



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	980 067 645
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	VOSS OF NORWAY AS
Forretningsadresse:	Vatnestrøm industriområde 5 4730 VATNESTRØM

Regnskapsår

Årsregnskapets periode:	01.01.2022 - 31.12.2022
-------------------------	-------------------------

Konsern

Mørselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Siri Kvamme Titlestad
Dato for fastsettelse av årsregnskapet:	27.11.2023

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: USD	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	2		
Sum inntekter		0	0
Kostnader			
Lønnskostnad	4,5	2 215 000	774 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	6	597 000	699 000
Annen driftskostnad		1 968 000	6 895 000
Sum kostnader		4 780 000	8 368 000
Driftsresultat		-4 780 000	-8 368 000
Finansinntekter og finanskostnader			
Annen finansinntekt	17		12 719 000
Sum finansinntekter			12 719 000
Annen rentekostnad		13 254 000	9 903 000
Annen finanskostnad	17	8 921 000	
Sum finanskostnader		22 175 000	9 903 000
Netto finans		-22 175 000	2 816 000
Ordinært resultat før skattekostnad		-26 955 000	-5 552 000
Skattekostnad på ordinært resultat	10		5 049 000
Ordinært resultat etter skattekostnad		-26 955 000	-10 601 000
Årsresultat		-26 955 000	-10 601 000
Exchange translation differences Net gain/(loss) on cash flow hedge	17	428 000	-149 000
Sum resultatkomponenter for IFRS-foretak		428 000	-149 000
Totalresultat		-26 527 000	-10 750 000



Balanse

Beløp i: USD	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Immaterielle eiendeler	6	553 000	1 574 000
Sum immaterielle eiendeler		553 000	1 574 000
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	6,15	1 000	357 000
Sum varige driftsmidler		1 000	357 000
Finansielle anleggsmidler			
Investering i datterselskap	18	32 000	201 000
Investeringer i tilknyttet selskap	21	14 582 000	17 268 000
Andre fordringer			5 000
Sum finansielle anleggsmidler		14 614 000	17 474 000
Sum anleggsmidler		15 168 000	19 405 000
Omløpsmidler			
Varer			
Fordringer			
Andre fordringer		273 000	442 000
Konsernfordringer	14	88 414 000	97 223 000
Sum fordringer		88 687 000	97 665 000
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	8	186 000	1 244 000
Sum bankinnskudd, kontanter og lignende		186 000	1 244 000
Sum omløpsmidler		88 873 000	98 909 000
SUM EIENDELER		104 041 000	118 314 000

BALANSE - EGENKAPITAL OG GJELD



Balanse

Beløp i: USD	Note	2022	2021
Egenkapital			
Innskutt egenkapital			
Selskapskapital	12	9 962 000	67 121 000
Sum innskutt egenkapital		9 962 000	67 121 000
Opptjent egenkapital			
Udekket tap	11	33 391 000	65 144 000
Sum opptjent egenkapital		-33 391 000	-65 144 000
Sum egenkapital		-23 429 000	1 977 000
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Øvrig langsiktig gjeld	9,15		15 000
Sum annen langsiktig gjeld			15 000
Sum langsiktig gjeld		0	15 000
Kortsiktig gjeld			
Leverandørgjeld		200 000	385 000
Betalbar skatt	10		
Skyldige offentlige avgifter		28 000	66 000
Kortsiktig konserngjeld	14	50 067 000	29 852 000
Annen kortsiktig gjeld	9	77 175 000	86 019 000
Sum kortsiktig gjeld		127 470 000	116 322 000
Sum gjeld		127 470 000	116 337 000
SUM EGENKAPITAL OG GJELD		104 041 000	118 314 000



Konsernets resultatregnskap

Beløp i: USD	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	2	58 377 000	87 166 000
Rebates	2	-2 129 000	-14 280 000
Other revenue		109 000	57 000
Sum inntekter		56 357 000	72 943 000
Kostnader			
Endring i beholdning av varer under tilvirkning og ferdig tilvirkede varer	3	1 145 000	-3 214 000
Varekostnad	3	35 373 000	45 848 000
Lønnskostnad	4,5	5 905 000	16 024 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	6	3 284 000	3 740 000
Annen driftskostnad		13 184 000	26 362 000
Impairment of recevables		478 000	1 135 000
Sum kostnader		59 369 000	89 895 000
Driftsresultat		-3 012 000	-16 952 000
Finansinntekter og finanskostnader			
Inntekt på investering i datterselskap og tilknyttet selskap		-1 413 000	-1 739 000
Annen finansinntekt	17		
Sum finansinntekter		-1 413 000	-1 739 000
Annen rentekostnad		11 174 000	11 219 000
Annen finanskostnad	17	9 391 000	1 910 000
Sum finanskostnader		20 565 000	13 129 000
Netto finans		-21 978 000	-14 868 000
Ordinært resultat før skattekostnad		-24 990 000	-31 820 000
Skattekostnad på ordinært resultat	10	11 871 000	5 048 000
Ordinært resultat etter skattekostnad		-36 861 000	-36 868 000
Årsresultat		-36 861 000	-36 868 000



Konsernets resultatregnskap

Beløp i: USD	Note	2022	2021
Minoritetsinteresser	13	-1 038 000	-1 407 000
Årsresultat etter minoritetsinteresser		-35 823 000	-35 461 000
Exchange translation differences Net gain/(loss) on cash flow hedge	17	636 000	937 000
Sum resultatkomponenter for IFRS-foretak		636 000	937 000
Totalresultat		-36 225 000	-34 524 000



Konsernets balanse

Beløp i: USD	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	10		13 012 000
Intangible assets	6	699 000	2 335 000
Sum immaterielle eiendeler		699 000	15 347 000
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	6,15	15 416 000	22 149 000
Sum varige driftsmidler		15 416 000	22 149 000
Finansielle anleggsmidler			
Investeringer i tilknyttet selskap	21	10 972 000	13 843 000
Andre fordringer		85 000	157 000
Sum finansielle anleggsmidler		11 057 000	14 000 000
Sum anleggsmidler		27 172 000	51 496 000
Omløpsmidler			
Varer			
Varer	3	7 684 000	17 168 000
Sum varer		7 684 000	17 168 000
Fordringer			
Kundefordringer	7	2 369 000	21 518 000
Andre fordringer		2 482 000	2 154 000
Related Party Receivables	7,14	0	0
Konsernfordringer	14		
Sum fordringer		4 851 000	23 672 000
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	8	4 871 000	10 514 000
Sum bankinnskudd, kontanter og lignende		4 871 000	10 514 000
Sum omløpsmidler		17 406 000	51 354 000



Konsernets balanse

Beløp i: USD	Note	2022	2021
SUM EIENDELER		44 578 000	102 850 000
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	12	9 962 000	67 121 000
Annen innskutt egenkapital	11		
Sum innskutt egenkapital		9 962 000	67 121 000
Opptjent egenkapital			
Udekket tap		58 850 000	100 584 000
Sum opptjent egenkapital		-58 850 000	-100 584 000
Minoritetsinteresser	13	106 000	1 216 000
Sum egenkapital		-48 782 000	-32 247 000
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Øvrig langsiktig gjeld	9,15	2 519 000	15 000
Sum annen langsiktig gjeld		2 519 000	15 000
Sum langsiktig gjeld		2 519 000	15 000
Kortsiktig gjeld			
Leverandørgjeld		9 564 000	12 634 000
Betalbar skatt	10	6 000	34 000
Skyldige offentlige avgifter		233 000	502 000
Annen kortsiktig gjeld	9	81 038 000	121 912 000
Sum kortsiktig gjeld		90 841 000	135 082 000
Sum gjeld		93 360 000	135 097 000
SUM EGENKAPITAL OG GJELD		44 578 000	102 850 000



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Journalnummer: 2023 738460

Enheten

Organisasjonsnummer: 980 067 645
Organisasjonsform: Aksjeselskap
Foretaksnavn: VOSS OF NORWAY AS
Forretningsadresse: Vatnestrøm industriområde 5
4730 VATNESTRØM

Regnskapsår

Årsregnskapets periode: 01.01.2022 - 31.12.2022

Konsern

Morselskap i konsern: Ja
Konsernregnskap lagt ved: Ja

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Siri Kvamme Titlestad
Dato for fastsettelse av årsregnskapet: 27.11.2023

Grunnlag for avgivelse

År 2022: Årsregnskap er elektronisk innlevert.
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022.

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

Brønnøysundregistrene, 02.12.2023



Organisasjonsnr: 980 067 645
VOSS OF NORWAY AS

RESULTATREGNSKAP

Beløp i: USD	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	2		
Sum inntekter		0	0
Kostnader			
Lønnskostnad	4,5	2 215 000	774 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	6	597 000	699 000
Annen driftskostnad		1 968 000	6 895 000
Sum kostnader		4 780 000	8 368 000
Driftsresultat		-4 780 000	-8 368 000
Finansinntekter og finanskostnader			
Annen finansinntekt	17		12 719 000
Sum finansinntekter			12 719 000
Annen rentekostnad		13 254 000	9 903 000
Annen finanskostnad	17	8 921 000	
Sum finanskostnader		22 175 000	9 903 000
Netto finans		-22 175 000	2 816 000
Ordinært resultat før skattekostnad			
Skattekostnad på ordinært resultat	10		5 049 000
Ordinært resultat etter skattekostnad		-26 955 000	-10 601 000
Årsresultat		-26 955 000	-10 601 000
Exchange translation differences Net gain/ (loss) on cash flow hedge			
	17	428 000	-149 000
Sum resultatkomponenter for IFRS-foretak		428 000	-149 000
Totalresultat		-26 527 000	-10 750 000



Opptjent egenkapital			
Udekket tap	11	33 391 000	65 144 000
Sum opptjent egenkapital		-33 391 000	-65 144 000
Sum egenkapital		-23 429 000	1 977 000
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Øvrig langsiktig gjeld	9,15		15 000
Sum annen langsiktig gjeld			15 000
Sum langsiktig gjeld		0	15 000
Kortsiktig gjeld			
Leverandørgjeld		200 000	385 000
Betalbar skatt	10		
Skyldige offentlige avgifter		28 000	66 000
Kortsiktig konserngjeld	14	50 067 000	29 852 000
Annen kortsiktig gjeld	9	77 175 000	86 019 000
Sum kortsiktig gjeld		127 470 000	116 322 000
Sum gjeld		127 470 000	116 337 000
SUM EGENKAPITAL OG GJELD		104 041 000	118 314 000



Organisasjonsnr: 980 067 645
VOSS OF NORWAY AS

KONSERNRESULTATREGNSKAP

Beløp i: USD	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	2	58 377 000	87 166 000
Rebates	2	-2 129 000	-14 280 000
Other revenue		109 000	57 000
Sum inntekter		56 357 000	72 943 000
Kostnader			
Endring i beholdning av varer under tilvirkning og ferdig tilvirkede varer	3	1 145 000	-3 214 000
Varekostnad	3	35 373 000	45 848 000
Lønnskostnad	4,5	5 905 000	16 024 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	6	3 284 000	3 740 000
Annen driftskostnad		13 184 000	26 362 000
Impairment of receivables		478 000	1 135 000
Sum kostnader		59 369 000	89 895 000
Driftsresultat		-3 012 000	-16 952 000
Finansinntekter og finanskostnader			
Inntekt på investering i datterselskap og tilknyttet selskap		-1 413 000	-1 739 000
Annen finansinntekt	17	-1 413 000	-1 739 000
Sum finansinntekter		-1 413 000	-1 739 000
Annen rentekostnad		11 174 000	11 219 000
Annen finanskostnad	17	9 391 000	1 910 000
Sum finanskostnader		20 565 000	13 129 000
Netto finans		-21 978 000	-14 868 000
Ordinært resultat før skattekostnad			
Skattekostnad på ordinært resultat		-24 990 000	-31 820 000
Skattekostnad på ordinært resultat	10	11 871 000	5 048 000
Ordinært resultat etter skattekostnad		-36 861 000	-36 868 000
Årsresultat		-36 861 000	-36 868 000
Minoritetsinteresser	13	-1 038 000	-1 407 000
Årsresultat etter minoritetsinteresser		-35 823 000	-35 461 000



Exchange translation differnces Net gain/ (loss) on cash flow hedge	17	636 000	937 000
Sum resultatkomponenter for IFRS-foretak		636 000	937 000
Totalresultat		-36 225 000	-34 524 000



Organisasjonsnr: 980 067 645
VOSS OF NORWAY AS

KONSERNBALANSE

Beløp i: USD	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	10		13 012 000
Intangible assets	6	699 000	2 335 000
Sum immaterielle eiendeler		699 000	15 347 000
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	6, 15	15 416 000	22 149 000
Sum varige driftsmidler		15 416 000	22 149 000
Finansielle anleggsmidler			
Investeringer i tilknyttet selskap	21	10 972 000	13 843 000
Andre fordringer		85 000	157 000
Sum finansielle anleggsmidler		11 057 000	14 000 000
Sum anleggsmidler		27 172 000	51 496 000
Omløpsmidler			
Varer			
Varer	3	7 684 000	17 168 000
Sum varer		7 684 000	17 168 000
Fordringer			
Kundefordringer	7	2 369 000	21 518 000
Andre fordringer		2 482 000	2 154 000
Related Party Receivables	7, 14	0	0
Konsernfordringer	14		
Sum fordringer		4 851 000	23 672 000
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	8	4 871 000	10 514 000
Sum bankinnskudd, kontanter og lignende		4 871 000	10 514 000
Sum omløpsmidler		17 406 000	51 354 000
SUM EIENDELER		44 578 000	102 850 000
BALANSE - EGENKAPITAL OG GJELD			



Egenkapital			
Innskutt egenkapital			
Selskapskapital	12	9 962 000	67 121 000
Annen innskutt egenkapital	11		
Sum innskutt egenkapital		9 962 000	67 121 000
Opptjent egenkapital			
Udekket tap		58 850 000	100 584 000
Sum opptjent egenkapital		-58 850 000	-100 584 000
Minoritetsinteresser	13	106 000	1 216 000
Sum egenkapital		-48 782 000	-32 247 000
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Øvrig langsiktig gjeld	9,15	2 519 000	15 000
Sum annen langsiktig gjeld		2 519 000	15 000
Sum langsiktig gjeld		2 519 000	15 000
Kortsiktig gjeld			
Leverandørgjeld		9 564 000	12 634 000
Betalbar skatt	10	6 000	34 000
Skyldige offentlige avgifter		233 000	502 000
Annen kortsiktig gjeld	9	81 038 000	121 912 000
Sum kortsiktig gjeld		90 841 000	135 082 000
Sum gjeld		93 360 000	135 097 000
SUM EGENKAPITAL OG GJELD		44 578 000	102 850 000



Organisasjonsnr: 980 067 645
VOSS OF NORWAY AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note
4

Antall årsverk i regnskapsåret
8.00

<u>Sum</u>	<u>Beløp</u>
<u>Balanseført verdi 31.12.</u>	<u>Varige driftsmidler Immaterielle eiend.</u>

Konsernregnskap

Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

<u>Samlet beløp - tilknyttet selskap</u>	<u>Årets</u>	<u>Fjorårets</u>
--	--------------	------------------

<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
---	--------------	------------------

<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
---	--------------	------------------

<u>Samlet beløp - felles kontrollert virksomhet</u>	<u>Årets</u>	<u>Fjorårets</u>
---	--------------	------------------

<u>Pantstillelse</u>	<u>Beløp</u>
----------------------	--------------

<u>Beholdning av egne aksjer</u>	<u>Antall</u>	<u>Pålydende</u>	<u>Andel av aksjek.</u>
----------------------------------	---------------	------------------	-------------------------



Organisasjonsnr: 980 067 645
VOSS OF NORWAY AS

NOTEOPPLYSNINGER - KONSERN - alle poster oppgitt i hele tall

Note
4

Antall årsverk i regnskapsåret
61.00

<u>Sum</u>	<u>Beløp</u>
<u>Balanseført verdi 31.12.</u>	<u>Varige driftsmidler Immaterielle eiend.</u>

Konsernregnskap

Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

<u>Samlet beløp - tilknyttet selskap</u>	<u>Årets</u>	<u>Fjorårets</u>
--	--------------	------------------

<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
---	--------------	------------------

<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
---	--------------	------------------

<u>Samlet beløp - felles kontrollert virksomhet</u>	<u>Årets</u>	<u>Fjorårets</u>
---	--------------	------------------

<u>Pantstillelse</u>	<u>Beløp</u>
----------------------	--------------

<u>Beholdning av egne aksjer</u>	<u>Antall</u>	<u>Pålydende</u>	<u>Andel av aksjek.</u>
----------------------------------	---------------	------------------	-------------------------



Skattedirektoratet 21 MARS 2016

Saksbehandler
Torstein Kinden Helleland

Deres dato
14.03.2016

Vår dato
17.03.2016

Telefon
22078139

Deres referanse
Morten Fredrik Müller

Vår referanse
2016/233436

RSM NORGE AS
Postboks 1312 Vika
0112 OSLO

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for Voss of Norway AS, org. nr. 980 067 645

Vi viser til deres brev av 14. mars 2016 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Voss of Norway AS.

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

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

Bakgrunn

Voss of Norway AS et datterselskap av Reignwood Europe Holding S.a.r.l (Luxemburg) og inngår i det kinesiske konsernet Reignwood Group. Konsernet har i hovedsak utenlandske kunder og leverandører. Selskapets styre består hovedsakelig av personer som ikke er norskspråklige. All rapportering og kommunikasjon i konsernet foregår på engelsk. Alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk. En norsk oversettelse vil kun ha til formål å oppfylle regnskapslovens språkkrav.

Skattedirektoratets vurdering

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

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

"Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan

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



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 særlig vekt på at selskapet er eid av et utenlandsk selskap. Eierkretsen er begrenset. Selskapets styre består hovedsakelig av personer som ikke er norskspråklige. Videre er det vektlagt at selskapet driver virksomhet i en internasjonal bransje der alle sentrale aktører behersker og benytter engelsk språk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Rune Tystad
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Torstein Kinden Helleland

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer



2022

Voss of Norway AS

Annual Report & Financial



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

The Board of Directors Report

General Information about the Company and Business

Voss of Norway AS ("the Company") is a limited liability corporation domiciled in Vatnestrøm, Norway as of 31st of December 2022. The activities are conducted from its offices in Norway and China and with its own representatives in London, Dubai and Sydney.

Voss of Norway AS owns and licenses out the rights to the trademarks related to the product VOSS.

The Company's results and the going concern principle

The Statement of Profit and Loss shows gross sales revenues of USD 0 for the Parent and USD 58.4 million for the Group compared to USD 0 for the Parent and USD 87.2 million for the Group in 2021. Net revenues are 0 for the Parent and USD 56.4 million for the Group compared to USD 0 for the Parent and USD 72.9 million for the Group in 2021.

For the Statement of Comprehensive Income, the Net Loss is USD 27.0 million for the Parent and USD 36.9 million for the Group. Other Comprehensive Income (OCI) is USD 0.4 million for the Parent and USD 0.6 million for the Group leading to a Total Comprehensive Income (TCI) of negative USD 26.5 million for the Parent and negative USD 36.2 million for the Group.

A restructuring of the Group was carried out in March 2022 which led to the US subsidiary Voss USA being sold by the Group. Though there was one-off impact on the Group's Profit and Loss due to the restructuring, it will strength the Group's financial performance, as the US Business Unit has over the years operated with significant losses. In 2022, the Group concentrated on the markets other than the US, such as the UK, GCC and China, where sales growth was achieved in 2022.

For the Statement of Financial Position, the equity for 2022 is negative USD 23.4 million for the Parent and negative USD 48.8 million for the Group compared to USD 12.7 million for the Parent and negative USD 32.2 million for the Group in 2021, reflecting the Company losses.

For further information on the financial position and performance of the Company and the Group, please see the financial statements and the accompanying footnotes below that together form the collective statutory accounts.

It is the Board opinion that the 2022 IFRS Financial Statements and footnotes that follow, provide a correct picture of the financial position and the result for the Company and the Group. The Board proposes that the presented accounts will become the Company and Group's collective financial statements and that the conditions for Going Concern are present (also addressed in Note 19).



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Board proposal for allocation of net income for the Company

The Board of Directors proposes that the loss after taxes USD 27,0 million of the Parent company to be transferred from other equity.

The Board's assessment of the Company's future position

Despite the negative results in 2022 which is not satisfactory, the Board believes that significant progress has been made in several areas that will transform the Company into a profitable enterprise within the next few years. Nevertheless, the Board does note that any assessments or projections of the future represent uncertainties and estimates, and these conditions may change. The Board and management have initiated and undertaken several initiatives including reorganization, reduction of headcount, negotiation for favorable procurement contracts that were launched in 2023. In addition, during 2022 Reignwood Group became the sole shareholder of the Company as a consequence of the restructuring in March 2022 and the Reignwood Group will continue to provide the Company with necessary funding, either in the form of loans or new equity. In the Board and management's opinion the funding is sufficient for the going concern assumption.

Risk

The Board assesses that the credit, liquidity and other risks are manageable with the continued support of its sole shareholder. The Board and the shareholder are determined to pursue a growth strategy to position VOSS as a leading premium water brand in its key markets.

The Board overall has a positive view of the premium water, hydration and health categories and which has been among the fastest growing beverage segments. The credit risk is low due to manageable owner related debt levels. The Company has not experienced any significant interest rate risk on its debt portfolio, nor does it expect any in the year ahead.

The Board assesses that the overall risk is manageable with regards to the Company and Group's financial results and financial position.

Working conditions, the Environment, Discrimination and Gender Equality

The Group's general policy is that there should be no unfair discrimination or any form of discrimination in employment, salary determination, promotion and recruitment. At year end there are 3 employees at the Company of which 3 are women, and there are 54 employees at the Group of which 14 are women. There is one woman and one man on the Group Board.

In Norway the proportion of women in administrative positions amounts to 67 % in Voss of Norway AS and Voss Production AS combined, while the proportion of women in managerial positions amounts to 56 %. The average salary for women and men in Norway in full-time positions was NOK 800,800 and NOK 496,900, respectively. In Norway a total of 6 employees were in part-time positions, of which 1 was women. The Group's policy is that work of equal value should yield equal pay.

The Group is promoting equality, ensuring equal opportunities and rights and preventing discrimination due to ethnicity, national origin, descent, skin color, language, religion and outlook on life.



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

The absence in relation to normal working hours among the Norwegian workforce was relatively stable compared to last year. In order to reduce absence, the management has continued the inclusive working life program in Norway.

The working environment in the Group is considered satisfactory and no special measures have been taken in this area in the financial year 2022. No serious injuries or accidents have occurred.

Voss of Norway AS does not have directors' liability insurance for the Group or to any subsidiary.

The Group's business consists of bottling natural mineral water. No chemicals hazardous to health or the environment are used in production. There are therefore no conditions that could result in more than an insignificant impact on the external environment. No measures have therefore been implemented or planned to prevent or reduce negative environmental impact.

Transparent Act

The company's statement pursuant to section 5 of the Transparency Act has not been published within the statutory deadline. The company has started the due diligence work to fulfill this Act. The report will be published on our website.



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

The Board of Directors Signature Page
2022 Annual Report

November 9, 2023

Ms. Woraphanit Ruayrungruang
Chairman

Mr. Rune I Fløgstad
Board Member

Mrs. Siri Kvamme Titlestad
General Manager



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED
31 DECEMBER 2022**

PARENT		<i>in 1000 USD</i>		GROUP	
2022	2021		Note	2022	2021
-	-	Sales Revenues	2	58,377	87,166
-	-	Rebates	2	-2,129	-14,280
-	-	Other revenue		109	57
-	-	Net Revenues		56,357	72,942
-	-	Raw Materials	3	35,373	45,848
-	-	Changes in inventories of finished goods	3	1,145	-3,214
-	-	Gross Profit		19,840	30,308
2,215	774	Payroll expenses	4,5	5,905	16,024
-	-	Impairment of receivables		478	1,135
1,968	6,895	Other operating expenses		13,184	26,362
-4,182	-7,669	EBITDA		273	-13,213
597	699	Depreciation and amortization	6	3,284	3,740
-4,779	-8,367	Earnings Before Interest and Taxes (EBIT)		-3,011	-16,952
-	-	Share of the profit or loss of associates		-1,413	-1,739
-8,921	12,719	Other financial income/(expense)	17	-9,391	-1,910
-13,254	-9,903	Interest income/(expense)		-11,174	-11,219
-26,955	-5,551	Earnings Before Taxes		-24,989	-31,820
-	-5,049	Income Tax Expense	10	11,871	-5,048
-26,955	-10,600	Net profit(loss)		-36,860	-36,869
		Attributable to:			
		Non-controlling interest	13	-1,038	-1,407
		Owners of Voss of Norway		-35,823	-35,462
-26,955	-10,600	Retained earnings			
		Premium Reserve			
		Uncovered loss			
-26,955	-10,600	Total		-36,860	-36,869



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

**CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE
YEAR ENDED 31 DECEMBER 2022**

PARENT		<i>in 1000 USD</i>		GROUP	
2022	2021		Note	2022	2021
-26,955	-10,600	Net profit/(loss) after taxes		-36,860	-36,869
		Items that will be reclassified to profit and loss			
428	-149	Exchange translation differences		636	937
		Net gain/(loss) on cash flow hedge	17		
		Income tax	10		
428	-149	Other comprehensive income for the year		636	937
-26,526	-10,749	Total comprehensive income for the year		-36,224	-35,932
		Attributable to:			
		Non-controlling interest	13	-1,038	-1,353
		Owners of Voss of Norway AS		-35,187	-34,579
		Total		-36,224	-35,932



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 DECEMBER 2022

<i>PARENT</i>		<i>in 1000 USD</i>		<i>GROUP</i>	
2022	2021		Note	2022	2021
Assets					
Non-current assets					
553	1,574	Intangible assets	6	699	2,335
-	-	Deferred Tax Asset	10	-	13,012
1	357	Property, plant and equipment	6,15	15,416	22,149
32	201	Investment in subsidiaries	18	-	-
-	5	Other receivables		85	157
14,582	17,268	Investment in associated companies	21	10,972	13,843
15,169	19,404	Total non-current assets		27,172	51,497
Current assets					
-	-	Inventories	3	7,684	17,168
-	-	Accounts Receivable	7	2,369	21,518
-	-	Related Party Receivable	7,14	-	-
273	442	Other Receivables		2,482	2,154
88,414	97,223	Intercompany receivables	14	-0	-
186	1,244	Cash and Equivalents	8	4,871	10,514
88,873	98,910	Total current assets		17,405	51,354
104,042	118,314	Total assets		44,577	102,851



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED
31 DECEMBER 2021**

PARENT		<i>in 1000 USD</i>		GROUP	
2022	2021		Note	2022	2021
Equity and Liabilities					
Capital and reserves					
9,962	67,121	Total Share Capital	12	9,962	67,121
-33,391	-65,144	Other Equity/Retained earnings	11	-58,850	-100,584
-23,430	1,978	Equity attributable to the owners of Voss of Norway AS		-48,888	-33,463
		Non-controlling interest	13	106	1,216
-23,430	1,978	Total equity		-48,781	-32,247
Non-current liabilities					
-	-	Long Term Debt	9,15	-	-
-	15	Other long-term liability	9,15	2,519	15
-	15	Total non-current liabilities		2,519	15
Current liabilities					
200	385	Accounts Payable		9,564	12,634
-	-	Tax payable	10	6	34
28	66	Public duties payable		233	502
50,067	29,852	Intercompany debt	14	-	-
77,177	86,018	Other short-term debt	9	81,036	121,913
127,471	116,322	Total current liabilities		90,840	135,083
127,471	116,336	Total liabilities		93,359	135,098
104,042	118,314	Total Equity and Liabilities		44,577	102,851



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

The Board of Directors Signature Page
2022 Annual Report

November 9, 2023

Ms. Woraphanit Ruayrungruang
Chairman

Mr. Rune I Fløgstad
Board Member

Mrs. Siri Kvamme Titlestad
General Manager



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

STATEMENT OF CHANGES IN EQUITY
1 JANUARY - 31 DECEMBER 2022

PARENT <i>in 1000 USD</i>	SHARE CAPITAL	SHARE PREMIUM	RETAINED EARNINGS	Sum
31 December 2020	67,121	16,195	-70,590	12,726
Net profit			-10,600	-10,600
Other comprehensive income			-149	-149
31 December 2021	67,121	16,195	-81,339	1,978
Correction	-	-	-	-
1 January 2022	67,121	16,195	-81,339	1,978
Net profit			-26,955	-26,955
Other comprehensive income			428	428
Capital decrease to cover loss	-56,176	-3,026	59,202	0
Debt forgiveness			1,119	1,119
31 December 2022	10,945	13,169	-47,545	-23,429

GROUP <i>in 1000 USD</i>	SHARE CAPITAL	SHARE PREMIUM	RETAINED EARNINGS	Sum
31 December 2020	67,121	16,195	-78,713	4,603
Net profit (loss)			-36,869	-36,869
Other changes			19	19
31 December 2021	67,121	16,195	-115,563	-32,247
Correction*	-	-	16,795	16,795
1 January 2022	67,121	16,195	-98,768	-15,452
Net profit (loss)			-36,860	-36,860
Other comprehensive income			636	636
Capital decrease to cover loss	-56,176	-3,026	59,202	0
Shareholder/Owner investment			1,776	1,776
Debt forgiveness			1,119	1,119
31 December 2022	10,945	13,169	-72,896	-48,782

* Correction relates to reversed impairment included in Voss of Norway AS in 2021 but not included in the Group.



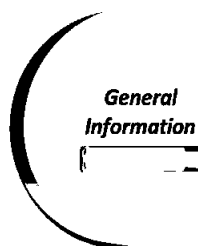
VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED
31 DECEMBER 2021**

PARENT		<i>in 1,000 USD</i>	GROUP	
2022	2021		2022	2021
Cash flow from operating activities				
-26,955	-5,551	Earnings before tax	-24,989	-31,820
		Income tax paid		
5,311	699	Depreciation/Write downs	8,809	4,878
		Changes in inventory	9,484	-3,214
		Changes in accounts receivables	19,149	-5,956
-185	103	Changes in accounts payables	-3,070	-1,004
	1,290	Reversal of impairment of subsidiaries		
-8,711	-7,643	Changes in other accruals	-41,502	21,921
-30,540	-11,228	Net cash flow from operating activities	-32,118	-15,321
Cash flow from investing activities				
		Proceeds from disposal of non current assets		
-126	-161	Purchase of non current assets	-262	-2,824
		Net sale and proceeds from other investments	5,737	
-126	-161	Net cash flow from investing activities	5,475	-2,824
Cash flow from financing activities				
-10		Proceeds from borrowings (long term)		
20,808	7,084	Proceeds from borrowings (short term)	21,000	7,084
		Proceeds from new equity		
		Purchase own shares		
8,809		Changes in cash pool		
29,608	7,084	Net cash flow from financing activities	21,000	7,084
-1,058	-4,305	Net change in cash and cash equivalents	-5,643	-11,061
1,244	5,549	Cash and cash equivalents at 01.01	10,514	21,576
186	1,244	Cash and cash equivalents at 31.12	4,871	10,514



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



General Information

Voss of Norway AS is a limited liability corporation domiciled in Vatnestrøm, Norway as of 31st of December 2022. The activities in Voss of Norway AS are conducted from its offices in Norway, HongKong and China. The Groups operations are managed from the headquarter in Norway.

Voss of Norway AS (the "Company") is the holding company of:

- Voss Production AS - 100% owned subsidiary
- Iveland Eiendom DA - 100 % owned subsidiary
- Voss China - 60% owned subsidiary/joint venture with Reignwood Group
- Voss Hubei Water and Beverage Co, Ltd. 26% joint venture with Reignwood Group

On 25 March 2022 a refinancing and separation agreement was made between Voss of Norway (VON), RW Voss S-à r.l (RW), Juggernaut Capital Partners IIA LP (JCP IIA) and Juggernaut Capital Partners II L.P (JCP II). As a result of this agreement RW fund VON with USD 12 million and Juggernaut with USD 6 million for refinancing of the company and settlement of debt due to Iveland Eiendom (and acquisition) and McKinsey. All shares in Voss of Norway is as a result of agreement transferred from JCP IIA and JCP II to RW on agreement date. All claims and liabilities for all intragroup company are considered settled on agreement date of 25 March 2022. Loss for intragroup settlement transactions has been presented as finance loss in VON.

Controlling party

The ultimate parent company of the Group is Reignwood International Holdings Company Limited, incorporated in the British Virgin Islands.

Dr. Chanchai Ruayrungruang controls 100 percent of the share capital of Reignwood International Holdings Company Limited.





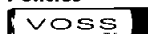
VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Summary of significant accounting policies

Basis of preparation

Note 1

Accounting Policies



These consolidated financial statements have been prepared on a going concern basis and in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the EU, being standards and interpretations issued by the International Accounting Standards Board (“IASB”), in force at 31 December 2022.

The consolidated financial statements comprise a Statement of Profit or Loss, a Statement of Comprehensive Income, a Statement of Financial Position, a Statement of Changes in Equity, a Statement of Cash Flows, and Notes. Income and expenses, excluding the components of other comprehensive income, are recognized in the Statement of Profit or Loss. Other comprehensive income is recognized in the Statement of Comprehensive Income and comprises items of income and expenses (including reclassification adjustments) that are not recognized in the Statement of Profit or Loss, as required or permitted by IFRS. Reclassification adjustments are amounts reclassified to profit or loss in the current period that were recognized in other comprehensive income in the current or previous periods. Transactions with the owners of the Group in their capacity as owners are recognized in the statement of changes in equity.

The Group presents the Statement of Profit or Loss using the classification by nature of expenses. The Statement of Financial Position format is based on a current / non-current distinction.

Measurement basis

The Consolidated Financial Statements have been prepared under the historical cost convention, unless otherwise mentioned in the accounting policies below (e.g. certain financial instruments that are measured at fair value). Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When measuring the fair value of an asset or a liability, the Group uses market observable data to the extent possible. If the fair value of an asset or a liability is not directly observable, it is estimated by the Group (working closely with external qualified resources) using valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs (e.g. by use of the market comparable approach that reflects recent transaction prices for related items, discounted cash flow analysis, or option pricing models refined to reflect the issuer’s specific circumstances). Inputs used are consistent with the characteristics of the asset / liability that market participants would consider.

Fair values are categorized into various levels in a fair value hierarchy based on the degree to which the inputs to the measurement are observable and the significance of the inputs to the fair value measurement in its entirety:

- Level 1: Fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e.



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

derived from prices).

- Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Transfers between levels of the fair value hierarchy are recognized by the Group at the end of the reporting period during which the change occurred.

New or amended Accounting Standards and Interpretations adopted

The accounting policies adopted are consistent with those of the previous financial year.

Revenue recognition

Revenue is recognized at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognizes revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are initially recognized as deferred revenue in the form of a separate refund liability.

Sale of goods

Revenue from the sale of goods is recognized at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Rendering of services

Revenue from a contract to provide services is recognized over time as the services are rendered based on either a fixed price or an hourly rate.

Interest

Interest revenue is recognized as interest accrues using the effective interest method. This is a method of calculating the amortized cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Other revenue

Other revenue is recognized when it is received or when the right to receive payment is established.

Basis of consolidation

Subsidiaries

A subsidiary is an entity controlled by the Group. The Group therefore is exposed, or has rights, to variable returns from its involvement with the entity and can affect those returns through its current ability to direct the entity's relevant activities (power over the investee).

When assessing whether the Group controls another entity, the existence and effect of potential voting rights that the Group can exercise (i.e. substantive rights) are considered.

The Group's Financial Statements incorporate the results, cash flows, assets and liabilities of Voss of Norway AS and all the directly and indirectly controlled subsidiaries. Subsidiaries are consolidated from the effective date of acquisition, which is the date on which the Group obtains control of acquired business until that control ceases. All intragroup transactions, balances, income and expenses are eliminated in full on consolidation.

Total comprehensive income (i.e. profit or loss and each component of other comprehensive income) is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

In the separate financial statements for the Parent subsidiaries are recognized at cost, less any impairment.

Associates

Associates are entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognized in profit or loss and the share of the movements in equity is recognized in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post acquisition changes in the Group's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate.

The Group discontinues the use of the equity method upon the loss of significant influence over the associate and recognizes any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

In the separate financial statements for the Parent associates are recognized at cost, less any impairment.



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Translation of financial statements of foreign entities

The assets and liabilities of foreign operations are translated into USD using exchange rates at the reporting date. The components of shareholders' equity are stated at historical value.

Average exchange rates for the period are used to translate income and expense items of foreign operations. However, if exchange rates fluctuate significantly, the exchange rates at the dates of the transactions are used. All resulting exchange differences are recognized in other comprehensive income and accumulated in a separate component of equity.

Business combinations

The Group applies the acquisition method to account for all acquired businesses whereby the identifiable assets acquired, and the liabilities assumed are measured at their acquisition-date fair values (with a few exceptions as required by IFRS 3 Business Combinations).

The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, the liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group.

Acquisition-related costs (e.g. finder's fees, consulting fees, administrative costs, etc.) are recognized as expenses in the periods in which the costs are incurred and the services are received.

On acquisition date, goodwill is measured as the excess of the aggregate of consideration transferred, any non-controlling interests in the acquiree, and acquisition date fair value of the Group's previously held equity interest in the acquiree (if business combination achieved in stages) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after appropriate reassessment, the amount as calculated above is negative, it is recognized immediately in profit or loss as a bargain purchase gain.

Property, plant and equipment

On initial recognition, items of property, plant and equipment are recognized at cost, which includes the purchase price as well as any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

After initial recognition, items of property, plant and equipment are carried at cost less any accumulated depreciation and impairment losses.

Depreciation is calculated so-as-to write off the cost of an asset, less its estimated residual value, over its useful economic life as follows:

Plant and equipment 10-33% straight line

Computer equipment 33% straight line

Land is not depreciated



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Useful lives, residual values and depreciation methods are reviewed and adjusted if appropriate, at the end of each reporting period.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is therefore recognized in profit or loss.

Leases

Identifying a lease

At the 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.

The Group as a lessee

For contracts that constitute, or contain a lease, the Group separates lease components if it benefits from the use of each underlying asset either on its own or together with other resources that are readily available, and the underlying asset is neither highly dependent on, nor highly interrelated with, the other underlying assets in the contract. The Group then accounts for each lease component within the contract as a lease separately from non-lease components of the contract.

Recognition of leases and exemptions

At the lease commencement date, the Group recognizes a lease liability and corresponding right-of-use asset for all lease agreements in which it is the lessee, except for the following exemptions applied:

- Short-term leases (defined as 12 months or less)
- Low value assets

For these leases, the Group recognizes the lease payments as other operating expenses in the statement of profit or loss when they occur.

Lease liabilities

The lease liability is recognized at the commencement date of the lease. The Group measures the lease liability at the present value of the lease payments for the right to use the underlying asset during the lease term that are not paid at the commencement date. The lease term represents the non-cancellable period of the lease, together with periods covered by an option either to extend or to terminate the lease when the Group is reasonably certain to exercise this option.

The lease payments included in the measurement comprise of:

- Fixed lease payments (including in-substance fixed payments), less any incentives receivable
- Variable lease payments that depends on an index or a rate, initially measured using the index or rate as the commencement date



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

- Amount expected to be payable by the Group under residual value guarantees
- The exercise price of a purchase option, if the Group is reasonably certain to exercise that option
- Payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect adjustments in lease payments due to an adjustment in an index or rate.

The Group does not include variable lease payments in the lease liability. Instead, the Group recognizes these variable lease expenses in profit or loss. The Group presents its lease liabilities as separate line items in the statement of financial position.

Right-of-use assets

The Group measures the right-of use asset at cost, less any accumulated depreciation and impairment losses, adjusted for any remeasurement of lease liabilities. The cost of the right-of-use asset comprise:

- The amount of the initial measurement of the lease liability recognized
- Any lease payments made at or before the commencement date, less any incentives received
- Any initial direct costs incurred by the Group. An estimate of the costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The Group applies the depreciation requirements in IAS 16 Property, Plant and Equipment in depreciating the right-of-use asset, except that the right-of-use asset is depreciated from the commencement date to the earlier of the lease term and the remaining useful life of the right-of-use asset. The Group applies IAS 36 Impairment of Assets to determine whether the right-of-use asset is impaired and to account for any impairment loss identified.

Intangible assets

Separately acquired intangible assets

On initial recognition, intangible assets acquired separately are measured at cost. The cost of a separately acquired intangible asset comprises its purchase price including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates and any directly attributable cost of preparing the asset for its intended use.

After initial recognition, intangible assets are carried at cost less any accumulated amortization and impairment losses. The estimated useful life and amortization method are revised at the end of each reporting period with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset measured as the difference between



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized.

Amortization

For intangible assets with finite useful lives, amortization is calculated to write off the cost of the asset, less its estimated residual value, over its useful economic life as follows:

Water rights	5% straight line
Other rights	20% straight line
Development costs	20% straight line

Intangible assets with an indefinite useful life are not amortized, but subject to review for impairment as described below.

Impairment of non-financial assets

Impairment of property, plant and equipment and of intangible assets with finite useful lives

The carrying amounts of such assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment of goodwill and of intangible assets with an indefinite useful life

Irrespective of whether there is any indication of impairment, such assets are tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired.

For impairment testing, goodwill is allocated to each cash-generating unit or groups of cash-generating units that are expected to benefit from the synergies of the combination irrespective of whether other assets or liabilities of the acquiree were assigned to those units or groups of units. Each unit or group of units to which the goodwill is so allocated represent the lowest level within the entity at which the goodwill is monitored for internal management purposes and is not larger than an operating segment.

Goodwill impairment is not reversed in any circumstances.

Inventories

Inventories are carried in the consolidated statement of financial position at the lower of cost and net realizable value. Cost is determined on a first-in first-out (FIFO) basis. The cost of work in progress and finished goods comprises materials, direct labor and attributable production overheads based on actual levels of activity.



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Write-down is made for obsolete and slow-moving items based on their expected future use and net realizable value.

Net realizable value is the estimated sales price in the ordinary course of business after allowing for all further costs of completion and disposal.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided. Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, it's carrying value is written off.

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the Group intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Group's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Contract liabilities

Contract liabilities represent the Group's obligation to transfer goods or services to a customer and are recognized when a customer pays consideration, or when the Group recognizes a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the goods or services to the customer.

Refund liabilities

Refund liabilities are recognized where the Group receives consideration from a customer and expects to refund some, or all, of that consideration to the customer. A refund liability is measured at the amount of consideration received or receivable for which the Group does not expect to be entitled and is updated at the end of each reporting period for changes in circumstances. Historical data is used across customer segments to estimate such returns at the time of sale based on an expected value methodology.

Borrowings

Loans and borrowings are initially recognized at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortized cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Borrowing costs

Borrowing costs related to qualifying assets are capitalized and depreciated over the qualifying assets useful economical lifetime. All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

Foreign currency translation

The functional currency for the parent company is NOK. The financial statements are presented in USD.

Foreign currency transactions



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into USD using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into USD using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognized in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognized in profit or loss when the foreign operation or net investment is disposed of.

Pensions

Employees in the Norwegian entities are covered by defined contribution schemes. The annual contributions payable in respect of defined contribution schemes are charged to profit or loss in the period to which they relate. Any cumulative difference between amounts payable and amounts paid are shown in the Statement of Financial Position as receivables or payables, but otherwise the assets and liabilities of those schemes are not included in the financial statements as the employer is not exposed to their risks and rewards, which instead lie with the members of those schemes.

Share-based payments

The Group is unable to estimate reliably the fair value of the employee stock options (ESOP). As a result, ESOP are measured at their intrinsic value, initially at the vesting date and subsequently at the end of each reporting period and at the date of final settlement, with any change in intrinsic value recognized in profit or loss. For a grant of share options, the share-based payment arrangement is finally settled when the options are exercised, are forfeited or lapse.

Income taxes

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognized for prior periods, where applicable.

Deferred tax assets and liabilities are recognized for temporary differences at the tax rates expected to be applied when the assets are recovered, or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled, and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognized for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

The carrying amount of recognized and unrecognized deferred tax assets are reviewed at each reporting date. Deferred tax assets recognized are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognized deferred tax assets are recognized to the extent that it is probable that there are future taxable profits available to recover the asset.

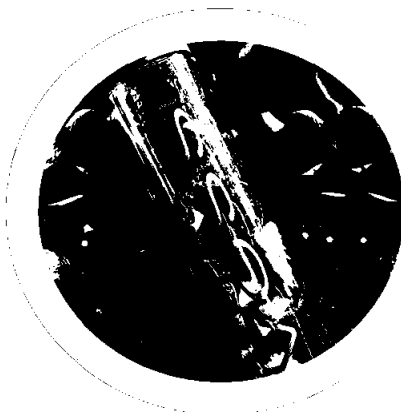
Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Provisions

Where, at the reporting date, the Group has a present obligation (legal or constructive) due to a past event and it is probable that the Group will settle the obligation, a provision is made in the statement of financial position. Provisions are made using best estimates of the amount required to settle the obligation and are discounted to present values using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Changes in estimates are reflected in profit or loss in the period they arise.

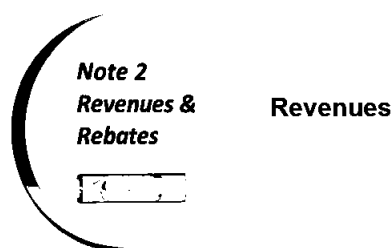
Equity

Equity instruments are contracts that give a residual interest in the net assets of the Group. Ordinary shares are classified as equity. Equity instruments are recognized at the amount of proceeds received net of costs directly attributable to the transaction. To the extent those proceeds exceed the par value of the shares issued they are credited to a share premium account.





VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



By Segment for the Voss Group

(Amounts in 1000 USD)	<u>2022</u>	<u>2021</u>	<u>% Change</u>
International markets (both OnPremise & Retail)*	38,901	35,317	10 %
US OnPremise markets	-	-	-
US Retail markets	19,476	51,850	-62 %
Total revenue by segment	58,377	87,166	-33 %
Other income	109	57	92 %
Total	58,486	87,223	-33 %

By Geography

(Amounts in 1000 USD)	<u>2022</u>	<u>2021</u>	<u>% Change</u>
Americas	19,476	51,850	-62 %
International	19,668	16,443	20 %
China	19,233	18,873	2 %
Total	58,377	87,166	-33 %

* Includes Voss China revenues

No customer revenue equates to more than 90% of the total gross revenue.

Rebates and Discounts

By Segment

(Amounts in 1000 USD)	<u>2022</u>	<u>2021</u>	<u>% Change</u>
International markets (both OnPremise & Retail)	1,697	2,105	-19 %
US OnPremise markets	-	-	-
US Retail markets	432	12,175	-96 %
Total rebates by segment	2,129	14,280	-85 %
Discounts	-	-	-
Total	2,129	14,280	-85 %



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



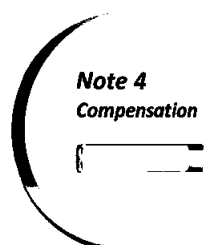
VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



Inventories

(Amounts in 1000 USD)	<u>2022</u>	<u>2021</u>
Raw materials	2,772	4,717
Work in progress	21	96
Finished goods	4,917	13,094
Defective product accrual	-25	739
Total	<u><u>7,684</u></u>	<u><u>17,168</u></u>

In 2022 internal manufacturing costs related to COGS have been reclassified from being a reduction in COGS, to being a reduction in the respective financial statement line items they relate to (payroll expenses, OPEX). 2021 comparative figures have likewise been adjusted resulting in a USD COGS increase of USD 2,725 thousand and a net decrease in payroll expenses and OPEX of the same amount. The net effect of these adjustments is zero.

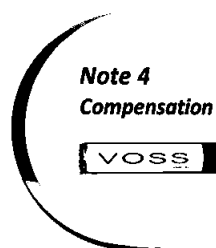


Payroll Expenses

(Amounts in 1000 USD)	Parent		Group	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Salaries	1,160	55	3,655	11,329
Public fee payments	76	90	508	1,135
Pension	135	121	295	689
Other benefits	794	507	1,237	2,871
Temporary services	50	-	209	-
Total	<u><u>2,215</u></u>	<u><u>774</u></u>	<u><u>5,905</u></u>	<u><u>16,024</u></u>
Average number of employees	8	10	61	145



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



Pensions

Voss of Norway AS

The company is obligated to carry services pensions plan according to Norwegian law regarding obligatory service pension. The company's pension plan satisfies the requirements in this legal statute.

Pensions for The Group

Both Voss Production AS and Voss of Norway AS provide a contribution based pension insurance scheme (valid only for the Norwegian employees). The scheme satisfies the mandatory service pension («OTP») in Norway. The contribution is 6 % of annual salary between 2G and 12G, where G (NOK 111 477 as of May 2022) is the basic amount in the Norwegian social security system. Half the contribution is from the employee, half is the company's.

Actual remuneration – senior executives 2022

(Amounts in 1000 USD)	<u>Salary</u>	<u>Total remuneration</u>
Senior executives		
Siri Kvamme Titlestad (CEO)	248	248
Yi-Chun Lai, Chairman of the Board of Directors **	-	-
Total remuneration	248	248

**No remuneration has been paid to senior executives or board members in 2022.



Shares

Shares owned/controlled by board members of VOSS of Norway AS:

<u>Name and title</u>	<u>Shares (31.12.2022)</u>
Yi-Chun Lai (Chairman)	-
Rune Ingve Fløgstad (Board member)	-



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Auditor Fees

Specification (exclusive VAT) (Amounts in 1000 USD)	Parent		Group	
	2022	2021	2022	2021
Statutory audit	47	56	130	163
Tax advisory services	-	0	-	0
Other services	18	37	28	48
Other service total	18	37	28	48
Total auditor fees	65	93	159	212

Note 5
Company
Option
Program

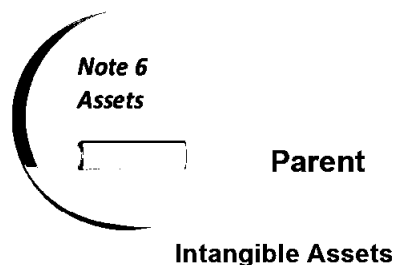
Company Option Program

Total option liability as of 31.12.2020 was USD 1 454 263. In 2021 the option liability is adjusted to USD 0 based on the fair value of the company shares. The fair value is based on the purchase price in the separation agreement dated March 25th 2022.

Based on the separation agreement entered into in March 2022 the current option program for the company is cancelled and whether it would be replaced by a new or alternative program is up to Voss USA and the Company respectively.



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



(Amounts in 1000 USD)	<u>Other Rights & Research</u>	<u>Goodwill</u>	<u>Software</u>	<u>Total</u>
	2022			
Acquisition 01.01	3,147		538	3,685
Additions	126			126
Subtractions				
FX	-545		-177	-722
Acquisition 31.12	2,728	-	361	3,089
Depreciation 01.01	1,475		62	1,537
Depreciation	1,088		73	1,161
FX	-155		-7	-162
Depreciation 31.12	2,408	-	128	2,536
Value 31.12	320	-	233	553
	2021			
Acquisition 01.01	3,107		525	3,632
Additions	141		20	161
Subtractions			0	
FX	-101		-7	(108)
Acquisition 31.12	3,147	-	538	3,685
Depreciation 01.01	1,004		140	1,144
Depreciation	617		57	674
FX	-48		-3	(51)
Depreciation 31.12	1,573	-	196	1,769
Value 31.12	1574	-	342	1,916
	10 years Linear	5 years Linear	3 years Linear	



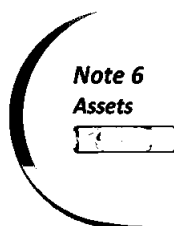
VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Property, plant and equipment

(Amounts in 1000 USD)	<u>Machines & Equipment</u>	<u>Furniture & Fixtures</u>	<u>RoU asset property</u>	<u>Total</u>
	2022			
Acquisition 01.01	356	355	74	785
Additions				0
Subtractions	-356			-356
FX		-38	-8	-46
Acquisition 31.12	-	317	66	383
Depreciation 01.01	-	353	61	414
Depreciation		0	11	11
FX		-37	-6	-44
Depreciation 31.12	-	316	66	381
Value 31.12	-	1	0	1
	2021			
Acquisition 01.01	358	367	76	801
Additions	-	-	-	-
Subtractions	-	-	-	-
FX	-2	-12	-2	-16
Acquisition 31.12	356	355	74	785
Depreciation 01.01	354	367	38	759
Depreciation	-	-	25	25
FX	-2	-12	-2	-16
Depreciation 31.12	352	355	61	768
Value 31.12	2	0	13	15
Economic life	10 years	5 years	3 years	
Type	Linear	Linear	Linear	



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



Group

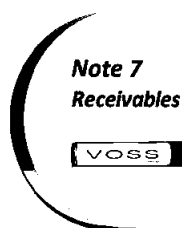
Intangible Assets

(Amounts in 1000 USD)

	<u>Other Rights & Research</u>	<u>Goodwill</u>	<u>Software</u>	<u>Total</u>
		2022		
Acquisition 01.01	7,105		903	8,008
Additions	126			126
Subtractions				
FX	-1,560		-296	-1,856
Acquisition 31.12	5,671	-	607	6,278
Depreciation 01.01	4,447		191	4,638
Depreciation	1,319		111	1,430
FX	-468		-20	-488
Depreciation 31.12	5,298	-	282	5,579
Value 31.12	373	-	326	699
		2021		
Acquisition 01.01	7,275		890	8,165
Additions	92		39	131
Subtractions				
FX	-262		-26	-288
Acquisition 31.12	7,105	-	903	8,008
Depreciation 01.01	4,328		299	4,627
Depreciation	1,021		101	1,122
FX	-72		-5	-77
Depreciation 31.12	5,277	-	395	5,672
Value 31.12	1828	-	508	2336
	10 years	5 years	3 years	
	Linear	Linear	Linear	



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



Accounts Receivable

(Amounts in 1000 USD)	<u>31.12.2022</u>	<u>31.12.2021</u>
Accounts receivable	3,254	23,381
Allowance for doubtful debts	-1,047	-1,863
Subtotal	<u>2,208</u>	<u>21,518</u>
Related Party Receivable (Reignwood)	161	
Total	<u><u>2,369</u></u>	<u><u>21,518</u></u>

Accounts receivable are non-interest bearing and have an average credit period of 30 – 60 days.

Accounts receivable disclosed above include amounts (see below for aged analysis) that are past due at the end of the reporting period. The Group has recognized allowance for doubtful debts.

Movement in the allowance for doubtful debts:

(Amounts in 1000 USD)	<u>Year ended 31.12.22</u>	<u>Year ended, 31.12.21</u>
Balance at beginning of year	1,863	744
Currency difference on opening balance	-196	
Impairment losses recognized on receivables	-620	1,119
Amounts recovered during the year		
Balance at end of year	<u><u>1,047</u></u>	<u><u>1,863</u></u>

As at 31 December 2022, the aging analysis of accounts receivables is as follows:

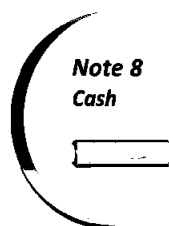
Accounts Receivable aging analysis

		<u>Past due but not impaired</u>					
	Total	Neither past due nor impaired	30 days	60 days	90 days	> 90 days	
2021	21,518	193	38	26	36	1,570*	
2022	3,416	3,306	-531	-316	-1,302	2,259	

*Payments and credit memos for billback that were not matched to invoices are presented as negative numbers in the aging analysis table.



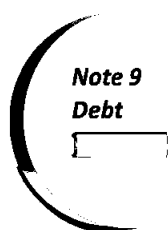
VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



Cash

Restricted cash in bank accounts is USD 28,328 for Parent, and USD 229,291 for Group. The company's cash deposits are part of a multi-currency corporate Group account set up where the balance for the accounts is recorded as intercompany.

At 31 December 2021, restricted cash in bank accounts was USD 59,078 for Parent and USD 137,148 for Group.



Debt

Parent and Group

(Amounts in 1000 USD)

	<u>2022</u>	<u>2021</u>
Juggernaut Capital	0	27,073
Reignwood	78,062	56,060
Afos LLC	0	2,318
Total short-term debt	<u>78,062</u>	<u>85,451</u>

Interest

Interest ranges from 8 - 15% and is calculated quarterly.

Interest on the short-term loans accrues to the principal.

Total USD 1 050 000 of the loan to Afos LLC has been discharged. The remaining amount has been paid in full.

Total loan to Juggernaut Capital has been resolved in relation to the refinancing and separation agreement dated 25.03.2022.

Group

(Amounts in 1000 USD)

	<u>2022</u>	<u>2021</u>
Revolving credit facility - Iveland Eiendom DA*	-	4,608
Long-term debt - Iveland Eiendom DA*	-	10,660
Leasing obligation Voss Production AS	-	-
Leasing obligation Voss of Norway AS	-	15
Total	<u>-</u>	<u>15,283</u>

* secured by collateralized assets below (only Voss Production)



VOSS of Norway AS

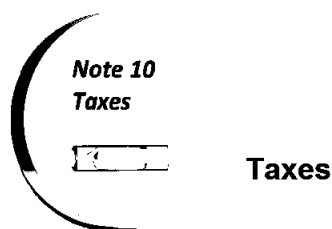
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

* The Iveland Eiendom DA loans are paid in full on in March 2022 when Voss Production acquired 64 of 65 partnership interest units and Voss of Norway acquired the remaining partnership interest unit. (see Note 18 for further details).

The Afos LLC loan has matured, but have been waived until 31 January 2023. An agreement has been made between the parties on 02.02.2022 to only pay 50 % of the principal amount of the loan as of 31.12.2021. The remaining 50 % (plus accrued interest) has been written off in 2022.

<u>Collateralized Assets</u>	<u>2022</u>	<u>2021</u>
Accounts receivables	1,985	86,225
Inventory	4,996	6,628
Buildings	6,742	8,284
Machinery	1,701	2,695
Total	15,424	103,832

All external debt related to collateralized assets has been paid in full in relation to the separation agreement and the collateral is not representative as per end 2022.



(Amounts in 1000 USD)	Parent		Group	
	2022	2021	2022	2021
Tax Payable:				
Profit before income tax	-26,955	-5,551	-24,989	-31,820
Permanent differences	906	-16,876	910	-15,234
Temporary differences	455	-1,631	1,580	-541
Basis for tax payable	-25,593	-24,058	-22,499	-47,595
Specification of tax expense:				
Tax foreign subsidiary	-	-	-	-126
Correction tax payable			58	
Changes in deferred taxes	-	-5,049	11,929	-4,923
Total tax expense	-	-5,049	11,871	-5,049



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Specification deferred tax: (Amounts in USD)	Parent		Group	
	2022	2021	2022	2021
Fixed assets	-	199	219	1,833
Current assets	269		-	-316
Rights				
Inventory			-	25
Non-deductible interest				-739
Leasing capitalized	-26,642	-19,997	-306	-20,526
Option liability	-	-2		
Loss brought forward				
Total	-66,407	-57,325	-130,199	-138,565
	-93,318	-77,125	-131,354	-158,316
Deferred tax liability / tax asset 22 %	-20,530	16,968	-28,898	34,829
Recognized	-	-	-	13,012

Reconciliation nominal to actual tax rate:

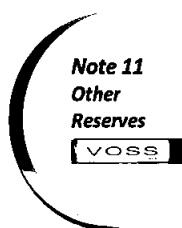
	Parent		Group	
	2022	2021	2022	2021
Profit before tax	-26,955	-5,551	-24,989	-31,820
Expected tax 22 %	-5,930	-1,221	-4,525	-7,000
Items with tax effect:				
Permanent differences	199	-3,713	200	-3,351
Tax USA				126
Changes in tax rate Norway				
Changes in deferred tax asset not recognized	5,731	-4,934	4,325	5,178
Income tax expense	-	-	-	-5,048
Effective tax rate	-	-	-	-

Deferred tax asset

On March 25, 2022, the Group's main owners entered into a refinancing and separation agreement (RSA), whereas Juggernaut Capital Partners IIA LP take over the business related to North and South America and the Caribbean and RW Voss S.à.r.l take over the business related to the rest of the world. As a consequence of this separation of the Group, the basis for accounting for deferred tax asset in Voss of Norway AS and Voss Production AS, is no longer considered to be present.



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



Other Reserves

Parent

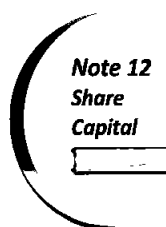
	<u>Currency translation</u>	<u>Total</u>
31 December 2020	-11,113	-11,113
Exchange difference	-149	-149
31 December 2021	-11,269	-11,269
Exchange difference	9,530	9,530
31 December 2022	-1,739	-1,739

Group

	<u>Currency translation</u>	<u>Total</u>
31 December 2020	-2,009	-2,009
Exchange difference	937	937
31 December 2021	-1,072	-1,072
Exchange difference	-459	-459
31 December 2022	-1,531	-1,531

The currency translation reserve accumulates all foreign exchange differences on translating the results and net assets of foreign operations that the Group controls.

Reserves classified on the face of the consolidated statement of financial position as retained earnings represent accumulated earnings and are distributable. All the other reserves are non-distributable.



Share Capital

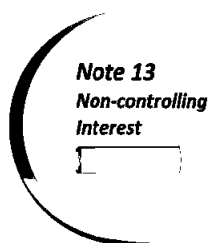
<u>Shareholder</u>	<u>No. of shares</u>	<u>Par value (NOK)</u>	<u>Share capital</u>
Ordinary shares	981,960,784	0.1	98,196,078



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Shareholders as of 31.12.2022

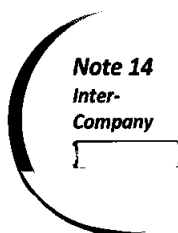
<u>Shareholder</u>	<u>No. of shares</u>	<u>Ownership</u>
RW VOSS S.A.R.L.	981,960,784	100.00 %
Others	-	0.00 %
Total number of shares	981,960,784	100.00 %



Non-controlling Interest

Equity – non-controlling interest	<u>2022</u>	<u>2021</u>
Reserves	1,216	2,570
Shareholder investment		
Retained earnings	-1,038	-1,407
Exchange translation differences	-73	54
Total	<u>106</u>	<u>1,216</u>

The non-controlling interest has a 40% equity holding in Voss (China) Beverage Sale Company Limited.



Intercompany (I/C Receivable, I/C Debt)

Parent		
(Amounts in 1000 USD)		
<i>Short term receivable</i>	<u>2022</u>	<u>2021</u>
Net receivable cash pool	88,414	97,223
<i>Debt</i>		
Voss USA Inc*	-	29,852
Iveland Eiendom DA	2,081	-
Voss Production AS	47,986	
Total I/C debt	<u>50,067</u>	<u>29,852</u>

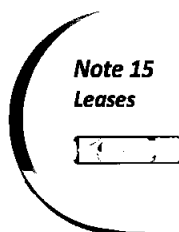
*During 2022 Voss USA Inc was sold in its entirety.

VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

For fiscal year 2020 and 2021, Voss of Norway AS had the following material transactions with its fully owned subsidiaries:

(Amounts in 1000 USD)	<u>2022</u>	<u>2021</u>
Service income	-	-
Royalty income	-	-
Management fees (income)	-	-
Total	-	-
Common group costs invoiced from subsidiaries	-	4,359

The above transactions were made on the same terms as equivalent transactions with unrelated parties. For those transactions where it is hard to find a market price.



Note 15
Leases

Leases

The Group also holds one finance lease which is for machinery in Norway.

In relation with IFRS 16, the Voss Group has recognized the following leasing agreements as right-of-use assets in the balance sheet:

- Voss Production: Machinery in Norway – expires 31 October 2023

Cost of maintenance, insurance and shared expenses related to the assets are recognized in the profit and loss when incurred. The duration of the agreement is 84 months from the time of recognition of the asset. When applicable, options to renew or extend the initial leasing-period have been assessed by management and considered in the calculation of the leasing obligation if the option will be called with reasonable certainty.

Group – RoU assets	2022		
(Amounts in 1000 USD)	Machinery	Property	Total RoU assets
Acquisition 01.01.2021	644	496	1,140
Addition			
Acquisition 31.12.2021	644	496	1,140
Accumulated depreciation 01.01.2021	482	270	752
Depreciation	97	226	323
Accumulated depreciation 31.12.2021	578	496	1,074
Capitalized amount 31.12.2021	66	-	66



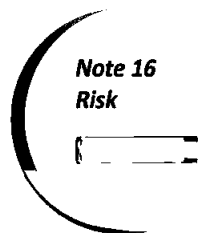
VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Group – remaining lease payments

(Amounts in 1000 USD)	2022		
	Minimum lease payments	Interest	Present value
Not later than one year	85	1	84
Between one year and five years			
Later than five years			
	85	1	84

Group – leasing obligations

(Amounts in 1000 USD)	2022
Long term	-
Short term	84
Total leasing obligation in balance sheet	84



Note 16
Risk

Business and Financial Risk

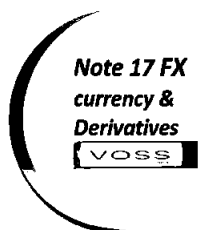
Total assets for the group reduced by USD 58.3 million, driven mainly by a reduction in accounts receivables, inventories and differed tax asset. The Group's equity showed a decrease of USD 16.5 million in total due to negative earnings. Total liabilities decreased by USD 41.7 million which is driven by decreases in short-term debt.

The credit, liquidity and other risks are manageable due to shareholding restructuring, reduction of headcounts and strengthening of operation efficiency. The credit risk is low due to manageable owner related debt levels and the ultimate parent company will support the Company and Group's financing needs. The Company has not experienced any significant interest rate risk on its debt portfolio, nor does it expect any in the year ahead. The Board assesses that the overall risk is manageable with regards to the Company and Group's financial results and financial position.

The board is not aware of any other significant financial risks that may influence the assessment of the Group or the Group's assets as well as the Group's assets and liabilities and the financial condition at year-end.



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



Foreign currency Gain/Loss is Included in Other Financial Income/Expense

Parent

(Amounts in 1000 USD)

	<u>2022</u>	<u>2021</u>
Agio	8,882	17,119
Disagio	-17,422	-21,356
Impairment shares in subsidiary	-	-
Impairment shares in associates	-888	-698
Impairment distribution rights	-603	-
Loss sales Voss USA Inc	-3,223	-
Reverse Impairment intercompany receivable	-	17,655
Net realized and unrealized gain (+) / loss (-)	<u>-13,254</u>	<u>12,719</u>

Group

(Amounts in 1000 USD)

	<u>2022</u>	<u>2021</u>
Agio	110,891	40,198
Disagio	-117,154	-42,108
Net realized and unrealized gain (+) / loss (-)	<u>-6,263</u>	<u>-1,910</u>

Foreign Currency

The Company's cost structure in 2022 was aligned with the same pattern as 2021, with outflows primarily flowing in USD for a bulk of the expenses relating to sales, management, freight, warehousing and marketing, and the remainder of costs paid in EUR, NOK and SEK (in order of magnitude) for plant operations, headquarter functions, raw materials purchasing and equipment maintenance.

Foreign Exchange

In 2022, operations outside the U.S. generated the majority of our net revenue, with UAE, China, UK & Euro countries encompassing most of these multi-currency denominated revenues.



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Additionally, the Group is also exposed to foreign currency risk from foreign currency purchases i.e. in EUR, NOK, SEK & GBP and foreign currency assets and liabilities created in the normal course of business. The Group manage this risk through sourcing purchases from local suppliers, negotiating contracts in local currencies with foreign suppliers. The use of FX derivatives has been limited for the recent period. Exchange rate gains or losses related to foreign currency transactions are recognized as transaction gains or losses in our income statement as incurred.

Financial assets by currency

Cash and cash equivalents

Parent

(Amounts in 1000 USD)

	2022*	2021
NOK	111,803	20,137
USD	-20,631	-16,784
EUR	1,949	2,122
GBP	-13,230	-14,155
SEK	8,708	9,925
Balance at 31 December	<u>88,600</u>	<u>1,244</u>

*of which USD 88,414 thousand relates to intercompany cash pool reserves and USD 186 to other cash and cash equivalents.

Group

(Amounts in 1000 USD)

	2022	2021
NOK	-2,608	20,215
USD	2,190	-15,634
EUR	151	2,122
GBP	1,480	-14,155
SEK	-786	9,925
AUD	241	281
CNY	4,202	7,761
Balance at 31 December	<u>4,871</u>	<u>10,514</u>

FX Accounts receivable

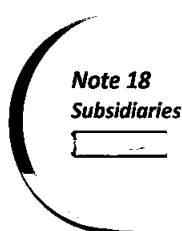
Group

(Amounts in 1000 USD)

	2022	2021
NOK	19	59
USD	1,140	19,680
EUR	212	443
GBP	783	588
AUD	215	748
CNY	-	-
Balance at 31 December	<u>2,369</u>	<u>21,518</u>



VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



Subsidiaries

<u>Subsidiaries</u>	<u>Office address</u>	<u>Ownership</u>	<u>Equity</u> <u>31.12.22</u>	<u>Result</u> <u>2022</u>
Voss Production AS	4730 Vatnestrøm	100 %	-21,281	-3,482
Iveland Eiendom DA	4730 Vatnestrøm	100 %	2,076	300
Voss (China) Beverage Sale Company Ltd	No. 88, Xiguandadao, Zhuxi County, Shiyan City, Hubei Province, China	60 %	266	-2,775

*Voss of Norway AS has 26% ownership interest in VOSS Hubei Water and Beverage Co, Ltd, see note 22 for additional information.

As per 31 December 2022 Voss of Norway AS is committed to pay USD 24 million as capital contribution to Voss (China) Beverage Sale Company Ltd. This amount equals the subscribed capital of the subsidiary. The full amount is to be paid within 4 years after the establishment date of the Company, which is the date the Company received it's business license. The amount was due on 23 October 2021.

As per 31 December 2022 Voss of Norway AS is committed to pay USD 4.98 million as capital contribution to Voss Hubei Water and Beverage Co Ltd. Settling this amounts completes the full subscribed capital of 26 million USD of the associated company. The full amount is to be paid within 4 years after the establishment date of the Company, which is the date the Company received it's business license. The amount was due on 16 December 2019.

Investment in subsidiaries
(Amounts in 1000 USD)

	<u>2022</u>	<u>2021</u>
VOSS Production AS	-	-
Iveland Eiendom DA	2,081	-
Total	2,081	-

Since 2001, VOSS has had a property lease with Iveland Eiendom DA covering the production facilities at Vatnestrøm. The lease has accounting wise been treated as a "financial lease" and operationally VOSS has been responsible for all external and internal maintenance and all operating costs related to the factory buildings. Expansions of the facility that have taken place after 2001 have mainly been financed by Iveland

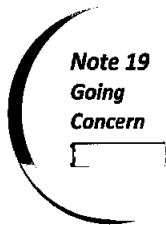


VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

Eiendom DA. The lease has been renegotiated and extended a number of times during the period. The main elements of the agreement remained unchanged, with VOSS having a right and an obligation to take over the property by paying off loans and other debts that Iveland Eiendom DA would have at the time of takeover.

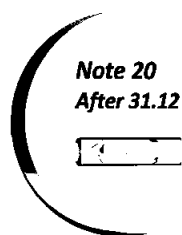
At the time of the transaction, 25 March 2022, Voss Production AS and Voss of Norway AS respectively bought 64 and 1 of the 65 outstanding shares in the company for a total consideration of MNOK 20.5. After repaying loans and other debts the remaining MNOK 20.5 was paid to the owners of Iveland, corresponding to the book value of equity in the company at the time of the transaction.



Note 19
Going
Concern

Going concern

During the financial year ended 31 December 2022, the consolidated entity has experienced operating losses of USD 36.9 million. As a result, the Board and Management have undertaken several initiatives including a reorganization, reducing the headcount and negotiation for favourable procurement contracts that were launched in 2023. In addition, Reignwood Group became the sole shareholder of the Company as a consequence of the restructuring in March 2022 and the Reignwood Group will continue to provide the Company with necessary funding, either in the form of loans or new equity. In the Board and management's opinion this funding commitment is sufficient for the going concern assumption.

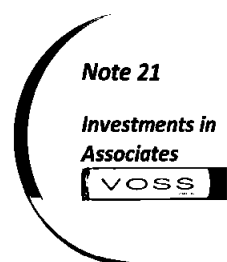


Note 20
After 31.12

Events after balance sheet date

No other matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

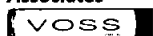
VOSS of Norway AS
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022



Note 21

Investments in Associates

Investments in Associates



On April 30th, 2017 Voss of Norway AS purchased a 26% share in Voss Hubei Water and Beverage Co, Ltd through a share issue in the company.

GROUP INTEREST

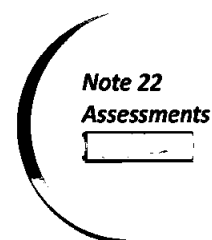
AT 1 JANUARY

Share of the profit (loss) for the year	13,843
Exchange adjustments	-1,413
BALANCE AT 31 DECEMBER	-1,458
	10,972

Summarized financial information:

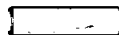
Voss Hubei (RMB Yuan in millions)	2022	2021
Current assets	61.6	90.5
Non-current assets	492.9	595.2
Current liabilities	109.4	108.8
Non-current liabilities	58.1	153.4
Net assets of the associate	386.9	423.5
Revenue	66.5	54.2
Profit (or loss) from continuing operations	-36.5	-43.0
Profit for the year	-36.5	-43.0
Total comprehensive income for the year	-36.5	-43.0

Voss Hubei is not a listed company. The Company is not presently aware of any restrictions on cash distribution to Group.



Note 22

Assessments



Significant judgements and key sources of estimation uncertainty

In preparing its consolidated financial statements, the Group has made significant assessments, estimates and assumptions that impact the carrying value of certain assets and liabilities, income and expenses as well as other information reported in the notes. The Group periodically monitors such estimates and assumptions as



VOSS of Norway AS

ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

well as making sure it incorporates all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

The judgements made in the process of applying the Group's accounting policies have the most significant effect on the amounts recognised in the financial statements, and the estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial are addressed below.

Revenue recognition

When recognising revenue in relation to the sale of goods to customers, the key performance obligation of the Group is considered to be the point of delivery of the goods to the customer, as this is deemed to be the time that the customer obtains control of the promised goods and therefore the benefits of unimpeded access.

The Group makes provisions for trade discounts, volume rebates and charge back for product returns allowed by the sale contracts when recognising the revenue derived from goods and services. Such deductions represent estimates, which are subject to judgements and assumptions based on experience as well as the Group's knowledge available at the time the estimate is made.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Asset impairment tests

A financial asset or a group of financial assets, other than those categorized at fair value through profit or loss, is assessed for indicators of impairment at the end of each reporting period. Impairment exists only when the Group ascertains that a "loss event" affecting the estimated future cash flows of the financial asset has occurred. It may not be possible to identify a single, discrete event that caused the impairment, and moreover to determine when a loss event has occurred might involve the exercise of significant judgement.

The amount of impairment loss recognized for financial assets carried at amortized cost is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The impairment analysis of tangible and other intangible assets requires an estimation of the value in use of the asset or the cash-generating unit to which the assets are allocated. Estimation of the value in use is primarily based on discounted cash flow models, which require the Group to make an estimate of the expected future cash flows from the asset or the cash-generating unit and to choose an appropriate discount rate in order to calculate the present value of the cash flows.

Net realizable value of inventories

Inventories are stated at the lower of cost and net realizable value. The cost of inventories is written down to their estimated realizable value when their cost may no longer be recoverable, such as when inventories are



VOSS of Norway AS

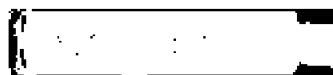
ANNUAL REPORT AND FINANCIAL STATEMENTS - 31 DECEMBER 2022

damaged or become wholly or partly obsolete or their selling prices have declined. In any case, the realizable value represents the best estimate of the recoverable amount, is based on the most reliable evidence available at the reporting date and inherently involves estimates regarding the future expected realizable value. The benchmarks for determining the amount of write-downs to net realizable value include aging analysis, technical assessment and subsequent events. In general, such an evaluation process requires significant judgement and may materially affect the carrying amount of inventories at the reporting date.

Deferred tax estimation

Recognition of deferred tax assets and liabilities involves making a series of assumptions. As far as deferred tax assets are concerned, their realization ultimately depends on taxable profits being available in the future. Deferred tax assets are recognized only when it is probably that taxable profits will be available, against which the deferred tax asset can be utilized and it is probable that the entity will earn sufficient taxable profit in the future periods to benefit from a reduction in tax payments. This involves the Group making assumptions with its overall tax-planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. Moreover, the measurement of a deferred tax asset or liability reflects the manner in which the entity expects to recover the asset's carrying value or settle the liability.

VOSS OF NORWAY AS



ORG # 980 067 645

4730 VATNESTROM

NORWAY



To the General Meeting of Voss of Norway AS

RSM Norge AS

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

T +47 23 1142 00
F +47 23 1142 01

Independent Auditor's Report

www.rsmnorge.no

Qualified opinion

We have audited the financial statements of Voss of Norway AS, which comprise:

- The financial statements of the parent company Voss of Norway (the Company), which comprise the balance sheet as at 31 December 2022, the income statement showing a loss of USD 26 955 000, statement of 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 Voss of Norway AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2022, the income statement showing a loss of USD 36 860 000, statement of 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.

In our opinion

- The financial statements, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, comply with applicable statutory requirements,
- the financial statements, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, 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 International Financial Reporting Standards as adopted by the EU, and
- the consolidated financial statements, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, 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 International Financial Reporting Standards as adopted by the EU.

Basis for Qualified Opinion

The company's internal control is characterized by the restructuring process that was carried out in March 2022, and there are weaknesses in the company's internal control for follow-up of customer accounts, including payments and discounts. The company's lack of follow-up and insufficient documentation has meant that we have not been able to obtain sufficient and appropriate audit evidence for the valuation of accounts receivable. As of the date of our audit report, the management is still working on improving the matters. Consequently, we have not been able to verify the valuation of the accounts receivable, which is accounted for at NOK 19,569,099 in the balance sheet as at 31 December 2022. Due to these circumstances, we have not been able to determine whether there may be a need to adjust accounted accounts receivable.

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 laws and

THE POWER OF BEING UNDERSTOOD

AUDIT | TAX | CONSULTING

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

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

Per memo Dokumentnøkkel: EKJMY-JQY6L-AKA8W-46WYU-EVKK5-UJFYW



regulations and the International Ethics Standards Board for Accountants' Code of International 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 qualified opinion.

Other Matters

The Company's financial statements have been submitted after the expiry of the statutory time limit for preparation of financial statements.

The company's statement pursuant to section 5 of the Transparency Act has not been published within the statutory deadline.

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,

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

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the 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.

Oslo, 14 November 2023
RSM Norge AS

Lars Løyning
State Authorised Public Accountant
(This document is signed electronically)

Penneo Dokumentnøkkel: EKJMY-JQY6L-AKA8W-46WYU-EVKKS-UJFYW



PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Lars Løyning

State Authorised Public Accountant

On behalf of: RSM Norge AS

Serial number: UN:NO-9578-5999-4-1140989

IP: 188.95.xxx.xxx

2023-11-14 11:54:25 UTC



Penneo document key: EKIMY-JQY6L-AKA8W-46WYU-EVKK5-UJFYW

This document is digitally signed using **Penneo.com**. The digital signature data within the document is secured and validated by the computed hash value of the original document. The document is locked and timestamped with a certificate from a trusted third party. All cryptographic evidence is embedded within this PDF, for future validation if necessary.

How to verify the originality of this document

This document is protected by an Adobe CDS certificate. When you open the

document in Adobe Reader, you should see, that the document is certified by **Penneo e-signature service <penneo@penneo.com>**. This guarantees that the contents of the document have not been changed.

You can verify the cryptographic evidence within this document using the Penneo validator, which can be found at <https://penneo.com/validator>