



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 912 235 823
Organisasjonsform: Aksjeselskap
Foretaksnavn: NXMH AS
Forretningsadresse: c/o Stokke AS
Parkgata 6
6003 ÅLESUND

Regnskapsår

Årsregnskapets periode: 01.01.2021 - 31.12.2021

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: Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Frèdèric Lammens
Dato for fastsettelse av årsregnskapet: 16.03.2022

Grunnlag for avgivelse

År 2021: Årsregnskapet er elektronisk innlevert
År 2020: Tall er hentet fra elektronisk innlevert årsregnskap fra 2021

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, 11.07.2023



Resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Sum inntekter	1,13,1 4		
Kostnader			
Lønnskostnad	10		
Avskrivning på varige driftsmidler og immaterielle eiendeler	5		
Nedskrivning av varige driftsmidler og immaterielle eiendeler	5		
Other operating expenses	7,10,1 3	242 000	227 000
Sum kostnader		242 000	227 000
Driftsresultat		-242 000	-227 000
Finansinntekter og finanskostnader			
Annen finansinntekt		552 619 000	299 491 000
Sum finansinntekter		552 619 000	299 491 000
Currency gain/loss		-18 391 000	41 446 000
Annen finanskostnad		5 193 000	8 421 000
Sum finanskostnader	13,15	-13 198 000	49 867 000
Netto finans		565 817 000	249 624 000
Ordinært resultat før skattekostnad		565 575 000	249 397 000
Skattekostnad på ordinært resultat	6	124 417 000	54 877 000
Ordinært resultat etter skattekostnad		441 158 000	194 520 000
Årsresultat		441 158 000	194 520 000
Overføringer og disponeringer			
Overføringer til/fra annen egenkapital	9	441 157 000	194 520 000
Sum overføringer og disponeringer		441 157 000	194 520 000



Balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Forskning og utvikling	5		
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	5		
Utsatt skattefordel	6		
Goodwill	5		
Finansielle anleggsmidler			
Investering i datterselskap	4	3 163 566 000	3 163 566 000
Investeringer i aksjer og andeler	4		
Andre fordringer	11		
Sum finansielle anleggsmidler		3 163 566 000	3 163 566 000
Sum anleggsmidler		3 163 566 000	3 163 566 000
Omløpsmidler			
Varer			
Varer	3,8		
Fordringer			
Kundefordringer	8,12		
Andre fordringer	12	651 319 000	299 308 000
Sum fordringer		651 319 000	299 308 000
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	2	11 610 000	54 206 000
Sum bankinnskudd, kontanter og lignende		11 610 000	54 206 000
Sum omløpsmidler		662 929 000	353 514 000
SUM EIENDELER		3 826 495 000	3 517 080 000

BALANSE - EGENKAPITAL OG GJELD



Balanse

Beløp i: NOK	Note	2021	2020
Egenkapital			
Innskutt egenkapital			
Selskapskapital	9	233 863 000	233 863 000
Beholdning av egne aksjer	9	-595 000	-298 000
Overkurs	9	2 095 616 000	2 095 616 000
Sum innskutt egenkapital		2 328 884 000	2 329 181 000
Opptjent egenkapital			
Annen egenkapital	9	1 078 690 000	661 492 000
Minoritetsinteresser	9		
Sum opptjent egenkapital		1 078 690 000	661 492 000
Sum egenkapital		3 407 574 000	2 990 673 000
Gjeld			
Langsiktig gjeld			
Pensjonsforpliktelser	10		
Utsatt skatt	6		
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	8	294 190 000	471 164 000
Øvrig langsiktig gjeld	1		
Sum annen langsiktig gjeld		294 190 000	471 164 000
Sum langsiktig gjeld		294 190 000	471 164 000
Kortsiktig gjeld			
Leverandørgjeld	12		
Betalbar skatt	6	124 417 000	54 877 000
Annen kortsiktig gjeld		313 000	365 000
Sum kortsiktig gjeld		124 730 000	55 242 000
Sum gjeld		418 920 000	526 406 000
SUM EGENKAPITAL OG GJELD		3 826 494 000	3 517 079 000



Konsernets resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Sales revenue	1,13,1 4	2 325 016 000	1 949 062 000
Sum inntekter	1,13,1 4	2 325 016 000	1 949 062 000
Kostnader			
Cost of goods sold		996 806 000	838 257 000
Salary and social cost	10	319 838 000	310 243 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	5	160 665 000	154 733 000
Nedskrivning av varige driftsmidler og immaterielle eiendeler	5	0	45 079 000
Annen driftskostnad	7,10,1 3	351 723 000	300 893 000
Restructuring cost	5	0	32 175 000
Sum kostnader		1 829 032 000	1 681 380 000
Driftsresultat		495 984 000	267 682 000
Finansinntekter og finanskostnader			
Annen finansinntekt		-183 000	452 000
Currency gain(+)/loss(-)		26 785 000	
Sum finansinntekter		26 602 000	452 000
Annen finanskostnad		5 231 000	7 222 000
Currency loss			92 118 000
Sum finanskostnader		5 231 000	99 340 000
Netto finans	13,15	21 371 000	-98 888 000
Ordinært resultat før skattekostnad		517 355 000	168 794 000
Skattekostnad på ordinært resultat	6	135 426 000	55 320 000
Ordinært resultat etter skattekostnad		381 929 000	113 474 000
Årsresultat		381 929 000	113 474 000



Konsernets balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Forskning og utvikling	5	40 042 000	27 888 000
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	5	2 865 349 000	2 273 569 000
Utsatt skattefordel	6		
Goodwill	5	2 078 388 000	864 623 000
Sum immaterielle eiendeler		4 983 779 000	3 166 080 000
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	5	88 866 000	59 991 000
Sum varige driftsmidler		88 866 000	59 991 000
Finansielle anleggsmidler			
Investeringer i aksjer og andeler	4	50 000	50 000
Andre fordringer	11	9 499 000	5 585 000
Sum finansielle anleggsmidler		9 549 000	5 635 000
Sum anleggsmidler		5 082 194 000	3 231 706 000
Omløpsmidler			
Varer			
Inventories	3,8	385 708 000	117 225 000
Sum varer		385 708 000	117 225 000
Fordringer			
Kundefordringer	8,12	241 841 000	116 065 000
Andre fordringer	12	47 054 000	19 398 000
Sum fordringer		288 895 000	135 463 000
Bankinnskudd, kontanter og lignende			
Cash and Bank deposits	2	448 499 000	396 898 000
Sum bankinnskudd, kontanter og lignende		448 499 000	396 898 000
Sum omløpsmidler		1 123 102 000	649 586 000



Konsernets balanse

Beløp i: NOK	Note	2021	2020
SUM EIENDELER		6 205 296 000	3 881 292 000
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	9	233 863 000	233 863 000
Beholdning av egne aksjer	9	-595 000	-298 000
Overkurs	9	2 095 616 000	2 095 616 000
Sum innskutt egenkapital		2 328 884 000	2 329 181 000
Opptjent egenkapital			
Annen egenkapital	9	626 600 000	275 643 000
Minoritetsinteresser	9	104 316 000	242 000
Sum opptjent egenkapital		730 916 000	275 885 000
Sum egenkapital		3 059 800 000	2 605 066 000
Gjeld			
Langsiktig gjeld			
Pensjonsforpliktelser	10	6 608 000	6 402 000
Utsatt skatt	6	589 843 000	477 126 000
Sum avsetninger for forpliktelser		596 451 000	483 528 000
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	8	1 898 248 000	471 164 000
Øvrig langsiktig gjeld	1	125 043 000	8 061 000
Sum annen langsiktig gjeld		2 023 291 000	479 225 000
Sum langsiktig gjeld		2 619 742 000	962 753 000
Kortsiktig gjeld			
Leverandørgjeld	12	196 872 000	112 945 000
Betalbar skatt	6	148 148 000	58 473 000
Skyldige offentlige avgifter		38 323 000	19 356 000
Annen kortsiktig gjeld	12	142 412 000	122 698 000
Sum kortsiktig gjeld		525 755 000	313 472 000



Konsernets balanse

Beløp i: NOK	Note	2021	2020
Sum gjeld		3 145 497 000	1 276 225 000
SUM EGENKAPITAL OG GJELD		6 205 297 000	3 881 291 000



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Annual report

2021

NXMH AS

912 235 823





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NXMH AS (NO912 235 823)

Annual Report 2021

Parent Company

NXMH AS's activity is related to the management of ownership interests. On 31 December 2021, the company owns 100% of the shares of Stokke AS. NXMH AS has its registered office in Aalesund.

NXMH AS is owned by NXMH BV in Belgium with 98.11% and 1.89% represents own shares and key persons in NXC Group and Stokke

Group

The consolidated financial statements of NXMH AS includes Stokke AS and its subsidiaries.

Stokke AS is a leading international brand, focused on development, marketing and sales of high-quality products for children.

Financial performance

The Group achieved sales revenues in 2021 of NOK 2325,0 million, representing a growth of 19,3% compared to 2020. 97,0% of sales in 2021 were outside of Norway. Sales revenue in Stokke AS was NOK 1919,4 million.

The group's operating expenses decreased in 2021 compared to 2020, mainly because of restructuring program initiated in 2019, starting in 2020, and taking full effect in 2021. In addition, tight cost controls have been established across the Group. The initiatives are intended to build a sustainable business foundation going forward.

The restructuring program is successfully completed, and The Group has not performed any restructuring activities in 2021 compared to 32,2 mill NOK incurred in 2020.

In 2021 we have seen lowered travel costs, partly driven by reduction in travel activity and postponed activities due to Covid-19. Consulting costs have been rising mainly from recruiting and for covering vacant positions throughout the year as well as assistance on strategic projects.

The Group's operating profit in 2021 was NOK 496,0 million, compared to NOK 267,7 million in 2020.

In NXMH AS the interest-bearing long-term debt at year-end was NOK 299,7 million. Total assets at year-end were NOK 3 832 million. The equity ratio per 31.12.2021 was 88,9%.

The Board proposes that the net income in NXMH AS of tNOK 441 157 distributed to other equity in its entirety.

The Board confirms that the financial statements give a true picture of its financial position and results, and that the financial statements are prepared on the going concern basis.

As a result of the ongoing war between Russia and the Ukraine, Stokke has implemented measures to mitigate the risk of financial losses.

Customer credit terms have been tightened and pre-payments are required where deemed necessary. Receivables to Russia and the Ukraine are immaterial and does not affect the valuation of the balance sheet as of 31.12.21. Stokke AS owns the subsidiary Stokke RU LLC which is doing business in Russia; however, the company has stopped all shipments to Russia and to the Ukraine. Stokke exchanged RUB to EUR prior to the start of the war and has limited currency exposure in RUB. Shipments of goods to Asia are now transported by ship and not through Russia and Belarus. The production team is pro-actively working on solutions to reduce risks related to the production in Eastern Europe.

Other financial matters

The Group has grown through strategic acquisitions in 2021 and purchased companies that will complement Stokke's product portfolio. The smaller companies Mukako and LIMAS were acquired mid-2021 and paid over operational cash flow. 93,15 % of the shares in Zen SAS was purchased in December 2021 and financed through a EUR loan in Danske Bank. Total investments in subsidiaries for 2021 amounts to NOK 1 596,4 million vs NOK



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101,3 million in 2020. In the consolidated accounts for Stokke AS, the investment in subsidiaries is allocated on intangible assets, fixed assets, and liabilities based on conducted PPA.

The acquisitions have added Play Table, Baby Carriers, and a reputable, high selling Compact Stroller to the product portfolio. Stokke will aim to grow sales over the next years through their established distribution channels.

The increase in tangible assets for 2021 mainly relates to increase in investments in SiS/Display with costs for 2021 of NOK 21,1 mill compared to NOK 13,6 mill in 2020 as well as increased IT investments with NOK 15,5 mill in 2021. Product development costs are capitalized to the extent that identifiable independent assets are developed that will generate future revenues. In 2021 expenses for product development were capitalized with NOK 21,4 million, compared to NOK 8,5 million in 2020

The cash situation is strong with NOK 448,5 million. There is a new interest-bearing loan of NOK 1 598,2 million. Group's total assets year-end was NOK 6 205,3 million, compared to NOK 3 881,3 million as of 31 December 2020, driven mainly by acquisitions.

The differences between the Group's operating profit and operating cash flow are mainly caused by depreciations, as well as a decrease in inventory levels. The decrease in inventory is mainly explained by higher demand on products than planned build and scrapping of old items during 2021.

The group has financial market risks related to currency, interest rates, credits, and cash. The currency risk is reduced via concluding financial costs and procurement costs in same currencies as the group's revenues, as well as through financial hedges. The group's strategy is to hedge a portion of net foreign currency flows for up to 3 years, based on a principle with decreasing degree of hedging over time. Fluctuations in the Group profit due to exchange rates are consequently reduced. The group has credit risk related to trade receivables. Outstanding receivables are not insured, but well diversified on a severe number of customers. The group has a well-developed credit policy which has proven good results also in 2021 despite Covid-19. The cash flow is monitored on ongoing basis and the liquidity situation is satisfactory.

Health, safety, and environment

In 2021, there were on average 320 FTEs in the NXMH Group, of which 254 in subsidiaries outside Norway, compared to 312 and 228 FTEs respectively in 2020.

Of the total 347 employees in Stokke AS, 24 individuals were working part time; this totals 6,9% of the total workforce. Of the 24 part-time employees, 22 were women.

Total sick leave in NXMH Group in 2021 was on average 2,41 %, down from 2,63% in 2020. The Board believes the working environment of the NXMH Group is well. There have been no significant accidents or injuries in any of its offices in 2021. There have not been accidents resulting in absence.

All board members, executives and directors are covered by Zürich's global insurance program. The coverage includes losses incurred by the employee through work for Stokke and ensures that the employee under normal circumstances does not suffer any personal losses.

Emissions to air and water do not exceed public requirements. The company is not subject to public licenses.

The Group focuses on ethics and has given priority to this work also to their suppliers outside Norway, which is also reflected through its participation in Initiatives for ethical trade. The company has developed a "Code of Conduct" that is being practiced for its suppliers.

Gender equality

The Group focuses on equal employment opportunities for men and women in all parts of the organization. There are two women amongst the company's top management of seven, and overall share is 55% of women and 45% men in Stokke AS. The gender split in Group is 59% women and 41% men. In Stokke Group the share of women in lower leadership positions (Manager/Director) is 47%.

The company focuses on equal pay for the same work for men and women.



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Discrimination

The Anti-Discrimination Act purpose is to promote equality, ensure equal opportunities and rights and prevent discrimination based on ethnicity, national origin, ancestry, color, language, religion, and belief. The Group works actively, purposefully, and systematically to promote the purpose of this act within our business. The activities include recruitment, pay and working conditions, promotion and career development and protection against harassment. Group works actively and purposefully to design and facilitate the physical conditions so that the different functions can be used by many people as possible. For employees or applicants with disabilities there is made individual arrangements for workplace and tasks.

Outlook


The Board expects continued profitable growth in 2022.


The Board thanks all employees for good efforts in 2021.

Aalesund, 16 March 2022

DocuSigned by:

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Jong Hyun Hong
Chairman of the Board

DocuSigned by:

0A2350DE-4101438
Kenneth Schaug-Pettersen
Managing Director

DocuSigned by:

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Frédéric A G Lammens
Board member



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Accounting Principles 2021

The financial statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles.

Consolidation

The consolidated financial statements include in addition to the Stokke AS wholly owned subsidiaries in Norway (US), Sweden, Denmark, Netherlands, Austria, France, Germany, UK, Switzerland, Italy, Spain, Japan, South Korea, Russia, and China, Stokke Furniture S.r.l (Italy), Limas GmbH (Germany), a 51 % share of Jetkids AS (Norway), and a 93,15% share of Zen SAS (France). For further information, see note 4.

Stokke Furniture S.r.l and Limas GmbH were purchased in June 2021. Zen SAS was purchased on December 10th and consolidated from this date and onward.

Subsidiaries are valued at acquisition cost in the accounts of NXMH AS. Investments are valued at acquisition cost for the shares less any impairment. Write down to fair value is performed if impairment is not considered to be temporary and it is deemed necessary by generally accepted accounting principles. Impairment is reversed when the reasons for the impairment no longer exists.

Dividends are recognized in the same year as it is paid to the parent company. Group contribution is recognized same year as it is adopted. If dividend exceeds the portion of retained earnings after the acquisition, the excess represents repayment of invested capital, and the distribution is deducted from the investment value in the balance sheet.

The consolidation is performed using the purchase method. Cost of shares in subsidiaries is eliminated against the equity of the subsidiary at the time of purchase. Excess value is allocated to intangible assets, while non-allocable excess value is classified as goodwill in the consolidated financial statements.

The consolidated financial statements have been prepared as if the group were a single economic entity. Balances and transactions between Group companies are eliminated. The balance sheet and income statement are translated by applying year-end exchange rates and average exchange rates. Translation differences between the exchange rates 1.1. vs. 31.12. are recognized directly in equity.

Considerations amortization period for immaterial assets

Patents

Existing patents have an average remaining duration of 20 years and are therefore amortized on straight line basis over 20 years.

License agreement Tripp Trapp

The right will exist during designer's life and thereafter for 70 years after. Estimated amortization period has been set to 80 years on straight line basis.

Trademark Tripp Trapp and Stokke

Trademark is considered as having an indefinite useful life as there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity. The value of the trademark has developed over long time, and in the future the company will still focus enhancing its international presence. It is therefore considered that the value of trademarks and brand value will be sustained. There will be performed annual testing for impairment.

Goodwill

Goodwill is amortized on a straight-line basis for 20 years. Goodwill derived by the purchase price allocation reflects that the entity has a successful history of profitable growth that is expected to continue in the foreseeable future as the company will continue to pursue its strategy of profitable growth. 20 years amortization is a prudent estimate for useful life of goodwill.

Revenue

Sales revenue at fair value of consideration received, net of VAT, discounts and other public charges. Revenue from sale of goods is recognized at the time of delivery. Services are recognized as they are rendered. Deliveries are not completed before the products are shipped to the agreed location and risk of loss and obsolescence is transferred to the customer. Individual assessments based on agreements used as a basis for estimating and accounting for provisions for various types of discounts at the time of sale.

Government grants

Government grants including 'Skattefunn' are recognized when there is reasonable assurance that the entity will comply with the conditions attached to the grants and that the grants will be received. Grants are recognized as a deduction from the cost that they are intended to cover.



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Accounting Principles 2021

Currency

Assets and liabilities in foreign currencies are translated at year-end or hedge rate for balances that are hedged using forward contracts. Income and expenses in foreign currencies are recorded at average exchange rates. Smaller exchange differences are recognized as financial gain/loss.

Classification and valuation of balance sheet items

Current assets and liabilities include items due for payment within one year and items related to the business cycle. Other items are classified as non-current assets/liabilities. Current assets are valued at the lower of cost and net realizable value. Current liabilities are recorded at acquisition cost. Fixed assets are assets intended for permanent ownership and use in the business. Fixed assets are stated at cost and are written down to fair value if the impairment is not expected to be temporary. Long-term liabilities are recorded at acquisition cost.

Accounts receivables

Accounts receivable are valued and recorded at their nominal value less provisions for bad debts.

Inventories

Inventories are stated at the lower of cost and fair value. Cost is assessed by the average cost of goods. The cost of manufactured goods and finished goods includes manufacturing costs and inbound transportation and customs. Fair value is the expected net realizable sales value. It's taken sufficient account of obsolescence.

Pension plan

Stokke AS has a pension plan that covers all employees in the Norwegian operations, and the scheme applies directly to contractual pension (AFP). Contributions paid to the pension scheme are considered as the pension costs for this scheme. In addition, the company agreed to mandatory pension schemes for their employees. This year's contribution to the scheme is regarded as the pension costs.

With respect to subsidiaries, Stokke complies with local pension laws applicable to the specific country. There is no defined benefit contribution within the subsidiaries and pension costs are expensed and paid consecutively.

Leasing

The Group leases on certain assets that are classified as operating leases in accordance with the recommendation to GAAP regarding leasing.

Fixed assets and depreciation

Fixed assets where cost is capitalized in the accounts are amortized on straight-line basis over the expected useful life.

Development expenses are recognized when they are incurred unless all the following criteria are met in full:

- The product is clearly defined, and cost elements can be identified and measured reliably.
- The technical design of the product is demonstrated.
- The product or process will be sold or used in the business.
- The asset will generate future economic benefits and
- Adequate technical, financial, and other resources to complete the project.

When all the criteria are met, capitalization is performed for the costs associated with development. Expenses recognized in prior accounting periods are not capitalized.

Capitalized development costs are depreciated over the asset's estimated useful life. Fair value of development costs will be estimated when there is indication of impairment or the need for prior periods impairment no longer exist.

Capitalized R&D is amortized on straight line basis for 3-5 years. For many products the economic useful life will be longer than 3-5 years, but this often requires product upgrades. 3-5 years economic useful life is therefore considered as a prudent and realistic estimate for the useful life.

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

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



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Accounting Principles 2021

Income tax expense and deferred tax

Tax expense in the income statement comprises current tax and changes in deferred tax. Deferred tax is calculated at 22 % based on the temporary differences between accounting and tax values and tax loss carry forwards at the end of the financial year. Taxable and deductible temporary differences that reverse or may reverse in the same period are offset. Net deferred tax assets are recognized to the extent that it is probable that it can be done.

All subsidiaries are following the local tax laws in their respective countries. Tax rates varies in every country and the taxable result in each country is defined Stokke's global transfer pricing model. The average tax rate in NXMH Group is slightly above the Norwegian tax rate of 22% due to different taxation rates across the subsidiaries.

Financial market risk

Risk management at the Company mainly comprises currency risk, interest rate risk, credit risk, general insurance and commodity price risk. The company has a significant portion of their revenues in foreign currencies and is therefore exposed to fluctuations in Norwegian kroner against other currencies. The company's strategy to reduce the effect of such fluctuations is to have costs and liabilities in the same currency. Cash exposure is further reduced by using financial hedges. The company has a three-year rolling hedging horizon.

The Company's interest rate risk relates primarily to long-term loans. Loans with floating interest rate are exposed to variability in cash flows.

For the Stokke Group commodity price risk is reduced through annual contracts with suppliers for the main materials.

The other risk factors are assessed regularly, and the company is conscious of the risks taken and covered.

Use of estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the income statement and the valuation of assets and liabilities and disclosure of contingent assets and liabilities at the balance sheet date. Contingent losses that are probable and quantifiable are expensed as incurred.

Cash Flow Statement

The cash flow statement is prepared using the indirect method. Cash and cash equivalents include cash and bank deposits.



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NXMH AS		INCOME STATEMENT		Group	
Figures in NOK 1000					
2021	2020		Note	2021	2020
-	-	Sales revenues		2 325 016	1 949 062
-	-	Total operating revenues	1,13,14	2 325 016	1 949 062
-	-	Cost of goods sold		996 806	838 257
-	-	Salary and social cost	10	319 838	310 243
-	-	Depreciation fixed assets	5	160 665	154 733
-	-	Write down fixed assets	5	-	45 079
242	227	Other operating expenses	7,10,13	351 723	300 893
-	-	Restructuring costs	5	0	32 175
242	227	Total operating expenses		1 829 032	1 681 379
(242)	(227)	Operating profit		495 984	267 683
552 619	299 491	Financial income	15	-183	452
5 193	8 421	Financial expenses	15	5 231	7 222
18 391	-41 446	Currency gain (+) / Loss (-)		26 785	-92 118
565 817	249 624			21 371	-98 888
565 574	249 397	Ordinary result before tax		517 355	168 794
124 417	54 877	Tax on ordinary result	6	135 426	55 320
441 157	194 520	Ordinary result after tax		381 929	113 474
441 157	194 520	Distributed as follows:			
441 157	194 520	Transfer to other equity	9		
		Total distributed			



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NXMH AS		BALANCE SHEET		Group	
		Figures in NOK 1000			
2021	2020		Note	2021	2020
-	-	Research & Development	5	40 042	27 888
-	-	Patents, licence and trademarks	5	2 865 349	2 273 569
-	-	Goodwill	5	2 078 388	864 623
-	-	Other fixed assets	5	88 866	59 991
<u>-</u>	<u>-</u>	Total tangible & intangible assets		<u>5 072 646</u>	<u>3 226 070</u>
3 163 566	3 163 566	Investments in subsidiaries	4	-	-
-	-	Investments in other shares	4	52	50
-	-	Other receivables	11	9 499	5 585
<u>3 163 566</u>	<u>3 163 566</u>	Total non-current financial assets		<u>9 550</u>	<u>5 635</u>
<u>3 163 566</u>	<u>3 163 566</u>	Total non-current assets		<u>5 082 197</u>	<u>3 231 705</u>
-	-	Inventories	3,8	385 708	117 225
-	-	Accounts receivables	11	241 841	116 065
651 319	299 308	Other receivables	12	47 054	19 398
11 610	54 206	Cash and bank deposits	2	448 499	396 898
<u>662 929</u>	<u>353 514</u>	Total current assets		<u>1 123 103</u>	<u>649 587</u>
<u>3 826 495</u>	<u>3 517 080</u>	Total assets		<u>6 205 299</u>	<u>3 881 292</u>
233 863	233 863	Share capital	9	233 863	233 863
(595)	(298)	Own shares	9	(595)	(298)
2 095 616	2 095 616	Share premium	9	2 095 616	2 095 616
<u>2 328 884</u>	<u>2 329 182</u>	Total contributed equity		<u>2 328 884</u>	<u>2 329 182</u>
1 078 690	661 492	Retained earnings	9	626 600	275 643
-	-	Minority interest	9	104 316	242
<u>3 407 574</u>	<u>2 990 675</u>	Total equity		<u>3 059 801</u>	<u>2 605 067</u>
299 664	471 164	Debt to credit institutions	8	1 898 248	471 164
-	-	Other long term liabilities	1	125 043	8 061
-	-	Pension liabilities	10	6 608	6 402
-	-	Deferred tax	6	589 843	477 126
<u>299 664</u>	<u>471 164</u>	Total non-current liabilities		<u>2 619 743</u>	<u>962 752</u>
-	-	Trade payables	12	196 872	112 945
124 417	54 877	Tax payable	6	148 148	58 473
-	-	Public charges payable		38 323	19 356
324	365	Other current liabilities	12	142 412	122 698
<u>124 741</u>	<u>55 242</u>	Total current liabilities		<u>525 755</u>	<u>313 473</u>
<u>3 831 979</u>	<u>3 517 080</u>	Total equity and liabilities		<u>6 205 299</u>	<u>3 881 292</u>

DocuSigned by:

Jong Hyun Hong
Chairman

Aalesund, 16.03.2022

DocuSigned by:

Kenneth Schaug-Pettersen
Managing Director

DocuSigned by:

Frederic A G Lammens
Board member



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NXMH AS		CASH FLOW STATEMENT		Group	
Figures in NOK 1000					
2021	2020		Notes	2021	2020
565 574	249 397	Profit before tax		517 355	168 794
(54 877)	(25 601)	Tax paid	6	(55 919)	(27 345)
-	-	Depreciation	5	160 665	154 733
-	-	Write-down	5	0	45 079
-	-	Changes in inventory	3	(268 483)	38 171
-	-	Changes in trade receivables	12	(125 776)	420
-	-	Changes in trade payables		83 927	(1 234)
-	-	Changes in pension scheme assets/liabilities		207	293
(23 984)	39 875	Effect of changes in exchange rates		(53 232)	49 813
(551 741)	(300 548)	Amounts classified as investing/financing activities		359 716	(3 893)
(41)	1 107	Changes in other accrued income and expenditure		7 111	15 477
<u>(65 069)</u>	<u>(35 770)</u>	Net cash flow from operating activities		<u>625 570</u>	<u>440 310</u>
-	-	Purchase of tangible/intangible assets	5	<u>(2 006 479)</u>	<u>(46 024)</u>
<u>-</u>	<u>-</u>	Net cash flow from investing activities		<u>(2 006 479)</u>	<u>(46 024)</u>
306 000	-	Proceeds from issue of long term debt	8	1 615 360	-
-	-	Proceeds from issue of short term debt		-	-
(459 000)	(111 220)	Repayment of long term loans		(158 593)	(111 220)
-	-	Repayment of short term loans		-	-
-	-	Net change in bank overdraft		-	-
(24 257)	7 333	Issue/repurchase of share capital		(24 257)	7 333
199 729	190 142	Dividends/Group Contribution	12	-	-
<u>22 472</u>	<u>86 255</u>	Net cash flow from financing activities		<u>1 432 510</u>	<u>(103 887)</u>
(42 596)	50 484	Net change in cash and cash equivalents		51 601	290 399
<u>54 206</u>	<u>3 722</u>	Cash and cash equivalents at the beginning of period		<u>396 898</u>	<u>106 500</u>
<u>11 610</u>	<u>54 206</u>	Cash and cash equivalents at the end of period	2	<u>448 499</u>	<u>396 898</u>



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Notes to financial statement

Note 1 - Financial market risk

The Group sells its products in the respective countries' local currencies. The Group has hedged a portion of its exposure in foreign currencies up to 36 months in advance. New contracts are entered into on a rolling basis as required. Fair value of the forwards contracts 31.12.2021 was NOK -4,0 million. Open forward contracts 31.12.2021:

Hedging contracts						
Currency amounts in millions	DKK	EUR	SEK	CHF	GBP	JPY
Currency amount	12,0	12,0	23,5	2,2	1,8	1 050,0
Hedging exchange rate	1,4250	10,2511	0,9790	9,7040	11,6220	0,0880
Exchange rate 31.12.21	1,3432	9,9888	97,4500	9,6688	11,8875	0,0766

Note 2 - Bank deposits and overdraft facility

In 2021 we have a bank guarantee intended to cover withholding taxes.

Limit on overdraft facility amounts to EUR 9,0 million and of this NOK 9,1 million is utilised as bank guarantees as of 31.12.2021.

Note 3 - Inventories

Inventories are valued at cost less provision for obsolescence. Provision for obsolescence in Stokke AS per 31.12.21 was NOK 1,7 million, compared to NOK 3,0 million per 31.12.2020. Provision for obsolescence in the group per 31.12.21 was NOK 6,7 million, compared to NOK 3,7 million per 31.12.2020.

Inventories	Group	
NOK 1000	2021	2020
Finished goods	385 708	117 225



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Notes to financial statement

Note 4 - Shares

Subsidiaries:

NOK 1000	Country	Ownership	Book value	Equity	Result
Stokke AS	Norway	100 %	3 163 566	125 765	473 543

Group:

NOK 1000	Country	Ownership	Book value	Equity	Result
Stokke Amerika AS / Stokke LLC	Norway/USA	100,0 %	7 431	40 188	7 356
Stokke Fabriker AB	Sweden	100,0 %	118	1 087	875
Stokke Danmark ApS	Denmark	100,0 %	19 671	2 210	821
Stokke Nederland BV	Netherland	100,0 %	153	3 295	3 110
Stokke GmbH	Germany	100,0 %	4 581	7 036	4 672
Stokke GesmbH	Austria	100,0 %	307	722	350
Stokke AG	Switzerland	100,0 %	8 736	2 589	926
Stokke France S.A.	France	100,0 %	3 224	1 850	1 085
Stokke UK LTD	Great Britain	100,0 %	2 421	3 948	930
Stokke Mobiliario SL	Spain	100,0 %	2 499	1 742	711
Stokke SRL	Italy	100,0 %	3 720	2 309	935
Stokke Ltd (Japan)	Japan	100,0 %	7 601	54 625	3 721
Stokke Korea Co., Ltd	Korea	100,0 %	6 591	18 864	2 602
Stokke China Ltd	China	100,0 %	10 296	10 019	6 250
JetKids AS	Norway	51,1 %	23 643	494	809
Limas GmbH	Germany	100,0 %	75 971	2 370	6 160
Mukako	Italy	100,0 %	3 488	(4 179)	(4 107)
Zen SAS with subsidiaries	France	93,2 %	1 415 664	192 985	5 181
Total			1 596 115	342 154	42 385

Equity and result for each company is stated on a 100% basis.

Other shares

NOK 1000	Country	Book value
Møbeltek AS	Norway	50
Total		50

Other shares are valued at cost. Market value is considered to be minimum equivalent to book value.



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Notes to financial statement

Note 5 -Tangible and intangible assets

Purchase price allocation shares in Stokke AS
Group

NOK 1000	Net assets	Goodwill	License	Trademark	Patents	Deferred tax	Total
Fair Value	92 388	1 311 309	1 198 472	1 113 375	98 933	-650 911	3 163 566
Amortization	-	5 %	1,25 %	-	5 %	-	

Acquisition cost and depreciation

Group	Goodwill	License	Trademark	Patents	Rearch & Development	Other fixed assets	Total
NOK 1000							
Acquisition value 1.1.	1 360 728	1 198 472	1 113 375	127 832	201 250	389 408	4 391 066
Currency difference 1.1.							
+ Additions	1 293 416		441 843	180 579	24 046	67 357	2 007 241
- Disposals aquis. Value							
Acquisition value 31.12.	2 654 144	1 198 472	1 555 218	308 412	225 296	456 765	6 398 307
Acc. depreciation 1.1.	496 104	104 866	-	61 244	173 363	329 417	1 164 995
Currency difference 1.1.							
+ This year's depreciation	79 650	2 501	-	28 140	11 891	38 482	160 665
+ This year's write down							
- Accumulated depreciation of assets sold	-	-	-	-	-	-	-
Acc. Depreciation 31.12.	575 754	107 368	-	89 384	185 254	367 899	1 325 660
= Book value 31.12.	2 078 388	1 091 104	1 555 218	219 027	40 042	88 866	5 072 646
Depreciation rates	5-20%	1,25 %	0 %	5-14%	5-20%	10-33%	



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Notes to financial statement

Note 6 - Deferred tax and calculated tax

Deferred tax is calculated on the basis of differences existing at the end of the financial year between accounting and tax values.

Deferred tax	NXMH AS	
	2021	2020
NOK 1000		
Basis for deferred tax	-	-
Deferred tax rate	22 %	22 %
Deferred tax	-	-
Change in deferred tax	-	-

Specification of tax on ordinary profit	NXMH AS	
	2021	2020
NOK 1000		
Tax payable	124 417	54 877
Change deferred tax	-	0
Settlement tax payable previous year	-	-
Tax on ordinary profit	124 417	54 877

Reconciliation tax on ordinary profit	NXMH AS	
	2021	2020
NOK 1000		
Expected tax from profit before tax	124 417	54 877
Effect of permanent differences of 22 %	-	-
Effect of not balanced tax asset	-	-
Tax on ordinary profit	124 417	54 877



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Notes to financial statement

Note 6 - Deferred tax and calculated tax continued

Reconciliation between profit before tax and the tax basis

NOK 1000	NXMH AS	
	2021	2020
Profit before tax	565 574	249 397
+/- Permanent differences	(41)	42
Intra-group contribution	-	-
Sum tax basis	565 533	249 439
Tax payable	124 417	54 877

Tax on ordinary profit

NOK 1000	Group	
	2021	2020
Current tax expense	145 594	69 676
Deferred tax expense (benefits)	(10 168)	-14 355
Other differences	-	-
Profit before tax	517 355	168 794
Reconciliation of tax rate		
Income tax rate of 22 %	22 %	22 %
Permanent differences	(10 008)	(4 961)
Other tax changes	1 315	712
Tax effect of foreign subsidiaries	15 887	8 001
Other tax effects	14 414	14 433
Effect from change in tax rate on temporary differences	-	-

Deferred tax assets / liabilities

NOK 1000	Group	
	2021	2020
Property, plant and equipment	(14 548)	(14 552)
Licences	237 297	240 593
Trademark	354 674	244 943
Patents	13 059	14 147
Provisions	(8 762)	(3 529)
Other items	(3 718)	-3 524
Inventory	11 840	(838)
Tax loss carried forward	-	(114)
Interest loss carried forward	-	-

Tax payable reconciliation

NOK 1000	Group	
	2021	2020
NXMH AS	124 417	54 877
Subsidiaries	23 731	3 597
Tax payable balance sheet	148 148	58 473



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Notes to financial statement

Note 7 - Operational leasing

Operational leasing

NOK 1000	2021	2020	Expire date	Notice period
Cars	540	454	-	-
Oslo office lease*	2 010	2 034	15.04.23	-
Ålesund office lease*	5 787	5 686	01.06.22	-
Haahjem storage	162	160	-	6-12 months
Sum operational leasing	8 498	8 334		

*Includes parking

The Group leases various tangible assets under operating lease agreements. The lease terms are 1-5 years. The lease payments

Group NOK 1000	2021	2020
Total lease payments	24 160	27 361

Note 8 Mortgages and guarantees

Loan in NXMH AS/Stokke AS is pledged with 100% of Stokke AS shares, representing 11 739 000 shares.

Liabilities secured by mortgages and the like

Repayment schedule loan in NXMH AS/Stokke AS

	NXMH Group			
	2021	2022	2023	2024
Balance 1.1.	1 898 248	1 898 248	1 837 048	1 775 848
Repayment		(61 200)	(61 200)	(1 775 848)
Balance 31.12.	1 898 248	1 837 048	1 775 848	-

Book value of assets pledged as security for debt

Assets booked in Stokke AS

NOK 1000	Group	
	2021	2020
Receivables	241 841	116 065
Inventories	385 708	117 225
Other fixed assets	88 866	
Total	716 416	233 290

Guarantees

NOK 1000

	Group	
	2021	2020
Guarantees	10 114	9 145



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Notes to financial statement

Note 9 - Equity and Shareholders

The parent company's share capital consists of 233 863 374 shares each with a nominal value of NOK 1.

According to the Articles of Association §4 all shares in the Company have the same voting rights. Dividend rights are subject to regulations set forth in the Articles of Association §5.

NXMH AS shareholder's equity

	Class A Capital	Class B Capital	Class A Share Premium	Class B Share Premium	Own Shares	Retained earnings	Total equity
NOK 1000							
Equity 1.1. *	25 007	208 856	217 626	1 877 990	(298)	661 493	2 990 675
Capital increase	-	-	-	-	-	-	-
Purchase of Own Shares	-	-	-	-	(298)	(23 959)	(24 257)
Profit of the year	-	-	-	-	-	441 157	441 157
Equity 31.12.	25 007	208 856	217 626	1 877 990	(596)	1 078 691	3 407 575

Group

	Class A Capital	Class B Capital	Class A Share Premium	Class B Share Premium	Own Shares	Retained earnings	Minority interest	Total equity
NOK 1000								
Equity 1.1. *	25 007	208 856	217 626	1 877 990	(298)	275 643	242	2 605 066
Capital increase	-	-	-	-	-	-	-	-
Purchase of Own Shares	-	-	-	-	(298)	(23 959)	-	(24 257)
Establishment of minority interest at purchase date	-	-	-	-	-	-	104 104	104 104
Translation and other adjustments	-	-	-	-	-	(7 041)	-	(7 041)
Profit of the year	-	-	-	-	-	381 929	-	381 929
Equity 31.12.	25 007	208 856	217 626	1 877 990	(596)	626 571	104 345	3 059 801

NXMH AS shareholders:

No. of shares held	No. of shares 2020		No. of shares 2021		Total no. of shares	
	Class A	Class B	Class A	Class B	2020	2021
NXMH BV	22 943 200	206 488 800	22 943 200	206 488 800	229 432 000	229 432 000
Kenneth Schaug-Pettersen (CEO)	40 870	40 870	40 870	40 870	81 740	81 740
Jong Hyun Hong with family (Chairman)	527 604	671 496	527 604	671 496	1 199 100	1 199 100
Frederic Lammes (Board of Directors)	198 096	253 396	198 096	253 396	452 492	452 492
Other shareholders	1 296 709	1 401 333	1 296 709	1 401 333	2 698 042	2 698 042
Total	25 007 479	208 855 895	25 007 479	208 855 895	233 863 374	233 863 374

Note 10 - Salaries and pensions

Specification salaries

NOK 1000	Group	
	2021	2020
Salaries	249 942	243 846
Social security contributions	17 716	18 516
Pension costs	12 491	10 770
Other	39 689	37 111
Total	319 838	310 243
Average full-time equivalents:	320	312

Audit fees

NOK 1000	NXMH AS		Group	
	2021	2020	2021	2020
Mandatory audit	120	115	2 569	1 646
Other counselling	34	34	0	96
Sum	154	149	2 569	1 742



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Notes to financial statement

Note 10 - Salaries and pensions continued

Pension costs and obligations

The Group has a pension plan that covers all employees in the entity, and the scheme applies directly to contractual pension (AFP).

The early retirement pension scheme (AFP) is an unsecured defined benefit multi-enterprise scheme. Such a scheme is de facto a defined benefit plan, but is for accounting purposes treated as a defined contribution plan as a result of the administrator of the scheme not providing sufficient information to calculate the liability in a reliable manner. The scheme is a defined benefit employer plan. The company believes that it currently does not have sufficient information about the distribution of pension costs, pension obligations and assets of the scheme that enables reliable measurements within a balanced cost / benefit assessment. The company processes therefore the scheme is accounted for as a defined contribution plan where premium payments are expensed as incurred. There are not made provision for liabilities in the financial statements. It is expected that new AFP premiums will increase in the years ahead. When or if sufficient data are available in an accessible way so that calculations can be made, it can not be excluded that the liability that must be incorporated will be significant. Contribution to the pension scheme in 2021 was NOK 1,2 million.

The Group is obliged to follow the Act on Mandatory company pension, and the pension schemes meet the requirements of this Act. The scheme amounts to 5,55 % of salary from 1-7,1G, and 8 % of payroll from 7,1-12 G. Contribution to the scheme in 2021 was NOK 3,0 million which is considered as the pension costs for the scheme.

Provisions for pension liabilities in the Group also applies to a former manager of the subsidiary in Germany, Stokke GmbH. The liability of Stokke GmbH is partially offset by pension insurance.

Movements in 2021:

NOK 1000	2021
Pension liability 1.1.	8 796
Financial costs	930
Consumption	-1 221
Translation difference	482
Pension liability 31.12.	8 986
Value pension insurance 1.1.	2 289
Financial income	-
Consumption	-
Translation difference	89
Value pension insurance 31.12.	2 378
Net pension liability 31.12.	6 608

Note 11 - Receivables and liabilities

Debtors due after one year NOK 1000	NXMH AS		Group	
	2021	2020	2021	2020
Trade receivables	-	-	-	-
Other receivables	-	-	275	275
Sum	-	-	275	275

Liabilities due after 5 years NOK 1000	NXMH AS		Group	
	2021	2020	2021	2020
Liabilities to financial institutions	-	-	-	-
Sum	-	-	-	-

Note 12 - Balances with group companies

Receivables NOK 1000	NXMH AS		Group	
	2021	2020	2021	2020
Loans	-	-	-	-
Trade receivables	-	-	-	-
Other receivables	651 319	298 532	-	-
Sum	651 319	298 532	-	-

Liabilities NOK 1000	NXMH AS		Group	
	2021	2020	2021	2020
Loans*	1 898 248	-	-	-
Current liabilities	324	365	-	-
Group contribution	-	-	-	-
Sum	1 898 572	365	-	-

*NXMH AS guarantee for the loan in Danske Bank for the group and is reflected as group liability



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Notes to financial statement

Note 13 - Group transactions

Company

NOK 1000	Country	Ownership	Sales revenue	Services	Interest	Group contribution
Stokke AS	Norway	100 %	-	-	1 759	550 768
Total			-	-	1 759	550 768

Note 14 - Operating revenues by market

Distribution 2021

NOK 1000	Group	
Norway	69 750	3 %
EMEA	1 371 760	59 %
America	372 003	16 %
APAC	511 504	22 %
Total	2 325 016	100 %

Distribution 2020

NOK 1000	Group	
Norway	83 205	4 %
EMEA	1 184 226	61 %
America	244 095	13 %
APAC	437 536	22 %
Total	1 949 062	100 %

Note 15 - Net financial items

Financial income

NOK 1000	NXMH AS		Group	
	2021	2020	2021	2020
Interest from group companies	1 759	776	-200	417
Other interest income	94	183	17	35
Profit from sale of shares	0	0	-	-
Group Contribution	550 768	298 532	-	-
Currency Gain	18 391	-	26 785	0
Total	571 012	299 491	26 602	452

Financial expenses

NOK 1000	NXMH AS		Group	
	2021	2020	2021	2020
Interest to group companies	-	-	-	-
Other Interest expense	5 193	8 421	6 447	6 447
Other financial expense	-	-	775	775
Currency loss	-	41 446	-	92 118
Total	5 193	49 867	7 222	99 340



To the General Meeting of NXMH AS

Independent Auditor's Report

Opinion

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

- The financial statements of the parent company NXMH AS (the Company), which comprise the balance sheet as at 31 December 2021, 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 NXMH AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2021, 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 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 2021, 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 financial statements give a true and fair view of the financial position of the Group as at 31 December 2021, 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 International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group as required by laws and regulations and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

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

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T: 02316, org. no.: 987 009 713 MVA, www.pwc.no
Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



Independent Auditor's Report - NXMH AS



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

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

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with 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 and the Group'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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Ålesund, 16 March 2022
PricewaterhouseCoopers AS

Nils Robert Stokke
State Authorised Public Accountant

(This document is signed electronically)

(2)



 Securely signed with Brevio

NXMH AS - Auditor's report

Signers:

Name	Method	Date
Stokke, Nils Robert	BANKID_MOBILE	2022-03-16 12:54

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MINUTES FROM BOARD MEETING IN

NXMH AS
(org.no 912 235 823)

A board meeting in NXMH AS, (the "Company"), was held on teams for NXMH B.V.B.A, Brussels, on the 16th of March 2022.

Present: Jong Hyun Hong (Chairman)
Frederic A G Lammens (BOD)
Kenneth Schaug-Pettersen (CEO)

All board members were present, and the board thereby constituted a quorum. There were no objections to the notice and the agenda, and the meeting was declared duly convened. The following issues were addressed:


1. Annual Report and audited financial accounts 2021

Annual Income statement, balance sheet, cash flow statement and notes, including the allocation of the profit for financial year 2021 were approved.

The Board resolved to call for a general meeting in the Company on 23rd March 2022.

No further matters were submitted for consideration. All resolutions were unanimous. The meeting was adjourned.

Signature: 
Name: Jong Hyun Hong
Chairman

Signature: 
Frederic A G Lammens
BOD



Skattedirektoratet

24 JULI 2017

Saksbehandler Jeanette Munkvold Skovholt	Deres dato 03.07.2017	Vår dato 19.07.2017
Telefon 90076012	Deres referanse Kenneth Schaug- Pettersen	Vår referanse 2017/770684

NXMH AS
Postboks 707
6001 ÅLESUND

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for NXMH AS, org.nr. 912 235 823

Vi viser til deres brev av 3. juli 2017 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for NXMH AS.

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

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

Bakgrunn

Fra søknaden gjengis:

NXMH AS er mor og holdingselskap til Stokke AS som de eier 100% av aksjene til.

NXMH AS har ekstern bankgjeld til KEB i Sør-Korea og utover dette er regnskapets hovedinteressenter, det private PE-selskapet NXMH BVBA (lokalisert i Brussel) som eier NXMH AS 100%, og som videre eid av NXC Corp. i Sør-Korea. Det er således en svært begrenset spredning på eierstrukturen, da Kim Jung-ju med familie er eneste eier (NXC Corp.)

Per idag utarbeides regnskapet både på norsk og engelsk, da brukerne av regnskapet er av utenlandsk opprinnelse. Vi ønsker å forenkle arbeidet med utarbeidelse av årsregnskap og årsberetning til et språk som alle brukere av regnskapet forstår, og således er engelsk mest nærliggende å bruke. Dette vil også unngå misforståelser mellom den norske og engelske versjonen av regnskapet som følge av språkdifferanser.

NXMH AS opererer kun som holding selskap og har ingen ansatte eller aktivitet med unntak av å være holdingselskapet til Stokke AS. Aktivitetene som skjer i NXMH AS er finansiering og mottak av konsernbidrag fra Stokke AS. Vi anser det således at det ikke er noe som tilsier at det vil være til ugunst hos brukerne av regnskapet at regnskapet utarbeides på engelsk og får dispensasjon til å ikke utarbeide dette på norsk.

En oversettelse til norsk vil kun ha til formål å oppfylle lovens språkkrav.

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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 selskapet inngår i et utenlandsk konsern. Eierkretsen er begrenset. Videre er det vektlagt at selskapet driver virksomhet i en internasjonal bransje der alle aktører behersker og benytter engelsk språk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Johnny Arntsen
Fung. seksjonssjef
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Jeanette Munkvold Skovholt

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer