	140 825 723	59 690 245
Accumulated payments from customer	-3 421 135 259	-1 629 723 652
Total	2 837 363 761	930 037 069

Note 3 Related party transactions

Sotra Link Holdco AS has the following owner structure:

Owner	Ownership	Share of votes
Ibsen Investment Holdings Limited	70 %	70 %
SK Ecoplant Co., Ltd.	20 %	20 %
Astaldi Concessions S.P.A.	10 %	10 %
Total	100 %	100 %

The following internal transactions have taken place in 2024:

	Letter of credit fees	Service fee	Total
Ibsen Investment Holdings Limited	16 903 710	0	16 903 710
SK Ecoplant Co., Ltd.	5 238 698	2 424 660	7 663 358
Astaldi Concessions S.P.A.	2 005 740	0	2 005 740
Total	24 148 148	2 424 660	26 572 808

Note that even if Ibsen Investment Holdings Limited (UK) owns 70% of the shares in Sotra link Holdco AS, all general meeting majority approval matters will require 81 % of the votes in Sotra link Holdco AS and all super majority approvals will require a 91% of the votes in Sotra Unk Holdco AS. Therefore, the majority shareholders do not consolidate Sotra Link HoldCo AS in their actual consolidated financial statements.

In addition, Sotra Link AS had transactions with its subcontractor, which is a Joint Venture in which SK Ecoplant and Webuild S.P.A (owner of Astaldi S.P.A) are two of the three partners.

The following internal transactions have taken place in 2024:

	Construction of RV 555 Sotrasambandet
Sotra Link Construction JV ANS	4 462 763 374



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Notes to the financial statements

Sotra Link Holdco AS

Note 4 Defined-contribution pensions

Sotra Link AS has a defined-contribution plan in accordance with local laws. As at 31.12.2024 there were 4 members in the plan.

Contributions expensed amounted to NOK 412 267 and NOK 486 471 in 2023 and 2024 respectively.

Note 5 Salary costs and benefits, remuneration to the chief executive, board and auditor

Salary costs

	2024	2023
Salaries	7 308 716	6 768 749
Employment tax	1 353 581	1 251 755
Pension costs	486 471	412 267
Other benefits	4 310 987	4 290 361
Total	13 459 754	12 723 132

In 2024 the company employed 3 FTS'.

Pension liabilities

The company is liable to maintain an occupational pension scheme under the Mandatory Occupational Pensions Act. The company's pension schemes satisfy the requirements of this Act.

Remuneration to leading personnel

	Chief Executive	Board
Salaries	4 807 749	0
Pension costs	239 460	0
Other remuneration	434 825	0
Total	5 482 034	0

The chief executive has a maximum 25% bonus agreement and no loan from the company. The bonus is based on annual salary.

Auditor

Audit fees expensed for 2024 amount to NOK 907 500 ex. vat.
In addition there is a fee for other services of NOK 1 088 821 ex. vat.



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Notes to the financial statements

Sotra Link Holdco AS

Note 6 Fixed assets

	Cars	Equipment and other movables	Rental apartments	Total plant and equipment
Acquisition cost as at 01.01.2024	1 312 674	110 804	1 277 089	2 700 567
Addition and write-downs in the year	0	0	-73 586	-73 586
Acquisition cost 31.12.2024	1 312 674	110 804	1 203 503	2 626 981
Depreciation and write-downs as at 01.01.2024	570 486	64 638	719 973	1 355 097
Ordinary depreciation for the year	437 460	36 936	429 883	904 279
Depreciation and write-downs as at 31.12.2024	1 007 946	101 574	1 149 856	2 259 376
Book value 31.12.2024	304 728	9 230	53 647	367 605

Useful life in years

3

3

3

Sotra Link AS possesses three cars and two rental apartments through lease contracts. Outstanding lease liabilities as at December 31, 2024 were -409 065.

Note 7 Items that are aggregated in the accounts

Financial income	2024	2023
Effective interest on financial asset	81 135 714	39 133 496
Interest income from bank deposits	27 550 365	13 074 645
Swap interest income	100 797 166	46 960 792
Hedge ineffectiveness	75 180 576	10 990 807
Other financial income (agio)	52 030	19 597
Other financial income	10 565	66 679 812
Total financial income	284 726 416	176 859 149
Financial costs	2024	2023
Effective interest expenses	236 663 164	150 681 623
Other interest expenses	179 069	204 214
Other financial expenses	1 097 724	1 122 650
Other interest costs (disagio)	769 552	137 341
Total financial costs	238 709 509	152 145 828



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Notes to the financial statements

Sotra Link Holdco AS

Note 8 Tax

This year's tax expense	2024	2023
Payable tax	0	0
Changes in deferred tax relating to ordinary profit/loss	30 382 791	3 708 624
Tax expense (income) on ordinary profit/loss	30 382 791	3 708 624
Changes in deferred tax relating to components of OCI	61 713 731	5 079 785
Tax expense (income) relating to components of OCI	61 713 731	5 079 785
Total changes in deferred tax	92 096 522	8 788 409
Tax expense on total comprehensive income	92 096 522	8 788 409

Taxable income	2024	2023
Taxable income:		
Ordinary profit/loss before tax	112 664 134	24 532 323
Components of OCI	280 516 959	23 089 932
Permanent differences	76 317	53 786
Changes in temporary differences	-612 101 084	-234 852 016
Cut interest deduction	25 363 150	22 535 412
Taxable income	-193 480 524	-164 640 562
Tax payable	0	0

Calculation of effective tax rate	2024	2023
Profit before tax	112 664 134	24 532 323
Calculated tax on profit before tax	30 382 791	3 708 624
Effective tax rate	27,0 %	15,1 %

Reconciliation of the tax cost	2024	2023
Net profit before tax	112 664 134	24 532 323
Calculated tax (22%)	24 786 110	5 397 111
Income tax expense in income statement	30 382 791	3 708 624
Difference	5 596 681	1 688 487

Difference consists of		
Carry-forward losses on interest deduction not recognised	5 579 893	-4 957 791
Permanent differences	16 790	-11 833
Other differences not included in the basis for calculation of deferred tax	0	0
Other	0	6 658 111
Sum of differences	5 596 683	1 688 487

The tax effect of temporary differences that has formed the basis for deferred tax/tax advantages specified:

	2024	2023	Difference
Tangible assets	-28 776	-8 128	20 648
Production contracts	419 782 525	170 071 599	-249 710 926
Lease agreements brought to the balance	-50 689	-71 146	-20 457
Derivatives and liabilities to financial institutions	885 368 682	522 978 333	-362 390 349
Cut interest deduction	-66 101 491	-40 738 342	25 363 149
Total	1 238 970 251	652 232 316	-586 737 935

Accumulated loss to be brought forward	-717 050 717	-523 570 423	193 480 294
Differences not included in the basis for calculation of deferred tax	66 101 491	40 738 342	-25 363 149
Basis for deferred tax	588 021 025	169 400 235	-418 620 790
Deferred tax (22 %)	129 364 677	37 268 053	-92 096 624



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Notes to the financial statements

Sotra Link Holdco AS

Note 9 Financial instruments, derivatives and hedge accounting

	Fair value through OCI	Amortised cost	2024 Total	2023 Total
Derivatives	498 358 928	93 059 029	591 417 957	235 720 422
Contract asset	0	2 926 333 173	2 926 333 173	930 037 070
Cash and cash equivalents	0	430 614 851	430 614 851	992 490 841
Financial assets	498 358 928	3 450 007 052	3 948 365 980	2 158 248 333
			0	
Financial liabilities			0	
Liabilities to financial institutions	0	3 715 969 596	3 715 969 596	2 765 133 537
Other non-current liabilities	0	409 065	409 065	1 370 451
Trade payables	0	45 043	45 043	3 110 109
Financial liabilities	0	3 716 423 704	3 716 423 704	2 769 614 097

The fair value of the derivatives are valued using external MTM reports from its financial bank, and is a level 2 measurement. For assets and liabilities recognised at amortised cost the carrying value is considered to be a reasonable approximation to fair value.

Derivatives and hedge accounting

	Fair value	2024 Total nominal amount (NOK)	2023 Total nominal amount (NOK)
Derivatives used for hedge accounting			
Interest rate swap	591 417 957	4 002 028 970	2 144 722 278
Total	591 417 957	4 002 028 970	2 144 722 278
- of which cash flow hedges	591 417 957	4 002 028 970	2 144 722 278
- of which fair value hedges	0	0	
Total derivatives	591 417 957	4 002 028 970	2 144 722 278

The table above shows the fair value of the derivative financial instruments together with their notional amounts. Fair value of the interest swap and the total nominal amount include hedge ineffectiveness. There are no margin calls in place on the derivative financial instruments.

Hedged items

NOK	Inherent rate risk 2024	2023
Cash flow hedges		
Carrying amount of hedged assets	0	0
Carrying amount of hedged liabilities	3 715 969 596	2 765 133 537
Hedge ineffectiveness		
Fair value of actual interest rate swap	591 417 957	235 720 422
Fair value of 100% effective interest rate swap	-498 358 928	-217 841 969
Accumulated hedged ineffectiveness recognised in the income statement, before tax	93 059 029	17 878 453

The Company uses derivative financial instruments such as interest rate swaps to hedge its risks associated with interest rate fluctuations. Where all relevant criteria are met, hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. This will effectively result in recognising interest expense at a fixed interest rate for the hedged floating rate loans. All interest rate swaps



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are designated as hedging instruments in a cash flow hedge. The derivative financial instruments are initially measured at fair value (usually zero). Subsequently the effective portion of changes in fair value are recognised in other comprehensive income, while the ineffective portion is recognised in profit and loss. Hedge effectiveness is tested using the hypothetical derivative method.

The company receives 3M Nibor (same as the reference rate on the loans) and pays a fixed rate in the range 2,50% to 2,68% on the swaps. The interest rate swaps have a maturity profile from 2027-2041 corresponding to the repayment profile on the loans disclosed in note 15. Total notional amount of the interest rate swaps are NOK 0 million, which is higher than the loans currently drawn. However, some of the interest rate swaps are forward starting, covering future expected drawdowns on the financing which reduces the ineffectiveness.

The gross movements in the hedge reserve is disclosed below:

	2024	2023
Opening balance pre tax	217 841 969	194 752 037
Fair value changes on hedging instruments	179 719 793	-23 870 859
Reclassified to P&L (swap interest income/expense in note 7 and hedge ineffectiveness)	-100 797 166	-46 960 792
Closing balance pre tax	498 358 928	217 841 969
Tax effect	61 713 731	5 079 785
Closing balance net of tax	560 072 659	222 921 754

Risk management

Sotra Link AS enters into derivatives for risk management purposes. Derivatives held for risk management purposes include hedges that meet the hedge accounting requirements.

Overview

The Company is exposed to the following risks arising from the use of financial instruments:

Credit risk
Liquidity risk
Market risk

This explanation provides information about the Company's exposure to each of the aforementioned risks, the Company's objective, as well as its policies and processes for measuring and controlling the risk and capital management of the Company.

Credit risk

Credit risk is the risk of a financial loss of the Company if a customer or counterparty of a financial instrument fails to meet its contractual obligations and primarily arises from receivables from customers and derivatives that the Company holds.

The Company is exposed to the risk that counterparties to financial derivative contracts do not meet its obligations, whereby the Company would have to renegotiate derivative contracts based on current interest rates.

Management has selected sound international counterparties to mitigate such risk. In addition, the Company did not conclude any derivatives linked to the withdrawn financing of both institutions. The exposure to credit risk is limited. The only client of the Company is the Client (Norwegian Public Roads Authority), a Norwegian government institution. The Norwegian government has an excellent credit score ("AAA rating").

Liquidity risk

Liquidity risk is the risk that the Company is exposed to when it comes into difficulty to meet its obligations with regard to financial liabilities when those obligations relate to the payment of cash or other (short-term) financial obligations.

The approach of the Company is to control the liquidity of the Company so that there is always sufficient liquidity available in the Company to be able to meet its obligations at the time that these have to be discharged in both normal and stressed circumstances, without incurring unacceptable losses or sustaining reputational damage to the company.

The liquidity risk exposure for the Company is directly related to the Client's payments as discussed above. All payments with the Client are arranged through the provisions of the PPP Contract. Based on the knowledge of the Company regarding credit quality and the relationship with the Client, this liquidity risk is



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limited.

In addition, there is also a risk of high volatility of interest rates. For the company, this risk is limited to the accounting fair value of the (long-term) loans taken out. As all of the interest on these loans have been fixed via interest rate swaps for the entire term of the loans and they are held until maturity, the volatility is fully controlled and the associated liquidity risk of higher interest to be paid is mitigated.

Market risk

Market risk is the risk that changes in market prices, such as exchange rates, interest rates, share prices and construction and maintenance costs affect the income or costs of the Company or that this affects the value of the (financial) assets of the Company. The objective of controlling market risk is to limit and control this risk within acceptable bandwidths.

The Company is not exposed to any significant market risks as set out above. The construction and maintenance costs are laid down in long-term contracts with a creditworthy and solid counterparties. The interest rate risks are managed as discussed above and the Company has a limited exposure to exchange rate fluctuations as nearly all of the transactions are conducted in Norwegian kroner. There is also no risk exposure to fluctuations in the valuation of shares as the Company is not listed.

Note 10 Receivables and liabilities

	2024	2023
Specification of other current assets		
Mobilisation fee Sotra Link Construction JV ANS	0	538 157 399
Cost to obtain contract with Statens Vegvesen	163 223 200	209 859 724
Prepaid insurance	90 477 637	116 219 768
Other prepaid expenses	53 815	35 182 236
Total	253 754 652	899 419 126

The mobilisation fee paid to Sotra Link Construction JV ANS and the costs to obtain the contract are amortised on a systematic basis that is consistent with the transfer to the customer (Statens vegvesen] of the identified performance obligations in the contract with Statens vegvesen.

	2024	2023
Specification of other short-term receivables		
VAT receivable	207 693 743	101 733 802
Other receivables	0	330 000
Total	207 693 743	102 063 802

There are no receivables with a maturity later than one year

	2024	2023
Specification of other short-term liabilities		
Construction JV ANS	256 611 967	256 611 967
Other receivables	-85 407 851	5 200 971
Total	171 204 116	261 812 938

Long-term debt with a maturity later than 5 years

Debt to credit institutions	2 100 142 934	829 919 441
Other long-term debt	0	0
Total		



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Notes to the financial statements

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Note 11 Charges and guarantees

	31.12.2024	31.12.2023
Debt secured by charges	3 715 969 596	2 765 133 537

The following assets are charged:

Contract receivables
Insurances
Future contract receivables
Additional insurances
All current and future machinery and plant
All current and future inventory
All current and future trade receivables

Book value of charged assets

Contract asset	2 926 333 173	930 037 070
Insurances	90 601 074	116 245 542
VAT receivable	207 693 743	101 733 802
Machinery and plant	9 230	46 166
Total	3 224 637 220	1 148 062 580

Lenders have first priority on pledged assets above. The mobilisation payment to CJV, the cost to obtain the contract with Statens Vegvesen and the interest rate swaps are not part of charged assets as from a bank perspective these costs are certified and paid out and therefor part of the progress of the project.

Guarantees

Loan	Supporting shareholder	Expiry date	2023
Equity Bridge Loan	Ibsen Investment Holdings Limited	21.02.2025	481 643 437
Equity Bridge Loan	Astaldi Concessions S.P.A.	21.02.2025	68 806 205
Equity Bridge Loan	SK Ecoplant Co., Ltd.	21.02.2025	137 612 411
Total			688 062 053

The Equity Bridge lenders require the Shareholders to issue a "Letter of credit" which guarantees the repayment of the Equity bridge Loan on the agreed date.

Note 12 Bank deposits

Funds standing on the tax deduction account (restricted funds) are NOK 368 812.



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Sotra Link Holdco AS

Note 13 Shareholders

The share capital in Sotra Link Holdco AS as of 31 December 2024 consists of:

	Number of shares	Par value	Capitalised
Share capital			
Ordinary shares	55 057	10	0

All shares carry the same rights in the company.

Sotra Link Holdco AS had the following shareholders as at 31.12.2024.

	Ordinary shares	A/B-shares	Total	Interest	Share of votes
Shareholders:					
Sibsen Investment Holdings Ltd.	38 540	0	38 540	70 %	70 %
SK Ecoplant Co., Ltd.	11 011	0	11 011	20 %	20 %
Astaldi Concessions S.p.A.	5 506	0	0	10 %	0 %
Total number of share	55 057	0	0	0 %	0 %

Note 14 Equity capital

	Share capital	Cash flow hedges	Retained earnings	Total equity capital
Pr. 31.12.2023	550 570	169 916 736	-78 942 772	91 524 534
Result of the year			82 281 343	82 281 343
Other comprehensive income, net of tax		218 803 228	0	218 803 228
Pr 31.12.2024	550 570	388 719 964	3 338 571	392 609 105



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Notes to the financial statements

Sotra Link Holdco AS

Note 15 Long-term liabilities

Debt that falls due more than five years after the balance sheet date

	2024	2023
Debt to credit institutions	3 715 969 596	2 765 133 537
Other long-term debt	409 065	1 370 451
Total	3 716 378 661	2 766 503 988

Information on convertible loan, bond loan and loans from credit institutions

	Currency	Effective interest rate	Maturity in years	Due date	Loan amount in amortised cost (NOK)	Notional amount	Total commitment
Equity Bridge Loan	NOK	7,48 %	3,6	31.07.27	634 520 992	655 297 375	655 297 375
Milestone Bridge Loan Facility 1	NOK	3,49 %	3,6	31.07.27	579 838 765	609 449 478	1 289 791 500
Milestone Bridge Loan Facility 2	NOK	3,02 %	4,7	31.08.28	401 466 904	427 764 247	905 287 000
K-EXIM Direct Term Loan Facility	NOK	2,97 %	18,0	30.11.41	790 521 501	844 816 987	1 787 904 998
Commercial Term Loan Facility	NOK	3,04 %	18,0	30.11.41	428 780 019	458 563 094	970 466 584
K-EXIM Covered Term Facility	NOK	3,03 %	18,0	30.11.41	261 219 045	301 310 443	637 669 538
K-SURE Covered Term Loan Facility	NOK	3,06 %	18,0	30.11.41	619 622 370	712 718 698	1 508 341 357
Total					3 715 969 596	4 009 920 321	7 754 758 352

Maturity profile

	2025	2026	2027	2028	2029	Subsequently	Total
	0	0	1 214 359 757	401 466 904	0	2 100 142 934	3 715 969 596
Leasing liability						409 065	1 370 451
Total other long-term liabilities						409 065	1 370 451



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Notes to the financial statements

Sotra Link Holdco AS

16 Events after the reporting period

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