



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer: 831 385 022  
Organisasjonsform: Aksjeselskap  
Foretaksnavn: SUMMA CIRCULAR HOLDCO AS  
Forretningsadresse: c/o Summa Equity Advisory AS  
Inkognito terrasse 9  
0256 OSLO

### Regnskapsår

Årsregnskapets periode: 01.01.2023 - 31.12.2023

### Konsern

Morselskap i konsern: Ja  
Konsernregnskap lagt ved: Ja

### Regnskapsregler

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

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Hannah Gunvor Jacobsen  
Dato for fastsettelse av årsregnskapet: 29.05.2024

### Grunnlag for avgivelse

År 2023: Årsregnskapet er elektronisk innlevert  
År 2022: Tall er hentet fra elektronisk innlevert årsregnskap fra 2023

*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, 07.09.2025



## Resultatregnskap

Beløp i: NOK	Note	2023	2022
<b>RESULTATREGNSKAP</b>			
<b>Kostnader</b>			
Annen driftskostnad		157	
<b>Sum kostnader</b>		<b>157</b>	
<b>Driftsresultat</b>		<b>-157</b>	
<b>Finansinntekter og finanskostnader</b>			
Annen renteinntekt		59 369	
<b>Sum finansinntekter</b>		<b>59 369</b>	
<b>Netto finans</b>		<b>59 369</b>	
<b>Ordinært resultat før skattekostnad</b>		<b>59 212</b>	<b>0</b>
Skattekostnad på resultat		13 027	
<b>Ordinært resultat etter skattekostnad</b>		<b>46 185</b>	<b>0</b>
<b>Årsresultat</b>		<b>46 185</b>	<b>0</b>
<b>Årsresultat etter minoritetsinteresser</b>		<b>46 185</b>	
<b>Overføringer og disponeringer</b>			
Avsatt til annen egenkapital		46 185	
<b>Sum overføringer og disponeringer</b>		<b>46 185</b>	



## Balanse

Beløp i: NOK Note 2023 2022

### BALANSE - EIENDELER

#### Anleggsmidler

##### Immaterielle eiendeler

##### Finansielle anleggsmidler

Investering i datterselskap 4 176 310 271

Investering i annet foretak i samme konsern 101 737 292

**Sum finansielle anleggsmidler** **4 278 047 563**

**Sum anleggsmidler** **4 278 047 563**

**0**

#### Omløpsmidler

##### Varer

##### Fordringer

Andre kortsiktige fordringer 4 430

**Sum fordringer** **4 430**

##### Bankinnskudd, kontanter og lignende

Bankinnskudd, kontanter o.l. 3 036 993

**Sum bankinnskudd, kontanter og lignende** **3 036 993**

**Sum omløpsmidler** **3 041 423**

**0**

**SUM EIENDELER** **4 281 088 986**

**0**

### BALANSE - EGENKAPITAL OG GJELD

#### Egenkapital

##### Innskutt egenkapital

Aksjekapital 30 000

Ikke registrert kapitalforhøyelse 4 280 979 157

**Sum innskutt egenkapital** **4 281 009 157**

##### Opptjent egenkapital



## Balanse

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
Annen egenkapital		20 615	
<b>Sum opptjent egenkapital</b>		<b>20 615</b>	
<b>Sum egenkapital</b>		<b>4 281 029 772</b>	<b>0</b>
<b>Sum langsiktig gjeld</b>		<b>0</b>	<b>0</b>
<b>Kortsiktig gjeld</b>			
Kortsiktig konserngjeld		59 212	
Annen kortsiktig gjeld		1	
<b>Sum kortsiktig gjeld</b>		<b>59 213</b>	
<b>Sum gjeld</b>		<b>59 213</b>	<b>0</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>4 281 088 985</b>	<b>0</b>



## Konsernets resultatregnskap

Beløp i: NOK	Note	2023	2022
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Revenue	4,5	8 362 344 000	7 791 169 000
Other income	6	40 142 000	33 289 000
<b>Sum inntekter</b>		<b>8 402 486 000</b>	<b>7 824 458 000</b>
<b>Kostnader</b>			
Cost of materials	5,16	4 508 438 000	4 298 430 000
Employee benefits expense	7	1 918 048 000	1 696 436 000
Depreciation and amortisation expense	12,13, 14	594 291 000	539 166 000
Other operating expenses	8	1 112 563 000	941 876 000
<b>Sum kostnader</b>		<b>8 133 340 000</b>	<b>7 475 908 000</b>
<b>Driftsresultat</b>		<b>269 146 000</b>	<b>348 550 000</b>
<b>Finansinntekter og finanskostnader</b>			
Renteinntekt fra foretak i samme konsern	15	4 189 000	7 370 000
Financial income	10	8 037 000	3 670 000
Other (gains)/losses - net	9	33 521 000	-8 343 000
Net currency gain/loss(-)	10	9 008 000	-27 352 000
<b>Sum finansinntekter</b>		<b>54 755 000</b>	<b>-24 655 000</b>
Finance costs	10	447 461 000	289 788 000
<b>Sum finanskostnader</b>		<b>447 461 000</b>	<b>289 788 000</b>
<b>Netto finans</b>		<b>-392 706 000</b>	<b>-314 443 000</b>
<b>Ordinært resultat før skattekostnad</b>		<b>-123 560 000</b>	<b>34 107 000</b>
Income tax expense	11	-27 492 000	22 035 000
<b>Ordinært resultat etter skattekostnad</b>		<b>-96 068 000</b>	<b>12 072 000</b>
<b>Årsresultat</b>		<b>-96 068 000</b>	<b>12 072 000</b>



### Konsernets balanse

Beløp i: NOK	Note	2023	2022
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Right of use assets	14	1 773 615 000	1 658 993 000
Intangible assets	12	326 196 000	323 330 000
Utsatt skattefordel	11	240 202 000	217 241 000
Goodwill	12	2 784 407 000	2 763 789 000
<b>Sum immaterielle eiendeler</b>		<b>5 124 420 000</b>	<b>4 963 353 000</b>
<b>Varige driftsmidler</b>			
Property, plant and equipment	13	1 017 685 000	948 652 000
<b>Sum varige driftsmidler</b>		<b>1 017 685 000</b>	<b>948 652 000</b>
<b>Finansielle anleggsmidler</b>			
Investeringer i tilknyttet selskap	15	149 096 000	58 310 000
Pension asset	7	23 399 000	1 711 000
Other non-current receivables	17	10 995 000	39 726 000
<b>Sum finansielle anleggsmidler</b>		<b>183 490 000</b>	<b>99 747 000</b>
<b>Sum anleggsmidler</b>		<b>6 325 595 000</b>	<b>6 011 752 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
Inventories	16	336 697 000	302 110 000
<b>Sum varer</b>		<b>336 697 000</b>	<b>302 110 000</b>
<b>Fordringer</b>			
Trade receivables	5, 17	726 173 000	492 119 000
Other receivables	5, 17	295 910 000	272 324 000
<b>Sum fordringer</b>		<b>1 022 083 000</b>	<b>764 443 000</b>
<b>Investeringer</b>			
Other financial assets	26	2 586 000	1 231 000
<b>Sum investeringer</b>		<b>2 586 000</b>	<b>1 231 000</b>
<b>Bankinnskudd, kontanter og lignende</b>			



## Konsernets balanse

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
Cash and cash equivalents	18	103 552 000	124 347 000
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>103 552 000</b>	<b>124 347 000</b>
<b>Sum omløpsmidler</b>		<b>1 464 918 000</b>	<b>1 192 131 000</b>
<b>SUM EIENDELER</b>		<b>7 790 513 000</b>	<b>7 203 883 000</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Total equity attributable to owners o 1	19,20	1 438 731 000	1 148 157 000
<b>Sum innskutt egenkapital</b>		<b>1 438 731 000</b>	<b>1 148 157 000</b>
<b>Opptjent egenkapital</b>			
Minoritetsinteresser	27	160 859 000	156 059 000
<b>Sum opptjent egenkapital</b>		<b>160 859 000</b>	<b>156 059 000</b>
<b>Sum egenkapital</b>		<b>1 599 590 000</b>	<b>1 304 216 000</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
Pensjonsforpliktelser	7	23 500 000	19 220 000
Utsatt skatt	11	52 671 000	71 810 000
Non-current provisions	22	98 980 000	58 981 000
<b>Sum avsetninger for forpliktelser</b>		<b>175 151 000</b>	<b>150 011 000</b>
<b>Annen langsiktig gjeld</b>			
Gjeld til kredittinstitusjoner	14	1 552 148 000	1 463 292 000
Non-current borrowings	21	2 472 646 000	2 458 228 000
Non-current derivative financial instruments	26	92 941 000	22 829 000
<b>Sum annen langsiktig gjeld</b>		<b>4 117 735 000</b>	<b>3 944 349 000</b>
<b>Sum langsiktig gjeld</b>		<b>4 292 886 000</b>	<b>4 094 360 000</b>
<b>Kortsiktig gjeld</b>			
Current lease liabilities	14	354 512 000	344 054 000
Leverandørgjeld	5, 25	588 013 000	423 612 000



## Konsernets balanse

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
Income tax payable	11	8 513 000	51 403 000
Other payables	5, 23	753 914 000	779 892 000
Current borrowings	21	182 641 000	154 621 000
Current derivative financial instrume	26	2 135 000	29 216 000
Current provisions	22	8 309 000	22 511 000
<b>Sum kortsiktig gjeld</b>		<b>1 898 037 000</b>	<b>1 805 309 000</b>
<b>Sum gjeld</b>		<b>6 190 923 000</b>	<b>5 899 669 000</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>7 790 513 000</b>	<b>7 203 885 000</b>



## Brønnøysundregistrene

### ÅRSREGNSKAP FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Journalnummer: 2024 719022

#### Enheten

Organisasjonsnummer: 831 385 022  
Organisasjonsform: Aksjeselskap  
Foretaksnavn: SUMMA CIRCULAR HOLDCO AS  
Forretningsadresse: c/o Summa Equity Advisory AS  
Inkognito terrasse 9  
0256 OSLO

#### Regnskapsår

Årsregnskapets periode: 01.01.2023 - 31.12.2023

#### Konsern

Mørselskap i konsern: Ja  
Konsernregnskap lagt ved: Ja

#### Regnskapsregler

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

#### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Hannah Gunvor Jacobsen  
Dato for fastsettelse av årsregnskapet: 29.05.2024

#### Grunnlag for avgivelse

År 2023: Årsregnskap er elektronisk innlevert.  
År 2022: Tall er hentet fra elektronisk innlevert årsregnskap fra 2023.

*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, 19.08.2024



Organisasjonsnr: 831 385 022  
SUMMA CIRCULAR HOLDCO AS

## RESULTATREGNSKAP

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
<b>RESULTATREGNSKAP</b>			
<b>Kostnader</b>			
Annen driftskostnad		157	
<b>Sum kostnader</b>		<b>157</b>	
<b>Driftsresultat</b>		<b>-157</b>	
<b>Finansinntekter og finanskostnader</b>			
Annen renteinntekt		59 369	
<b>Sum finansinntekter</b>		<b>59 369</b>	
<b>Netto finans</b>		<b>59 369</b>	
<b>Ordinært resultat før skattekostnad</b>		<b>59 212</b>	<b>0</b>
Skattekostnad på resultat		13 027	
<b>Ordinært resultat etter skattekostnad</b>		<b>46 185</b>	<b>0</b>
<b>Årsresultat</b>		<b>46 185</b>	<b>0</b>
<b>Årsresultat etter minoritetsinteresser</b>		<b>46 185</b>	
<b>Overføringer og disponeringer</b>			
Avsatt til annen egenkapital		46 185	
<b>Sum overføringer og disponeringer</b>		<b>46 185</b>	



Organisasjonsnr: 831 385 022  
SUMMA CIRCULAR HOLDCO AS

## BALANSE

**Beløp i: NOK** **Note** **2023** **2022**

### BALANSE - EIENDELER

#### Anleggsmidler Immaterielle eiendeler

##### Finansielle anleggsmidler

Investering i datterselskap	4 176 310 271	
Investering i annet foretak i samme konsern	101 737 292	
<b>Sum finansielle anleggsmidler</b>	<b>4 278 047 563</b>	

<b>Sum anleggsmidler</b>	<b>4 278 047 563</b>	<b>0</b>
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#### Omløpsmidler Varer

##### Fordringer

Andre kortsiktige fordringer	4 430	
<b>Sum fordringer</b>	<b>4 430</b>	

##### Bankinnskudd, kontanter og lignende

Bankinnskudd, kontanter o. l.	3 036 993	
<b>Sum bankinnskudd, kontanter og lignende</b>	<b>3 036 993</b>	

<b>Sum omløpsmidler</b>	<b>3 041 423</b>	<b>0</b>
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<b>SUM EIENDELER</b>	<b>4 281 088 986</b>	<b>0</b>
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### BALANSE - EGENKAPITAL OG GJELD

#### Egenkapital

##### Innskutt egenkapital

Aksjekapital	30 000	
Ikke registrert kapitalforhøyelse	4 280 979 157	
<b>Sum innskutt egenkapital</b>	<b>4 281 009 157</b>	

##### Opptjent egenkapital

Annen egenkapital	20 615	
<b>Sum opptjent egenkapital</b>	<b>20 615</b>	

<b>Sum egenkapital</b>	<b>4 281 029 772</b>	<b>0</b>
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Sum langsiktig gjeld	0	0
<b>Kortsiktig gjeld</b>		
Kortsiktig konserngjeld	59 212	
Annen kortsiktig gjeld	1	
Sum kortsiktig gjeld	59 213	
Sum gjeld	59 213	0
<b>SUM EGENKAPITAL OG GJELD</b>	<b>4 281 088 985</b>	<b>0</b>



Organisasjonsnr: 831 385 022  
SUMMA CIRCULAR HOLDCO AS

## KONSERNRESULTATREGNSKAP

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Revenue	4,5	8 362 344 000	7 791 169 000
Other income	6	40 142 000	33 289 000
<b>Sum inntekter</b>		<b>8 402 486 000</b>	<b>7 824 458 000</b>
<b>Kostnader</b>			
Cost of materials	5,16	4 508 438 000	4 298 430 000
Employee benefits expense	7	1 918 048 000	1 696 436 000
Depreciation and amortisation expense	12,13,14	594 291 000	539 166 000
Other operating expenses	8	1 112 563 000	941 876 000
<b>Sum kostnader</b>		<b>8 133 340 000</b>	<b>7 475 908 000</b>
<b>Driftsresultat</b>		<b>269 146 000</b>	<b>348 550 000</b>
<b>Finansinntekter og finanskostnader</b>			
Renteinntekt fra foretak i samme konsern			
Financial income	15	4 189 000	7 370 000
Other (gains)/losses - net	10	8 037 000	3 670 000
Net currency gain/loss(-)	9	33 521 000	-8 343 000
<b>Sum finansinntekter</b>	10	<b>54 755 000</b>	<b>-24 655 000</b>
Finance costs	10	447 461 000	289 788 000
<b>Sum finanskostnader</b>		<b>447 461 000</b>	<b>289 788 000</b>
<b>Netto finans</b>		<b>-392 706 000</b>	<b>-314 443 000</b>
<b>Ordinært resultat før skattekostnad</b>			
Income tax expense	11	-123 560 000	34 107 000
<b>Ordinært resultat etter skattekostnad</b>		<b>-96 068 000</b>	<b>12 072 000</b>
<b>Årsresultat</b>		<b>-96 068 000</b>	<b>12 072 000</b>



Organisasjonsnr: 831 385 022  
SUMMA CIRCULAR HOLDCO AS

## KONSERNBALANSE

Beløp i: NOK	Note	2023	2022
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Right of use assets	14	1 773 615 000	1 658 993 000
Intangible assets	12	326 196 000	323 330 000
Utsatt skattefordel	11	240 202 000	217 241 000
Goodwill	12	2 784 407 000	2 763 789 000
<b>Sum immaterielle eiendeler</b>		<b>5 124 420 000</b>	<b>4 963 353 000</b>
<b>Varige driftsmidler</b>			
Property, plant and equipment	13	1 017 685 000	948 652 000
<b>Sum varige driftsmidler</b>		<b>1 017 685 000</b>	<b>948 652 000</b>
<b>Finansielle anleggsmidler</b>			
<b>Investeringer i</b>			
tilknyttet selskap	15	149 096 000	58 310 000
Pension asset	7	23 399 000	1 711 000
Other non-current receivables	17	10 995 000	39 726 000
<b>Sum finansielle anleggsmidler</b>		<b>183 490 000</b>	<b>99 747 000</b>
<b>Sum anleggsmidler</b>		<b>6 325 595 000</b>	<b>6 011 752 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
Inventories	16	336 697 000	302 110 000
<b>Sum varer</b>		<b>336 697 000</b>	<b>302 110 000</b>
<b>Fordringer</b>			
Trade receivables	5, 17	726 173 000	492 119 000
Other receivables	5, 17	295 910 000	272 324 000
<b>Sum fordringer</b>		<b>1 022 083 000</b>	<b>764 443 000</b>
<b>Investeringer</b>			
Other financial assets	26	2 586 000	1 231 000
<b>Sum investeringer</b>		<b>2 586 000</b>	<b>1 231 000</b>
<b>Bankinnskudd, kontanter og lignende</b>			
Cash and cash equivalents	18	103 552 000	124 347 000
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>103 552 000</b>	<b>124 347 000</b>
<b>Sum omløpsmidler</b>		<b>1 464 918 000</b>	<b>1 192 131 000</b>
<b>SUM EIENDELER</b>		<b>7 790 513 000</b>	<b>7 203 883 000</b>



## BALANSE - EGENKAPITAL OG GJELD

### Egenkapital

#### Innskutt egenkapital

Total equity attributable to owners o l

19,20

1 438 731 000

1 148 157 000

**Sum innskutt egenkapital**

**1 438 731 000**

**1 148 157 000**

#### Opptjent egenkapital

Minoritetsinteresser

27

160 859 000

156 059 000

**Sum opptjent egenkapital**

**160 859 000**

**156 059 000**

**Sum egenkapital**

**1 599 590 000**

**1 304 216 000**

### Gjeld

#### Langsiktig gjeld

Pensjonsforpliktelser

7

23 500 000

19 220 000

Utsatt skatt

11

52 671 000

71 810 000

Non-current provisions

22

98 980 000

58 981 000

**Sum avsetninger for forpliktelser**

**175 151 000**

**150 011 000**

#### Annen langsiktig gjeld

Gjeld til

kredittinstitusjoner

14

1 552 148 000

1 463 292 000

Non-current borrowings

21

2 472 646 000

2 458 228 000

Non-current derivative

26

92 941 000

22 829 000

financial instruments

**Sum annen langsiktig gjeld**

**4 117 735 000**

**3 944 349 000**

**Sum langsiktig gjeld**

**4 292 886 000**

**4 094 360 000**

#### Kortsiktig gjeld

Current lease liabilities

14

354 512 000

344 054 000

Leverandørgjeld

5, 25

588 013 000

423 612 000

Income tax payable

11

8 513 000

51 403 000

Other payables

5, 23

753 914 000

779 892 000

Current borrowings

21

182 641 000

154 621 000

Current derivative

26

2 135 000

29 216 000

financial instrume

22

8 309 000

22 511 000

Current provisions

**Sum kortsiktig gjeld**

**1 898 037 000**

**1 805 309 000**

**Sum gjeld**

**6 190 923 000**

**5 899 669 000**

**SUM EGENKAPITAL OG GJELD**

**7 790 513 000**

**7 203 885 000**



Organisasjonsnr: 831 385 022  
SUMMA CIRCULAR HOLDCO AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

## Note

Antall årsverk i regnskapsåret  
0.00

<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>
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<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Samlet beløp - felles kontrollert virksomhet</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Pantstillelse</u>	<u>Beløp</u>
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<u>Beholdning av egne aksjer</u>	<u>Antall</u>	<u>Pålydende</u>	<u>Andel av aksjek.</u>
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Organisasjonsnr: 831 385 022  
SUMMA CIRCULAR HOLDCO AS

NOTEOPPLYSNINGER - KONSERN

- alle poster oppgitt i hele tall



**ANNUAL REPORT  
2023  
Summa Circular  
Holdco AS**



## Directors' report 2023

### About the business and its location

Summa Circular Holdco AS holds 88.5 percent of the shares in NG Midco AS, which holds 100 percent of the shares in the holding company in the NG Group. Summa Circular Holdco AS is controlled through an investment structure by Summa Equity AB. Throughout the report we will refer to the group as "NG Group".

NG Group addresses a global challenge, turning waste into valuable resources, contributing to cutting greenhouse gas emissions and preventing resource scarcity, and reducing pressure on nature.

NG Group has 2 300 employees, handles 2.0 million tonnes of waste and is present in Norway, Sweden, Denmark, Finland, Poland, and the UK. The group controls and manages a critical part of the Nordic waste management infrastructure through a large modern asset base. With a strong upstream presence in waste collection, logistics, sorting, pre-processing, and trading, and downstream presence in material recycling and recovery, aiming to pioneer circularity as well as clean energy solutions. With creative thinking and teamwork, we challenge conventional norms and regenerate resources so that we can take better care of our planet. We are proud to take a leading role, with our customers and partners, in the green transition to a circular economy in the Nordics.

NG Group's owner, Summa Equity, is a purpose-driven, thematic investment firm, considering global challenges as opportunities.

### Organizational structure

NG Group is a leading Nordic provider of circular solutions and environmental services. The group controls and manages a critical part of the Nordic waste management infrastructure through a large modern asset base. With a strong upstream presence in waste collection, logistics, sorting, pre-processing, and trading, and downstream presence in material recycling and recovery, aiming to pioneer circularity as well as clean energy solutions. NG Group is divided in six strategic platforms; Recycling and Sustainable Resources, Green Metals, Urban Reuse, Global Zirqular Solutions, Green Transitions & Technology – Mana and NGm3 and Digital Solutions.

#### Recycling and Sustainable Resources

The platform Recycling and Sustainable Resources reduce reliance on primary resources. By keeping materials already available on the market in circulation they ensure that waste is handled responsibly. The platform leads the Norwegian market in waste management and environmental services. They offer a wide range of services including collection, sorting, processing, and waste consultation and have extensive links to international customers and partners. In 2023 the platform had 696 employees.

#### Green Metals

The platform Green Metals are working towards becoming one of the largest and leading metal, battery, electrical and electronic equipment recyclers in the Nordics. They offer a secure and transparent reuse and recycling solutions for their customers, actively developing their value chain through high environmental, social and governance initiatives. In 2023 the platform had 169 employees.

#### Urban Reuse

The platform Urban Reuse is a leading partner for sustainable reuse of buildings and infrastructure in Norway. Today, Urban Reuse has approximately 750 employees across 10 companies. Urban Reuse is the leading national provider of various services within demolition, remediation and life extension of buildings, and also provides a range of services for sorting, handling, reuse and recycling of materials.

#### Global Zirqular Solutions

The platform Global Zirqular Solutions exist to challenge the possibilities in waste materials and providing circularity to global industry players. They are here to accelerate the transition to an efficient circular economy through recycling. Currently they are focused on urban mining through cables, circular solutions for the health industry and re-imagining plastics through industrial scale circular solutions in production of products to a wide range of industries. In 2023 the platform had 203 employees.

#### Green Transitions & Technology – Mana

The platform Green Transitions & Technology Mana is developing solutions to transform non-recycled waste into clean energy and products. Together with their partners across the value chain, they are building downstream infra positions to valorize waste to drastically reduce CO2 emissions and maximize energy output. In 2023 the platform had 15 employees.

#### Green Transitions & Technology – NGm3

NGm3 offers secure handling for excavated materials, construction waste, and other mineral wastes. They operate five sites across Eastern Norway. In 2023 they had 10 employees.





## Digital Solutions

The platform's digital solutions of world-class technology provide the valuable insights needed to streamline waste management. With long-term goals set to reduce operational costs and environmental impacts, their mission is to optimize waste management and enable increased recycling rate. In 2023 the platform had 40 employees.

## Work environment

NG Group shall be at the forefront of the industry as a serious and socially responsible company, also within HSE. Work with health and safety is equated with other management tasks. It should be safe and health-promoting to work in NG Group. The group achieve this through systematic and targeted work on HSE and safety culture, including visible management, risk assessment of our activities, training, sharing of best practice, learning from incidents and communication across the NG Group. We have zero vision for injuries and accidents and the overall goal is to avoid all injuries and accidents. We never compromise on safety. All employees shall return home safely from work - every day. NG Group has integrated HSE work at all levels and the corporate emergency preparedness team works closely with the individual platform to develop common safety measures and industry specific risk management. HSE is an integrated part of NG Group, with close collaboration between management, employees, employee representatives, safety representatives, and the working environment committee (AMU in Norwegian) to assess and identify all work-related hazards. NG Group has defined a set of "lifesaving rules", as a part of the group's safety work, and the platforms communicates the rules in rotation. This ensures that the rules are regularly revisited in meetings and receive extra attention at sites with high-risk activities. Some of NG Group's platforms have further adapted the rules to ensure they are relevant for their own activities.

The group ensures continual attention to and development of safety through the active use of adverse events and regular training. NG Group strives to ensure that all types of adverse events are registered in the quality management system, and systematically follows up on these incidents to identify dangerous conditions or practices and areas for improvement. Near misses, improvements and also positive observations are registered in the system to share best practice. Training is essential to develop and ensuring a strong safety culture. Safety representatives and members of the Workplace Environment Committee are required by law to take a 40-hour HSE basic course, which the group also requires all operative managers to complete. The group has put together an internal course that includes a two-day gathering where key leaders, AMU members, safety representatives and other key employees share their experience to create learning across functions and platforms, and a holistic HSE approach throughout the group. The group sees the importance of its so-called "safety talks", which are conversations where managers walk with employees through production sites to discuss safety culture, positive operational conditions, and challenges the employees face in their daily work. The overall goal is to build safety culture and increased risk awareness, highlight good safety practices, and uncover opportunities for improvement. Platform Green Metals have also incorporated psychological aspects of safety and working condition into their safety talks.

The basic HSE training courses conducted by NG Group are essential part of the groups safety work. In 2023, two courses were conducted with approximately 50 employees in total. Throughout 2023 NG Group have had special focus on preventive HSE work such as sharing lessoned learned and best practice, risk assessment, training and safety talks. In addition, further HSE standardization has been a focus area. High-level policies and procedures are standardized across the group, and standardization regarding minimum standard for protective equipment for employees, visitors and external personnel, as well as safety briefings for visitors were implemented at the end of 2023. NG Group has put together a HSEQ network where head of HSE in the platforms participate. It is led by NG Group's head of compliance, and is used to share best practices, implement, and improve HSEQ processes, and be a sounding board for the CEO and the Executive Committee. In 2023 there were two extended network meetings in addition to the monthly meetings and the annual HSE-day. HSE-day was organized and coordinated across all platforms for the first time in 2022, and in 2023 the focus was on risk assessments and safe job analysis.

Number of Injuries and Consequential Days of Absence

Indicator	2023	2022	2021	2020
Number of work-related fatalities	0	0	0	0
Number of days lost to injuries	705	390	411	397
Number of incidents resulting in absence	14	13	25	19
Number of incidents resulting in injuries	143	131	129	103
Sick leave	6,6%	7%	7%	5%
LTIFR	3.9	3.4	6.8	6.8

## Incidents

The Lost Time Injury Frequency Rate (LTIFR) is a statistic which refers to the number of lost-time injuries per million hours worked. In 2022 the LTIFR was reduced by 50 %, but in 2023 the Group did not reduce any further. The NG Group's LTIFR increased from 3.4 in 2022, to 3.9 in 2023 The group has a zero-vision for incidents and accidents and aims, eventually, to reach a zero LTIFR and will continue working towards this in the future, but LTIFR is volatile in nature, and As a part of the sustainability linked loan (SLL) NG Group has based target for LTIFR on a 3-year rolling average and aim for a 5% annual improvement from the 2022 level going forward. That target was achieved for 2023. There were no incidents with fatal injuries in NG Group in 2023, but the group had a total of 14





injuries that resulted in at least one day of absence, so-called lost-time injuries, which resulted in a total of 705 days of absence. This is an increase from 2022.

#### **Sick leave**

NG Group had set target for short time sick leave in 2023 to 2.5%, with the result of 2.4 %. The target set for total sick leave was 5.0 %, with the result of 6.6 %. The group will increase the focus on reducing sick leave through leadership training and safety to reduce work related sick leave.

#### **NG Standard Fire approach**

Fire risk in waste management facilities has become an increasingly important topic over the past few years, due to increasing quantity of lithium batteries in the waste, concern over local air pollution, runoff of the now polluted water used to put out the fires, and last but not least the risk fire poses to employees and firefighters. Most fires are caused by batteries and the number of batteries in waste will keep increasing the next years of what fire risk is a particular focus area for NG Group. The group approaches fires from a prevention standpoint and works on this continuously. Since 2017 the group has been working on a new standard for facility fire protection, including training, upgrading of equipment and investments in technology. One example is NG Group's largest facility, Groruddalen Miljøpark, which invested in a larger fire extinguisher system as a supplement to the employee contingency. In 2023 platform Recycling and Sustainable Resources had a total of 163 registered incidents in 2023, but zero serious fires. NG Standard fire approach has gone from being a project to being part of NG Group's internal quality management system. It is essential that employees understand and use the systems, and the frequent training of the employees is essential.

#### **Engaged employees are the foundation for our success**

At NG we acknowledge that engaged and content employees are the foundation for our success, and we always search for employee insight to make sure we are in touch with our organization, and that we make the right decisions. In 2023 a new approach targeting employee engagement (EES) was introduced, and the data from this EES survey will form the baseline for the NG Group's dedicated work with employee wellbeing and employee engagement in the years to come. The objective of the EES is to listen to our employees by establishing an organizational development process founded in real time data. The survey target cultural aspects that we believe is vital for us to succeed, such as diversity and inclusion, leadership, our previous mentioned "WE-culture", and general employee wellbeing. We put in extensive work in our EES, to make sure that the questions and areas covered were relevant for both our office-based employees as well as the magnitude of production workers across our sites and countries. The survey was distributed in ten languages to our more than 2200 employees in the last half of 2023 with a massive response rate of 77 % and an overall engagement score of 66 % for the Group. To ensure ownership and continued focus on the results from the employee engagement survey, we work frequently with it across the whole organization, making it part of our strategic focus through workshops, our bonus models and our coming leadership training, to name a few. In addition to our yearly EES, some of our platforms also use frequent pulse surveys to help us understand how people really feel through consistent employee feedback, with concrete insights on how to support them. This gives us a better view on what's happening in the organization from week to week, and in 2024 the remaining platforms will also implement these pulse surveys.

#### **Diversity and equal opportunities - values that support our goals and strategy**

NG Group believe that diversity will make us a more attractive employer as well as provide us with the platform needed to pioneer circularity. Diversity in gender, age, culture, and different backgrounds will contribute to a sound and dynamic working environment and harmonize with NG Group's values and strategic focus on attracting and retaining the right talent. We have a massive focus on setting a new industry level for gender diversity with a Group target KPI of 40% women in management and specialist functions within 2027. NG Group has a stated zero tolerance for harassment and discrimination. The purpose of the Gender Equality Act is indicative through recruitment, pay and working conditions, promotion, development opportunities, and protection against harassment. Guiding with reference to whistleblowing is easily available on both intranet and homepage, in Norwegian and in English. In 2023 NG Group conducted a survey towards our female employees to get clear feedback on how we can ensure that NG Group is a great place to work for women and men alike. We experienced a great response rate and received valuable and actionable data. Several measures were set in place, such as full pay and general pay increases for all during parental leave, separate toilets/locker room facilities for women and dedicated facilities for nursing mothers, safety gear/clothing/shoes tailored for women, and a general mindset of flexibility to better accommodate employees' family needs. We have put formal directions on gender diversity in our succession and recruitment processes to battle unconscious bias, and all open positions will of course be advertised internally. Equal pay is another area that sends a clear signal. Hence, during the annual review of employee salaries, a pay equity assessment for equal work or work of equal value is always conducted.





## Number of employees and FTEs

Indicator	2023 Result	2022 Result	2021 Result
Number of employees	2277	2176	1862
Number of FTEs	2214	2052	1792
Number of female employees	382	356	279
Number of female FTEs	368	343	278
Number of male employees	1895	1822	1583
Number of male FTEs	1846	1709	1514
% of female employees	17%	17%	15%
Nationalities	45	35	No data available
Female Leaders and Specialists	33%	29,5%	No data available

### We never compromise on safety

HSE is a major focus for all Platforms in the NG Group. Being a major player within the industry, it is vital that the group shows leadership in safe and sustainable operations. We do this by challenging and inspiring employees to find solutions and take on more responsibility, which in return results in continuous improvement, a good learning culture and increased employee satisfaction. We work specifically on tightening the link between safety, language, and cultural origin. NG Group is an approved apprenticeship company (Godkjent Lærebedrift), training is offered with focus on safety and collaboration. In 2023, almost 100 employees were offered a free course in the Norwegian language. A continuous work to broaden employees' skills and competency is done through the NG Academy, an internal channel for training and courses. Additionally, many platforms have their own initiatives.

## Climate and environment

In NG Group we have the infrastructure and networks to drive circular economy solutions. NG Group's central business activities – facilitating recycling and material recovery – reduce society's total greenhouse gas emissions by keeping resources in the value chain for longer and reducing the necessity of extracting primary resources. These efforts reduce global emissions and contribute to the mitigation of climate change. However, the same services generate greenhouse gas emissions from transportation of waste, and through our sorting and processing operations. The largest source of greenhouse gas emissions from NG Group's activities is indirect emissions from downstream waste handling and processing, such as incineration plants or metal remelting facilities. We are working to reduce both direct and indirect emissions from our activities. One of the dilemmas we face, is that increasing the share of waste sent to recycling and material recovery generally has higher associated greenhouse gas emissions compared to solutions lower in the waste hierarchy, thus increasing our scope 3 emissions. We are setting quantified absolute emissions reduction targets for scope 1 and scope 2, and for the non-waste related part of our scope 3 emissions. The waste-related emissions are part of our greenhouse gas accounting and are addressed through our avoided emissions.

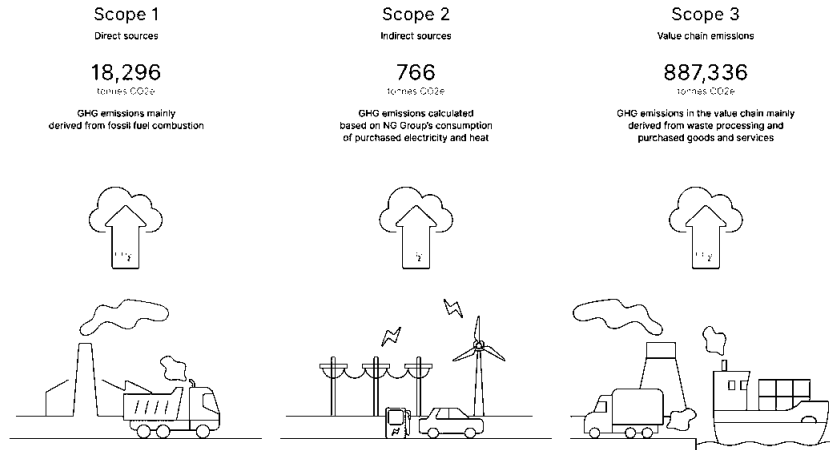
To address our scope 1 emissions, we are replacing part of our fleet with zero-emissions vehicles and equipment and incorporating the use of biofuels. In addition, we are streamlining our operations by route optimization, and identifying alternative transportation solutions with a lower climate impact – such as trains and ships. Our subsidiary, Reen, have developed sensors that provide real-time updates on the fill level of waste receptacles to minimize the total number of collection trips. We are using the location-based approach to calculate our scope 2 emissions from purchased electricity, and we are working to reduce our energy use through targeted efficiency measures, such as the strategic selection of energy efficient partners. We have not purchased guarantees of origin to reduce our footprint, as our opinion is that there are better suited options to ensure sustainable power use.

In 2023, we revised our greenhouse gas reporting regime to be in-line with the GHG Protocol, and developed a new, robust, in-house accounting tool to collect data and calculate related emissions. The accounting tool is built for a stepwise transition towards automated data collection of both activity and spend-based data.





## Overview of Group Consolidated GHG Emissions



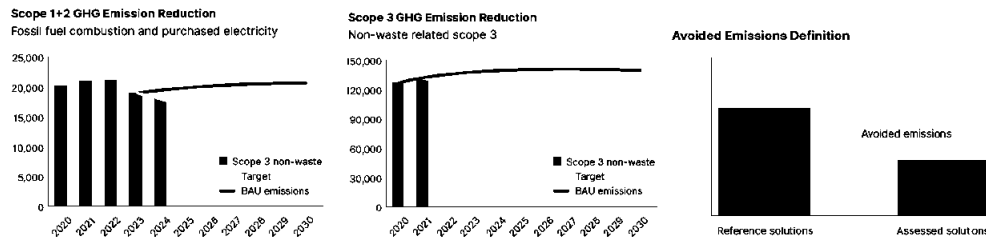
### Targets

In April 2023, NG Group submitted targets for validation to the Science Based Targets initiative (SBTi) and at the time of publication is awaiting review and validation. SBTi is a global initiative to validate if corporate emissions reduction targets are in line with what the latest climate science deems necessary to meet the Paris Agreement goals of limiting global warming to 1.5°C above pre-industrial levels. We have set out an absolute reduction target for scope 1 and 2 emissions by 42% by 2030, compared to the baseline year 2023. For scope 3 emissions the absolute reduction target is 25% by 2030, compared to the 2023 baseline. Furthermore, we have set targets to reach net zero emissions by 2050. We are actively working towards these targets by implementing concrete, technologically and economically feasible emissions reduction plans.

### Avoided Emissions

When recycled raw materials replace the need for primary resources, significant emissions resulting from the extraction of virgin materials can be avoided. To understand this contribution to global net zero efforts, the concept of avoided emissions has been introduced. WBCSD have in collaboration with Carbone 4 made a guidance on avoided emissions, which aims to establish a proper robust framework to prevent any misuse of this assessment, including the risk of greenwashing. Avoided emissions refer to the reduction in greenhouse gas emissions associated with a particular solution compared to a reference solution<sup>2</sup>. In NG Group, we calculate avoided emissions for material recycling by considering the emissions related to the use of the marked average blend of virgin and recycled material compared to recycled material alone. Additionally, materials sent for energy recovery are factored into our avoided emissions calculations. In this context, avoided emissions are calculated on the premise that the emissions from energy recovery of the material serve as a substitute for the utilization of Scandinavian district heating. If this results in lower emissions compared to the emissions associated with Scandinavian district heating, it is accounted for as avoided emissions.

Norsk Industri, The Federation of Norwegian Industries has previously developed emissions factors for avoided emissions and end-of-life treatment for the waste management sector in Norway. Presently these factors are used as the basis for our avoided emissions calculations. We are currently in the process of refining these to better reflect our physical realities, in accordance with best practice. In 2023, NG Group's work with recycling, material recovery and energy recovery of materials contributed to the avoidance of over 1.4 million tons of CO<sub>2</sub> equivalents. One of the largest contributors to these emissions was the groups handling of over 250,000 metric tonnes of metals, as the extraction of virgin metals is highly emission intensive.





## Volumes

In 2023, NG Group handled 2.025 million tons of waste. We are committed to taking a leading role in the transition to a low-carbon future where materials are kept in the loop for as long as possible and continuously strive to increase the share of waste handled at the higher levels of the waste hierarchy. Therefore, we have set an ambitious target of a 75% recycling and material recovery rate by 2025. To achieve this goal, we are optimizing our sorting processes, and implementing better downstream solutions through new technology, partnerships, and expansion of operations. We are working closely with our upstream and downstream customers to continuously search for innovative new solutions to enable circular value chains where resources are utilized efficiently, and waste is minimized. Succeeding will reduce waste handling emissions and the need for raw material extraction. It is, however, important to note that there will, for the foreseeable future, be a need for responsible handling of waste that cannot be kept in the loop. This includes some types of hazardous waste which are potentially harmful to the environment. NG Group is dedicated to actively seeking solutions for safely handling this type of waste with minimal emissions and impact on nature.

## Other information

Statement on the work with fundamental human rights and decent working condition, according to the transparency act, can be found on NG Group's website.

## Financial Reporting

The consolidated financial statement of Summa Circular Holdco AS have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations from the IFRS Interpretations Committee (IFRIC), as determined by the EU. In the Board's opinion, the submitted profit and loss account, cash flow statement, balance sheet and notes give a true and fair view of the company's operations and position at the end of the year.

### Income Statement

The Group's total operating income was MNOK 8 402 (2022: MNOK 7 824), and the total operating costs was MNOK 8 095 (2022: MNOK 7 477). The Group's operating profit was MNOK 307 in 2023 (2022: MNOK 348). Decrease in operating income is partly driven by strategic price adjustments. Operating costs are increasing in line with activity and inflation, but the Group is able to keep cost increases as low as possible, thereby gaining an uplift in operating profit.

The Group's net financial income was MNOK 8 in 2023 (2022: MNOK 4). The Group's financial expenses primarily relate to interest on bank financing and interest on lease liabilities of MNOK 447 (MNOK 290). The Group has had a positive effect on hedging instruments equals to MNOK 9 (MNOK -27), which is included in Net Currency loss.

The Group's loss before tax was MNOK -124 in 2023 (2022: MNOK 34). The consolidated loss of the year was MNOK -96 (2022: MNOK 12).

### Balance, Financing and liquidity

By year end 2023, total non-current assets were MNOK 6 326 (2022: MNOK 6 012). Out of this, intangible assets were MNOK 3 110 (2022: MNOK 3 087). Additions related to property, plant and equipment was MNOK 276 in 2023 (2022: MNOK 291).

By year end 2023, total current assets were MNOK 1 465 (2022: MNOK 1 192). Out of this, receivables were MNOK 1 022 (2022: MNOK 764) and Cash and Cash equivalents were MNOK 104 (2022: MNOK 124).

The Group's equity as of 31.12.23 was MNOK 1 599 (2022: MNOK 1 304), indicating an equity share of 21% (2022: 18%). By year end 2023, total liability was MNOK 6 191 (2022: MNOK 5 899). For more information about Borrowings, see note 21.

### Cash Flow

The Group's cash flow from operating activities was MNOK 580 (2022: MNOK 573). The difference between the cash flow from operating activities and the Group's operating profit is MNOK 273 (2022: MNOK 225), which is mainly due to adjustment related to depreciation and amortization.

Net cash flow from investing activities was MNOK -313 (2022: MNOK -585). The group has invested MNOK -352 (2022: MNOK -282) in non-current assets and sold non-current assets for MNOK 23,9 (MNOK 24,4). Remaining amount is mainly related to purchases of subsidiaries and associated companies.

Net cash flow from financial activities was MNOK -287 (MNOK -188), which mainly relates to payment of interest and proceeds from shares issued. At the end of 2023, total cash and cash equivalents was MNOK 104 (MNOK 124).





## Going Concern

In connection with the Accounting Act §3-3a (Regnskapsloven §3-3a), we hereby confirm going concern. The Financial statements 2023 and forecasts do not indicate any issues related to the Group's going concern.

## Statement of the parent company's Financial Statement

### Nature of business

Summa Circular Holdco AS is the holding company in the Group. The company's role is to manage ownerships in the subsidiaries.

### Income Statement

The holding company's total operating costs was MNOK 0 and the result before tax was MNOK 59 in 2023.

### Equity and Solvency

By the end of 2023, the holding company's equity was MNOK 4 281. The balance consists mainly of equity and investments in subsidiaries.

### Allocation of net income

The Board of Directors has proposed the total profit of Summa Circular Holdco AS of MNOK 46 to be transferred to other equity.

## Risk management

Risk management in the Group, is an integral part of the company's business activity. Risk management is divided between the operational entities, which has the main responsibility of risk management including, strategic risk, financial risk, operational risk and compliance of laws and rules within their business area. The Group CSO has the main responsibility for overall guidelines and framework, and reports consolidated risk status annually to Group BoD. The Group CSO establish guidelines and routines for how to handle compliance risk, including coordinates and carries out an overall risk assessment. Below is a description of risks factors that may affect our business and economic position in short term and long term.

### Health, Safety and Environment

The Group is involved in collection and handling of industrial, commercial and household waste (both hazardous and non-hazardous), demolition and environmental remediation (asbestos, PCBs etc.), has operations with a lot of energy (pressure, voltage, height) and has a significant transport business. Therefore, employees in the Group are to a greater or lesser extent exposed to health and safety risks when carrying out their work. The same applies to hired personnel, subcontractors and other visitors and passers-by, who are in contact with the Group's operations. The Group can be held financially responsible for accidents and other HSE-related incidents.

The Group has several licenses and permits from the authorities in various jurisdictions that allow the Group to operate in the waste industry and/or produce recycled raw materials, and to handle, transport, export and import various types of waste. Loss of such licenses and permits can have a significant negative impact on the business in the Group. To ensure that we continuously operate in accordance with permits and regulations, we regularly conduct conformity assessments of both permits and relevant regulations. As part of NG Group's internal control, internal and external audits and inspections are also conducted. This is how we improve operations and ensure compliance with permits and relevant regulations.

The Group's operations can lead to significant pollution of the air, soil or water. The group can also be held financially responsible for such environmental pollution or damage. In order to prevent such pollution or damages, it has implemented strict risk routines and procedures, all in line with permits from the authorities.

### Insurance risk

The Group's insurance policies cannot necessarily cover all potential liabilities in the Group. There is a risk that the Group will suffer large losses that will not be covered by any insurance. Fire incidents at waste facilities in Norway are a growing problem in the industry. Consequently, most insurance companies do not want to insure this risk. Despite this, the Group has satisfactory insurance for all its facilities, equipment and operations. This is a result of the Group's strategy of continuous improving operations, increased focus on internal control and significant investments within fire-reducing.

### Compliance and Regulatory risk

The Group operates in a strictly regulated business. Changings in laws and regulations might have impact on the Group's operations and financial results. The Group implements necessary measurements in order to meet this changes in order to reduce risk of regulatory breach.





## Risk associated with fraud, bribery and corruption

There is a relatively high inherent risk of fraud, bribery and corruption in several of the Group's business areas. The Group is particularly exposed to such risks in connection with the use of agents abroad, including Asia. Although the Group has established routines and several comprehensive risk-reducing measures to prevent the occurrence of fraud, bribery and corruption, there will be some residual risk associated with such offences. Involvement in corruption or other illegal activities by the Group's board members, employees, agents, business partners or customers may have a significant negative impact on the Group's operations, such as civil or criminal sanctions, exclusion from public tenders and/or loss of reputation. The group mitigate these risks by IDD checks, audits and training.

## Cyber Security

The last years, the Group has gone through extensive digitalization and the digitalization development is continuing. With other words, the Group's infrastructure and data are increasingly depending on technology and internet connection. Undesirable events can occur through criminal acts or through errors. Failure to manage these risks can result in financial losses, as well as service availability and competitiveness. The Group is strengthening its cyber security measures with a security program to support the digitalization process and increase cyber resilience throughout The Group. The security program takes into account upcoming EU legislation for cyber resilience and emphasizes strengthened security measures to adapt to a heightened threat picture.

## Strategic risk

The Group need to be aware of the risk of inability to keep up with significant or disruptive competitive landscape and markets leading to financial loss outside risk appetite. The Group mitigate this risks by having measures like building an innovation culture and mindset, and agile decision making within platforms, as well as implementing and leverage digital systems.

## Financial risk and risk management

### Currency risk

The Group has international operations and is exposed to foreign currency risk that arises due to transactions in several currencies, especially EUR, SEK, DKK and USD. To mitigate currency risk, efforts are made to establish long-term loans, generally in the same currencies as the underlying exposure and cash generation. Forward currency contracts are used for main currencies to mitigate the impact of changes in exchange rates.

### Interest rate risk

The Group's interest rate risk arises from non-current liabilities. Debt issued on the basis of variable rates entails the Group being exposed to interest rate risk that impacts the cash flows. The Group manage interest rate risk linked to cash flows using interest rate swap contracts. The Group's guidelines entail hedging a minimum of 60 per cent of its long-term loans entered into with variables rates that are also anchored in the Group's loan agreements.

### Liquidity risk

The finance department monitors rolling forecasts of the Group's liquidity requirements to ensure that it has enough cash on hand to meet operational needs and always maintains a satisfactory margin in relation to the unused loan facility to ensure that the Group does not breach requirements set out in the loan agreement. The Group's financing needs are covered through bank loans.

### Credit risk

Credit risk is managed at a group level. Credit risk arises from bank deposits, financial instruments, deposits in banks, financial institutions and through exposure to customers. The Group has experienced few losses related to outstanding trade receivables the last years. The credit risk associated with each new customer is analyzed and rated before payment and delivery terms are offered. Individual risk limits are determined based on internal and external ratings based on guidelines set by the Group.

### Price risk

The Group is exposed to price risk linked to raw materials. To mitigate the price risk, the Group enters concurrent downstream contracts for volumes from upstream activities wherever possible. Price risk linked to metals are hedged in financial markets. The development in raw material prices through 2023:

- **Residual waste:** In first half of 2023 there was a shortage of residual waste to energy, which was mainly due to demanding import conditions from rest of Europe into Scandinavia. In the second half of the year, it was again possible to build inventories when import markets functioned better and consumption was reduced due to low energy prices in the autumn. Cost to deliver waste to energy to downstream plants were low throughout 2023, but the signals towards 2024 were that these would again be pushed up due to better finances and access to quantities for imports from other countries in Europe. In Norway, the CO2 fee increases dramatically at the start of 2024. The CO2 fee (EU/ETS) in Sweden and Denmark was high throughout the year and seems to be more stable as 2024 progresses.
- **Steel and metals:** There was a slight increase in prices during the first quarter. Prices then came down the following two quarters and bottomed out end of summer. Prices has been relatively stable, but slightly increasing at the end of the year.





- **Waste wood:** Waste wood experienced a rapid increase in demand due to the energy crisis in Europe, and consequently incurred rising gate-fees throughout 2023. The gate-fees now appears to be at a peak at the end of 2023, this because we have reached a point of more stable energy prices and some plants are dragging down production and consumption as it is not profitable. In the second half of the year, we have made good progress with deliveries of waste wood for material recycling, and buyers have to pay a marketable price compared to energy recovery.
- **Transportation/delivery:** We experienced generally good availability of transportation by road throughout the year, however due to unstable fuel prices, decreased import due to increasing of interests, there was significant boost in transport costs, that has been stable high throughout the year. The shipping market held a stable path within the availability of vessels in the market, simultaneously with a small decrease in freight prices that kept stable throughout 2023 compared to 2022.
- **Plastic:** The market for recycled plastic has been under pressure in 2023. Low prices of virgin material in combination with weaker demand for consumer products, due to the overall market situation with higher interest rates and inflation, results in a lower need for recycled plastic materials.
- **Paper:** The market for recycled paper was under pressure in 2023. Reduced demand for paper in the market due to the lack of economic activity. Last six month in 2023, the selling price of finished paper decreased, but the marked price of recycled paper increased due to good export prices and low transport rates to Asia

### General market risk

The Group is exposed to economic cycles beyond the Group's control. Changes in the business, as a result of general economic conditions, affect resource consumption and waste volume, and consequently the demand for the Group's products and services, even though the Group benefits from differentiation through a large geographical area and wide range of activities.

- **Competition in the market**

All business areas where the Group is active are exposed to competition.

- **Client risk**

The Group is generally dependent on orders under framework agreements with customers for the sale of its products and services. This creates an uncertainty regarding future income. Although the group has a diversified customer base, lower sales volumes linked to one or more of the existing framework agreements, or the loss of customers or framework agreements for whatever reason, can have a significant negative impact on the Group's financial results. The group is also dependent on participating in and being awarded assignments in public tenders. No guarantees can be given that the group will be awarded assignments under such public tenders in the future. The group has over 40 000 customers, which results in a low degree of customer concentration.

- **Estimated risk in tender processes**

The Group may fail to effectively calculate risk, costs or timing when preparing tenders. Errors and deficiencies in tender processes can have a significant negative impact on the Group's profitability.

## Liability insurance for the Board and Executive Committee

Both the member of the Board and the executive committee are covered by a Liability Insurance. The insurance covers personal legal liabilities including defence and legal costs. The insurance provides protection when compensation claims are made against the insured as a result of an actual or alleged error/omission that he has incurred as a result of his assignment for the group. The insurance covers both damage/liability and defense costs up to a total annual sum of SEK 100 million. An example of an exception in the insurance is an intentional criminal act.

## Expected financial development

The Groups financial result has decreased slightly compared to last year. It is marked by a challenging macro-economic and market environment and inflation continues to strike. Despite this, a positive development emerged as the group effectively mitigated the impact of unfavorable financial trends through strategic pricing adjustments and cost optimization. Despite challenging market conditions, the Group maintains a resilient outlook, anticipating inflation to remain relatively moderate with fiscal policies and prudent monetary measured serving to mitigate significant spikes. The impact from the ongoing conflicts in Ukraine and the Middle East, has remained minimal on business operations. While the situations in these regions continue to be concerning, our business has not experienced material disruptions or significant adverse effects. We remain vigilant and closely monitor development. Looking forward the Group expects positive development during 2024 with improved metals market conditions and positive trends to continue for RSR. Solid order books in demolition and operational enhancements in household collection and industrial services underpin the optimism despite the ongoing market challenges faced by NG Group.





Summa Circular Holdco AS – Annual Report 2023

Lysaker 29 May 2024

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Hannah Gunvor Jacobsen

Chair of the board





## Consolidated financial statements





## Consolidated financial statements

### Consolidated Income Statement

<i>(NOK thousands)</i>	Notes	2023	2022
Revenue	4, 5	8 362 344	7 791 169
Other income	6	40 142	33 289
<b>Total operating income</b>		<b>8 402 486</b>	<b>7 824 458</b>
Cost of materials	5, 16	4 508 438	4 298 430
Employee benefits expense	7	1 918 048	1 696 436
Depreciation and amortization expense	12, 13, 14	594 291	539 166
Other operating expenses	8	1 112 563	941 876
Other (gains)/losses – net	9	(33 521)	8 343
Share of profit/(loss) from associated companies	15	4 189	7 370
<b>Operating profit</b>		<b>306 856</b>	<b>347 577</b>
Finance income	10	8 037	3 670
Finance costs	10	447 461	289 788
Net currency gain/(loss)	10	9 008	(27 352)
<b>Profit before income tax</b>		<b>(123 560)</b>	<b>34 107</b>
Income tax expense	11	(27 492)	22 035
<b>Profit (loss) for the period</b>		<b>(96 068)</b>	<b>12 072</b>
<b>Profit attributable to:</b>			
Owners of the parent	20	(89 129)	(8 361)
Non-controlling interests	27	(6 939)	20 433





## Consolidated Statement of Comprehensive Income

<i>(NOK thousands)</i>	Notes	2023	2022
<b>Profit (loss) for the period</b>		<b>(96 068)</b>	<b>12 072</b>
<b>Items that will be reclassified to profit or loss</b>			
Currency translation differences	20	4 056	(4 065)
<b>Other comprehensive income</b>		<b>4 056</b>	<b>(4 065)</b>
<b>Total comprehensive income</b>		<b>(92 012)</b>	<b>8 007</b>
<b>Total comprehensive income attributable to:</b>			
Owners of the parent	20	(85 073)	(12 426)
Non-controlling interests	27	(6 939)	20 433





## Consolidated Statement of Financial Position

ASSETS (NOK thousands)	Notes	31.12.2023	31.12.2022
<b>Non-current assets</b>			
Property, plant and equipment	13	1 017 685	948 652
Right of use assets	14	1 773 615	1 658 993
Intangible assets	12	326 196	323 330
Goodwill	12	2 784 407	2 763 789
Deferred tax assets	11	240 202	217 241
Investments in associated companies	15	149 096	58 310
Pension asset		23 399	1 711
Other non-current receivables	17	10 995	39 726
<b>Total non-current assets</b>		<b>6 325 595</b>	<b>6 011 752</b>
<b>Current assets</b>			
Inventories	16	336 697	302 110
Trade receivables	5, 17	726 173	492 119
Other receivables	5, 17	295 910	272 324
Other financial assets	26	2 586	1 231
Cash and cash equivalents	18	103 552	124 347
<b>Total current assets</b>		<b>1 464 918</b>	<b>1 192 131</b>
<b>Total assets</b>		<b>7 790 513</b>	<b>7 203 883</b>





## Consolidated Statement of Financial Position

### EQUITY AND LIABILITIES

<i>(NOK thousands)</i>	Notes	31.12.2023	31.12.2022
<b>Equity</b>			
Total equity attributable to owners of the parent	19, 20	1 438 731	1 148 157
Non-controlling interests	27	160 859	156 059
<b>Total equity</b>		<b>1 599 590</b>	<b>1 304 216</b>
<b>Non-current liabilities</b>			
Non-current borrowings	21	2 472 646	2 458 228
Non-current lease liabilities	14	1 552 148	1 463 292
Non-current derivative financial instruments	26	92 941	22 829
Deferred tax liabilities	11	52 671	71 810
Post-employment benefits	7	23 500	19 220
Non-current provisions	22	98 980	58 981
<b>Total non-current liabilities</b>		<b>4 292 886</b>	<b>4 094 360</b>
<b>Current liabilities</b>			
Trade payables	5, 25	588 013	423 612
Other payables	5, 23	753 914	779 892
Income tax payable	11	8 513	51 403
Current borrowings	21	182 641	154 621
Current lease liabilities	14	354 512	344 054
Current derivative financial instruments	26	2 135	29 216
Current provisions	22	8 309	22 511
<b>Total current liabilities</b>		<b>1 898 037</b>	<b>1 805 309</b>
<b>Total liabilities</b>		<b>6 190 923</b>	<b>5 899 699</b>
<b>Total equity and liabilities</b>		<b>7 790 513</b>	<b>7 203 885</b>

Lysaker 29 May 2024

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Hannah Gunvor Jacobsen  
Chair of the board





## Consolidated Statement of Cash Flows

<i>(NOK thousands)</i>	Notes	2023	2022
<b>Profit (loss) before income tax</b>		<b>(123 560)</b>	<b>34 107</b>
Taxes paid		(59 680)	(29 739)
Depreciation, amortization and write-downs	12, 13	594 291	539 166
Net finance cost (income)		430 416	315 069
Net (gain) loss on sale of non-current assets		(18 119)	(11 578)
Share of profit from associates		(4 189)	-
Changes in post-employment benefits		(17 408)	(2 446)
Changes in long term receivables		22 654	-
Changes in inventories		(34 887)	(10 142)
Changes in trade and other receivables		(257 613)	46 879
Changes in trade and other payables		138 422	(32 742)
Changes in other provisions		(90 354)	(29 346)
<b>Net cash flow from operating activities</b>		<b>580 273</b>	<b>819 228</b>
Payment for intangible assets, property, plant and equipment	12, 13, 14	(352 323)	(282 265)
Proceeds from sale of fixed assets	15	23 931	24 386
Proceeds from sale of shares		25 573	-
Payment for acquisition of subsidiaries and associated companies, net of cash		-	(337 528)
Dividends from associated companies	15	15 000	4 000
<b>Net cash flow from investing activities</b>		<b>(287 819)</b>	<b>(591 407)</b>
Repayment of borrowings external	21	(36 526)	(2 155 817)
Proceeds from borrowings	21	131 646	2 571 842
Net change in credit facility		(44 913)	-
Payment of principal portion of financial lease	14	(286 288)	(270 936)
Payment of interest	14, 21	(330 146)	(343 702)
Proceeds from shares issued	19	553 455	-
Dividends paid to non-controlling interests	27	-	(988)
Transactions with non-controlling interests	27	(300 149)	11 809
<b>Net cash flow from financial activities</b>		<b>(312 921)</b>	<b>(187 792)</b>
<b>Net increase in cash and cash equivalents</b>		<b>(20 467)</b>	<b>40 029</b>
Foreign currency effects on cash		(328)	(4 011)
Cash and cash equivalents at beginning of period	18	124 347	88 329
<b>Cash and cash equivalents at end of period</b>		<b>103 552</b>	<b>124 347</b>





## Consolidated Statement of Changes in Equity

<i>(NOK thousands)</i>	Notes	Share capital	Share Premium	Not registered capital increase	Retained earnings	Total	Non-controlling interests	Total equity
<b>Balance at 1 January 2023</b>		<b>130 539</b>	<b>1 662 269</b>	-	<b>(644 651)</b>	<b>1 148 157</b>	<b>156 059</b>	<b>1 304 216</b>
Profit for the year		-	-	-	(89 129)	(89 129)	(6 939)	(96 068)
Other comprehensive income		-	-	-	3 284	3 284	772	4 056
<b>Total comprehensive income</b>		-	-	-	<b>(85 845)</b>	<b>(85 845)</b>	<b>(6 167)</b>	<b>(92 012)</b>
Proceeds paid business combination common control	28	(130 539)	(1 662 269)	-	(1 774 044)	(3 566 852)		(3 566 852)
Effect capital increase minorities	27				135 637	135 637	148 728	284 365
Share capital increase	19	30	-	4 280 979	-	4 281 009	-	4 281 009
Dividends paid to non-controlling interests		-	-	-	-	-	(494)	(494)
Other transactions with non-controlling interests	27	-	-	-	(473 375)	(473 375)	(137 267)	(610 642)
<b>Total transactions with owners</b>		<b>(130 509)</b>	<b>(1 662 269)</b>	<b>4 280 979</b>	<b>(2 111 782)</b>	<b>376 419</b>	<b>10 967</b>	<b>387 386</b>
<b>Balance at 31 December 2023</b>		<b>30</b>	<b>-</b>	<b>4 280 979</b>	<b>(2 842 278)</b>	<b>1 438 731</b>	<b>160 859</b>	<b>1 599 590</b>

	Share capital	Share Premium	Retained earnings	Total	Non-controlling interests	Total equity
<b>Balance at 1 January 2022</b>	<b>130 359</b>	<b>1 662 269</b>	<b>(639 633)</b>	<b>1 153 175</b>	<b>135 164</b>	<b>1 288 339</b>
Profit for the year	-	-	(8 361)	(8 361)	20 433	12 072
Other comprehensive income	-	-	(4 449)	(4 449)	384	(4 065)
<b>Total comprehensive income</b>	-	-	<b>(12 810)</b>	<b>(12 810)</b>	<b>20 817</b>	<b>8 007</b>
Dividends to non-controlling interests	-	-	-	-	(988)	(988)
Other transactions with non-controlling interests	-	-	7 792	7 792	1 066	8 858
<b>Total transactions with owners</b>	-	-	<b>7 792</b>	<b>7 792</b>	<b>78</b>	<b>7 870</b>
<b>Balance at 31 December 2022</b>	<b>130 359</b>	<b>1 662 269</b>	<b>(644 651)</b>	<b>1 148 157</b>	<b>156 059</b>	<b>1 304 216</b>

See notes 19 and 20 for additional information on equity allocated to the shareholders in the parent company and note 27 for information related to non-controlling interests.





## Notes to the consolidated financial statements

### 1 General information

Summa Circular Holdco AS is controlled through an investment structure by Summa Equity AB. Summa Circular Holdco AS holds 88,5 percent of the shares in NG Midco AS, which owns the holding company in NG Group.

In 2023 the Group has been through reorganization of ownership. Both Summa Equity Fund I AB and Summa Equity Fund III AB has continued their ownership, together with a new shareholder in Summa Circular AB. As a result of this transaction NG Topco AS was liquidated, and replaced by Summa Circular Holdco AS. As the Group is ultimately controlled by Summa Equity AB both before and after the transaction, the transaction is seen as a business combination under common control. The acquisition was recognised using pooling of interests method, where identifiable assets and liabilities of the existing NG Midco AS were incorporated at their precombination values. See note 28 for additional information.

In the consolidated financial statement the transaction is presented retrospectively, as if Summa Circular Holdco AS was the parent of NG Midco AS from 1.1.2022. All activities, assets and liabilities of the NG Midco AS group is included in the comparative numbers for 2022, and for the full year 2023. Issuance of new equity in Summa Circular Holdco AS is recognised at the transaction date 30 November 2023, together with the equity effect that arise because the use of pooling of interest method.

The Summa Circular Holdco Group is Norway's largest supplier of recycling and environmental services. The services provided include waste management, metal recycling, industry cleaning services, hazardous waste management, downstream solutions, household waste collection, demolition, environmental remediation, and secure shredding services.

The Company's corporate office is in Lysaker, Norway. The Group has business interests in Norway, Sweden, Denmark, Finland, Poland and the UK.

### 2 Basis for preparation

#### Basis for preparation

The consolidated financial statements of Summa Circular Holdco Group AS and its subsidiaries are prepared in accordance with IFRS accounting standards as adopted by the European Union (EU) and Norwegian authorities and effective as of 31 December 2023 and additional requirements in the Norwegian Securities Act.

The consolidated financial statements are prepared on a historical cost basis, with a few exceptions. Certain assets, liabilities and financial instruments are measured at fair value through profit or loss, or at fair value over other comprehensive income. The financial statements are prepared based on the going concern assumption.

The preparation of annual financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the amounts reported. Actual results may differ. Areas in which uncertainties tend to exist regarding material estimates and critical accounting assumptions and assessments are described below.

#### *Presentation and functional currency*

The consolidated financial statements are presented in thousands of Norwegian kroner. The Norwegian krone (NOK) is the functional currency which is both the parent company's functional currency and the Group's presentation currency. As a result of rounding differences, amounts and percentages may not add up to the total. For each entity, the Group determines the functional currency based on the primary economic environment in which the entity operates, i.e., normally the one in which the entity primary generates and expends cash.

#### **New standards and changes to accounting policies**

New amended standards that applied for the first time in 2023 with significant material impact to the consolidated financial statements in 2023 include:

#### *Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2*

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their "significant" accounting policies with a requirement to disclose their "material" accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to IAS 1 are





effective for these consolidated financial statements beginning 1 January 2023. The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's financial statements.

Voluntary changes in accounting policies:

No material changes have been made to standards and interpretations that have had a material effect on the Group's consolidated financial statements.

## Consolidated subsidiaries and investments in associated entities

The subsidiaries are divided into six strategic platforms named Recycling & Sustainable Resources (RSR), Green Metals (GM), Urban Reuse (UR), Global Zirkular Solutions (GZS), Green Transition & Technology (GTT) and Digital Solutions (DS).

The Group's consolidated financial statements include the following consolidated subsidiaries and equity-accounted associates:

Parent enterprises and subsidiaries	Office	Ownership	Platforms
Summa Circular Holdco AS (Parent)	Oslo	100%	HQ
NG Midco AS	Lysaker	88.5%	HQ
Norsk Gjenvinning Norge AS	Lysaker	100%	HQ
NG Group AS	Lysaker	100%	HQ
Norsk Gjenvinning Miljøeiendommer AS	Lysaker	100%	HQ
Adact AS	Oslo	100%	HQ
Norsk Gjenvinning AS	Lysaker	100%	RSR
Norsk Gjenvinning Downstream AS	Lysaker	100%	RSR
NG Secure AS	Lysaker	100%	RSR
Humlekjær og Ødegaard AS	Fredrikstad	100%	RSR
Tomwil Miljø AS	Lysaker	100%	RSR
Løvås Transportfirma AS	Alnabru	100%	RSR
Norsk Gjenvinning Transport AS	Alnabru	100%	RSR
NG Oppstrømtransport AS	Alnabru	100%	RSR
iSekk AS	Oslo	100%	RSR
Revise AS	Lysaker	100%	RSR
Tenden Miljø AS	Stryn	100%	RSR
Miljøkvalitet AS	Ikornnes	100%	RSR
Østfold Gjenvinning AS	Fredrikstad	100%	RSR
Kaupang Markets AB	Täby	100 %	RSR
O Tenden Holding AS	Stryn	100%	RSR
Jarnes Miljøpark AS	Ikornnes	66%	RSR
Metodika Miljøpark AS	Lysaker	100%	RSR
Norsk Gjenvinning Metall AS	Lysaker	100%	GM
NG Metall AB (Sweden)	Katrineholms	100%	GM
Sims Recycling Solutions AS	Sarpsborg	100%	GM
NG Metall Holding AB (Sweden)	Gothenburg	100%	GM
Norsk Gjenvinning M3 AS	Lysaker	100%	GTT
Asak Massemttak AS	Lysaker	100%	GTT
Midt-Norge Massemttak AS	Lysaker	100%	GTT
Kopstad Massemttak AS	Lysaker	100%	GTT
Borge Massemttak AS	Lysaker	100%	GTT
Eikefet Massemttak AS	Lysaker	100%	GTT
Mana AS	Oslo	100%	GTT
Holmen Massemttak AS	Lysaker	100%	GTT
Hauka Deponi AS	Lysaker	100%	GTT





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Zero Emission Energy AS	Lysaker	60%	GTT
NG Vekst AS	Lysaker	100%	RSR
Nordisk Återvinning Service AB (Sweden)	Gothenburg	100%	RSR
Norsk Gjenvinning Renovasjon AS	Sem	100%	RSR
IBKA Norge AS	Lysaker	100%	UR
IBKA A/S (Denmark)	Vordingborg	100%	UR
IBKA AB (Sweden)	Kungelv	100%	UR
IBKA UK Ltd (United Kingdom)	Cardiff	100%	UR
IBKA NUF	Vordingborg	100%	UR
R3 Entreprenør AS	Oslo	100%	UR
Norprodukter-Miljø AS	Oslo	100%	UR
Saneringsteknikk AS	Steinholt	100%	UR
Nordic Industrial Services AS	Lysaker	100%	UR
Sørvest Betongsaging AS	Bjerkreim	100%	UR
Drillcon AS	Spydeberg	100%	UR
Diamant Wire Teknikk AS	Halden	100%	UR
EC Svenska AB (Sweden)	Bagarmossen	100%	UR
Øst-Riv AS	Slemmestad	100%	UR
Nordic Demolition AS	Slemmestad	100%	UR
Mortens Rørinspeksjon AS	Kodal	50.6%	UR
Reen Technology OY (Finland)	Helsinki	68.66%	DS
Reen Technologies Ltd. (United Kingdom)	Nottingham	68.66%	DS
Reen AS	Larvik	68.66%	DS
Zirq Cables AS	Revetal	99.8%	GZS
Zirq Medical A/S (Denmark)	Præstø	99.8%	GZS
Zirq Cables Denmark A/S (Denmark)	Præstø	99.8%	GZS
Letbek Holding ApS (Denmark)	Tistrup	99.8%	GZS
Letbek A/S (Denmark)	Tistrup	99.8%	GZS
Outercore ApS (Denmark)	Tistrup	99.8%	GZS
Letbek Sp.Z.o.o (Poland)	Komorniki	99.8%	GZS
Zirq Solutions AS	Lysaker	99.8%	GZS

### Associated companies 31 December 2023

Østlandet Gjenvinning AS	50%
Pasa AS	38%
New West Gipsgjenvinning AS	50%





## 3 Critical accounting estimates and key sources of estimation uncertainty

Estimates and discretionary assessments are evaluated on an ongoing basis and are based on historical experience and other factors, including expectations concerning future events that are deemed reasonable given the current circumstances. The Group prepares estimates and makes assumptions regarding the future. The resulting critical accounting estimates will, by definition, rarely completely match the final outcome. Estimates and assumptions that represent a significant risk of material changes in the book value of assets and liabilities during the next financial year are discussed below.

Estimates and assumptions:

- Impairment of goodwill and intangible assets (note 12)
- Deferred tax liabilities and deferred tax assets (note 11)
- Provisions for environmental obligations (note 22)
- Landfill (note 13)
- Restructuring provisions (note 22)
- Leases (note 14)

A detailed description of the significant accounting judgements is included in the individual note where applicable.

## 4 Revenue

The Group's platforms consist of Recycling & Sustainable Resources, Green Metals, Urban Reuse, Global Zirkular Solutions, Green Transition & Technology and Digitalization Solutions. HQ and eliminations consist of holding entities together with property and eliminations.

### Revenue streams

#### a) Upstream sales of services

The Group's activities in the upstream market mainly consist of collecting and treating various kinds of waste materials. Revenue from customer contracts is recognized over time, typically in line with the collection of waste materials from customers or when the waste material is delivered to the processing facilities.

The Group also provides other specialized demolition services, a broad range of industrial cleaning services and other environmental services. Revenue from customer contracts is recognized over time, typically in line with delivery to customers. For some projects, revenue recognition is based on measurements of progress using estimates.

The Group offers a wide range of waste management services in Norway and the rest of the Nordic region. Sales activities mainly involve the collection and treatment of all types of waste, as well as other specialized services. The services in these local markets are primarily within Recycling & Sustainable Resources, Urban reuse, and Global Transition & Technology.

#### b) Downstream sales of recycled raw materials

The Group produces recycled raw materials that are sold in the downstream market based on source-separated waste collected in the upstream market and purchased goods. The Group's main products are ferrous and non-ferrous metals and paper. Revenue from sales of recycled raw materials is recognized when control is transferred to the customer. This typically happens upon delivery of the goods to the customer.

Two of the Group's platforms, Green Metal and Recycling & Sustainable Resources, sell recycled raw materials that are produced from source-separated waste collections in the upstream market and purchased goods. Sales revenue from the downstream market is heavily affected by commodity prices and exchange rates, since the Group delivers goods to the global market.





## Revenue per platform 2023

	Recycling & Sustainable Resources	Green Metals	Urban Reuse	Global Zirkular Solutions	Green Transition & Technology	Digitalization Solutions	HQ & Eliminations	Total
<i>(NOK thousands)</i>								
Norway	2 968 896	8	1 390 314	-	56 917	8 359	1 437	4 425 931
Other Nordics	231 949	116 890	99 030	14 267	-	996	-	463 132
Other Europe	-	6 065	44 577	-	-	9 626	-	60 268
Intra segment	425 679	1 221	189 883	364	88 594	17 987	(723 728)	-
<b>Total upstream</b>	<b>3 626 524</b>	<b>124 184</b>	<b>1 723 804</b>	<b>14 631</b>	<b>145 511</b>	<b>36 968</b>	<b>(722 291)</b>	<b>4 949 331</b>
Norway	321 049	353 033	10 926	189 578	-	-	-	874 586
Other Nordics	224 827	547 202	-	345 224	-	-	-	1 117 253
Other Europe	134 318	276 637	-	665 376	-	-	-	1 076 331
Asia	6 584	332 295	-	5 964	-	-	-	344 843
Intra segment	193 301	474 667	187	154 945	-	-	(823 100)	-
<b>Total downstream</b>	<b>880 079</b>	<b>1 983 834</b>	<b>11 113</b>	<b>1 361 087</b>	<b>-</b>	<b>-</b>	<b>(823 100)</b>	<b>3 413 013</b>
<b>Total revenue</b>	<b>4 506 603</b>	<b>2 108 018</b>	<b>1 734 917</b>	<b>1 375 718</b>	<b>145 511</b>	<b>36 968</b>	<b>(1 545 391)</b>	<b>8 362 344</b>

## Revenue per platform 2022

	Recycling & Sustainable Resources	Green Metals	Urban Reuse	Global Zirkular Solutions	Green Transition & Technology	Digitalization Solutions	HQ & Eliminations	Total
<i>(NOK thousands)</i>								
Norway	2 752 593	-	1 240 907	24	89 487	4 652	616	4 088 252
Other Nordics	213 489	57 064	78 390	4 444	-	896	-	354 283
Other Europe	3 369	-	9 406	1 181	-	8 620	-	22 576
Intra segment	53 746	36 621	158 513	132 840	89 242	28 913	(499 875)	-
<b>Total upstream</b>	<b>3 023 169</b>	<b>93 685</b>	<b>1 487 216</b>	<b>138 489</b>	<b>178 729</b>	<b>43 081</b>	<b>(499 259)</b>	<b>4 465 110</b>
Norway	417 940	455 096	13 123	250 883	-	-	-	1 137 042
Other Nordics	139 756	424 615	-	222 445	-	-	-	786 816
Other Europe	309 801	434 253	-	366 455	-	-	-	1 110 509
Asia	2 649	289 016	-	-	-	-	-	291 665
Intra segment	592 706	294 827	7 189	15 299	-	-	(910 048)	-
<b>Total downstream</b>	<b>1 462 879</b>	<b>1 897 807</b>	<b>20 312</b>	<b>855 082</b>	<b>-</b>	<b>-</b>	<b>(910 048)</b>	<b>3 326 005</b>
<b>Total revenue</b>	<b>4 486 048</b>	<b>1 991 492</b>	<b>1 507 528</b>	<b>993 571</b>	<b>178 729</b>	<b>43 081</b>	<b>(1 409 307)</b>	<b>7 791 142</b>

The Group's platforms are focused on being local service providers for customers who need waste-related services (upstream market) and selling recycled raw materials to industrial customers (downstream market).

<i>(NOK thousands)</i>	2023	2022
Upstream – sales of services	4 949 331	4 465 110
Downstream – sales of recycled raw materials	3 413 013	3 326 032
<b>Revenue from customer contracts</b>	<b>8 362 344</b>	<b>7 791 142</b>

The table below summarises revenue from customer contracts based on the customer's location. No one in the Group accounts for more than 10% of total revenue.





<i>(NOK thousands)</i>	2023	2022
Norway	5 300 517	5 225 294
Other Nordics	1 580 385	1 141 098
Other Europe	1 136 599	1 133 085
Asia	344 843	291 665
<b>Revenue from customer contracts</b>	<b>8 362 344</b>	<b>7 791 142</b>

## 5 Related parties

Related parties include entities under significant influence by NG Group, and companies outside the Group that are under control (either directly or indirectly). It also includes key management personnel and Board of NG Group. Summa Circular Holdco AS is controlled through an investment structure by Summa Equity AB. Related party transactions are negotiated and conducted according to arm's length prices. Such transactions involve sale and purchase of goods and services, leasing of property, plant and equipment, administrative personnel, accounting services, HR services, IT- and development projects. The Group has had the following transactions with related parties:

### Transactions and balances with related parties

<i>(NOK thousands)</i>	2023	2022
Operating revenue	26 808	16 836
Operating expenses	54 487	66 174
Finance costs	15 000	-
Trade receivables and other receivables	3 252	1 740
Trade payables and other payables	2 252	3 369

## 6 Other Income

<i>(NOK thousands)</i>	2023	2022
Rental income from real estate	21 069	18 922
Gain on sale of non-current assets	18 778	14 374
Other operating income	295	(7)
<b>Other Income</b>	<b>40 142</b>	<b>33 289</b>

## 7 Employee benefits expense

The company has several pension schemes, both defined contribution schemes and defined benefit schemes. The Group is subject to the Norwegian requirements for mandatory occupational pensions. The Group's pension schemes meet the legislated pension requirements.

### Accounting policies

#### a) Pension liabilities

In a *defined contribution scheme*, a company pays into a public or private scheme an amount that they have contractually agreed to, are obliged to by law or contribute on a voluntary basis. The company then has no further obligation beyond this contribution.

A *defined benefit pension scheme* is defined as a scheme that is not a defined contribution pension plan. The pension liability for a defined benefit scheme is measured as the present value of the liability as of the balance sheet date, net of the fair value of the pension funds, if there is a pension fund.

The group has entered into individual pension agreements for certain senior group management employees. These pension agreements are supplementary to the group's employee pension plan and are financed by group operations.





## b) Severance pay

Severance pay is paid when an employment relationship is terminated by the company before normal retirement age, or when an employee voluntarily accepts redundancy in return for compensation. The Group recognizes severance pay at the earlier of the following dates: a) when the offer of severance pay can no longer be withdrawn; or (b) when the company recognizes the costs associated with restructuring as defined in IAS 37 and the restructuring includes severance pay. In cases where severance pay is offered to encourage voluntary departure, the liability is measured based on the number of employees expected to accept the offer.

<i>(NOK thousands)</i>	2023	2022
Wages	1 523 282	1 381 506
Employer's national insurance contributions	227 036	189 614
Pension costs	56 526	44 726
Other expenses	105 959	80 590
Restructuring payments to employees	5 245	-
<b>Total employee benefits expense</b>	<b>1 918 048</b>	<b>1 696 436</b>
Average number of employees	2 226	1 827

## Post-employment benefits liability as of 31 December

<i>(NOK thousands)</i>	2023	2022
Defined benefit obligation	1 187	1 187
Provision for defined contribution plans	22 313	18 033
<b>Total post-employment benefits liability</b>	<b>23 500</b>	<b>19 220</b>

Remuneration of chief executive officer 2023 <i>(NOK thousands)</i>	Salary	Bonus	Pension costs	Other benefits	Total	Severance pay
Bjørn Arve Ofstad	4 052	6 661	670	188	11 571	

Remuneration of chief executive officer 2022 <i>(NOK thousands)</i>	Salary	Bonus	Pension costs	Other benefits	Total	Severance pay
Bjørn Arve Ofstad	3 756	3 174	606	180	7 716	
Astrid Skarheim Onsum	3 700	688	176	135	4 699	12 mnd

Bjørn Arve Ofstad became Chief Executive Officer (CEO) after Astrid Skarheim Onsum in April 2022.

The CEO receives a salary and other benefits from NG Group AS. No loans or guarantees have been given to either the CEO or any members of the Board. No remuneration has been paid to the Board of Summa Circular Holdco AS in 2022 or 2023.

The CEO's bonus for the year presented is the amount of the bonus payment and includes stay-on bonus of 3 MNOK granted in 2020 and paid in December 2023.





## 8 Other operating expenses

<i>(NOK thousands)</i>	2023	2022
Premises costs	103 424	71 693
Operating equipment costs	567 535	541 976
External services	164 124	112 287
Operating costs, landfill	91 758	74 235
Office costs	1 112	2 756
Insurance	45 928	36 638
Sales and marketing costs	23 011	16 053
Losses on receivables and contracts	6 773	9 267
Restructuring costs	17 627	-
Other costs	91 271	76 971
<b>Total other operating expenses</b>	<b>1 112 563</b>	<b>941 876</b>
<b>Auditor's fees (excl. VAT)</b>	<b>2023</b>	<b>2022</b>
<i>(NOK thousands)</i>		
Statutory audit fees (including technical assistance with financial statements)	10 859	7 341
Assurance services	280	271
Tax advisory fees (including technical assistance with tax returns)	696	656
Other services	12 208	7 294
<b>Total fees to auditor</b>	<b>24 043</b>	<b>15 562</b>

## 9 Other (gains) / -losses - net

<i>(NOK thousands)</i>	2023	2022
Financial assets at fair value though profit or loss:		
Metal derivatives	7 258	8 343
Other gains/losses:		
Changes in estimate related to earnout*	(40 779)	-
<b>Other gains + / losses - net</b>	<b>(33 521)</b>	<b>8 343</b>

\*in connecting with acquisitions in December 2022, part of the deal was an earnout stating that the seller of the business was to obtain additional compensation in the future if the business achieved certain financial goals, which did not happen during 2023.

## 10 Financial income and expenses

The Group's financial expenses primarily relate to interest on bank financing. See note 21 for a description and the terms of the various borrowings. The Group also has separate credit facilities for leasing, overdraft and guarantees.

### Accounting policies

Interest income and interest expenses on loans and receivables are recognized through profit or loss based on the effective interest rate method.

Interest expense on lease liabilities represents the interest rate implicit in the lease, or the incremental borrowing rate used to measure the lease liabilities recognized on the balance sheet. For further information, please refer to note 14.

<i>(NOK thousands)</i>	2023	2022
Interest & debt related expenses on borrowings from credit institutions	262 014	134 992
Interest expense on shareholder loans	-	-
Interest expense on lease liabilities	133 806	116 926
Other interest expenses	1 119	4 379
Other financial expenses	50 522	33 491
<b>Total financial expenses</b>	<b>447 461</b>	<b>289 788</b>





<i>(NOK thousands)</i>	2023	2022
Interest income	7 292	2 793
Other financial income	745	877
<b>Total financial income</b>	<b>8 037</b>	<b>3 670</b>
<i>(NOK thousands)</i>	2023	2022
Foreign currency gains	316 446	294 710
Foreign currency losses	(307 438)	(322 062)
<b>Net currency gains (losses)</b>	<b>9 008</b>	<b>(27 352)</b>

## 11 Tax

### Accounting policies

#### Income tax

Income tax expense consists of taxes payable and deferred tax. Tax expense is recognized through profit or loss, except when it relates to items that are recognized through other comprehensive income or directly against equity. In the situation, the tax expense is also recognized through other comprehensive income or directly against equity, respectively.

The tax payable for the period is calculated in accordance with the applicable tax legislation and taxation regulations that have been adopted, or essentially adopted, as of the end of the reporting period in the countries where the company and the subsidiaries operate and generate taxable revenue. Management continuously assesses the judgements applied in the tax returns where the tax legislation is especially open to interpretation. Based on management's judgment, provisions are made for the expected tax payments when deemed appropriate and reasonable.

#### Deferred tax

Deferred tax assets are recognized to the extent it is likely that future taxable income will allow for the utilization of the tax reducing temporary differences. Deferred tax is calculated on temporary differences from investments in subsidiaries and associates, apart from when the parent entity has control over the timing of the reversal of the temporary differences, and it is likely that they will not be reversed in the foreseeable future.

### Critical accounting estimates

The Group recognizes deferred tax assets related to tax loss carry forwards- that arise when the Group's income tax expense exceeds taxable revenue. Recognition requires an assumption related to the existence of future earnings that will be at a sufficient level to allow the tax loss carry forward to be utilized. Management's assessment of any future utilization of tax loss carry forwards is based on budgets for estimates future revenues and expenses. Budgets are based on the most recent strategic plans for the next two years. Considerable uncertainty is associated with the estimates with respect to these budgets and the timing of the expected date on which the tax loss carry forwards will be able to be utilized.

#### Income tax expense

<i>(NOK thousands)</i>	2023	2022
Taxes payable	15 433	50 704
Change in deferred tax	(36 221)	(29 149)
Changes in estimates related to prior years	(6 704)	480
<b>Total income tax expense</b>	<b>(27 492)</b>	<b>22 035</b>

#### Reconciliation of tax expense

<i>(NOK thousands)</i>	2023	2022
Profit before taxes	(123 560)	34 107
Income tax expense at Nominal tax rate	(27 183)	7 504
Permanent differences	11 365	15 800
Effect of tax rates outside Norway	(4 970)	(1 749)
Changes in estimates related to prior years	(6 704)	480
<b>Total income tax expense</b>	<b>(27 492)</b>	<b>22 035</b>
Effective tax rate in %	22,2%	64,6 %





<b>Deferred tax assets</b> <i>(NOK'000)</i>	<b>2023</b>	<b>2022</b>
Provisions	25 190	18 617
Accounts Receivables	3 348	2 264
Other differences	41 909	28 387
Interest deduction limitation cut-off	6 658	6 916
Tax loss carry forward	188 790	172 530
<b>Subtotal</b>	<b>265 895</b>	<b>228 714</b>
Not recognized deferred tax assets	(12 734)	(15 417)
<b>Total deferred tax assets</b>	<b>253 161</b>	<b>213 297</b>
Set-off of deferred tax liabilities pursuant to set-off provisions*	(12 959)	3 944
<b>Net deferred tax assets</b>	<b>240 202</b>	<b>217 241</b>

<b>Deferred tax liabilities</b> <i>(NOK'000)</i>	<b>2023</b>	<b>2022</b>
Property, plant and equipment	53 723	1 121
Gains and losses	11 568	10 000
Inventories	339	549
Accounts receivable	-	-
Deferred tax acquired in business combinations	-	56 196
<b>Total deferred tax liabilities</b>	<b>65 630</b>	<b>67 866</b>
Set-off of deferred tax liabilities pursuant to set-off provisions*	(12 959)	3 944
<b>Net deferred tax liabilities</b>	<b>52 671</b>	<b>71 810</b>
<b>Total net deferred tax assets</b>	<b>187 531</b>	<b>145 431</b>

<b>Movement in net deferred tax balances</b> <i>(NOK'000)</i>	<b>2023</b>	<b>2022</b>
<b>Net balance at 1 January</b>	<b>(145 431)</b>	<b>(132 943)</b>
Tax effect of Acquisitions of subsidiaries	331	16 799
Changes in deferred tax expense	(36 221)	(29 149)
Currency translation differences	(6 210)	(139)
<b>Net balance at 31 December</b>	<b>(187 531)</b>	<b>(145 431)</b>

<b>Taxes payable</b> <i>(NOK'000)</i>	<b>2023</b>	<b>2022</b>
Taxes payable	15 433	50 704
Tax payable Acquired subsidiaries	-	8 993
Net of prepaid tax and tax payable previous years	(7 183)	(8 371)
Translation differences	263	77
<b>Total tax payable</b>	<b>8 513</b>	<b>51 403</b>

\* Summa Circular Holdco AS and its wholly-owned subsidiaries have applied the tax consolidation legislation, which means that these entities are taxed as a single entity. As a consequence, the deferred tax assets and deferred tax liabilities of these entities have been offset in the consolidated financial statements.





Tax rates outside Norway	2023	2022
Sweden	20.6%	20.6%
Denmark	22%	22%
Finland	20%	20%
UK	20%	19%
Poland	19%	19%

## 12 Intangible assets

### Accounting policies

#### a) Goodwill

The Group recognizes goodwill when a business is acquired and the consideration paid is less the Group's share of the fair value of net identifiable assets and liabilities in the acquired business. Goodwill can also arise from acquisitions when there is a policy choice to measure non-controlling interests at fair value on the acquisition date. Negative goodwill is recognized immediately as other income. The Group initially measures goodwill at cost. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

In subsequent impairment tests, goodwill is assigned to the cash generating units (CGUs) or groups of cash generating units that are expected to benefit from the acquisition in which goodwill arose.

Potential Impairment of goodwill is assessed annually, or more often if events or changes in circumstances indicate a possible impairment. Book value is compared with the recoverable amount, which is the higher of use value and fair value less sales costs. Any write-downs are recognized as costs and are not reversed in subsequent periods.

#### b) Trademarks

Trademarks are recognized at acquisition cost. Trademarks acquired via a business combination are recognized at fair value on the acquisition date. Trademarks are deemed to have an indefinite useful life and are therefore not amortized. Trademarks are tested annually for possible impairment.

#### c) Customer contracts and relationships

Customer contracts and relationships arise when a business is acquired. The fair value of a customer relationship is calculated based on expected turnover, adjusted for contractual turnover, and reduced for expected customer turnover.

#### d) Other intangible assets

Other intangible assets mainly relates to the capitalized cost of ERP systems for the Group.

Software maintenance expenditure are expensed when the cost is incurred. Development expenses that are directly attributable to the design and testing of identifiable and unique software controlled by the Group are capitalized as an intangible asset when all the recognition criteria in IAS 38 are met. Other development expenditures that do not meet these criteria are expensed as the cost is incurred.

Intangible assets 2023 (NOK thousands)	Trademarks	Customer contracts	Landfill rights	Other intangible assets	Goodwill	Total
<b>Balance at 1 January</b>	<b>65 790</b>	<b>96 246</b>	<b>45 404</b>	<b>115 889</b>	<b>2 763 789</b>	<b>3 087 118</b>
Acquisitions through business combinations	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Additions**	-	-	-	73 332	2 854	76 186
Amortization and impairment losses	(4 694)	(35 281)	(1 430)	(39 499)	-	(80 854)
Reclassification*	-	7 755	-	(410)	-	7 343
Foreign currency translation effect	-	1 728	-	1 315	17 764	20 807
<b>Balance at 31 December</b>	<b>61 096</b>	<b>70 448</b>	<b>43 974</b>	<b>150 677</b>	<b>2 784 407</b>	<b>3 110 602</b>
Useful life	Indefinite	5-10 year	1-10 year Landfill	3-5 year	Indefinite	
Depreciation method		Straight-line	capacity	Straight-line		
Accumulated cost 31 December	66 084	481 764	102 200	232 791	2 784 407	3 667 246
Accumulated amortization 31 December	(4 988)	(411 316)	(58 226)	(82 113)	-	(556 643)





\* Reclassification from “Intangible assets” to “Property, plant and equipment” in note 13 and “Leases” in note 14.

\*\* Addition to Goodwill related to adjustment on Goodwill on UR platform from 2022.

Intangible assets 2022 (NOK thousands)	Trademarks	Customer contracts	Landfill rights	Other intangible assets	Goodwill	Total
<b>Balance at 1 January</b>	<b>66 082</b>	<b>105 814</b>	<b>47 808</b>	<b>53 179</b>	<b>2 461 653</b>	<b>2 734 536</b>
Acquisitions through business combinations		33 187	-	19 982	303 307	356 476
Disposals	(85)	-	-	(864)	-	(949)
Additions	10	-	-	57 355	-	57 365
Amortization and impairment losses	(217)	(42 324)	(2 404)	(18 478)	-	(63 423)
Reclassification*		-	-	5 128	-	5 128
Foreign currency translation effect	-	(431)	-	(413)	(1 171)	(2 015)
<b>Balance at 31 December</b>	<b>65 790</b>	<b>96 246</b>	<b>45 404</b>	<b>115 889</b>	<b>2 763 789</b>	<b>3 087 118</b>
Useful life	Indefinite	5-10 year	1-10 year Landfill	3-5 year	Indefinite	
Depreciation method		Straight-line	Landfill capacity	Straight-line		
Accumulated cost 31 December	66 084	471 228	102 200	157 822	2 763 789	3 561 123
Accumulated amortization 31 December	(294)	(374 982)	(56 796)	(41 933)	-	(474 005)

The Group acquired Letbek Holding ApS with subsidiaries, Diamant Wire Teknikk AS, Sørvest Betongsaging AS, Drillcon AS, Zero Emission Energy AS, Aip Sanering AS and Aip Betongsaging AS in 2022. These acquisitions resulted in an increase of NOK 33.2 million in customer contracts, NOK 19.7 million in customer relationships, and NOK 303.3 million in goodwill.

#### The Group's classification of intangible assets

##### Trademarks

In 2018, the Group acquired the rights to the trademarks Norsk Gjenvinning, iSEKK, R3, NG M3 and IBKA. In 2019, the Group also acquired the rights to the trademarks Nordic Demolition, Norprodukter-Miljø, Øst-Riv and KMT. Since trademark KMT is renamed to Zirq Cabels AS, KMT is no longer in use, and is recognized as impairment loss.

##### Customer contracts and relationships

Customer contracts and relationships were recognized through the acquisitions during 2022 and earlier. The excess value of customer contracts consists of specific contracts in the Group's various business areas, whereas all material long-term contracts have been subject to individual assessments.

Value is also assigned to the Group's customer relationships. Analyses of historical data show that the Group enjoys a high level of customer loyalty and low customer turnover. The value of a customer relationship is calculated based on expected revenue, adjusted for contractual revenue, and expected customer turnover.

##### Other intangible assets

Other intangible assets mainly relates to the capitalized cost of ERP systems for the Group.

##### Goodwill

Goodwill is assigned to separate platforms (cash generating units). The platforms are defined at the lowest level for testing impairment of goodwill. Goodwill stems mainly from the acquisition of POS holding AS in 2018 and acquisitions in the following years, see note 28. No additional goodwill was recognized during 2023.

For information on the Group's division into platforms see note 4. A breakdown of goodwill allocation per business platform is provided below.





<b>Goodwill per platform 2023</b> <i>(NOK thousands)</i>	<b>1 January</b>	<b>Additions</b>	<b>Disposals</b>	<b>Reclassification &amp; Currency adjustments</b>	<b>31 December</b>
Recycling & Sustainable Resources	1 663 674			-	1 663 674
Green Metal	248 894			8 286	257 180
Urban Reuse	605 662	2 854		(505)	608 011
Global Zirqular Solutions	215 598			9 984	225 582
Green Transition & Technology	29 960			-	29 960
Digitalization Solutions	-			-	-
<b>Total goodwill</b>	<b>2 763 789</b>	<b>2 854</b>	<b>-</b>	<b>17 765</b>	<b>2 784 407</b>

<b>Goodwill per platform 2022</b> <i>(NOK thousands)</i>	<b>1 January</b>	<b>Additions</b>	<b>Disposals</b>	<b>Reclassification &amp; Currency adjustments</b>	<b>31 December</b>
Recycling & Sustainable Resources	1 663 674	-	-	-	1 663 674
Green Metal	252 468	-	-	(3 574)	248 894
Urban Reuse	471 959	133 703	-	-	605 662
Global Zirqular Solutions	73 552	139 644	-	2 402	215 598
Green Transition & Technology	-	29 960	-	-	29 960
Digitalization Solutions	-	-	-	-	-
<b>Total goodwill</b>	<b>2 461 653</b>	<b>303 307</b>	<b>-</b>	<b>(1 172)</b>	<b>2 763 789</b>

## Impairment of non-financial assets

The Group evaluates external and internal indications of impairment for intangible assets, goodwill, property, plant and equipment and right of use assets.

### *Impairment assessment of Property, plant and equipment, right of use assets and intangible assets with definite lives*

Property, plant and equipment and intangible assets with definite lives are tested for impairment when there are indications of possible impairment, where it is possible that future earnings cannot justify the asset's carrying amount.

### **Critical accounting estimates**

#### *Impairment assessment of intangible assets with indefinite useful life and goodwill*

Intangible assets with an indefinite useful life and goodwill are not amortized; instead they are tested annually for impairment.

The amount of the impairment is the difference between the book value of the asset and its recoverable amount. The recoverable amount is the higher of fair value less cost of disposal (FVLCD) and value-in-use (ViU). When assessing any need for an impairment, non-current assets are grouped at the lowest level where it is possible to separate out independent input cash flows (cash generating units). The possibility of reversing previous write-downs on non-financial assets (excluding goodwill) is assessed at each reporting date.

The Group performs annual impairment tests on goodwill and trademarks since these assets have an indefinite useful life. To determine the value in use, the Group has discounted the expected cash flow from the various cash generating units. The Group has defined the various platforms as cash generating units to test for the impairment of goodwill. The impairment tests revealed no need for impairment, and no reasonable changes in assumptions will change this outcome.

#### *Discounted cash flow model*

The model is based on a 5-year financial forecast of discounted cash flow based on the Group's business plans with a terminal value calculated using Gordon's formula. The Group has implemented different strategies for each platform by identifying its current status and the specific priorities for the next 3 years. These strategies provide the basis for the financial forecasts used in the cash flow model. Annual growth of 2% is expected for the next 2 years, which is in line with long-term annual growth. The model is based on the following assumptions:

#### *Cash flow*

A strategic plan has been developed for 2024-2026 based on the Group's underlying goals and current market conditions. The strategic plan is used as a basis for the 3-year financial forecasts. Annual growth is set at 2% to estimate the cash flows after the 3-year period and for the terminal value for ViU.

#### *WACC (weighted average cost of capital)*

The Group uses the CAPM discount rate method to calculate discount rates. The cost of capital is calculated based on 10-year Norwegian government bonds, adjusted for an assessed group-specific risk premium and illiquidity premium. The cost of debt is





based on the Group's financing and the industry gearing. The calculated WACC after tax was 9.3% for Recycling & Sustainable Resources, 10.2% for Green Metals, 10.9% for Urban Reuse, 12.3% for Global Zirkular Solutions, 12.7% for Green Transition & Technology and 14% for Digital Solutions. A 1% reduction in annual growth in the terminal value would not affect the conclusion of the impairment test. The same applies to a 1% increase in WACC.

## 13 Property, plant and equipment

### Accounting policies

Land and buildings consist of production facilities, warehouse locations and offices. Property, plant and equipment are recognized at acquisition cost less depreciation. Acquisition cost includes costs directly linked to the acquisition of the property, plant or equipment. Acquisition cost also includes gains or losses transferred from equity on the acquisition date and that are due to cash flow hedges in foreign currency upon purchases of property, plant or equipment.

Depreciation on the separately recognized assets is recognized in profit or loss based on the useful life of the specific asset. Other repair and maintenance expenses are recognized in profit or loss in the period when the expenses are incurred.

Accounting policies for impairment of Property, plant and equipment are described in note 12.

Property, plant and equipment that are no longer being used in operations and are expected to be sold are classified and presented separately as in the balance sheet as a held for sale assets. Property, plant and equipment held for sale are measured at the lower of book value and fair value less sales costs.

Borrowing costs arising from general and specific financing related to the acquisition, construction or production of eligible assets, which are assets that will take a significant amount of time to complete for their intended use or sale, are capitalized as part of the asset's acquisition cost up to the date when the asset is ready for its intended use or sale.

All other interest costs are expensed as incurred.

### Critical accounting estimates

#### Landfill

Investments related to landfill sites for inert matter on leased land before and after a project are accounted for as a lease under IFRS 16, and investments during a project are accounted for as tangible assets under IAS 16. Provisions are made for expenses related to the ongoing post-operation of landfill sites and are included as part of the provisions for environmental obligations in accordance with IAS 37. At the inception date, leases are recognized as a right-of-use asset and a corresponding lease liability in the statement of financial position, with the additional recognition of a provision for the removal liability.

The Group operates landfill sites where the period's results depend on future investment estimates. Estimates are based on the best estimate of future liabilities. Some uncertainty is associated with estimates with respect to the timing of settlement and magnitude of liabilities.

Property, plant and equipment 2023 (NOK thousands)	Land and buildings	Machinery, equipment, fixtures, and tools etc.	Landfill	Assets under construction	Total
<b>Balance at 1 January</b>	<b>173 878</b>	<b>702 980</b>	<b>37 363</b>	<b>34 432</b>	<b>948 652</b>
Reclassifications*	19 552	8 972	-	(32 086)	(3 562)
Acquisitions through business combinations	-	-	-	-	-
Additions	57 019	164 861	12 106	42 874	276 860
Depreciation for the year	(19 617)	(176 502)	(13 871)	-	(209 990)
Impairment losses	-	-	-	-	-
Disposals	385	(3 707)	-	(3 074)	(6 396)
Foreign currency translation effect	662	9 537	-	1 922	12 121
<b>Balance at 31 December</b>	<b>231 879</b>	<b>706 141</b>	<b>35 598</b>	<b>44 068</b>	<b>1 017 685</b>
Useful life	10 years/ indefinite	5-10 years	3-10 years		
Depreciation method	Straight-line	Straight-line	Straight-line		
Accumulated cost 31 Dec	312 475	1 375 729	134 711	44 767	1 867 682
Accumulated depreciation 31 Dec	80 596	669 588	99 113	699	849 996





Property, plant and equipment 2022 (NOK thousands)	Land and buildings	Machinery, equipment, fixtures, and tools etc.	Landfill	Assets under construction	Total
<b>Balance at 1 January</b>	<b>154 145</b>	<b>624 786</b>	<b>49 608</b>	<b>39 287</b>	<b>867 826</b>
Reclassifications*	11 417	9 929	-	(27 850)	(6 504)
Acquisitions through business combinations	12 078	61 252	-	692	74 022
Additions	12 660	167 867	13 550	23 038	217 115
Depreciation for the year	(16 420)	(150 280)	(25 795)	(123)	(192 618)
Impairment losses	-	-	-	(699)	(699)
Disposals	-	(11 277)	-	(56)	(11 333)
Foreign currency translation effect	(2)	703	-	144	845
<b>Balance at 31 December</b>	<b>173 878</b>	<b>702 980</b>	<b>37 363</b>	<b>34 432</b>	<b>948 652</b>
Useful life	10 years/ indefinite	5-10 years	3-10 years		
Depreciation method	Straight-line	Straight-line	Straight-line		
Accumulated cost 31 Dec	232 606	1 160 893	122 605	35 254	1 551 358
Accumulated depreciation 31 Dec	58 728	457 913	85 242	822	602 705

\* The reclassifications are between intangible asset classifications and right-of-use assets, as well as reclassifications within the tangible asset categories.

The Group has contractual commitments for the purchase of property, plant and equipment. Outstanding commitments as of year-end for assets not yet delivered:

#### Capital expenditure commitments

(NOK thousands)	2023	2022
Property, plant and equipment	130 400	75 521
<b>Total capital expenditure commitments</b>	<b>130 400</b>	<b>75 521</b>

## 14 Leases

### Accounting policies

For contracts that constitute or contain a lease, the Group separates components of the lease if it can benefit from the use of an underlying asset, either on its own or in conjunction with other resources that are readily available to the Group, and the underlying asset is neither highly dependent on nor closely associated with other underlying assets in the contract. Thereafter, the Group recognizes each component of the lease in the contract as a lease separate from the non-lease components of the contract.

On the date a lease commences, the Group recognizes a lease liability and a corresponding right-of-use asset for all leasing contracts with the exception of the following applied exceptions:

- Short-term leases (lease period of 12 months or shorter)
- Low value assets

For these short-term leases and leases of low value assets, the Group recognizes the lease payments as other operating expenses in the income statement when the payments are due and payable.

Lease liabilities are measured at the present value of the contractual lease payments over the period of the lease. Index linked payments or similar CPI adjustments are based on the relevant index factor at lease inception or at the payment readjustment date. Subsequent measurement of the lease liability takes into account the accrual of interest, lease payments and any reassessments or changes to the lease term, as well as to reflect adjustments in the variable lease payments due to changes in the index rates.





## Accounting estimates

When the lease term is determined for an individual contract, the Group assesses whether any extension options exist that should be taken into account when determining the lease term. Such an assessment involves judgement related to the extension options and whether it is reasonably certain or not if the Group will exercise the option. When exercise is reasonably certain the extension option time period is included in the lease term. Determining the discount interest rate that will be used as a basis for calculating the present value of future lease liabilities also requires the use of judgment. Procedures have been established for this process.

Right-of-use assets 2023 (NOK thousands)	Buildings	Machinery and equipment	Landfill	Total
<b>Balance at 1 January</b>	<b>1 286 718</b>	<b>338 085</b>	<b>34 190</b>	<b>1 658 993</b>
Reclassifications*	-	(3 783)	-	(3 783)
Additions	211 895	164 994	37 058	412 947
Acquisitions through business combinations	-	-	-	-
Disposals	-	(429)	-	(429)
Depreciation and impairment losses	(170 471)	(131 418)	(1 558)	(303 447)
Foreign currency translation effect	4 973	4 360	-	9 334
<b>Balance at 31 December</b>	<b>1 333 115</b>	<b>370 810</b>	<b>69 690</b>	<b>1 773 615</b>

Right-of-use assets 2022 (NOK thousands)	Buildings	Machinery and equipment	Landfill	Total
<b>Balance at 1 January</b>	<b>1 272 387</b>	<b>349 760</b>	<b>30 782</b>	<b>1 652 929</b>
Reclassifications*	(57)	1 433	-	1 376
Additions	175 535	87 949	9 892	273 377
Additions from business acquisitions	-	24 413	-	24 413
Disposals	(5 058)	(4 594)	-	(9 651)
Depreciation and impairment losses	(157 219)	(118 724)	(6 484)	(282 426)
Foreign currency translation effect	1 129	(2 153)	-	(1 024)
<b>Balance at 31 December</b>	<b>1 286 718</b>	<b>338 085</b>	<b>34 190</b>	<b>1 658 993</b>

\*Reclassifications from Right-of-use assets to Intangible assets and Property, plant and equipment in notes 12 and 13.

\*\*Whereof NOK 12 797 thousand was the amount invested prior to the start of the landfill project.

Lease liabilities (NOK thousands)	2023	2022
<b>Balance at 1 January</b>	<b>1 807 351</b>	<b>1 802 750</b>
Reclassifications	-	951
Acquisitions through business combinations	-	18 615
New and updated leases recognized during the period	377 029	267 269
Lease payments of principal	(288 206)	(270 936)
Lease payments of interest	(131 858)	(117 217)
Interest expense related to lease liabilities	133 806	117 218
Disposals	(433)	(9 961)
Foreign currency translation effect	8 971	(1 338)
<b>Balance at 31 December</b>	<b>1 906 660</b>	<b>1 807 351</b>
Current lease liability	354 512	344 054
Non-current lease liability	1 552 148	1 463 292
Net cashflow effect from changes in lease liabilities (Principal and interest)	(420 064)	(388 153)





Undiscounted lease payments maturity analysis (NOK thousands)	2023	2022
Less than one year	383 341	427 668
1-2 years	336 714	384 724
2-3 years	284 225	353 113
3-4 years	242 186	324 807
4-5 years	215 003	300 218
More than five years	1 112 326	1 174 038
<b>Total undiscounted future lease liability payments as of 31 December</b>	<b>2 573 795</b>	<b>2 964 569</b>

Lease payments expensed through profit or loss in 2023 was NOK 55 328 thousand for short-term and low value leases.

## 15 Investments in associates and joint ventures

### Accounting policies

Investments in associates are recognized using the equity method. Investments are recognized on their acquisition date at their acquisition cost, and the Group's share of the result in subsequent periods is recognized as income or an expense. The investment in associates includes recognition of any implicit goodwill identified on the acquisition date.

If the ownership interest in an associate is reduced but the Group maintains significant influence, only a proportional share of the amount that was previous recognized through other comprehensive income is reclassified to the income statement.

The Group's share of the profit or loss in an associate is recognized through profit or loss and added to the book value of the investment. The Group's share of the other comprehensive income in the associated company is recognized through other comprehensive income in the Group and also added to the capitalized amount of the investment.

At the end of each accounting period, the Group evaluates whether the investment in the associate is impaired. If there is an impairment, the amount of the write-down is calculated as the difference between the investment's recoverable amount and the book value, with the difference recognized through profit or loss as a separate line item "Net profit/loss from associates".

Gains or losses related to changes in the ownership percentage in associates are recognized through profit or loss.

The Group has investments in the following associates and joint ventures:

	Office	Ownership share*
Østlandet Gjenvinning AS	Hamar	50.0%
Pasa AS	Porsgrunn	38.0%
New West Gipsgjenvinning AS	Holmestrand	50.0%

\*) Share ownership and voting share ownership are equivalent percentages.

Change in book value of the Group's shares:

(NOK thousands)	01.01.2023	Dividends	Share of profits	Other	31.12.2023
Østlandet Gjenvinning AS	52 957	(15 000)	3 634		41 591
GN Invest 2/3 AS				101 737	101 737
Other entities	5 353		555	(140)	5 768
<b>Total</b>	<b>58 310</b>	<b>(15 000)</b>	<b>4 189</b>	<b>101 594</b>	<b>149 096</b>

MiCollect Aps was sold in December 2023.

In 2018, the Group received invested shares in Østlandet Gjenvinning AS, Egersund Omsetningsgård AS, Pasa AS and New West Gipsgjenvinning AS. Egersund Omsetningsgård AS was sold in April 2021. The identified goodwill in Pasa AS was measured at NOK 500 thousand, while the identified excess value in Østlandet Gjenvinning AS amounted to NOK 33 201 thousand.





## Key financial figures for Østlandet Gjenvinning and its subsidiaries

<i>(NOK thousands)</i>	2023	2022
Operating income	278 480	278 571
Profit for the period	16 213	15 143
Current assets	64 095	63 368
Non-current assets	82 437	73 528
<b>Total assets</b>	<b>146 532</b>	<b>136 896</b>
Equity	74 950	97 678
Current payables	38 580	36 816
Non-current payables	33 001	2 402
<b>Total equity and liabilities</b>	<b>146 531</b>	<b>136 896</b>

## 16 Inventories

Inventories of raw materials are measured at the lower of average acquisition cost and fair value. Finished goods are measured at the lower of full production cost and fair value.

<i>(NOK thousands)</i>	2023	2022
Raw materials	250 564	178 403
Finished goods	50 558	104 999
Spare parts	35 575	18 708
<b>Total</b>	<b>336 697</b>	<b>302 110</b>

<i>(NOK thousands)</i>	2023	2022
Inventory measured at cost	336 697	302 110
<b>Total</b>	<b>336 697</b>	<b>302 110</b>

Inventories consist of positive fractions where the Group has purchased materials from upstream suppliers. The financial statement item "Cost of goods sold" contains the cost of purchased positive fractions that were sold during the year.

NOK 1 818 million was recognized in cost of goods sold from sold goods in 2023 (2022: NOK 1 915 million). These costs are included under the financial statement item "Cost of goods sold". The financial statement item consists of the cost of purchased good as described above, as well as the cost of goods sold to downstream solutions for negative fractions.

## 17 Trade and other receivables

<i>(NOK thousands)</i>	2023	2022
Trade receivables (gross)	525 297	328 676
Trade receivables (factoring)	211 581	173 870
Loss allowance	(10 705)	(10 427)
<b>Total trade receivables</b>	<b>726 173</b>	<b>492 119</b>

<i>(NOK thousands)</i>	2023	2022
Prepaid expenses	63 670	52 158
Earned income that has not been invoiced	203 717	195 306
Other current receivables	28 523	24 860
<b>Total other receivables</b>	<b>295 910</b>	<b>272 324</b>

<i>(NOK thousands)</i>	2023	2022
Other non-current receivables	112 732	39 726
<b>Total other non-current receivables</b>	<b>112 732</b>	<b>39 726</b>

The Group has a factoring agreement in which a major part of the trade receivables are sold immediately after issuance of the invoice, see notes 24 and 25 for more information.





The fair value of trade receivables and other receivables is not considered to be materially different from their book value.

#### *Credit risk trade receivable (gross)*

The Group makes provisions for expected future lifetime losses on trade receivables based on provision matrices. All newly established corporate customers are credit rated. Credit checks are only carried out of private individuals in exceptional cases, although all private individuals are reviewed to verify their complete information. Credit checks are outsourced to a third party.

## 18 Cash and cash equivalents

Cash and cash equivalents comprise cash, bank deposits and other short-term, easily negotiable investments with a maximum 3-month original term. Overdrafts on the statement of financial position are included in loans under current liabilities.

<i>(NOK thousands)</i>	2023	2022
Cash and deposits	103 092	121 586
Restricted bank deposits	460	2 761
<b>Total cash and cash equivalents</b>	<b>103 552</b>	<b>124 347</b>

<i>(NOK thousands)</i>	2023	2022
NOK	(114 344)	(708 159)
DKK	(19 843)	(9 779)
EUR	203 012	760 085
USD	37 713	75 870
SEK	2 362	5 687
GBP	(5 348)	643
<b>Total cash and cash equivalents</b>	<b>103 552</b>	<b>124 347</b>

## 19 Share capital and premium

#### **Share capital, share premium and other paid-in equity**

Ordinary shares are classified as equity. Expenses directly related to the issuance of new shares or options, less tax, are recognized as reductions in the received remuneration against equity.

Other paid-in equity is capital invested from owners, but which is not included in share capital and share premium. Received group contributions from owners in the same tax group are recognized as funds and included in other paid-in equity.

	2023	2022
Number of shares 31 December	355 582 731	13 053 909
Par value (NOK)	0,002	10.00

<i>(NOK thousands)</i>	2023	2022
Share capital	711	127 193
Share premium	4 280 298	1 561 717





## Overview shareholders 31.12.2023

Shareholder	Ordinary shares	Ownership share
Summa Circular (No. 1) AB	71 116 546	20 %
Summa Circular (No. 2) AB	110 230 647	31 %
Summa Circular (No. 3) AB	10 667 482	3 %
Summa Equity Fund I (No. 1) AB	17 779 137	5 %
Summa Equity Fund I (No. 2) AB	28 446 618	8 %
Summa Equity Fund I (No. 3) AB	7 111 655	2 %
Summa Equity Fund III (No. 1) AB	28 446 618	8 %
Summa Equity Fund III (No. 2) AB	74 672 374	21 %
Summa Equity Fund III (No. 3) AB	7 111 655	2 %
<b>Total</b>	<b>355 582 731</b>	<b>100 %</b>

All shares in Summa Circular Holdco AS have the same rights.

Changes in share capital for 2023 are illustrated in the table below:

Share capital	Number of shares authorized	Per value per share (NOK)	Financial Position (NOK thousands)
<b>At 31 December 2022</b>	<b>13 053 909</b>	<b>10,0000</b>	<b>130 539</b>
Capital reorganization	(13 053 909)	(10,0000)	(130 539)
Establishment Summa Circular Holdco AS	30 000	1,0000	30
Share capital split 30 November	299 970 000	(0,9900)	-
Share capital increase 30 November 2023	-	0,0009	270
Share capital increase 30 November 2023	-	0,0010	300
Share capital increase 30 November 2023	55 582 731	0,0000	111
<b>At 31 December 2023</b>	<b>355 582 731</b>	<b>0,002</b>	<b>711</b>

## Capital reorganisation and establishment of Summa Circular Holdco AS

The legal structure of the Group was changed in November 2023. A new company, Summa Circular Holdco AS, was established to serve as a parent company of the group subsequent to a reorganisation of ownership. As a result of this transaction NG Topco AS was liquidated, and replaced by Summa Circular Holdco AS. See note 1 and note 28 for additional information.

## Share Capital Split and Share Capital Increase 30 November 2023

At 30 November 2023, the share capital of the Company was increased by TNOK 681 and the share premium by MNOK 4 280. The Group has also carried out a share split and issued new shares. The capital increase was cash contributed (MNOK 553) and non-cash contributed (MNOK 3 698). The capital increase was registered in January 2024.

## Dividends:

Dividend payments and group contributions to the parent company's shareholders are classified as liabilities from the date the dividend is determined by the general meeting. Dividend income is recognized through profit or loss when the right to receive payment arises.

## 20 Retained earnings

Movements in retained earnings 2023 (NOK thousands)	Translation differences	Pension	Retained earnings	Total Retained earnings
<b>Balance at 1 January</b>	<b>(4 449)</b>	-	<b>(640 202)</b>	<b>(644 651)</b>
Profit for the period	-	-	(89 129)	(89 129)
Currency translation differences	3 284	-	-	3 284
Other transactions with non-controlling interests	-	-	(2 111 782)	(2 111 782)
<b>Balance at 31 December</b>	<b>(1 165)</b>	-	<b>(2 883 524)</b>	<b>(2 842 278)</b>





Movements in retained earnings 2022 (NOK thousands)	Translation differences	Pension	Retained earnings	Total Retained earnings
<b>Balance at 1 January</b>	-	-	<b>(639 633)</b>	<b>(639 633)</b>
Profit for the period	-	-	(8 361)	(8 361)
Currency translation differences	(4 449)	-	-	(4 449)
<b>Transactions with owners</b>				
Other transactions with non-controlling interests	-	-	7 792	7 792
<b>Balance at 31 December</b>	<b>(4 449)</b>	-	<b>(640 202)</b>	<b>(644 651)</b>

The table only show movements for the majority share ownership of retained earnings.

## 21 Borrowings

### Accounting policies

Borrowings are recognized at fair value less transaction costs when the cash is received. In subsequent periods, borrowings are measured at amortized cost using the effective interest method. The difference between the cash proceeds received (less any transaction costs) and the maturity value of the loan is recognized through profit or loss over the term of the loan as part of measurement of the effective interest expense.

(NOK thousands)	2023	2022
Borrowings from credit institutions	2 452 552	2 437 000
Other loans	20 094	21 228
<b>Total non-current borrowings</b>	<b>2 472 646</b>	<b>2 458 228</b>

(NOK thousands)	2023	2022
Borrowings from credit institutions	182 641	126 790
Other loans	-	27 831
<b>Total current borrowings</b>	<b>182 641</b>	<b>154 621</b>

The following table shows the relationship between the book value and fair value of borrowings:

(NOK thousands)	Book value		Fair value	
	2023	2022	2023	2022
Borrowings from credit institutions	2 635 193	2 563 790	2 635 193	2 563 790
Other loans	20 094	49 059	20 094	49 059
<b>Total borrowings</b>	<b>2 655 287</b>	<b>2 612 849</b>	<b>2 655 287</b>	<b>2 612 849</b>

The following tables show the movement in borrowings split between changes with cash effects and with non-cash effects:





2023 (NOK thousands)	Borrowings
<b>Balance at 1 January</b>	<b>2 612 849</b>
Proceeds from borrowings external	135 889
Transaction cost	(4 243)
Repayment of borrowings and credit facility	(83 492)
Payment of interest*	(198 288)
<b>Cash flows, net</b>	<b>(150 134)</b>
Translation differences	6 482
Interest expense	208 164
Loans and hold back-amounts related to acquisitions	(40 308)
Capitalized transaction costs related to borrowings	18 234
<b>Other Changes</b>	<b>192 572</b>
<b>Balance at 31 December</b>	<b>2 655 287</b>

\*Total payment of interest on borrowings from table above, NOK 198 288, and payment of interest on lease liability, NOK 131 858, refer to note 14, in total aggregate to payment of interest in Cash Flow statement, NOK 330 146.

2022 (NOK thousands)	Borrowings
<b>Balance at 1 January</b>	<b>2 135 531</b>
Proceeds from borrowings	2 574 095
Transaction cost	(85 731)
Repayment of borrowings	(2 155 817)
Paid interests	(122 388)
<b>Cash flows, net</b>	<b>210 159</b>
Translation difference	-
Interest expense	125 961
Loans and hold back-amounts related to acquisitions	114 708
Capitalized transaction costs related to borrowings	26 490
<b>Other Changes</b>	<b>267 159</b>
<b>Balance at 31 December</b>	<b>2 612 849</b>

#### *Loan agreements*

Norsk Gjenvinning Norge AS signed a loan agreement on 9 November 2022. The loan agreement concerns a senior facilities agreement of NOK 3 737 million, including a revolving credit facility (RCF) for NOK 685 million and a capex facility of NOK 790 million.

#### *Revolving credit facility (RCF)*

The RCF consists of a cash overdraft limit of NOK 340 million, a leasing facility of NOK 300 million, a guarantee limit of NOK 30 million and a separate RCF for NOK 115 million. The latter is subject to interest of 3-month NIBOR with a 3.75% margin and has similar maturity to other borrowings to the original lenders. At the end of 2023, there was no overdraft on the separate RCF.

#### *Capex Facility*

The Capex Facility has a limit of NOK 790 million and may be used towards funding of capital expenditures projects and acquisitions. At year end the Utilisation of this facility was NOK 175 million.

#### *Other loans*

Other loans contain multiple smaller loans from other credit institutions and some hold back amounts regarding acquisitions transacted in December 2022. The loans are issued on market terms consistent with other financing. The fair value of borrowings and accrued interest are equal to book value since the agreed interest is on market terms.

#### *Credit facility*

The credit overdraft facility has a limit of NOK 240 million (NOK 205 million) and at the end of the year there was a NOK 109 million overdraft drawn on this facility (NOK 0 million).





The table below shows relevant information concerning the various facilities related to the aforementioned loan agreement and other loans:

**2023**  
**(NOK thousands)**

Credit Issuer	Type of Facility	Maturity	Interest	Currency	Principal at 31 Dec 2021	Principal at 31 Dec 2022	Principal at 31 Dec 2023
DnB/Nordea	Facility A	10.01.2023	3 mnd Nibor + 3.50 %	NOK	242 847	0	
DnB/Nordea	Facility B	10.01.2023	3 mnd Nibor + 3.75 %	NOK	1 310 000	0	
DnB/Nordea	Facility C	10.01.2023	3 mnd Nibor +2.75 %	NOK	228 000	0	
DnB, Danske Bank, Sparebank 1 SR-Bank, Swedbank	Bank overdraft	15.11.2027	3 mnd Nibor +3.75 %	NOK	0	109 129	
DnB	Facility A1	10.01.2023	3 mnd Nibor +3.25 %	SEK	29 466		
Dnb	Facility B1	10.01.2023	3 mnd Nibor +3.25 %	SEK	137 508		
DnB	Liquidity Facility	10.01.2023	3 mnd Nibor +3.25 %	NOK	70 713	0	
Nordea	Liquidity Facility	10.01.2023	3 mnd Nibor +3.50 %	NOK	72 129	0	90 000
DnB, Danske Bank, Sparebank 1 SR-Bank, Swedbank	Facility B	15.11.2027	3 mnd Nibor +4.25 %	NOK		2 262 000	2 262 000
DnB, Danske Bank, Sparebank 1 SR-Bank, Swedbank	Capex Facility	15.11.2027	3 mnd Nibor +4.25 %	NOK		175 000	220 000
Various banks	Other loans			NOK	49 565	66 720	83 287
<b>Total</b>					<b>2 140 228</b>	<b>2 612 849</b>	<b>2 655 287</b>

As part of the financing of the Group, the largest entities have a on demand guarantees for loan agreements and credit facilities:

<i>(NOK thousands)</i>	Book value	Secured amount
Shares		
Property, plant and equipment	883 796	4 500 000
Trade receivables	653 595	4 500 000
Inventories	306 265	4 500 000





The Group has the following operational guarantees per 31 December:

(NOK thousands)	2023	2022
Operational guarantees	141 989	108 811
Rent guarantees	19 053	17 208
Contract guarantees	79 872	69 547
Tax withholdings guarantees	81 900	62 400

#### Loan covenants

The Group has financial covenants related to net interest-bearing debt from their main financing issuer. The covenants' terms for the above-mentioned borrowings are linked to the adjusted EBITDA to net financial cost ratio and the adjusted EBIDA to net interest bearing debt ratio, refer to note 24 for further information. The first time of reporting covenants is during the first quarter of 2023.

## 22 Provisions

#### Accounting policies

The Group recognizes provisions for environmental obligations, onerous contracts, restructuring processes and legal claims. Legal claims are recognized when a legal or self-imposed obligation exists as a result of previous events, and the obligation will, on the balance of probabilities, be settled by a transfer of financial resources, and the magnitude of the liability can be estimated with sufficient reliability. Provisions are calculated based on a probability-weighted, discounted future cash flows models.

In those cases where multiple liabilities of a similar nature exist, the probability of the liabilities being settled is determined by assessing liabilities of this type using a portfolio approach. Provisions are therefore made even if the probability of settlement associated with the individual obligation is assessed as low.

For waste material that have been received but not yet delivered to a final downstream solution, a provision is made for the incurred treatment and downstream costs. This is classified as other current liabilities in the statement of financial position.

2023 (NOK thousands)	Onerous contracts	Environmental and site restoration	Restructuring	Other provisions	Total
<b>Balance at 1 January</b>	-	<b>44 390</b>	<b>36 993</b>	<b>109</b>	<b>81 492</b>
Provisions made during the year	3 303	36 179	12 882	9 011	61 375
Provisions reversed during the year	(3 303)	(5 822)	-	-	(9 125)
Provisions used during the year	-	(7 685)	(16 096)	(2 535)	(26 316)
Unwinding of discount	-	-	-	(136)	(136)
<b>Balance at 31 December</b>	-	<b>67 062</b>	<b>33 779</b>	<b>6 449</b>	<b>107 290</b>
Classified as:					
-Non-current	-	64 543	29 541	4 896	98 980
-Current	-	2 518	4 239	1 552	8 309

2022 (NOK thousands)	Onerous contracts	Environmental and site restoration	Restructuring	Other provisions	Total
<b>Balance at 1 January</b>	-	<b>40 545</b>	<b>47 193</b>	<b>3 027</b>	<b>90 766</b>
Provisions made during the year	-	8 856	-	-	8 856
Provisions reversed during the year	-	-	-	-	-
Provisions used during the year	-	(5 858)	(10 200)	(2 919)	(18 977)
Unwinding of discount	-	846	-	1	847
<b>Balance at 31 December</b>	-	<b>44 389</b>	<b>36 993</b>	<b>109</b>	<b>81 492</b>
Classified as:					
-Non-current	-	32 093	26 888	-	58 981
-Current	-	12 296	10 106	109	22 511





## The Group's classification of provisions

### Onerous contracts

No onerous contracts at year end 2023.

### Environmental obligations

Pursuant to the relevant business regulations, the Group is subject to providing funding for restoration requirements related to landfills, site restoration and potential liabilities in relation to hazardous environmental emissions. To the extent where a legal or self-imposed funding requirement exists, the Group makes provisions based on the estimated value of these funding needs.

### Restructuring

During the year 2023 there has been provisions made related to restructuring in platform Urban Reuse. This relates to relocation and reorganising of service areas within demolition, with the associated reduction of personnel.

In Trondheim in 2022, a strategic decision was made to reorganise the construction business to ensure increased competitiveness in the region. Work related to this continued through 2023. The consolidation in Kristiansund was started in 2020 and was completed around the beginning of 2022.

The remaining projects concern the consolidation of the construction business in the Vestfold region and changes to the operating model in a small part of the Eastern region.

### Other provisions

Other provisions include provisions not specifically related to the above-mentioned categories.

### Critical accounting estimates

Provisions for liabilities contain estimation uncertainty and are recognized based on management's best estimates based on the information available as per the date of the financial statements.

### Provisions for environmental obligations

The Group performs activities that over time may have environmentally negative impact on the land areas where these activities take place. This could give rise to restoration and clean-up obligations that will have to be fulfilled at a future date. Provisions for these environmental liabilities are based on management's assessment of the likelihood of an environmental clean-up obligation arising and the best estimate available of the future expenditures required to meet this obligation. Considerable uncertainty is associated with assessments of whether such an obligation exists, estimates of the future expenditure required, and the timing of these expenditures. See note 22 for further information on provisions for environmental obligations at year-end.

The group has changed the accounting policy for environmental obligations as the discount rate no longer includes a credit element. For further description see note 2 Basis of preparation.

### Restructuring provisions

The Group implemented measures in both 2020 and 2021 to control costs. The restructuring provisions involve judgement and are determined based on best estimates of the expenses expected to be incurred. Any estimated future operating losses are not included in the restructuring provision. A detailed plan must exist that identifies which parts of the business will be restructured, and steps must be taken to ensure that those who will be affected have a realistic expectation that the restructuring will be carried out. One important assumption is that the restructuring will materially change the scope of the activities or how they are operated. If the impact is material, the expected future cash flows will be discounted using a pre-tax rate that reflects the risk associated with the provision.

## 23 Other payables

<i>(NOK thousands)</i>	2023	2022
Accrued expenses	339 045	417 954
Payroll related liabilities	161 425	160 524
Public duties payable	198 211	154 248
Accrued downstream expenses*	11 388	21 029
Other current liabilities	43 845	26 137
<b>Total other current payables</b>	<b>753 914</b>	<b>779 892</b>

\* Accrued downstream expenses: the Group accrues expected expenses for transport and processing for received waste materials not delivered to a final downstream destination by year end.





## 24 Financial risk management

### 24.1 Financial risk factors

The Group's activities result in exposure to several financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictable nature of the financial markets and tries to minimize any potential negative impact on the Group's financial figures. The Group uses financial instruments in the form of derivatives to hedge against certain types of risk exposure.

#### 24.1.1 Market risk

##### *Currency risk*

The Group has international operations and is exposed to foreign currency risk that arises due to transactions in several currencies. Currency risk arises because of transactions linked to operations, assets and liabilities in foreign currency and net investments in foreign operations. Downstream transactions are particularly exposed to changes in exchange rates.

Currency risk is managed. In order to mitigate currency risk, efforts are made to establish long-term loans, generally in the same currencies as the underlying exposure and cash generation. Such assessments are partly based on the attractiveness of the terms and conditions that can be achieved in relation to the various foreign currencies. Forward currency contracts are used for main currencies to mitigate the impact of changes in exchange rates.

The Group has various investments in foreign operations where net assets are exposed to currency risk. Such currency exposures are not assessed as having a significant impact and are therefore not hedged.

##### *Interest rate risk*

The Group's interest rate risk arises from non-current liabilities. Debt issued on the basis of variable rates entails the Group being exposed to interest rate risk that impacts the cash flows. The Group manages interest rate risk linked to cash flows using interest rate swap contracts. The financial effect of interest rate swap contracts comes from converting variable rates to fixed rates. The Group generally borrows on a long-term basis at variable rates and swaps them to fixed rates. In an interest rate swap contract, the Group enters into an agreement with a counterparty to swap the difference between the fixed and variable rates at their nominal values every quarter. The Group's guidelines entail hedging a minimum of 50 percent of its loans entered into with variable rates that are also anchored in the Group's loan agreements. New hedging has been implemented in line with the new loan agreements. This was done through the creation of a cross currency swap. The purpose of this is to turn NOK debt into EUR debt in order to achieve a better match between debt and EBITDA.

If the rate for liabilities and bank deposits had averaged 100 basis points higher/lower throughout the year, and all other variables had remained constant, profit after tax would have been NOK 24,7 million lower/higher. This sensitivity calculation takes account of open interest rate swap contracts.

##### *Price risk*

The Group is exposed to price risk linked to raw materials. Fluctuations in commodity prices have generally increased significantly in recent years and can have some impact on the Group's results. The Group's results are primarily affected by prices for our main products: ferrous and non-ferrous metals, paper and refuse derived fuel (RDF).

Our principal risk management strategy is to limit our exposure to price changes. This is achieved by entering into concurrent downstream contracts for volumes from upstream activities wherever possible. Price risk linked to metals discovered during the waste source separation process (it is not possible to reliably estimate these volumes) may be hedged in financial markets and revised on a monthly basis. These hedges are based on estimated volumes and timing and are thus not perfectly aligned economic hedges and the effects are recognized through profit or loss. About 80 % of the volume has a hedging mechanism, in addition the operational units run a "no stock" strategy, i.e. buy and sell in the same market.

#### 24.1.2 Credit risk

Credit risk is managed at a group level. Credit risk arises from bank deposits, financial instruments and deposits in banks and financial institutions. It also arises through exposure to customers, including outstanding receivables and contractual transactions. As far as banks and financial institutions are concerned, only individual counterparties with a minimum A rating are accepted. The credit risk associated with each new customer is analyzed and rated before payment and delivery terms are offered. If customers are rated individually in their credit score, these ratings used as a basis. If no individual credit rating is available, credit quality will be assessed by taking account of the customer's financial position, previous experience and other relevant factors. Individual risk limits are determined based on internal and external ratings based on guidelines set by the Group. The utilization of credit limits is monitored regularly.

There is credit risk associated with derivatives. This risk is minimized by only trading with financial institutions with a credit rating of AA or better.





### 24.1.3 Liquidity risk

Estimates of future cash flows are conducted by the Group's corporate finance department. The finance department monitors rolling forecasts of the Group's liquidity requirements to ensure that it has enough cash on hand to meet operational needs and always maintains a satisfactory margin in relation to the unused loan facility to ensure that the Group does not breach requirements set out in the loan agreement. Such estimates of future cash flows take into account the Group's plans for debt financing, loan agreement terms and conditions and compliance with internal ratio requirements for the statement of financial position. Surplus liquidity in each individual company, in excess of the requirements set for working capital, are deposits on interest bearing accounts with financial institutions.

The table below specifies the Group's financial liabilities that are not derivatives classified in accordance with the due date structure. Classification is determined based on the due date of the contract. The amounts in the table below are the contractually agreed undiscounted cash flows. Non-current loans are presented without future interest payments. For further information related to lease payments see note 14. For further information related to derivatives see note 26.

<b>31.12.2023</b> <i>(NOK thousands)</i>	<b>Less than 1 year</b>	<b>Between 1 and 5 years</b>	<b>Later than 5 years</b>
Loans (excl. financial leases)	182 641	2 489 222	
Trade payables and other liabilities	1 314 915		
Financial guarantees	41 864		
Financial interests	225 067	600 272	
<b>Total financial liabilities (excl. derivatives)</b>	<b>1 764 487</b>	<b>3 089 494</b>	

<b>31.12.2022</b> <i>(NOK thousands)</i>	<b>Less than 1 year</b>	<b>Between 1 and 5 years</b>	<b>Later than 5 years</b>
Loans (excl. financial leases)	154 621	2 473 689	
Trade payables and other liabilities	1 203 465		
Financial guarantees	62 400		
Financial interests	179 661	705 816	
<b>Total financial liabilities (excl. derivatives)</b>	<b>1 600 147</b>	<b>3 179 505</b>	

### 24.2 Capital management

The Group's capital management goals are to secure its ability to continue operations in order to provide owners and other stakeholders with a return on their investment and to maintain an optimal capital structure in order to reduce the cost of capital.

To maintain or adjust the capital structure, the Group can distribute capital to its owners, issue new shares or sell assets to reduce debt. In connection with the signing of a new loan agreement in November 2022, a new asset strategy was also established for the Group. The Group monitors capital based on the covenants defined in the loan agreement.

The relevant covenants are calculated as net liabilities divided by adjusted EBITDA and adjusted EBITDA over net finance costs. The loan agreement defines how adjusted EBITDA, net finance costs and net interest-bearing debt should be calculated. Net liabilities is based on total liabilities (including interest-bearing liabilities before admission costs, and non-interest-bearing liabilities as shown on the consolidated statement of financial position) less loans guaranteed by owners, less IFRS 16 adjustments and finally cash/cash holdings.

Adjusted EBITDA is used to assess the underlying profitability of operations in a given period. This is a financial measure that is not defined under IFRS. The figure is calculated by adjusting EBITDA by removing any element (positive or negative) that could be characterized as being one-time, irregular or non-recurring. Adjusted EBITDA and other relevant figures related to the calculation of covenants are shown in the tables below. The Group met its covenant requirements for 2023.





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<i>(NOK thousands)</i>	<b>2023</b>	<b>2022</b>
<b>EBIT</b>	<b>325 189</b>	<b>347 976</b>
Depreciation and write-downs	594 291	539 166
Other non-recurring changes and adj. for acq. companies	66 800	61 560
IFRS 16 adjustments	(267 592)	(260 680)
Restructuring costs	22 872	39 600
<b>Adjusted EBITDA</b>	<b>741 560</b>	<b>727 622</b>

<i>(NOK thousands)</i>	<b>2023</b>	<b>2022</b>
Cash and cash equivalents	96 113	123 636
Lease liabilities	1 906 657	1 807 346
Bank loans	2 635 193	2 563 790
Other loans	36 670	64 520
<b>Net liabilities</b>	<b>4 482 407</b>	<b>4 312 020</b>
IFRS 16 adjustments	(1 578 781)	(1 517 097)
Admission costs	71 741	85 731
Group loans, guaranteed loans	(28 808)	(17 618)
<b>Adjusted net liabilities</b>	<b>2 946 559</b>	<b>2 863 036</b>

<i>(NOK thousands)</i>	<b>2023</b>	<b>2022</b>
<b>Net finance costs</b>	<b>441 078</b>	<b>315 069</b>
Adjustments for net currency gains/losses	(49 904)	(27 352)
IFRS 16 adjustments	(107 889)	(105 887)
Interest and costs associated with guaranteed loans	(43 123)	-
Supplier interest and other financial items	(4 092)	-
<b>Adjusted net finance costs</b>	<b>236 070</b>	<b>181 830</b>

**Leverage ratio** **4,15** **3,93**

**31.12.2023 Loan covenant**

Adjusted EBITDA 741 560  
Adjusted net finance costs 236 070  
**Interest cover ratio** **3,14 > 2.2**

**31.12.2022 Loan covenant**

Adjusted EBITDA 741 560  
Adjusted net liabilities 2 946 559  
**Adjusted leverage ratio** **3,97 ≤ 5.30**





## 25 Financial instruments

### Financial instruments by category:

<i>(NOK thousands)</i>	2023	2022
<b>Financial assets at amortized cost:</b>		
Trade receivables (gross)	525 297	328 676
Other receivables excluding prepayments	344 972	259 892
Cash and cash equivalents	103 552	123 437
<b>Financial assets at fair value through other comprehensive income:</b>		
Trade receivables (factoring)	211 581	173 870
<b>Financial assets at fair value through profit or loss:</b>		
Other financial assets	2 586	1 231
<b>Total assets</b>	<b>1 187 988</b>	<b>888 016</b>
<b>Financial liabilities at amortized cost:</b>		
Loans	2 655 287	2 612 849
Financial leases	1 906 660	1 807 346
Trade payables	588 013	423 612
Other liabilities excluding statutory obligations	555 702	625 644
<b>Derivatives</b>		
Fair value through profit or loss	92 490	50 814
<b>Total liabilities</b>	<b>5 798 152</b>	<b>5 520 265</b>

### Financial assets at fair value through other comprehensive income

The majority of the trade receivables are sold immediately after the invoicing date. These trade receivables are defined in the above table as "Trade receivables (factoring)". This arrangement is part of a business model in which the purpose is to receive contractually regulated cash flows immediately as well as to sell the receivables. Since some of the invoices are sold the last day in the month and there is some process time, we will still have some trade receivables (factoring) at year end. Trade receivables (factoring) are therefore recognized at fair value through other comprehensive income. The factoring company that buys the receivables performs its own credit ratings. Based on the trade receivables being sold immediately after the invoicing date, where the factoring company assumes all of the risk, no changes in the value of these receivables have been identified.

Customers are divided into three groups based on trade receivables:

- Group 1 – customers not past due or fewer than 30 days past due.
- Group 2 – customers between 31 and 90 days past due.
- Group 3 – customers more than 91 days past due or sent to debt recovery.

<i>(NOK thousands)</i>	2023	2022
Group 1	577 483	418 927
Group 2	36 627	21 248
Group 3	122 768	62 371
<b>Total trade receivables</b>	<b>736 878</b>	<b>502 546</b>





## 26 Other financial assets and liabilities

The derivatives are used for hedging purposes. They are measured at fair value and changes in the fair value are recognized through profit or loss.

(NOK thousands)	2023		2022	
	Asset	Liability	Asset	Liability
Interest rate and currency swaps	-	92 941		52 045
Metal derivatives	2 586	2 135	1 231	
<b>Total book value</b>	<b>2 586</b>	<b>95 076</b>	<b>1 231</b>	<b>52 045</b>
Of which non-current items:	-	92 941		22 829
Of which current items	2586	2 135	1 231	29 216

Accrued interest is classified as a current liability.

### Forward currency contracts

Forward currency contracts are used to reduce exposure to fluctuations in exchange rates linked to the Group's cash holdings and bridge loans. Gains and losses (net) on hedging instruments are included as part of finance costs (note 10).

### Metal derivatives

Metal derivatives are held for trading purposes. Gains and losses (net) are included in other gains and losses (note 9).

### Measured at fair value

The table below shows financial instruments measured at fair value and classified by fair value measurement hierarchy.

2023				
(NOK thousands)	Level 1	Level 2	Level 3	Total
Financial assets/liabilities (-) at fair value through profit or loss				
Interest rate and currency swaps		92 941		92 941
Metal derivatives		(451)		(451)
2022				
(NOK thousands)	Level 1	Level 2	Level 3	Total
Financial assets/liabilities (-) at fair value through profit or loss				
Interest rate and currency swaps	-	52 045	-	52 045
Metal derivatives	-	(1 231)	-	(1 231)

There were no transfers between the levels during the year. The fair value of financial instruments that are not traded in an active market (such as unlisted derivatives) is determined using the bank's estimated value of the instrument (MTM value). The Group assesses and chooses methods and assumptions that are, wherever possible, based on the market conditions as of each statement of financial position date. The different levels are defined as follows;

- (a) *Level 1 financial Instruments* – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (b) *Level 2 financial Instruments* - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (c) *Level 3 financial Instruments* - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable





## 27 Non-controlling ownership interests

### Overview of non-controlling ownership interests at 31 December 2023

(NOK thousands)

	Registered office	Non-controlling interest	Share of profit in period	Accumulated ownership interest 31 December
NG Midco AS	Lysaker	11,50%	(4 979)	164 779
Reen AS	Larvik	31,34%	(1 960)	(3 920)
<b>Total</b>			<b>(6 939)</b>	<b>160 859</b>

At 21 Dec, the minorities of NG MidCo AS contributed NOK 4 238 as equity contribution, paid in cash.

In 2023 the group acquired the non-controlling interest in Nordic Demolition AS, Zirq Solutions AS and O Tenden AS. Purchase consideration below:

(NOK thousands)

	Nordic Demolition AS	Zirq Solutions AS	O Tenden	Total
Cash paid	166 446	133 112	4 830	304 387
Issuance of promissory notes to sellers	283 043	23 376	-	306 419
<b>Total purchase consideration</b>	<b>449 489</b>	<b>156 489</b>	<b>4 830</b>	<b>610 807</b>

As partly settlement for the purchase consideration, NG Group AS issued promissory notes to the sellers of the non-controlling interests. The promissory notes to the sellers were partly transferred to NG MidCo AS, where the sellers received claims on NG MidCo AS. The claims were settled by NG MidCo AS resolving to increase its share capital directed to the minority sellers, resulting in a capital increase of NOK 284 365.

The equity is reduced by MNOK 611 as a result of the transaction.

### Overview of non-controlling ownership interests at 31 December 2022

(NOK thousands)

	Registered office	Non-controlling interest	Share of profit in period	Accumulated ownership interest 31 December
Nordic Demolition AS	Slemmestad	39.85%	23 383	129 812
Zirq Solutions AS	Revetal	22.73%	7 560	24 866
Other			(10 510)	1 381
<b>Total</b>			<b>20 433</b>	<b>156 059</b>

### Dividends

The Group's dividends from companies in which it has non-controlling ownership interests amounted to TNOK 506 (2022: TNOK 1 012). Both years all dividends received were entirely from Morten Rørinspeksjon AS.

### General financial information

Nordic Demolition AS and Zirq Solutions AS both have subsidiaries. The financial statements figures given below relate to consolidated figures including the subsidiaries. All of the amounts presented in the tables below are after eliminations in the subsidiary group and before the elimination of transactions with other group companies.

### 2023

(NOK thousands)

	Reen AS
<b>Income statement figures (ownership period)</b>	





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Revenue	30 898
Profit (loss) for the period	(36 636)

#### Statement of financial position figures at 31 December

Non-current assets	47 296
Current assets	(9 619)
<b>Total assets</b>	<b>37 677</b>

Equity	(10 244)
Non-current liabilities	27 644
Current liabilities	20 279
<b>Total equity and liabilities</b>	<b>37 677</b>

#### 2022

(NOK thousands)

	Reen AS	Nordic Demolition AS	Zirq Solutions AS (KMT Gjenvinning AS)
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#### Income statement figures (ownership period)

Revenue	23 264	1 121 116	857 134
Profit (loss) for the period	(27 549)	62 022	25 167

#### Statement of financial position figures at 31 December

Non-current assets	36 049	549 331	212 218
Current assets	14 401	314 632	249 456
<b>Total assets</b>	<b>50 450</b>	<b>863 963</b>	<b>461 674</b>

Equity	6 784	411 496	26 284
Non-current liabilities	33 829	138 916	231 123
Current liabilities	9 836	313 557	204 259
<b>Total equity and liabilities</b>	<b>50 450</b>	<b>863 963</b>	<b>461 674</b>

## 28 Business combinations

### Accounting policies

#### a) Subsidiaries

Subsidiaries are all entities (including structural entities) that are controlled by the Group. Control of an entity arises when the Group is exposed to variability of returns from the entity and can influence these returns based on its authority over the entity. Subsidiaries are consolidated from the date control is obtained and until there is a loss of control.

The acquisition method is used for business acquisitions. The remuneration is measured at the fair value of the transferred assets, incurred liabilities and issued equity instruments. The remuneration also includes the fair value of all assets or liabilities resulting from agreements concerning contingent consideration. Identifiable assets, liabilities and contingent liabilities are recognized at their fair value on the acquisition date. Non-controlling interests in the acquired company are measured, at either their fair value or their share of the acquired company's net assets, as appropriate for the specific acquisition.

Expenses linked to acquisitions are recognized as costs as they are incurred.

Contingent remuneration is measured at fair value on the acquisition date. Subsequent changes in the fair value of the contingent remuneration are recognized through profit or loss or recognized as a change in the statement of comprehensive income as long as it is classified as an asset or liability. No new measurement of contingent remuneration classified as equity is performed and subsequent remuneration is recognized against equity.

If the remuneration (including any non-controlling interests and the fair value of previous ownership interests) exceeds the fair value of identifiable assets and liabilities in the acquisition, it is recognized as goodwill. If the remuneration (including any non-controlling interests and the fair value of previous ownership interests) amounts to less than the fair value of the net assets of the subsidiary as a result of a purchase made on favourable terms, the difference is recognized as a gain in the income statement.





Intergroup transactions, outstanding balances and unrealized gains/losses between group companies are eliminated. Figures that have been reported by the subsidiaries are restated if this is necessary to comply with the Group's accounting policies.

## b) Changes in ownership interests in subsidiaries without loss of control

Transactions with non-controlling owners in subsidiaries that do not result in a loss of control are treated as equity transactions. In the event of further purchases, the difference between the remuneration and the shares' proportional share of the book value of the net assets of the subsidiary is recognized against the equity of the parent company's owners. Gains or losses on sales to non-controlling owners are correspondingly recognized against equity.

## c) Disposals of subsidiaries

In the event of a loss of control, any remaining ownership interest is measured at fair value with changes recognized through profit or loss. The fair value recognized thereafter will constitute the acquisition cost, as either an investment in an associated company or joint venture or a financial asset. Amounts related to this company that were previously recognized through other comprehensive income will be treated as though the Group had disposed of the underlying assets and liabilities. This could entail the amount that was previously recognized through other comprehensive income being reclassified to the income statement.

## Business combinations in 2023

In 2023 the Group has been through reorganization of ownership. Both Summa Equity Fund I AB and Summa Equity Fund III AB has continued their ownership, together with a new shareholder in Summa Circular AB. For more information see note 19. As a result of this transaction NG Topco AS was liquidated, and replaced by Summa Circular Holdco AS. As the Group is ultimately controlled by Summa Equity AB both before and after the transaction, the transaction is seen as a business combination under common control.

The purchase price for the shares was based on an equity value of NG MidCo of NOK 3,736 on a 100% basis. The purchase price was the result of negotiations between independent parties.

As settlement for the purchase consideration, Summa Circular HoldCo AS issued various promissory notes to the sellers of NG MidCo AS, which in aggregate equalled the sum of the total purchase price payable. Summa Circular HoldCo AS transferred the promissory notes to the parent Summa Circular AB (fund 1, fund 2, fund 3), which settled the promissory notes at closing on behalf of Summa Circular HoldCo AS. As full and final consideration for assuming the relevant debtor positions from Summa Circular HoldCo AS, Summa Circular AB received claims against Summa Circular HoldCo AS corresponding to the nominal value of the payment obligations assumed. The consideration was settled immediately following the effective date by Summa Circular HoldCo AS resolving to increase its share capital directed towards Summa Circular AB. No cash consideration was paid from Summa Circular HoldCo AS to the sellers of NG MidCo AS.

In the consolidated financial statement, the transaction is presented retrospectively, as if Summa Circular HoldCo AS was the parent of NG MidCo AS from 1.1.2022. All activities, assets and liabilities of the NG MidCo AS group is included in the comparative numbers for 2022, and for the full year 2023. Issuance of new equity in Summa HoldCo AS is recognised at the transaction date 30 November 2023, together with the equity effect that arise because the use of pooling of interest method.

## Purchase consideration

(NOK thousands)

Issuance of promissory notes to sellers	3 566 852
<b>Total purchase consideration</b>	<b>3 566 852</b>

Transaction costs related the reorganization amounted to MNOK 18.

## Business combinations in 2022

In 2022, the Group acquired 100 % of the issued share capital of AIP Group, Sørvestbetongsaging AS, DrillCon AS, Diamant Wire Teknisk Group and Letbek Group, and acquired 60 % of the issued share capital of Zero Emission Energy. The acquisitions were recognized using the acquisition method, where identifiable assets and liabilities are measured at fair value on the acquisition date and deferred tax is measured at nominal value.

The acquisition in two AIP entities, AIP Betongsaging AS and AIP Sanering AS was done by Nordic Demolition in February 2022. This acquisition enables growth in Nordic Demolition by bringing in competency in vibration sensitive areas, noise and adjacent





infrastructure. In addition, it will reduce the company's dependency on a cyclical building market, through new growth in hydropower plants, waste and sewage systems, and rock removal services. This strengthens Nordic Demolitions position as the preferred partner within sustainable urban reuse and gives the company a strategic position below ground.

The acquisition in Sørvestbetongsaging AS was done by Nordic Demolition in September 2022. This acquisition strengthens the competency and capacity at Nordic Demolition related to concrete cutting and drilling, indoor demolition, and remediation services. Simultaneously, the acquisition gives Nordic Demolition a foothold in the Rogaland regions and creates the possibility for the company to become a market leader in the area.

The acquisition in Drillcon AS was done by Nordic Demolition in end of December 2022. Drillcon is a top-quality company with a good reputation and excellent client referrals. This acquisition reduces the Group's dependency on the cyclical building market through life-expansion, small upgrade, and change-of-use-project services. There are also opportunities for growth in this area, as Drillcon has no proactive sales activity, and has had to turn down several engagements due to lack of capacity.

The acquisition in Diamant Wire Teknikk AS and its Swedish subsidiary, ECT AB, was done by Nordic Demolition in end of December 2022. This acquisition enables growth in Nordic Demolition by bringing in competency in vibration sensitive areas, noise and adjacent infrastructure. In addition, it will reduce the company's dependency on a cyclical building market, through new growth in hydropower plants, waste and sewage systems, and rock removal services. This strengthens Nordic Demolitions position as the preferred partner within sustainable urban reuse and gives the company a strategic position below ground.

Zero Emission Energy acquisition of 60 % was done stepwise by NG Markets AS in both July 2022 and November 2022. Zero Emission Energy has entered a license agreement with WasteX AS giving NG an exclusive right to commercialize and use the WX Technology within the Scope in the Nordics. The objective of the technology is to produce high and emission free energy from waste streams not suited for material recycling.

The acquisition of Letbek Group was done by Zirq Medical A/S in the beginning of December 2022. The acquisition of Letbek AS is key to support the transforming of NG Group and Zirq into a vertically integrated recycling company, which turns waste into high-end, low carbon plastic products. This integration allows for full traceability and circularity of plastics, giving Zirq a unique market position.

#### Purchase consideration – cash outflow

(NOK thousands)	AiP Group	Sørvest Betongsaging AS	Drillcon AS	Diamant Wire	Zero Emission Energy AS	Letbek Group	Total
				Teknikk AS & ECS AB			
Cash remuneration	15 013	25 987	23 236	59 014	30 000	139 101	292 351
Bank deposits acquired	389	3 094	4 559	1 775		361	10 178
<b>Net cash remuneration – investment activities</b>	<b>14 624</b>	<b>22 893</b>	<b>18 677</b>	<b>57 239</b>	<b>30 000</b>	<b>138 741</b>	<b>282 173</b>
<b>Total purchase consideration</b>							

(NOK thousands)	AiP Group	Sørvest Betongsaging AS	Drillcon AS	Diamant Wire	Zero Emission Energy AS	Letbek Group	Total
				Teknikk AS & ECS AB			
Cash remuneration	15 013	25 987	23 236	59 014	30 000	139 101	292 351
Shares issued	-	17 325	15 489	23 218			56 032
Contingent consideration	2 795		1 000	14 512		53 390	71 697
Internal loan transfer from previous owner	-	-	-	-	-	13 391	-
<b>Total purchase consideration</b>	<b>17 808</b>	<b>43 312</b>	<b>39 726</b>	<b>96 744</b>	<b>30 000</b>	<b>179 100</b>	<b>420 080</b>

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





Summa Circular Holdco AS – Annual Report 2023

(NOK thousands)

	AiP Group	Sørvest Betongsaging AS	Drillcon AS	Diamant Wire Teknikk AS & ECS AB	Zero Emission Energy AS	Letbek Group	Total
Customer contracts	758	1 900	-	24 778	-	5 751	33 187
Customer relationships	1 012	-	4 042	-	-	14 599	19 652
Other intangible assets	-	-	-	330	-	-	330
Deferred tax assets	-	592	-	-	-	-	592
Property, plant and equipment	1 683	3 913	4 443	22 223	-	41 749	74 010
Right of use assets	3 948	-	6 869	4 394	-	5 307	20 518
Non-current receivables	207	850	450	166	-	287	1 960
Investments in Associated entities	-	-	-	-	-	139	139
<b>Identified fixed assets acquired</b>	<b>7 608</b>	<b>7 255</b>	<b>15 803</b>	<b>51 890</b>	<b>-</b>	<b>67 832</b>	<b>150 387</b>
Inventories	-29	-	449	3 820	-	32 657	36 897
Trade receivables	3 464	4 552	5 393	32 483	40	28 010	73 941
Other receivables	2 237	1 571	844	1 199	-	1 934	7 786
Bank deposits	389	3 094	4 559	1 775	-	361	10 178
<b>Identified current assets acquired</b>	<b>6 061</b>	<b>9 217</b>	<b>11 245</b>	<b>39 277</b>	<b>40</b>	<b>62 962</b>	<b>128 801</b>
Deferred tax	422	418	857	6 656	-	8 997	17 350
Internal loan	-	-	-	-	-	12 509	12 509
Other loans	541	-	-	17 837	-	21 339	39 717
Lease liability	3 948	-	7 019	4 521	-	3 023	18 510
<b>Identified non-current liabilities acquired</b>	<b>4 911</b>	<b>418</b>	<b>7 876</b>	<b>29 014</b>	<b>-</b>	<b>45 868</b>	<b>88 086</b>
Trade payables	1 950	1 327	955	2 434	-	15 759	22 424
Taxes payable	-	741	1 506	3 284	-	3 403	8 935
Other financial liabilities	-	88	-	-	-	14 593	14 681
Other current liabilities	6 189	-	78	8 139	-	10 423	35 488
Other short term provisions for liabilities	-	4 900	-	-	-	1 291	6 191
<b>Identified current liabilities acquired</b>	<b>8 139</b>	<b>6 978</b>	<b>10 600</b>	<b>16 533</b>	<b>-</b>	<b>45 469</b>	<b>87 719</b>
<b>Net identified assets acquired</b>	<b>619</b>	<b>9 075</b>	<b>8 573</b>	<b>45 620</b>	<b>40</b>	<b>39 456</b>	<b>103 383</b>
Goodwill	17 189	34 237	31 153	51 124	29 960	139 644	303 307
<b>Net assets acquired</b>	<b>17 808</b>	<b>43 312</b>	<b>39 726</b>	<b>96 744</b>	<b>30 000</b>	<b>179 100</b>	<b>406 690</b>

The fair value of trade receivables is displayed above. Below follows the breakdown of gross value of trade receivable and provision for losses:

(NOK thousands)

	AiP Group	Sørvest Betongsaging AS	Drillcon AS	Diamant Wire Teknikk AS & ECS AB	Zero Emission Energy AS	Letbek Group	Total
Fair value of Trade receivables	3 464	4 552	5 393	32 483	40	28 010	73 941
Provisions for losses	-	30	67	933	-	208	1 238
<b>Gross value of trade receivable</b>	<b>3 464</b>	<b>4 582</b>	<b>5 459</b>	<b>33 415</b>	<b>40</b>	<b>28 218</b>	<b>75 179</b>





Transaction costs amounting to NOK 6 402 000 are included in other operating expenses in the consolidated income statement.

The acquisitions (from the acquisition date until 31 December 2022) contributed total sales revenue and a profit before tax of the following:

(NOK thousands)

	AiP Group	Sørvest Betongsaging AS	Drillcon AS	Diamant Wire Teknikk AS & ECS AB	Zero Emission Energy AS	Letbek Group	Total
The acquisitions contributed total sales revenue	28 792	27 360	-	1		7 659	<b>63 812</b>
Profit before tax	945	4 006	-	-	3	- 235	<b>4 713</b>

If the business combinations had been completed on 1 January 2022, the consolidated sales revenue and profit before tax for the year ending 31 January 2022 would have been the following:

(NOK thousands)

	AiP Group	Sørvest Betongsaging AS	Drillcon AS	Diamant Wire Teknikk AS & ECS AB	Zero Emission Energy AS	Letbek Group	Total
The acquisitions contributed total sales revenue	28 792	57 842	42 419	101 640		210 529	<b>441 222</b>
Profit before tax of	1 025	7 375	6 699	17 395		9 287	<b>41 781</b>

## 29 Subsequent Events

There are no known events occurring after the balance sheet date which would be expected to have a material effect on the Group's 2023 consolidated financial statements.





Summa Circular Holdco AS – Annual Report 2023

**Financial statements parent company – Summa Circular Holdco AS**





## Financial statements parent company – Summa Circular Holdco AS

### Income statement 20.04-31.12.2023

<i>(NOK'000)</i>	Note	2023
Other operating expenses		0
<b>Other operating expenses</b>		<b>0</b>
<b>Operating profit</b>		<b>0</b>
<b>Financial income and financial expenses</b>		
Other interest income		59
<b>Net financial items</b>		<b>59</b>
<b>Profit before tax</b>		<b>59</b>
Income tax expense	2	(13)
<b>Profit (loss) for the period</b>		<b>46</b>
<i>Attributable to</i>		
Transferred to other equity	3	46
<b>Total</b>		<b>46</b>





## Balance sheet 31.12

<b>ASSETS</b> <i>(NOK'000)</i>	<b>Note</b>	<b>31.12.2023</b>
Deferred tax assets		0
<b>Total intangible assets</b>		<b>0</b>
Investments in subsidiaries	4	4 176 310
Investment in associated companies	4	101 737
<b>Total financial fixed assets</b>		<b>4 278 048</b>
<b>TOTAL NON-CURRENT ASSETS</b>		<b>4 278 048</b>
Other current receivables		4
<b>Total receivables</b>		<b>4</b>
Cash and bank deposits		3 037
<b>TOTAL CURRENT ASSETS</b>		<b>3 041</b>
<b>TOTAL ASSETS</b>		<b>4 281 089</b>





Summa Circular Holdco AS – Annual Report 2023

<b>EQUITY AND LIABILITIES</b> <i>(NOK'000)</i>	<b>Note</b>	<b>31.12.2023</b>
Share capital	3, 5	30
Not registered capital increase	5	4 280 979
Other equity	5	21
<b>TOTAL EQUITY</b>		<b>4 281 030</b>
Liabilities to group companies	6	59
<b>Total current liabilities</b>		<b>59</b>
<b>TOTAL LIABILITIES</b>		<b>59</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4 281 089</b>

Lysaker 29 May 2024

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Hannah Gunvor Jacobsen  
Chair of the Board





## Cash flow statement

(NOK '000)	2023
<b>Profit before income taxes</b>	<b>59</b>
Change in other items	(29)
<b>Net cash flow from operating activities</b>	<b>30</b>
Payment for business acquisitions	(576 040)
Proceeds from sale of subsidiaries	25 562
<b>Net cash flow from investing activities</b>	<b>(550 478)</b>
Change in paid-in equity	553 485
<b>Net cash flow from financial activities</b>	<b>553 485</b>
Net change in cash and cash equivalents	<b>3 037</b>
Cash and cash equivalents at the beginning of the period	<b>0</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>3 037</b>





## Notes to the financial statements

### Accounting principles

The annual accounts have been prepared in compliance with the Accounting Act and accounting principles generally accepted in Norway. Further, the financial statements are prepared based on the going concern assumption.

#### *Use of estimates*

The preparation of financial statements in compliance with the Accounting Act requires the use of estimates. The application of the company's accounting principles also require management to apply assessments. Areas which to a great extent contain such assessments, a high degree of complexity, or areas in which assumptions and estimates are significant for the financial statements, are described in the notes.

#### Classification of balance sheet items

Assets intended for long term ownership or use have been classified as fixed assets. Assets relating to the trading cycle have been classified as current assets. Other receivables are classified as current assets if they are to be repaid within one year after the transaction date. Similar criteria apply to liabilities. First year's instalment on long term liabilities and long term receivables are, however, not classified as short term liabilities and current assets.

#### Investments in other companies

Except for short term investments in listed shares, the cost method is applied to investments in other companies. The cost price is increased when funds are added through capital increases or when group contributions are made to subsidiaries. Dividends received are initially taken to income. Dividends exceeding the portion of retained equity after the purchase are reflected as a reduction in purchase cost. Dividend/group contribution from subsidiaries are reflected in the same year as the subsidiary makes a provision for the amount. Dividend from other companies are reflected as financial income when it has been approved.

#### Debtors

Trade debtors are recognised in the balance sheet after provision for bad debts. The bad debts provision is made on basis of an individual assessment of each debtor and an additional provision is made for other debtors to cover expected losses. Significant financial problems at the customers, the likelihood that the customer will become bankrupt or experience financial restructuring and postponements and insufficient payments, are considered indicators that the debtors should be written down. Other debtors, both current and long term, are recognised at the lower of nominal and net realizable value. Net realizable value is the present value of estimated future payments. When the effect of amortization is insignificant for accounting purposes this is, however, not carried out. Provisions for bad debts are valued the same way as for trade debtors.

#### Foreign currency

Monetary foreign currency items are translated at the exchange rate on the balance sheet date. Realised foreign exchange gains or losses on sales/purchases are recognized as operating income or other operating expense in the income statement.

#### Liabilities

Liabilities, with the exception of certain liability provisions, are recognised in the balance sheet at nominal amount.

#### Taxes

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





Tax reduction on group contributions given and tax on group contribution received, booked as a reduction of cost price or taken directly to equity, are booked directly against tax in the balance sheet (offset against payable taxes if the group contribution has affected payable taxes, and offset against deferred taxes if the group contribution has affected deferred taxes).

Deferred tax is reflected at nominal value.

#### Cash flow statement

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

## Note 1 Payroll expenses, number of employees, remunerations, loans to employees, etc.

The company has no employees. Since the company has no employees, the company is not obliged to have occupational pension. No remuneration have been given to the board. The CEO receives salary and other benefits from NG Group AS.

## Note 2 Taxes

#### Calculation of deferred tax/deferred tax benefit (NOK thousands)

	Change	2023
<b>Temporary differences</b>		
Fixed assets		
Leasing		
Profit/loss		
Pension		
Other differences		
Derivatives		
Interest hedging		
<b>Net temporary differences</b>		
Tax losses carried forward		
<b>Basis for deferred tax</b>		
<b>Deferred tax in the balance sheet</b>		

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

Result before taxes	59
Permanent differences	0
Correction of temporary differences	0
<b>Basis for the tax expense for the year</b>	<b>59</b>
Change in temporary differences	-
Change in tax loss carried forward	-
<b>Basis for payable taxes in the income statement</b>	<b>59</b>
+/- Group contributions received/given	(59)
<b>Taxable income (basis for payable taxes in the balance sheet)</b>	<b>-</b>





## Components of the income tax expense

Payable tax on this year's result	13
<b>Total payable tax</b>	<b>13</b>
Change in deferred tax	0
<b>Tax expense</b>	<b>13</b>

## Reconciliation of the tax expense

Result before taxes	59
Calculated tax 22%	13
Tax expense	13
<b>Difference</b>	<b>-</b>

## The difference consists of:

22% Tax of permanent differences	-
Tax effect on group contribution	-
<b>Sum explained differences</b>	<b>-</b>

## Payable taxes in the balance sheet

Payable tax in the tax charge	13
Tax effect of group contribution	(13)
<b>Payable tax in the balance sheet</b>	<b>-</b>

## Note 3 Shareholders' equity

Equity changes in the year (NOK thousands)	Share capital	Not registered capital increase	Other equity	Total
<b>Equity 01.01.23</b>	-	-	-	-
Foundation	30		(25)	5
Not registered capital increase		4 280 979		4 280 979
Profit for the year			46	46
<b>Equity 31.12.23</b>	<b>30</b>	<b>4 280 979</b>	<b>21</b>	<b>4 281 030</b>

## Note 4 Subsidiaries, associated companies, and joint ventures

Investments in subsidiaries, associated companies and joint ventures are booked according to the cost method.

(NOK thousands)	Location	Ownership/ voting right	Balance sheet value
NG Midco AS	Oslo	88.5 %	4 176 310
<b>Balance sheet value 31.12</b>			<b>4 176 310</b>





<i>(NOK thousands)</i>	<b>Balance sheet value</b>
GN Invest 2 AS	2 570
GN Invest 3 AS	99 164
<b>Balance sheet value 31.12</b>	<b>101 737</b>

## Note 5 Share capital and shareholder information

### Share capital, share premium and other paid-in equity

Ordinary shares are classified as equity. Expenses directly related to the issuance of new shares or options, less tax, are recognized as reductions in the received remuneration against equity.

Other paid-in equity is capital invested from owners, but which is not included in share capital and share premium. Received group contributions from owners in the same tax group are recognized as funds and included in other paid-in equity.

	<b>2023</b>
Number of shares 31 December	355 582 731
Par value (NOK)	0,002

<i>(NOK thousands)</i>	<b>2023</b>
Share capital	711
Share premium	4 280 298

### Overview shareholders 31.12.2023

<b>Shareholder</b>	<b>Ordinary shares</b>	<b>Ownership share</b>
Summa Circular (No. 1) AB	71 116 546	20 %
Summa Circular (No. 2) AB	110 230 647	31 %
Summa Circular (No. 3) AB	10 667 482	3 %
Summa Equity Fund I (No. 1) AB	17 779 137	5 %
Summa Equity Fund I (No. 2) AB	28 446 618	8 %
Summa Equity Fund I (No. 3) AB	7 111 655	2 %
Summa Equity Fund III (No. 1) AB	28 446 618	8 %
Summa Equity Fund III (No. 2) AB	74 672 374	21 %
Summa Equity Fund III (No. 3) AB	7 111 655	2 %
<b>Total</b>	<b>355 582 731</b>	<b>100 %</b>

All shares in Summa Circular Holdco AS have the same rights.

Changes in share capital for 2023 are illustrated in the table below:

<i>Share capital</i>	Number of shares authorized	Per value per share <i>(NOK)</i>	Financial Position <i>(NOK thousands)</i>
Establishment Summa Circular Holdco AS	30 000	1,0000	30
Share capital split 30 November	299 970 000	(0,9900)	-
Share capital increase 30 November 2023	-	0,0009	270
Share capital increase 30 November 2023	-	0,0010	300
Share capital increase 30 November 2023	55 582 731	0,0000	111
<b>At 31 December 2023</b>	<b>355 582 731</b>	<b>0,002</b>	<b>711</b>

### Capital reorganisation and establishment of Summa Circular Holdco AS





The legal structure of the NG-Group was changed in November 2023. A new company, Summa Circular Holdco AS, was established to serve as a parent company of the group subsequent to a reorganisation of ownership. As a result of this transaction NG Topco AS was liquidated, and replaced by Summa Circular Holdco AS. See note 1 and note 28 in the Group financial statement for additional information.

#### Share Capital Split and Share Capital Increase 30 November 2023

At 30 November 2023, the share capital of the Company was increased by TNOK 681 and the share premium by MNOK 4 280. The Group has also carried out a share split and issued new shares. The capital increase was cash contributed (MNOK 553) and non-cash contributed (MNOK 3 728). The capital increase was registered in January 2024.

## Note 6 Receivables and payables from/to group companies

<b>Current liabilities</b> (NOK thousands)	<b>2023</b>
Group contributions payable	59
<b>Total current liabilities</b>	<b>59</b>

The company's group contribution with tax effect per 31.12.2023 to the following companies: TNOK 59 to Norsk Gjenvinning Norge AS.





## Appendix 1 – Alternative performance measures

The Group presents result figures in the annual financial statements that are not defined under IFRS. These measurement figures are categorized as alternative performance measures (APMs).

APM	Definition	Why the APM provides useful information
Operating result	Operating result is shown directly in the income statement	Frequently used measure of profitability.
EBITDA	Abbreviation for earnings before interest, taxes, depreciation, and amortization. EBITDA is calculated directly from the line items as presented in the income statement.	Frequently used measure of profitability.
Adjusted EBITDA	= EBITDA, adjusted by removing any element (positive or negative) that could be characterized as being infrequent, uncommon or non-recurring.	The company's management is of the opinion that this adjusted performance measure provides more relevant information for the purposes of analysis and presentation. The items that are not included in Adjusted EBITDA are deemed to be of little relevance when assessing the historical and future performance of the business at the end of the period.
Net liabilities	= non-current liabilities to credit institutions + current liabilities to credit institutions + nominal value of bond issues + accrued interest on bond issues – cash and cash equivalents	Frequently used measure of a company's debt financing.
Leverage ratio	= adjusted EBITDA / net liabilities	Frequently used measure of asset management.





## Verification

Transaction 09222115557520487390

### Document

Annual report Summa Circular Holdco AS 2023\_klar til  
signering\_v2 20.06.24  
Main document  
65 pages  
*Initiated on 2024-06-20 15:28:40 CEST (+0200) by Camilla  
Nguyen (CN)*  
*Finalised on 2024-06-20 23:51:07 CEST (+0200)*

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*The name returned by Norwegian BankID was "Hannah  
Gunvor Jacobsen"*  
*BankID issued by "DNB Bank ASA"*  
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To the General Meeting of Summa Circular Holdco AS

## Independent Auditor's Report

### Opinion

We have audited the financial statements of Summa Circular Holdco AS, which comprise:

- the financial statements of the parent company Summa Circular Holdco AS (the Company), which comprise the balance sheet as at 31 December 2023, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of Summa Circular Holdco AS and its subsidiaries (the Group), which comprise the statement of financial position as at 31 December 2023, the income statement, 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 material accounting policy information.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

### Basis for Opinion

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

### Other Matters

As of 30 November 2023, Summa Circular Holdco AS acquired NG Midco AS. In the consolidated financial statements, the transaction is presented retrospectively as if NG Midco AS was owned by Summa Circular Holdco AS from 1 January 2022. See further information regarding the background for the accounting treatment of the transaction and the presentation of the transaction in note 1 and 28.

### Other Information

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

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

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



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 of the Company that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for the preparation of the consolidated financial statements of the Group that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU. Management is responsible for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisionsberetninger>

Oslo, 29 May 2024

**PricewaterhouseCoopers AS**

Hallvard Helgetun

State Authorised Public Accountant

(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

**Signers:**

<b>Name</b>	<b>Method</b>	<b>Date</b>
Helgetun, Hallvard	BANKID	2024-06-24 20:10

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Skatteetaten

Vår dato 31.01.2024	Din/Deres dato 11.01.2024	Saksbehandler Lars Waalorp
800 80 000 Skatteetaten.no	Din/Deres referanse	Telefon 90833418
Org.nr 974761076	Vår referanse 2024/5032147	Postadresse Postboks 9200 Grønland 0134 OSLO

SUMMA CIRCULAR HOLDCO AS  
Att.Ausrine Zurliene  
Postboks 2014 Vika  
0125 OSLO  
Norge

## Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk for Summa Circular Holdco AS, org.nr. 831 385 022

Vi viser til deres brev av 11. januar 2024 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap (inkl. konsernregnskap) og årsberetning på norsk for Summa Circular Holdco AS.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering Summa Circular Holdco AS dispensasjon fra kravet til å utarbeide årsregnskap (inkl. konsernregnskap) og årsberetning på norsk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge opplysningene som danner grunnlaget for vedtaket ikke endres vesentlig.

Kopi av dette brevet må sendes til Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Den regnskapspliktige må selv dokumentere ved dette brev at tillatelse er gitt.

### Bakgrunn

Summa Circular Holdco AS har profesjonelle utenlandske eiere. Selskapet har som formål «[...] å investere i og eie aksjer og øvrige finansielle instrumenter i andre selskap og virksomheter, samt all tilhørende virksomhet.»

### Skattekontorets 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 mv., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

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



lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon.”

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

Det er etter skattekontorets 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 skattekontoret lagt særlig vekt på at selskapet har profesjonelle utenlandske eiere. Videre er det vektlagt at alle sentrale aktører og samarbeidspartnere behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Lars Waalorp  
Skatteetaten

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