



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2020 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 990 379 491
Organisasjonsform: Aksjeselskap
Foretaksnavn: SØRLANDSCHIPS AS
Forretningsadresse: Mjåvannsvegen 226
4628 KRISTIANSAND S

Regnskapsår

Årsregnskapets periode: 01.01.2020 - 31.12.2020

Konsern

Morselskap i konsern: Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Torine Brynjulfsen
Dato for fastsettelse av årsregnskapet: 25.06.2021

Grunnlag for avgivelse

År 2020: Årsregnskapet er elektronisk innlevert
År 2019: Tall er hentet fra elektronisk innlevert årsregnskap fra 2020

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, 14.08.2022



Resultatregnskap

Beløp i: NOK	Note	2020	2019
RESULTATREGNSKAP			
Inntekter			
Revenue	2, 12	349 982 000	320 691 000
Sum inntekter		349 982 000	320 691 000
Kostnader			
Cost of materials		201 815 000	189 113 000
Personnel expenses	4	26 348 000	23 598 000
Depreciation of operating and intangible assets	6	8 490 000	10 214 000
Other operating expenses	4, 7	74 377 000	71 596 000
Sum kostnader		311 031 000	294 521 000
Driftsresultat		38 951 000	26 170 000
Finansinntekter og finanskostnader			
Annen renteinntekt		3 659 000	1 152 000
Other financial income	13	606 000	481 000
Sum finansinntekter		4 265 000	1 633 000
Annen rentekostnad		1 719 000	2 350 000
Other financial expenses	13	5 453 000	1 156 000
Sum finanskostnader		7 172 000	3 506 000
Netto finans		-2 907 000	-1 873 000
Ordinært resultat før skattekostnad			
Tax on ordinary result	8	7 694 000	5 279 000
Ordinært resultat etter skattekostnad		28 351 000	19 018 000
Årsresultat		28 351 000	19 018 000
Årsresultat etter minoritetsinteresser		28 351 000	19 018 000
Totalresultat		28 351 000	19 018 000
Overføringer og disponeringer			



Resultatregnskap

Beløp i: NOK	Note	2020	2019
Konsernbidrag		29 063 000	20 783 000
Transferred to/from other equity	10	-712 000	-1 765 000
Sum overføringer og disponeringer		28 351 000	19 018 000



Balanse

Beløp i: NOK	Note	2020	2019
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	8		
Varige driftsmidler			
Buildings and land	6	223 000	207 000
Machinery and equipment	6	32 149 000	39 822 000
Ships	6		
Construction in progress	6	10 485 000	
Sum varige driftsmidler	6	42 857 000	40 029 000
Sum anleggsmidler		42 857 000	40 029 000
Omløpsmidler			
Varer			
Sum varer	3	17 412 000	17 338 000
Fordringer			
Accounts receivables		45 455 000	43 611 000
Other short-term receivables		958 000	234 000
Konsernfordringer	9, 12	107 460 000	105 952 000
Sum fordringer		153 874 000	149 796 000
Sum omløpsmidler		171 285 000	167 134 000
SUM EIENDELER		214 142 000	207 163 000
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	10	100 000	100 000
Annen innskutt egenkapital	10	48 697 000	48 697 000
Sum innskutt egenkapital		48 797 000	48 797 000



Balanse

Beløp i: NOK	Note	2020	2019
Opptjent egenkapital			
Other equity	10	-29 142 000	-28 430 000
Sum opptjent egenkapital		-29 142 000	-28 430 000
Sum egenkapital	10	19 655 000	20 367 000
Gjeld			
Langsiktig gjeld			
Utsatt skatt	8	849 000	1 352 000
Sum avsetninger for forpliktelser		849 000	1 352 000
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner		19 725 000	26 454 000
Sum annen langsiktig gjeld		19 725 000	26 454 000
Sum langsiktig gjeld		20 574 000	27 807 000
Kortsiktig gjeld			
Sertifikatlån	12	38 884 000	26 716 000
Liabilities to financial institutions	11	40 128 000	37 547 000
Leverandørgjeld		43 404 000	63 462 000
Tax payable	8		
Public duties payable		2 975 000	2 345 000
Other current liabilities		48 521 000	28 919 000
Sum kortsiktig gjeld		173 913 000	158 989 000
Sum gjeld		194 487 000	186 796 000
SUM EGENKAPITAL OG GJELD		214 142 000	207 163 000



Annual Report 2020

Sørlandschips AS

Income statement
Balance sheet
Cash flow statement
Notes to the Accounts

Org.no.: 990 379 491



Income statement

Sørlandschips AS

(numbers in NOK thousands)

Operating income and operating expenses	Note	2020	2019
Revenue	2, 12	349 982	320 691
Total operating income		349 982	320 691
Cost of materials		201 815	189 113
Personnel expenses	4	26 348	23 598
Depreciation of operating and intangible assets	6	8 490	10 214
Other operating expenses	4, 7	74 377	71 596
Total operating expenses		311 031	294 521
Operating profit		38 951	26 170
Financial income and expenses			
Other interest income		3 659	1 152
Other financial income	13	606	481
Other interest expenses		1 719	2 350
Other financial expenses	13	5 453	1 156
Net financial items		-2 907	-1 873
Operating result before tax		36 045	24 297
Tax on ordinary result	8	7 694	5 279
Ordinary result after tax		28 351	19 018
Annual net profit		28 351	19 018
Distribution of the result			
Given intra-group contribution		-29 063	-20 783
Transferred to/from other equity	10	712	1 765
Total distributed		28 351	19 018

Sørlandschips AS

Side 2



Balance sheet

Sørlandschips AS

(numbers in NOK thousands)

Assets	Note	2020	2019
Fixed assets			
Buildings and land	6	223	207
Machinery and equipment	6	32 149	39 822
Construction in progress	6	10 485	0
Total tangible assets	6	42 857	40 029
Total fixed assets		42 857	40 029
Current assets			
Inventories	3	17 412	17 338
Receivables			
Accounts receivables		45 455	43 611
Other short-term receivables		958	234
Group receivables	9, 12	107 460	105 952
Total receivables		153 874	149 796
Total current assets		171 285	167 134
Total assets		214 142	207 163



Balance sheet

Sørlandschips AS

(numbers in NOK thousands)

Equity and liabilities	Note	2020	2019
Paid in capital			
Share capital	10	100	100
Other paid in equity	10	48 697	48 697
Total paid in equity		48 797	48 797
Retained earnings			
Other equity	10	-29 142	-28 430
Total retained earnings		-29 142	-28 430
Total equity	10	19 655	20 367
Liabilities			
Provisions for liabilities			
Deferred tax	8	849	1 352
Other long-term liabilities			
Liabilities to financial institutions		19 725	26 454
Total of other long term liabilities		19 725	26 454
Current liabilities			
Account payable		43 404	63 462
Liabilities to financial institutions	11	40 128	37 547
Group liabilities	12	38 884	26 716
Public duties payable		2 975	2 345
Other current liabilities		48 521	28 919
Total current liabilities		173 913	158 989
Total liabilities		194 487	186 796
Total equity and liabilities		214 142	207 163

Oslo, 25.06.2021
The board of Sørlandschips AS

Trond Henning Haug
Chairman of the board



Indirect cash flow

Sørlandschips AS

	Note	2020	2019
Cash flows from operating activities			
Ordinary result of the period		36 045	24 297
+ Depreciation		8 490	10 214
+/- Change in inventories		-74	-2 079
+/- Change in accounts receivables		-1 844	3 467
+/- Change in accounts payable		-20 058	18 563
+/- Change in other current balance sheet items		19 507	7 610
Net cash flow from operating activities		42 066	62 072
Cash flows from investment activities			
+/- Purchase/sale of tangible fixed assets		-11 318	-667
Net cash flow from investing activities		-11 318	-667
Cash flows from financing activities			
+/- Proceeds/payments of leasing debt		-6 729	-7 545
+/- Proceeds of short term debt / factoring		2 581	6 086
+/- Proceeds / payments group companies		2 375	-71 000
+/- Change in cash pool		-2 331	26 311
+/- Group contribution received/paid		-26 644	-15 257
Net cash flow from financing activities		-30 748	-61 405
Net change in cash and cash equivalents		0	0
Cash and cash equivalents 01.01		0	0
Cash and cash equivalents 31.12		0	0



Note 1 Accounting Principles

Accounting principles

The financial statements have been prepared by the company's Board of Directors and management in accordance with the Accounting Act and generally accepted accounting principles. The Board of Directors' report and the auditor's report is an integral part of the financial statements. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions if figures are not available or subject to uncertainty. Actual figures could differ from these estimates.

Revenue- and expense recognition

The financial statements are presented in accordance with the fundamental principals of historic cost, comparability, going concern, congruity and prudence. Transactions are measured to the value at the time the transactions occurred. Revenues are recorded when earned, that is, when goods are delivered, and expenses are matched to the revenues earned. Discounts related to Joint Marketing are from 2010 booked as reduction of revenues.

Classification principles

Assets with a maturity of one year or less and assets directly related to the flow of goods and the manufacturing cycle are presented as current assets in the financial statements. Assets held for long term use or long term ownership are presented as non-current assets.

Debt that matures within the next year is presented as short term debt. Debt with maturity beyond the next year is presented as long term debt.

Presentation of non-current assets

Assets held for long term use or long term ownership are presented as fixed assets or long term financial assets. These assets are capitalised at cost. If circumstances indicate that the assets have been subject to a reduction in value, a write down to either the value in use or the net realisable value is booked.

Ordinary depreciation in the financial statements is recognised based on the useful life of each individual assets. The difference between ordinary depreciation and depreciation for tax purposes is included in the basis for the calculation of deferred tax.

Shares in subsidiaries, associates and other companies

Shares in subsidiaries are presented according to the cost method.

Presentation of current assets

Current assets are presented at the lower of cost and net realisable value.

Receivables

Accounts receivable and other receivables are presented at their nominal value. An allowance for doubtful accounts are set based on an evaluation of each individual receivable.

Inventories

Inventories consist of raw material, packaging material, work in progress and finished goods, and is measured at the lower of cost and net realisable value. The cost of inventories is based on the first in - first out principle. Manufactured inventory and work in progress are measured at manufacturing cost including an appropriate share of production overheads. An accrual for obsolete inventories is booked at year end.

Post-employment benefits

Defined contribution plans are accounted for according to the matching principle. Contributions to the pension plan are recorded as expenses.

**Taxes**

The tax expense in the financial statements is made up of payable taxes and the change in deferred tax/deferred tax assets. Deferred tax/deferred tax assets are computed based on the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. The nominal tax rate, currently 22% is applied.

Cash and cash equivalents

Cash equivalents are cash or short term deposits to support the need for short term cash payments. Cash equivalents can instantly and with insignificant risk be converted to known cash amounts.

Currency

All monetary items denominated in foreign currency are converted to NOK at the exchange rate on the reporting date.

Cash flow statement

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



Note 2 Revenues

The company sells potato chip, nuts and other snacks products in the Norwegian market.

The turnover was NOK 350 mill in 2020 and NOK 321 mill in 2019

Note 3 Inventories

(numbers in NOK thousands)

Inventories	2020	2019
Raw materials	8 796	9 946
Work in progress	0	0
Finished goods	8 616	7 392
Total inventories	17 412	17 338

The financial statements include an accrual of NOK 1,52 mill for obsolete goods (2019: NOK 1,24 mill).

Note 4 Payroll Expenses and Audit Fees

(numbers in NOK thousands)

Payroll expenses	2020	2019
Wages	21 287	19 641
Social security contributions	2 455	2 751
Pensions	1 928	1 016
Other personnel expenses	679	189
Total payroll expenses	26 348	23 598

Number of man-years	26	28
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Remuneration executive personnel

The general manager is employed in Scandza Norge AS, and the general manager's remuneration is paid from that company. A share of the general manager's salary is recharged to Sørlandschips AS in accordance to the management fee agreement.

Neither the general manager nor the members of the Board have severance or share-based payment agreement.

No remuneration has been paid to the Board in 2020.

Audit fees (ex. VAT)	2020	2019
Regular audit fee	125	193
Other confirmation services	0	17
Tax advise	0	47
Other services	73	0
Total audit fees	198	257

Note 5 Pension

The company has a pension plan in line with local law covering 26 employees.

The pension scheme of the company is a contribution plan, where the company pays a yearly pension premium to the employees' pension savings.

The company is participating in the LO/NHO-scheme.



Note 6 Fixed assets

	Buildings and land	Machinery and equipment	Construction in progress	Total
Purchase cost as of 01.01.20	653	126 048		126 701
+ Inflow purchased fixed assets	82	751	10 485	11 318
= Acquisition cost 31.12.20	735	126 799	10 485	138 019
Accumulated depreciation 31.12.20	511	94 651		95 162
= Book value 31.12.20	223	32 149	10 485	42 857
This year's ordinary depreciations	66	8 425		8 490
Economic life	3-6 yrs	3-10 yrs		
Depreciation plan	Linear	Linear		

Note 7 Rental Contracts and Leasing

(numbers in NOK thousands)

Expensed leases in the year are	2020	2019
Machinery	799	757
Buildings	8 308	8 916
Total	9 108	9 673



Note 8 Tax

This year's tax expense	2020	2019
Entered tax on ordinary profit/loss:		
Payable tax	8 197	5 862
Changes in deferred tax	-503	-583
Tax expense on ordinary profit/loss	7 694	5 279
Taxable income:		
Ordinary result before tax	36 045	24 297
Permanent differences	-1 073	-301
Changes in temporary differences	2 288	2 648
Provided intra-group contribution	-37 261	-26 644
Taxable income	0	0
Payable tax in the balance:		
Payable tax on this year's result	8 197	5 862
Payable tax on provided Group contribution	-8 197	-5 862
Total payable tax in the balance	0	0
Calculation of effective tax rate		
Profit before tax	36 045	24 297
Calculated tax on profit before tax	7 930	5 345
Tax effect of permanent differences	-236	-66
Total	7 694	5 279
Effective tax rate	21,3 %	21,7 %

The tax effect of temporary differences that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences

	2020	2019	Difference
Tangible assets	5 582	7 587	2 005
Stock	-1 523	-1 240	283
Accounts receivable	-200	-200	0
Total	3 859	6 147	2 288
Basis for deferred tax	3 859	6 147	2 288
Deferred tax (22 %)	849	1 352	503

Note 9 Cash and bank

(numbers in NOK thousands)

	2020	2019
Restricted cash	658	693

Restricted cash is classified as cash pool, reference note 10.



Note 10 Equity and shareholder information

(numbers in NOK thousands)	Share Capital	Other paid in capital	Retained earnings	Total
Equity 01/01/2020	100	48 697	-28 430	20 367
Result of the period			28 351	28 351
Given Group contribution with tax effect			-29 063	-29 063
Equity 31/12/2020	100	48 697	-29 142	19 655

Share capital and shareholder information:

The share capital in Sørlandschips AS as of 31.12 can be divided into the following classes:

	Number	Par value	Balance
A-shares	100 000	1	100 000
Total	100 000	1	100 000

Ownership structure:

The main shareholders in Sørlandschips AS as of 31.12 are:

	A-shares	Total shares	Share of ownership
Scandza Norge AS	100 000	100 000	100 %
Total number of shares	100 000	100 000	100 %

Sørlandschips AS is included in the Group account of Jordanes AS.

The Group accounts can be obtained by contacting Jordanes AS in Henrik Ibsensgate 60C, Oslo, Norway.

Note 11 Liabilities/assets pledged as security

(numbers in NOK thousands)

The following debt is secured:	2020	2019
Short term liabilities to financial institutions	40 128	37 547
Total	40 128	37 547

Carrying amount of assets deposited as security:	2020	2019
Inventories	17 412	17 338
Fixed assets	32 372	40 029
Total book value of assets pledged	49 784	57 367



Note 12 Intercompany balances and transactions

(numbers in TNOK)

Group Receivables	2020	2019
Synnøve Finden AS	433	0
Provender AS (Cash pool and other receivables)	106 999	105 952
Bonaventura Sales AS	28	0
Total	107 460	105 952

Group Liabilities	2020	2019
Synnøve Finden AS	151	52
Scandza Salg Norge AS	1 408	0
Finsbråten AS (group contribution)	0	26 644
Scandza Norge AS	64	0
Bonaventura Sales AS	1	0
Provenderr AS	0	19
Provender AS (Group Contribution)	37 261	0
Total	38 884	26 716

The group receivables fall due within one year from the expiry of the financial year. The company is part of a cash pool with group companies from 2014. The funds from the cash pool are defined as inter-company balances in the cash flow statements, and the company does not have significant cash equivalents as of 31.12.

Transactions with related parties:

Sørlandschips AS (SC), Synnøve Finden AS (SF), Bisca A/S (BSC), Scandza Sälj Sverige AB (SSS) and Provender AS (PV).

Income statement	Transaction type	SC	SF	BSC	SSS	PV
Synnøve Finden AS	Shared fee, Reimbursed costs, Warehousing	5 213	0	0	0	0
Scandza Norge AS	Shared fee	2 879	0	0	0	0
Scandza Salg Norge AS	Sales cost	17 560	0	0	0	0
Sørlandschips AS	Shared fee, interests	0	8 811	1 277	82	3 559
Total		25 652	8 811	1 277	82	3 559

All transactions between Group companies follow the Group transfer policy and are carried out at market conditions.

Note 13 Financial instruments

The company has currency risk related to import of raw material and purchase of equipment from abroad. When the company does significant purchases denominated in foreign currency forward contracts are used to secure predictable cash flows.



Board of Directors' report SØRLANDSCHIPS AS – 2020

Sørlandschips AS manufactures and sells potato chips, nuts, chocolate, and other snacks products. The company has manufacturing locations in Mjåvannsvegen 226 in Kristiansand, Norway.

Ownership structure

The company is a 100 percent owned subsidiary of Scandza Norge AS and part of Jordanes Group.

Income statement and balance sheet

It is the Board of Directors' view that the financial statements represent a complete and correct presentation of the company's financial position. The financial statements for 2020 are presented under the assumption of the company being a going concern. The Board of Directors confirms that this assumption is valid.

The company has no ongoing research or development activities that are capitalized to the balance sheet.

The financial statements for 2020 show operating revenues of NOK 350.0 mill, compared to NOK 320.7 mill in 2019.

The company's cost of goods is NOK 201.8 mill in 2020, compared to NOK 189.1 in 2019. Gross profit increased from NOK 131.6 mill in 2019 to NOK 148,2 mill in 2020. The margin was 42 compared to 41 percent in 2019.

Payroll expenses and other operating expenses is NOK 100.7 mill in 2020, compared to 95.2 mill. in 2019. As a percentage of operating revenues these expenses are 28,7 percent in 2020, compared to 29.7 in 2019.

The result of the period amounts to NOK 28.4 mill, versus NOK 19.0 mill in 2019.

Net cash flow from operating activities in the period were NOK 42.1 mill, compared to NOK 62.1 mill in 2019. The company expects profitable growth in 2021.

Production facilities

Sørlandschips has one of the most modern chips factories in the world located near the city of Kristiansand.

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Organisation and environment

Internal environment

The internal environment in the company is considered good.

Sørlandschips has an electronical quality system, TQM, to secure correct document handling and treatment of complaints and non-conformities. All employees have access to the system.

Accidents

There have been 6 working accidents during the year, leading to no longterm absence.

Absence due to illness

The company regards the working environment as good. In 2020 the company experienced a sick leave of 6.2 %. The statistics for absence due to illness are used as a management tool, and various initiatives to reduce absence are being carried out.

External environment

Sørlandschips is part of the Jordanes Group and shares the Groups high attention on environmental, social, and governance issues.

The Group has committed to the UN Sustainability goals and has singled out four goals that are particularly relevant are as follows ; 2, 8, 9 and 12.

The Group has also set ambitious long-term goals for our ESG work.

By 2030 the Group shall be:

- Co2 Neutral
- Create no loss of biodiversity
- Provide/secure living wages for all people in our supply chains at risk

The company's raw materials, products and manufacturing processes do not significantly pollute the external environment.

Employees

At the end of the year, the company employed 19 men and 7 women, in total 26 people. The Board of directors consists of 1 man as Chairman of the Board. Sørlandschips has a policy that gender shall not be decisive when it applies to appointments, wage level or career opportunities. The Board of Directors is aware of the society's expectations regarding initiatives to promote equal opportunities in the company, and the company intends to meet society's expectations. Sørlandschips targets a working environment free from discrimination on the grounds of religion, skin colour, gender, sexual orientation, age, national or ethnic origin or disability.



Events after the balance sheet date

After the reporting period ended on 31 December 2020 and up to the date these consolidated financial statements have been approved for issue, the Corona virus have had major impact on society in Norway and the rest of the world. The food and drink industry have had less negative impact than other industries.

No other events have taken place after the balance sheet date that would have had a material impact on the financial statement or any assessment carried out.

Risk factors

Technical risk is primarily associated with the operation of existing, and the installation of new, equipment. This risk is assessed as low based on experience and competence from organizing the production facilities.

The market risk is assessed to be moderate due to annual agreements being entered into with grocery chains which purchase the majority of the production capacity. The company operates in a market with strong competition and challenging customer negotiations.

The company is vulnerable to *credit risk*, liquidity risk and interest risk in normal business activities and seeks to offset the risk exposure in these areas. The company's customers mainly consist of large national grocery chains and risks associated with selling to these chains are considered to be small. New customers are credit rated before new sales contracts are entered into. The company has mainly a floating rate of interest and is thus exposed to changes in short-term interest rates.

Proposal for distribution of the result of the period

The result of the period for the company was a profit of NOK 28.3 mill. The Board of Directors propose NOK 29.1 mill as group contribution (NOK 22.7 mill against equity) and NOK 0.7 mill distributed from other equity. The equity is NOK 19.7 mill and the equity ratio were 9.2 % at the end of the year.

Oslo, 25 June 2021

Trond Haug

Chairman of the Board



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Trond Haug

Styreleder

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Skattedirektoratet

Saksbehandler Geir Johannessen	Deres dato 04.03.2015	Vår dato 24.03.2015
Telefon 22 07 73 25/22 66 11 14	Deres referanse Lars Tretteteig/Torine Brynjulfsen	Vår referanse 2015/217057

PROVENDER HOLDINGS AS
Stortingsgata 22
0161 OSLO

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk

Det vises til deres brev av 4. mars 2015, samt tilleggsopplysninger gitt i e-post, der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for følgende selskaper;

Provender Holdings AS,	org.nr. 912 061 337
Provender Investments AS,	org.nr. 912 481 212
Provender Holdings II AS,	org.nr. 912 797 325
Provender AS,	org.nr. 812 481 282
Scandza Holdings III AS,	org.nr. 991 680 209
Scandza AS,	org.nr. 892 683 042
Synnøve Finden AS,	org.nr. 875 778 722
Sørlandschips AS,	org.nr. 990 379 491
Nøttekongen AS,	org.nr. 979 443 293
Scandza Drikker AS,	org.nr. 895 610 682
Bisca AS,	org.nr. 982 089 352
Krone Kjøttprodukter AS,	org.nr. 983 201 695
Finsbråten AS,	org.nr. 979 708 076
Scandza Salg AS,	org.nr. 914 113 873

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering de ovennevnte selskaper dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd.

Dispensasjonen forutsetter at opplysningene som vedtaket baserer seg på ikke endres vesentlig.

Bakgrunn

Alle selskapene inngår i Provender Holdings AS konsern. Majoritetseieren av selskapene i konsernet er et investeringsfond hjemmehørende i Storbritannia, med kontoradresse i London. Långiverne (internasjonalt banksyndikat) mottar engelskspråklig rapportering. Engelskspråklig rapportering er en forutsetning for at disse regnskapsbrukerne skal forstå regnskapet. Konsernet har datterselskaper og kontorer i utlandet, og derved en stor andel av kundemassen i utlandet. Ledelsen i flere av datterselskapene i konsernet er fremmedspråklige som gir innspill til årsrapporter og andre pliktige opplysninger på engelsk. Av konsolideringsmessige hensyn er det behov for et annet språk

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Sentralbord
800 80 000
Telefaks
22 17 08 60



enn norsk. Utarbeidelse av konsernregnskap og selskapsregnskaper på norsk er en merkostnad for konsernet som følge av den internasjonale strukturen i konsernet.

Skattedirektoratets vurdering

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

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap 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 Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt særlig vekt på at selskapene eies fra utlandet og at engelsk benyttes i stor grad ved rapporteringer innen konsernet og til andre brukere. Videre er det vektlagt at alle vesentlige brukere må forutsettes å beherske engelsk, herunder at kundene til de selskapene som har operativ drift er bedrifter og ikke privatpersoner.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Rune Tystad
Seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Geir Johannessen

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer



Annual Report 2020 Sørlandschips AS

Income statement
Balance sheet
Cash flow statement
Notes to the Accounts

Penneo Dokumentnøkkel: P1JEN-X1KZY-KCBMB-UFSWK-J3LXZ-WVTWW

Org.no.: 990 379 491



Income statement

Sørlandschips AS

(numbers in NOK thousands)

Operating income and operating expenses	Note	2020	2019
Revenue	2, 12	349 982	320 691
Total operating income		349 982	320 691
Cost of materials		201 815	189 113
Personnel expenses	4	26 348	23 598
Depreciation of operating and intangible assets	6	8 490	10 214
Other operating expenses	4, 7	74 377	71 596
Total operating expenses		311 031	294 521
Operating profit		38 951	26 170
Financial income and expenses			
Other interest income		3 659	1 152
Other financial income	13	606	481
Other interest expenses		1 719	2 350
Other financial expenses	13	5 453	1 156
Net financial items		-2 907	-1 873
Operating result before tax		36 045	24 297
Tax on ordinary result	8	7 694	5 279
Ordinary result after tax		28 351	19 018
Annual net profit		28 351	19 018
Distribution of the result			
Given intra-group contribution		-29 063	-20 783
Transferred to/from other equity	10	712	1 765
Total distributed		28 351	19 018

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Balance sheet

Sørlandschips AS

(numbers in NOK thousands)

Assets	Note	2020	2019
Fixed assets			
Buildings and land	6	223	207
Machinery and equipment	6	32 149	39 822
Construction in progress	6	10 485	0
Total tangible assets	6	42 857	40 029
Total fixed assets		42 857	40 029
Current assets			
Inventories	3	17 412	17 338
Receivables			
Accounts receivables		45 455	43 611
Other short-term receivables		958	234
Group receivables	9, 12	107 460	105 952
Total receivables		153 874	149 796
Total current assets		171 285	167 134
Total assets		214 142	207 163

Penneo Dokumentnøkkel: P1JEN-X1KZY-KCBMB-UFSWK-J3LXZ-WWTWW



Balance sheet

Sørlandschips AS

(numbers in NOK thousands)

Equity and liabilities	Note	2020	2019
Paid in capital			
Share capital	10	100	100
Other paid in equity	10	48 697	48 697
Total paid in equity		48 797	48 797
Retained earnings			
Other equity	10	-29 142	-28 430
Total retained earnings		-29 142	-28 430
Total equity	10	19 655	20 367
Liabilities			
Provisions for liabilities			
Deferred tax	8	849	1 352
Other long-term liabilities			
Liabilities to financial institutions		19 725	26 454
Total of other long term liabilities		19 725	26 454
Current liabilities			
Account payable		43 404	63 462
Liabilities to financial institutions	11	40 128	37 547
Group liabilities	12	38 884	26 716
Public duties payable		2 975	2 345
Other current liabilities		48 521	28 919
Total current liabilities		173 913	158 989
Total liabilities		194 487	186 796
Total equity and liabilities		214 142	207 163

Oslo, 25.06.2021
The board of Sørlandschips AS

Trond Henning Haug
Chairman of the board



Indirect cash flow

Sørlandschips AS

	Note	2020	2019
Cash flows from operating activities			
Ordinary result of the period		36 045	24 297
+ Depreciation		8 490	10 214
+/- Change in inventories		-74	-2 079
+/- Change in accounts receivables		-1 844	3 467
+/- Change in accounts payable		-20 058	18 563
+/- Change in other current balance sheet items		19 507	7 610
Net cash flow from operating activities		42 066	62 072
Cash flows from investment activities			
+/- Purchase/sale of tangible fixed assets		-11 318	-667
Net cash flow from investing activities		-11 318	-667
Cash flows from financing activities			
+/- Proceeds/payments of leasing debt		-6 729	-7 545
+/- Proceeds of short term debt / factoring		2 581	6 086
+/- Proceeds / payments group companies		2 375	-71 000
+/- Change in cash pool		-2 331	26 311
+/- Group contribution received/paid		-26 644	-15 257
Net cash flow from financing activities		-30 748	-61 405
Net change in cash and cash equivalents		0	0
Cash and cash equivalents 01.01		0	0
Cash and cash equivalents 31.12		0	0

Penneo Dokumentnøkkel: P1JEN-X1KZY-KCBMB-UFBWK-J3LXZ-WVTWW



Note 1 Accounting Principles

Accounting principles

The financial statements have been prepared by the company's Board of Directors and management in accordance with the Accounting Act and generally accepted accounting principles. The Board of Directors' report and the auditor's report is an integral part of the financial statements. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions if figures are not available or subject to uncertainty. Actual figures could differ from these estimates.

Revenue- and expense recognition

The financial statements are presented in accordance with the fundamental principals of historic cost, comparability, going concern, congruity and prudence. Transactions are measured to the value at the time the transactions occurred. Revenues are recorded when earned, that is, when goods are delivered, and expenses are matched to the revenues earned. Discounts related to Joint Marketing are from 2010 booked as reduction of revenues.

Classification principles

Assets with a maturity of one year or less and assets directly related to the flow of goods and the manufacturing cycle are presented as current assets in the financial statements. Assets held for long term use or long term ownership are presented as non-current assets.

Debt that matures within the next year is presented as short term debt. Debt with maturity beyond the next year is presented as long term debt.

Presentation of non-current assets

Assets held for long term use or long term ownership are presented as fixed assets or long term financial assets. These assets are capitalised at cost. If circumstances indicate that the assets have been subject to a reduction in value, a write down to either the value in use or the net realisable value is booked.

Ordinary depreciation in the financial statements is recognised based on the useful life of each individual assets. The difference between ordinary depreciation and depreciation for tax purposes is included in the basis for the calculation of deferred tax.

Shares in subsidiaries, associates and other companies

Shares in subsidiaries are presented according to the cost method.

Presentation of current assets

Current assets are presented at the lower of cost and net realisable value.

Receivables

Accounts receivable and other receivables are presented at their nominal value. An allowance for doubtful accounts are set based on an evaluation of each individual receivable.

Inventories

Inventories consist of raw material, packaging material, work in progress and finished goods, and is measured at the lower of cost and net realisable value. The cost of inventories is based on the first in - first out principle. Manufactured inventory and work in progress are measured at manufacturing cost including an appropriate share of production overheads. An accrual for obsolete inventories is booked at year end.

Post-employment benefits

Defined contribution plans are accounted for according to the matching principle. Contributions to the pension plan are recorded as expenses.

**Taxes**

The tax expense in the financial statements is made up of payable taxes and the change in deferred tax/deferred tax assets. Deferred tax/deferred tax assets are computed based on the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. The nominal tax rate, currently 22% is applied.

Cash and cash equivalents

Cash equivalents are cash or short term deposits to support the need for short term cash payments. Cash equivalents can instantly and with insignificant risk be converted to known cash amounts.

Currency

All monetary items denominated in foreign currency are converted to NOK at the exchange rate on the reporting date.

Cash flow statement

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



Note 2 Revenues

The company sells potato chip, nuts and other snacks products in the Norwegian market.

The turnover was NOK 350 mill in 2020 and NOK 321 mill in 2019

Note 3 Inventories

(numbers in NOK thousands)

Inventories	2020	2019
Raw materials	8 796	9 946
Work in progress	0	0
Finished goods	8 616	7 392
Total inventories	17 412	17 338

The financial statements include an accrual of NOK 1,52 mill for obsolete goods (2019: NOK 1,24 mill).

Note 4 Payroll Expenses and Audit Fees

(numbers in NOK thousands)

Payroll expenses	2020	2019
Wages	21 287	19 641
Social security contributions	2 455	2 751
Pensions	1 928	1 016
Other personnel expenses	679	189
Total payroll expenses	26 348	23 598
Number of man-years	26	28

Remuneration executive personnel

The general manager is employed in Scandza Norge AS, and the general manager's remuneration is paid from that company. A share of the general manager's salary is recharged to Sørlandschips AS in accordance to the management fee agreement.

Neither the general manager nor the members of the Board have severance or share-based payment agreement.

No remuneration has been paid to the Board in 2020.

Audit fees (ex. VAT)	2020	2019
Regular audit fee	125	193
Other confirmation services	0	17
Tax advise	0	47
Other services	73	0
Total audit fees	198	257

Note 5 Pension

The company has a pension plan in line with local law covering 26 employees.

The pension scheme of the company is a contribution plan, where the company pays a yearly pension premium to the employees' pension savings.

The company is participating in the LO/NHO-scheme.



Note 6 Fixed assets

	Buildings and land	Machinery and equipment	Construction in progress	Total
Purchase cost as of 01.01.20	653	126 048		126 701
+ Inflow purchased fixed assets	82	751	10 485	11 318
= Acquisition cost 31.12.20	735	126 799	10 485	138 019
Accumulated depreciation 31.12.20	511	94 651		95 162
= Book value 31.12.20	223	32 149	10 485	42 857
This year's ordinary depreciations	66	8 425		8 490
Economic life	3-6 yrs	3-10 yrs		
Depreciation plan	Linear	Linear		

Note 7 Rental Contracts and Leasing

(numbers in NOK thousands)

Expensed leases in the year are	2020	2019
Machinery	799	757
Buildings	8 308	8 916
Total	9 108	9 673

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Note 8 Tax

This year's tax expense	2020	2019
Entered tax on ordinary profit/loss:		
Payable tax	8 197	5 862
Changes in deferred tax	-503	-583
Tax expense on ordinary profit/loss	7 694	5 279
Taxable income:		
Ordinary result before tax	36 045	24 297
Permanent differences	-1 073	-301
Changes in temporary differences	2 288	2 648
Provided intra-group contribution	-37 261	-26 644
Taxable income	0	0
Payable tax in the balance:		
Payable tax on this year's result	8 197	5 862
Payable tax on provided Group contribution	-8 197	-5 862
Total payable tax in the balance	0	0
Calculation of effective tax rate		
Profit before tax	36 045	24 297
Calculated tax on profit before tax	7 930	5 345
Tax effect of permanent differences	-236	-66
Total	7 694	5 279
Effective tax rate	21,3 %	21,7 %

The tax effect of temporary differences that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences

	2020	2019	Difference
Tangible assets	5 582	7 587	2 005
Stock	-1 523	-1 240	283
Accounts receivable	-200	-200	0
Total	3 859	6 147	2 288
Basis for deferred tax	3 859	6 147	2 288
Deferred tax (22 %)	849	1 352	503

Note 9 Cash and bank

(numbers in NOK thousands)

	2020	2019
Restricted cash	658	693

Restricted cash is classified as cash pool, reference note 10.

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Note 10 Equity and shareholder information

(numbers in NOK thousands)	Share Capital	Other paid in capital	Retained earnings	Total
Equity 01/01/2020	100	48 697	-28 430	20 367
Result of the period			28 351	28 351
Given Group contribution with tax effect			-29 063	-29 063
Equity 31/12/2020	100	48 697	-29 142	19 655

Share capital and shareholder information:

The share capital in Sørlandschips AS as of 31.12 can be divided into the following classes:

	Number	Par value	Balance
A-shares	100 000	1	100 000
Total	100 000	1	100 000

Ownership structure:

The main shareholders in Sørlandschips AS as of 31.12 are:

	A-shares	Total shares	Share of ownership
Scandza Norge AS	100 000	100 000	100 %
Total number of shares	100 000	100 000	100 %

Sørlandschips AS is included in the Group account of Jordanes AS.

The Group accounts can be obtained by contacting Jordanes AS in Henrik Ibsensgate 60C, Oslo, Norway.

Note 11 Liabilities/assets pledged as security

(numbers in NOK thousands)

The following debt is secured:	2020	2019
Short term liabilities to financial institutions	40 128	37 547
Total	40 128	37 547

Carrying amount of assets deposited as security:	2020	2019
Inventories	17 412	17 338
Fixed assets	32 372	40 029
Total book value of assets pledged	49 784	57 367

Penneo Dokumentnøkkel: P1JEN-X1KZY-KCBMB-UFSWK-J3LXZ-WVTWW



Note 12 Intercompany balances and transactions

(numbers in TNOK)

Group Receivables	2020	2019
Synnøve Finden AS	433	0
Provender AS (Cash pool and other receivables)	106 999	105 952
Bonaventura Sales AS	28	0
Total	107 460	105 952

Group Liabilities	2020	2019
Synnøve Finden AS	151	52
Scandza Salg Norge AS	1 408	0
Finsbråten AS (group contribution)	0	26 644
Scandza Norge AS	64	0
Bonaventura Sales AS	1	0
Provenderr AS	0	19
Provender AS (Group Contribution)	37 261	0
Total	38 884	26 716

The group receivables fall due within one year from the expiry of the financial year. The company is part of a cash pool with group companies from 2014. The funds from the cash pool are defined as inter-company balances in the cash flow statements, and the company does not have significant cash equivalents as of 31.12.

Transactions with related parties:

Sørlandschips AS (SC), Synnøve Finden AS (SF), Bisca A/S (BSC), Scandza Sälj Sverige AB (SSS) and Provender AS (PV).

Income statement	Transaction type	SC	SF	BSC	SSS	PV
Synnøve Finden AS	Shared fee, Reimbursed costs, Warehousing	5 213	0	0	0	0
Scandza Norge AS	Shared fee	2 879	0	0	0	0
Scandza Salg Norge AS	Sales cost	17 560	0	0	0	0
Sørlandschips AS	Shared fee, interests	0	8 811	1 277	82	3 559
Total		25 652	8 811	1 277	82	3 559

All transactions between Group companies follow the Group transfer policy and are carried out at market conditions.

Note 13 Financial instruments

The company has currency risk related to import of raw material and purchase of equipment from abroad. When the company does significant purchases denominated in foreign currency forward contracts are used to secure predictable cash flows.

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Trond Haug

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To the General Meeting of Sørlandschips AS

Independent auditor's report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Sørlandschips AS showing a profit of NOK 28 351 000. The financial statements comprise the balance sheet as at 31 December 2020, 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.

In our opinion, the accompanying financial statements are prepared in accordance with law and regulations and give a true and fair view of the financial position of the Company as at 31 December 2020, 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.

Basis for Opinion

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

Other information

Management is responsible for the other information. The other information comprises information in the annual report, except the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Statsautoriserte revisorer - medlemmer av Den norske Revisorforening

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Ållå	Finnsnes	Mokle	Straume
Arendal	Hamar	Skien	Tromsø
Bergen	Haugesund	Sandefjord	Trondheim
Bodo	Knarvik	Sandnessjøen	Tynset
Drammen	Kristiansand	Slavanger	Ålesund

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Sørlandschips AS

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director (management) are responsible for the preparation in accordance with law and regulations, including a true and fair view of the financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

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 laws, regulations, and auditing standards and practices generally accepted in Norway, including ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

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

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Sørlandschips AS

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors' report concerning the financial statements, the going concern assumption and the proposed allocation of the result is consistent with the financial statements and complies with the law and regulations.

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the Company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Oslo, 5 July 2021
KPMG AS

Ole Christian Fongaard
State Authorised Public Accountant
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Ole Christian Fongaard

Eng.partner

On behalf of: KPMG AS

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