Årsregnskap for regnskapsåret 2022

Organisasjonsnr:	812 481 282
Navn/foretaksnavn:	JORDANES INVESTMENTS AS
Forretningsadresse:	Henrik Ibsens gate 60C
	0255 OSLO

Brønnøysundregistrene
05.06.2024

2023-200183

Brønnøysundregistrene – Regnskapsregisteret

VEDLEGG TIL ÅRSREGNSKAP 2022

JORDANES INVESTMENTS AS Postboks 1542 Vika 0117 OSLO	Organisasjonsnr. 812 481 282	AS

Registrerte opplysninger per 07.07.2023		Eventuelle endringer dette regnskapsåret	
Startdato	Avslutningsdato	Startdato	Avslutningsdato
01.01.2022	31.12.2022		
Konsernforhold Foreninger som følger regler for frivillig virksomhet, kan ikke være morselskap	Morselskap JA	Endret konsernforhold ☐ Morselskap ☐ Ikke morselskap	

Kun for aksjeselskap som har meldt fravalg av revisjon

Selskapet har besluttet at årsregnskapet ikke skal revideres ☐ Ja

Årsregnskapet er utarbeidet av ekstern autorisert regnskapsfører ☐ Ja

Ekstern autorisert regnskapsfører har i løpet av regnskapsåret bistått ved den løpende regnskapsføringen eller utført andre tjenester for selskapet enn å utarbeide årsregnskapet ☐ Ja

Årsregnskapet er satt opp etter reglene for frivillig virksomhet ☐ **Avkrysning er kun aktuelt for foreninger (FLI) som er registrert i Frivillighetsregisteret**

Hvis enheten ikke følger norsk regnskapslov eller frivillighetsregisterloven, kryss av ☐ IFRS selskap ☒ IFRS konsern

Hvis enheten velger å avvike fra regnskapsloven § 6-1, kryss av ☐ Funksjon selskap ☐ Funksjon konsern

Følges regnskapsreglene for små foretak? ☐ Ja ☒ Nei

Jeg bekrefter at vedlagte årsregnskap er fastsatt av kompetent organ den **Dato**

Sted/dato, Underskrift av representant for enheten

vedlegg

Bare til bruk for Regnskapsregisteret

G ☒ NYVE ☐ Admr ☐ Kregn Ja ☒ Nei ☐ Aktiv. regn ☐

M ☐ Rets ☐ Ant.s 83

☐ ov.b ☐ årsb ☐ res ☐ bal ☐ e.bal ☐ gj.bal ☐ rev ☐ i-rev ☐ k-res ☐ k-bal ☐ k-n ☐ k-rev ☐ i-k-rev ☐ n

☐ k-regn ☐ kto ☐ d.k ☐ ik-fv ☐ konsf ☐ ifrs ☐ fr-rev ☐ funk ☐ u.off ☐ brev

BR-1001-11

Brønnøysundregistrene - Regnskapsregisteret

VEDLEGG TIL ÅRSREGNSKAP 2022

JORDANES INVESTMENTS AS Postboks 1542 Vika 0117 OSLO	Organisasjonsnr. 812 481 282	AS

Registrerte opplysninger per 04.07.2023		Eventuelle endringer dette regnskapsåret	
Startdato 01.01.2022	Avslutningsdato 31.12.2022	Startdato	Avslutningsdato
Konsernforhold Foreninger som følger regler for frivillig virksomhet, kan ikke være morselskap	Morselskap JA	Endret konsernforhold ☐ Morselskap	☐ Ikke morselskap

Kun for aksjeselskap som har meldt fravalg av revisjon

- Selskapet har besluttet at årsregnskapet ikke skal revideres ☐ Ja
- Årsregnskapet er utarbeidet av ekstern autorisert regnskapsfører ☐ Ja
- Ekstern autorisert regnskapsfører har i løpet av regnskapsåret bistått ved den løpende regnskapsføringen eller utført andre tjenester for selskapet enn å utarbeide årsregnskapet ☐ Ja

Årsregnskapet er satt opp etter reglene for frivillig virksomhet ☐ Avkrysning er kun aktuelt for foreninger (FLI) som er registrert i Frivillighetsregisteret

Hvis enheten ikke følger norsk regnskapslov eller frivillighetsregisterloven, kryss av ☐ IFRS selskap ☒ IFRS konsern

Hvis enheten velger å avvike fra regnskapsloven § 6-1, kryss av ☐ Funksjon selskap ☐ Funksjon konsern

Følges regnskapsreglene for små foretak? ☐ Ja ☒ Nei

Jeg bekrefter at vedlagte årsregnskap er fastsatt av kompetent organ den Dato 30.06.2023

Sted/dato, Underskrift av representant for enheten

Oslo 4/7-23

Bare til bruk for Regnskapsregisteret

G ☐ NYVE ☐ Admr ☐ Kregn Ja ☐ Nei ☐ Aktiv. regn ☐

M ☐ Rets ☐ Ant.s ☐☐☐

ov.b årsb res bal e.bal gj.bal rev i-rev k-res k-bal k-n k-rev i-k-rev n

k-regn kto d.k ik-fv konsf ifrs fr-rev funk u.off brev

BR-1001-11

Skattedirektoratet

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

Postadresse
Postboks 9200 Grønland
0134 Oslo

Besøksadresse:
Se www.skatteetaten.no
Org.nr: 996250318
E-post: skatteetaten.no/sendepost

Sentralbord
800 80 000
Telefaks
22 17 08 60

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

Jordanes Investments AS

Consolidated Financial Statements 2022

Board of Directors' report

The Jordanes Investments AS group ("the Group") is a leading Scandinavian brand house, specialising in branded consumer products and services. Its operating activities are reflected in the Group's three main business segments: Scandza, Feelgood and Dely.

Operations in 2022

In 2022, the geopolitical situation created imbalances and high volatility in the raw material and financial markets. Higher inflation and energy prices continued to reduce growth in consumption. Despite these challenging market conditions, the underlying performance of the Group was satisfactory in 2022.

The Group had total revenues of NOK 5,606 million in 2022 (NOK 4,646 million in 2021), representing an increase of 20.7 % (NOK 960 million) compared to 2021. Adjusted for Dely, which was included in the financial statements from April 2022, revenues increased by 2.3 % compared to 2021.

Operating profit before depreciation, amortisation and other income and other expenses was NOK 623 million (NOK 532 million in 2021). Operating profit, before other income and other expenses (adjusted EBIT) for the Group, was NOK 421 million (NOK 401 million in 2021), equal to a 5 % increase.

A combination of increased energy cost, higher raw material cost and segment mix have reduced the Group's margins in the period.

The Group ended the financial year 2022 with an operating profit of NOK 336 million, a reduction of 44.6 % compared to the financial year 2021 (NOK 607 million in 2021). Operating profit in 2021 included a positive impact from sale of factories, which resulted in a net gain of NOK 228 million. The same factories were subsequently leased back to the group.

Profit from total operations for the financial year 2022 was negative with NOK 108 million compared to a positive profit of NOK 358 million in 2021. The reduction in profit from total operations was mainly due to a negative impact from discontinued operations of Bisca group of NOK 318 million in 2022, compared to a negative impact of NOK 85 million in 2021 from both Bisca and Bonaventura and the net gain of NOK 228 million from the sale of factory facilities in 2021.

The Group is in the process of selling the Bisca Operation and concluded in Q4 2022 that a sale is highly probable within the next twelve months. The Bisca Operation is accordingly classified as held for sale and discontinued operations. The pre-tax loss from the Bisca Operation was NOK 340 million in 2022 and NOK 18 million in 2021. For further details on discontinued operations, see note 6.2.

Cash flow from operating activities (total operations) for the financial year 2022 was NOK 281 million compared to NOK 323 million last year. Cash flow from operating activities was affected by extraordinary payments of covid-postponed duties of NOK 112 million and increased interest payments due to an increase in net interest-bearing debt. Cash flow from investing activities (total operations) was negative with NOK 1 423 million in 2022 compared to a positive cash flow of NOK 68 million in 2021. The change from 2021 was caused by loans provided to the parent company due to the refinancing of Jordanes in March 2022. Cash flow from financing activities (total operations) was NOK 1 104 million in 2022, compared to a negative cash flow of NOK 641 million in 2021. The increase in net cash flow from financing activities was due to the refinancing of the Group in 2022, through the establishment of new senior bank facilities.

The Group has no ongoing research or development activities capitalised in the statement of financial position. All costs related to research and development are expensed on an ongoing basis.

The financial statement shows the results for the period 1 January 2022 to 31 December 2022 compared with the period from 1 January to 31 December 2021. The reported figures for 2021 and the opening balance as of 01.01.2021 have been restated. See note 7.3 for details and restatement effects. The profit and loss items for the Bisca operations and Bonaventura SalesCo is presented as discontinued operations for 2022 and 2021.

The Board of Directors confirm that the 2022 financial statements, to the best of our knowledge, give a true and fair view of the Group's assets and liabilities, financial position, and profit for the period. The Board confirms that the Group's liquidity position, together with the expected cash flow from operations in 2023, will be adequate to fulfill short-term liabilities as they fall due. The Group has prepared a liquidity budget which substantiates that the going concern assumption is not dependent on influx of new capital during the period. The Board of Directors confirm the assumption that the Group being a going concern is valid.

Jordanes Investments AS (Company)

The net profit in 2022 for the parent company, Jordanes Investments AS, amounted to NOK 661 million, compared to a net profit of NOK 613 million in 2021. The change in net profit was due to a increase in dividend payments from group companies from 2021 to 2022. As of year-end 2022 the parent company had a total equity of NOK 1 809 million, which corresponded to an equity ratio of 26.4 percent (20.4 % in 2021).

Performance of the individual business segments

Scandza, which is the largest business unit of the Group, performed satisfactorily with increased sales. A large part of Scandza's raw material prices is regulated by a domestic governmental market pricing system, thus Scandza is less impacted by high raw material prices. Adjusted EBIT ended at NOK 343 million in 2022, an increase of 6.7 % compared to 2021 (NOK 321 million). Adjusted EBIT margin increased by 0.4 percentage points compared to 2021.

Dely was acquired by Jordanes AS in July 2021 and contributed in kind to Jordanes Investments AS at the end of March 2022, as part of the new financing structure. Dely was recognised in the Jordanes Investments AS financial statements from April 2022. Dely delivered increased sales throughout 2022, with a full year-over-year growth of 23.3 %, driven by Peppes Pizza. NOK 853 million in revenues was recognised for the period April to December. Profits were negatively affected by higher energy prices and salary costs in 2022. Adjusted EBIT/EBIT-margin ended at NOK 40.5 million/ 4.7 % in 2022.

Feelgood delivered revenue growth of 1 % in a challenging market. Growth was mostly driven by sales in Fitness, based on effective marketing campaigns in DTC (Direct to Customer). The main challenges continue to be delays in the supply chain for beauty products and increased cost of raw materials in Fitness. Adjusted EBIT ended at NOK 59 million in 2022, a decrease of 25.5 % compared to 2021 (NOK 80 million). Adjusted EBIT margin decreased by 4.1 percentage points compared to 2021.

External environment and corporate responsibility

Our purpose is to be "Proud to serve our kids". To us, this means acting responsibly and working towards being sustainable across all parts of our business. Effectively managing environmental, social and governance issues is the key to success. The production and transportation of the Group's products has an influence on the environment and the Group's goal is to minimise the environmental influence from the production to the lowest possible level.

The Group is covered by the Transparency Act, which entered into force 1 July 2022. The Act shall promote enterprises' respect for fundamental human rights and decent working conditions and ensure the public access to information.

The Transparency Act requires companies to conduct a due diligence process in accordance with the OECDs Due Diligence Guidance for Responsible Business Conduct. The core of the due diligence process consists of identifying and assessing actual and potential adverse impact on fundamental human rights and decent working conditions in the enterprise's operations, products or services via the supply chain or business partners. The Group has started the due diligence process, and each business area is conducting individual due diligence assessments. Suitable measures will be implemented based on these assessments.

Accountability lies with the board of directors, and the Company will publish its report in accordance with the Norwegian Transparency Act (Åpenhetsloven) on the Company's website (www.jordanes.no) before 30th of June 2023.

The group is subject to reporting requirements regarding corporate responsibility and governance in accordance with section 3-3b and 3-3c of the Norwegian Accounting Act. The Group`s work on these topics are outlined in our «Statement on corporate governance and corporate social responsibility" published on the Company's website (www.jordanes.no).

Work Environment and equal opportunities

By the end of 2022, the Group had a total of 1499 full time employees in its continuing operations (1003 in 2021). Their tasks vary from manufacturing and handling heavy machinery, to product development, sales, service, management and administration. Collaboration between management and trade unions is well functioning with a mutual aim to finding constructive solutions to the challenges facing the Group.

The Group has a zero-accident policy. Health and safety of the employees has the highest priority and the Group aim to continuously maintain, improve, and develop a healthy working environment and healthy working conditions. Introduction to governing documents and training in HSE is a part of the onboarding process for all employees. During the year a total of 106 accidents were recorded, where 43,4% did not result in any absence (30 injuries resulting in short-term absence and 28 resulting in long-term absence). We are working to reduce the number of accidents.

In 2022 the sick leave rate was 5.6%, which is a 0.9% decrease compared to 2021. The rate of long-term sick leave was at 2.4%, which is a 0.6% decrease compared to 2021. The production sites have the highest sick leave rates in the Group. The work to ensure employees' health, safety and well-being is a continuous process and opportunities for improvement are pursued diligently. Several initiatives have been implemented such as training, the establishment of working environment committees, collaboration with NAV, social events, tracking of accidents, risk mapping and strengthening of the physical working environment.

The Group strives for a balanced gender distribution, and as of 2022 the employees were split 48.9% female and 51.1% male. The Group's Executive Management is currently composed of seven men and one woman. The Group's Board of Directors is composed of only men. We are working towards achieving a more balanced gender distribution for The Group's Executive Management and the Board of Directors.

The personnel policy of the Group is deemed to be gender neutral in all respects. The company is of the view that equal opportunity issues have been adequately accommodated, and no specific measures have been initiated or planned in this regard. No feedback has been received to the effect that the personnel policy of the Group is considered to discriminate based on gender.

The Group does not practice differential treatment or recruitment of employees based on sex, ethnicity, national origin, sexual orientation, language, religion or faith. The Group should be a good and safe workplace where discrimination of any kind is unacceptable.

Legal entities within the group work actively, purposefully and systematically to promote equality and prevent discrimination in the workplace. Further information on initiatives taken to fulfil requirements on Equality and Diversity (Aktivitets- og redegjørelseplikten), is outlined on the Company's website (www.jordanes.no).

Corporate Governance

Jordanes Investments AS is a privately owned company. The board of Jordanes Investments AS is dedicated to good corporate governance and assesses annually the corporate governance of the Group.

Jordanes Investments AS has implemented the Corporate Governance practices required by Jordanes AS, the shareholder of the Company. The Board operates according to the Jordanes Board Instruction and shareholder agreement. The Groups executive management team operates within instructions issued by the board. The segment EVPs operate within the Delegation of Authority Guide which regulates the running business and outlines the approval process for expenditures and employment.

During 2022, Jordanes AS has had an ongoing project focusing on improving the Groups corporate governance, by establishing internal control systems that includes aligning governing documents, routines and practices throughout the Group, including Jordanes Investments AS.

Remuneration to the Directors of the Board and Executive Management is described in note 7.1 in the Financial Statements.

Jordanes Investments AS, and subsidiaries of all tiers have a Directors and Officer's liability insurance policy placed with the global insurer QBE Europe SA/NV; Belgium. The policy covers claims made against the insured worldwide (excluding North America) on a basis of legal liability for financial loss emanating from wrongful managerial acts, caused by any past, present and future directors and officers within the group. The policy also covers legal costs and a range of loss-related expenses. The sum insured is at a level considered relevant for the Jordanes' group of companies. For further information oncorporate governance policies, refer to our account on "statement on corporate governance and corporate responsibility" published on the Company's website (www.jordanes.no).

Risk factors

The Board of Directors attaches importance to ensuring that risk is managed systematically in all parts of the Group and has implemented a structured approach to identifying risk factors and taking actions to mitigate risk in its operations.

Technical risk

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 organising the production facilities. No serious situations have resulted in longer stoppages in production.

Risk associated with changes in prices or availability of supplies and raw material

Supplier risk is mainly associated with the supply of raw material and is viewed as low on a national level. For instance, Tine has a milk supply obligation, which is regulated by the Norwegian Government. For other input factors there are several alternative suppliers in the market, reducing the Group's dependence on individual suppliers.

In the annual negotiations between the government and the agricultural organisations, the prices of agricultural products and other central frameworks for agriculture are determined, including the guiding prices for raw milk and potatoes which serves as a maximum price on an annual basis. Several contributions and subsidies are also determined by these negotiations. On this basis, the price the Group's companies must pay for raw materials is influenced by the annual agricultural negotiations.

The crisis in Ukraine has led to sharp price increase for various important raw materials utilised by the Group. The Ukraine crisis has also led to some supply challenges whereby it has become more difficult to source some raw materials. The price increases and supply challenges can lead to increased costs. To date, this has not had any material adverse effect on the Group's operations due to the limited number of foreign suppliers.

Quality risk

As producers in the food industry, the companies are exposed to risk from a bacterial outbreak or similar occurrence. The companies seek to reduce this risk element by putting a significant emphasis on the quality of the production, routines and internal training.

Leiv Vidar and Lindvalls Chark are FSSC 22000 certified. Synnøve Finden, Sørlandschips, Bisca and Bröderna Nilsson are BRC certified. BRC (British Retail Consortium) is a quality standard for suppliers to the grocery trade.

Market risk

The market risk is assessed to be moderate as a result of annual agreements being entered into with retail chains, which purchase most of the production capacity.

Distribution risk

The grocery trade in Scandinavia is dominated by a few large chains. The grocery trade is still in development with regards to operators and the organisation of the retail part of the value chain. The development in this area can represent a risk factor for the Group, if the companies cannot maintain sufficient distribution of their products during market changes.

Political risk

All companies with close affiliations to agriculture are exposed to political views and decisions. The economic framework conditions are to a greater degree important for the profitability and organisations of such companies, than in other food industry companies. Any changes in the composition of parliament could lead to changes in the framework conditions. Furthermore, there are also risks related to international agreements, with the potential effect of increased competition from imported products.

Financial risk

The Group is exposed to credit risk, currency risk, interest rate risk and liquidity risk in normal business activities and seeks to offset the risk exposure in these areas.

Most of the revenues, expenses, receivables and debt are denominated in local currency. The currency risk is mainly related to import of raw materials for the manufacturing operations and imports of trade products. Significant movements in currency rates may therefore affect the Group's profitability through higher cost of goods sold. Forward contracts are used to secure predictable cash flows. The Group's interest-bearing liabilities are mainly denominated in NOK.

The term loans, the bond issue, the finance lease agreements and cash and cash equivalents are with floating interest.

The Group monitors its risk of experiencing a shortage of funds by monitoring its working capital and overdue trade receivables. The Group has a bank agreement that grants both long-term loans and a revolving credit facility of NOK 500 million, of which NOK 430 million have not been utilised as of 31 December 2022.

The Group complied with the financial covenants as of 31 December 2022 and for all periods reported. The Group does not expect any breaches of financial covenants. A more detailed discussion of financial risk is provided in note 4.4 in the Group Financial Statements.

Climate- related risks, opportunities, and possible financial impact

The Group has carried out a high-level climate-related assessment of risks, opportunities, and possible financial impact on our companies. Our focus has been on transitional risks and physical risk, where we have assessed possible impacts on our own operations and on our supply chain. The risks and opportunities have been categorised into low, medium, and high, with the financial impacts respectively as negative, neutral, and positive.

Physical climate risk

Acute and chronic physical climate risk may impact the Groups' operations and our supply chain. Typical risks are an increased frequency in the number and size of floods, heavy rainfall, heat waves, and temperature increases in general, as well as difficulties related to transportation. Our own operations are located geographically such that we regard the risks as low both in acute and chronic terms. Financial impacts are considered low as of now. Most of our operations, and our sourcing of raw materials, are in Norway and Scandinavia. This alone reduces severe risks. We do however source some products and raw materials from Europe and other parts of the world, and while we have not experienced significant financial impacts from purchasing food ingredients and raw materials so far, we consider the risk of higher raw material prices to be growing going forward. This might also apply to the Scandinavian market. Typical measures to mitigate the risks are diversification of suppliers, alternative locations, and product development to create a more resilient portfolio. The financial impact as of today is seen to be neutral, but with a slight tendency toward a negative impact in the future if not mitigated.

Transitional risk

There was no immediate transitional risk that impacted us in 2022, and hence there was no financial impact to report. In the future, we expect risks to arise from changes in customers' requirements, needs for carbon offsetting and regulatory changes.

New consumer preferences are creating business opportunities for agile players. This is an ongoing process where the Group aims to be a contributing player with product development that will satisfy more ESG-conscious consumers. The financial impacts can be positive for the Group. Increasing customer requirements are deemed an opportunity for the Group as we work actively with sustainability measures and reporting.

We will be affected by new regulations and sustainability. The risk is mitigated by adapting to new EU regulations (ESRS and EU-taxonomy).

The cost of carbon offsetting will hit us in the future, and this must be a part of future financial plans. We can reduce future costs by cutting our own emissions, but we will have difficulties in becoming a net zero company without carbon offsetting.

Outlook for 2023

The Group has managed to navigate through the pandemic and a challenging 2022 shaped by rising inflation, mainly driven by steep increases in energy and raw material prices, and supply chain interruptions that have had an impact throughout the value chain for all our business areas. Despite this challenging environment, we have to a large extent been able to secure the growth and profitability of our business. Our ability to deliver this performance is attributable to the strength of our brands and value they offer to consumers.

Although the uncertain market conditions have negatively impacted consumer confidence, we remain confident on the outlook for 2023. This is due to our robust business model where we are exposed towards the resilient Scandinavian consumer market for goods and services with a diverse portfolio of strong brands catering to the non-discretionary needs of the consumer - with high frequency, low-ticket purchases.

We must be prepared for this challenging, higher inflation environment to persist, and we will continue to protect our margins by focusing on cost efficiencies and being more agile than our competitors. Our great people and strong enterprising culture will help us become even better at leveraging the competencies and scale within our group – across brands and business segments In this economic environment, we must be prepared for interest rates to remain at a higher level than we have seen in recent years. The Group has been operating comfortably with a high financial leverage for several years, due to our robust business model and high cash conversion. However, the high-interest-rate environment will substantially increase our cost of financing, and capital efficiency will be even more critical going forward.

These challenging times also represent opportunities for the Group. Being the challenger, we must continue to take advantage of opportunities with our speed, agility and innovative approach to meet changes in consumer preferences. This is embedded in the DNA of Jordanes, and it is what distinguishes us from our competitors.

On March 30th, the Group's shareholder, Jordanes AS, announced a contemplated IPO at the main list of the Oslo Stock Exchange. The main objective of the listing is to increase the company's financial flexibility and ability to realise growth initiatives, including acquisitions.

Preparing for the IPO, the Group has over the last year taken important steps in developing its organisation and building a competent executive management. This work is still ongoing, and we have high expectations for the contributions this will make to the performance of the Group going forward.

The Board believes the Jordanes Investments AS group is well positioned to take on the challenges and opportunities that lies ahead.

Proposal for distribution of the result of the period

The Board of Directors propose that the net loss for the period is allocated to retained earnings.

The Board of Directors, Jordanes Investments AS

Oslo, 28 April 2023

Stig Terje Sunde	Karl Kristian Sunde	Jan Leif Bodd
Chairman of the board	Board Member	Board Member
Hans Georg Wille	Martin Daniel Solberg	
Board Member	Board Member	

Content

Consolidated statement of comprehensive income

For the years ended 31 December

Amounts in NOK thousands	Notes	2022	2021* Restated
Revenue	2.1-2.2	**5 606 237**	**4 646 387**
Cost of materials and changes in inventories	2.6	-3 385 130	-3 098 239
Payroll expenses	2.3	-908 588	-565 605
Operating expenses	2.4	-689 727	-450 586
Depreciation and amortisation	3.1-3.4	-201 854	-131 218
Operating profit or loss (-) (before other income and other expenses)		**420 938**	**400 739**
Other income	2.5	21 635	229 762
Other expenses	2.5	-106 280	-23 166
Operating profit or loss (-)		**336 293**	**607 335**
Share of profit or loss in associates	6.4	26 375	29 160
Financial income	4.8	130 040	11 600
Financial expenses	4.8	-286 804	-174 860
Profit or loss (-) before tax		**205 904**	**473 235**
Income tax expense	5.1	4 492	-29 721
Profit or loss (-) continuing operations		**210 397**	**443 513**
Profit or loss (-) discontinued operations	6.2	-318 184	-85 284
Profit or loss (-) total operations		**-107 787**	**358 229**
Other comprehensive income:			
Items that subsequently may be reclassified to profit or loss:			
Foreign exchange differences on translation of foreign operations		8 576	-69 660
Total items that may be reclassified to profit or loss (-)		8 576	-69 660
Total other comprehensive income or loss (-)		**8 576**	**-69 660**
Total comprehensive income or loss (-)		**-99 211**	**288 570**
Allocation of profit or loss (-) for total operations:			
Profit or loss attributable to equity holders of the parent		-108 187	368 587
Profit or loss attributable to non-controlling interests	6.1	400	-10 359
Allocation of total comprehensive income or loss (-)			
Total comprehensive income or loss (-) attributable to equity holders of the parent		-99 611	298 929
Total comprehensive income or loss (-) attributable to non-controlling interests	6.1	400	-10 359

*See note 7.3 for restatement

Consolidated statement of financial position

Amounts in NOK thousands	Notes	31.12.2022	31.12.2021 Restated*	01.01.2021 Restated*
ASSETS				
Non-current assets				
Property, plant and equipment	3.1	325 954	384 866	605 663
Goodwill	3.2-3.3	1 388 441	1 377 090	1 497 272
Intangible assets	3.2	893 705	696 134	717 404
Right-of-use assets	3.4	1 005 384	569 650	244 738
Investments in associates	6.4	96 264	87 146	92 348
Non-current financial assets	4.1	1 753 779	220 474	35 702
Total non-current assets		**5 463 527**	**3 335 360**	**3 193 127**
Current assets				
Inventories	2.6	498 791	495 300	486 938
Trade receivables	2.7	554 061	649 151	569 278
Other receivables	2.7, 4.1	60 200	53 528	109 749
Cash and cash equivalents	4.7	146 039	192 359	438 271
Total current assets		**1 259 091**	**1 390 338**	**1 604 235**
Assets held for sale	6.2	**327 965**	**83 919**	-
TOTAL ASSETS		**7 050 584**	**4 809 616**	**4 797 362**
EQUITY AND LIABILITIES				
Equity				
Share capital	4.6	366	300	300
Paid-in capital		1 284 341	548 401	343 597
Cumulative translation differences		40 133	31 556	101 216
Retained earnings		-21 721	387 004	346 967
Equity attributable to equity holders of the parent		**1 303 118**	**967 261**	**792 080**
Non-controlling interests	6.1	-5 836	32 321	118 601
Total equity		**1 297 283**	**999 582**	**910 681**
Non-current liabilities				
Non-current interest-bearing liabilities	4.2	3 101 215	-	2 205 109
Non-current lease liabilities	3.4, 4.1, 4.3	905 518	495 849	196 416
Deferred tax liabilities	5.1	132 738	122 730	102 537
Other non-current provisions		3 519	3 414	6 161
Total non-current liabilities		**4 142 990**	**621 993**	**2 510 223**
Current liabilities				
Current interest-bearing liabilities	4.2	286 756	1 953 167	265 400
Current lease liabilities	3.4, 4.1, 4.3	114 893	77 104	65 279
Trade and other payables	2.8	675 757	639 248	596 342
Income tax payable	5.1	12 346	61 813	54 758
Provisions and other current liabilities	2.9	386 682	386 296	394 678
Total current liabilities		**1 476 434**	**3 117 628**	**1 376 457**
Liabilities held for sale	6.2	**133 878**	**70 412**	-
Total liabilities		**5 753 302**	**3 810 033**	**3 886 680**
TOTAL EQUITY AND LIABILITIES		**7 050 584**	**4 809 616**	**4 797 362**

* See note 7.3 for details regarding the restatement

Oslo, 28 April 2023

Stig Terje Sunde	Jan Leif Bodd	Karl Kristian Sunde	Hans Georg Wille	Martin Daniel Solberg
Chairman of the Board	Board Member	Board Member	Board Member	Board Member

Penneo Dokumentnøkkel: Z3PLI-K23OC-4KOSU-ZXQOO-YSTO6-5F1CQ

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Consolidated statement of changes in equity

Amounts in NOK thousands	Notes	Share capital	Paid-in capital	Cumulative translation differences	Retained earnings	Total	Non-controlling interests	Total equity
		Attributable to owner of the parent						
Balance as at 1 January 2021		300	343 597	90 927	421 993	856 817	119 765	976 582
Adjustments prior period's error	7.3	-	-	10 289	-75 026	-64 737	-1 164	-65 902
Restated* balance as at 1 January 2021		300	343 597	101 216	346 967	792 080	118 601	910 681
Restated profit or loss (-) for the year	7.3	-	-	-	368 587	368 587	-10 359	358 229
Other comprehensive income		-	-	-69 660	-	-69 660	-	-69 660
Acquisition non-controlling interests Westend	6.1	-	-	-	-123 747	-123 747	-71 253	-195 000
Group contribution received from parent**	5.1	-	204 804	-	-	204 804	-	204 804
Group contribution paid to parent**	5.1	-	-	-	-204 804	-204 804	-	-204 804
Dividend paid	6.1	-	-	-	-	-	-4 667	-4 667
Balance as at 31 December 2021		300	548 401	31 556	387 004	967 261	32 321	999 582
Profit or loss (-) for the period		-	-	-	-108 187	-108 187	400	-107 787
Other comprehensive income		-	-	8 576	-	8 576		8 576
Group contribution received from parent**	5.1	-	331 006	-	-	331 006	-	331 006
Group contribution paid to parent*	5.1	-	-	-	-331 006	-331 006	-	-331 006
Acquisition non-controlling interest Bonaventura Confectionary AB	6.1	-	-	-	39 337	39 337	-44 828	-5 491
Capital contribution Frukthagen Hardanger AS	6.1	-	-	-	1 739	1 739	4 381	6 120
Sale of shares Frukthagen Hardanger AS	6.1	-	-	-	972	972	1 890	2 862
Continuity difference Dely	6.3	-	-	-	-11 579	-11 579	-	-11 579
Capital contribution - common control Dely (contribution-in-kind)	6.3	66	404 934	-	-	405 000	-	405 000
Balance as at 31 December 2022		366	1 284 341	40 133	-21 721	1 303 119	-5 836	1 297 283

* See note 7.3 for details regarding the restatement

** Group contribution from the parent is regarded as captal contribution from the parent. Group contribution paid to the parent is regarded as dividend to the parent.

Consolidated statement of cash flows

For the years ended 31 December	Notes	2022	2021* Restated
(Amounts in NOK thousands)			
Profit or loss before tax continuing operations		205 904	473 235
Profit or loss before tax discontinued operations		-340 080	-82 757
Profit or loss before tax total operations		**-134 176**	**390 478**
Net Finance	4.8, 6.2	174 985	163 260
Interest paid		-216 741	-141 941
Interest received		13 344	9 085
Income taxes paid		-400	-5 814
Depreciation and amortisation	3.1-3.4, 6.2	223 749	151 537
Write-downs of intangible assets and tangible fixed assets	3.1-3.4, 6.2	382 342	-
Share of profit/loss in associates	6.4	-26 375	-29 160
Dividend received	6.4	22 503	18 039
Gain from sale of production facilities	2.5	-	-227 660
Working capital adjustments:			
Changes in inventories	2.6	-54 511	-292
Changes in trade and other receivables	2.7	45 375	-20 155
Changes in trade and other payables	2.8	15 780	37 722
Changes in provisions and other liabilities	2.9	-165 078	-22 177
Net cash flows from operating activities		**280 796**	**322 922**
Cash flows from investing activities			
Purchase of property, plant and equipment	3.1	-112 575	-51 742
Purchase of shares in subsidiaries, net of cash acquired	6.3-6.4	115 445	-27 759
Disposal of shares in subsidiaries, net of cash sold	2.5, 7.2	-	391 886
Disposal discontinued operation, net of cash disposed of	6.2	16 960	-
Loans provided to parent company	6.7, 4.2	-1 443 265	-244 493
Net cash flow from investing activities		**-1 423 435**	**67 892**
Cash flow from financing activities			
Net proceeds from borrowings	4.3	-58 625	5 490
New loan	4.3	2 938 450	-
Repayment loan	4.3	-1 627 789	-500 000
Payment of principal portion of lease liabilities	3.4	-151 047	-77 099
Payment of dividend to non-controlling interests	6.1	-	-4 667
Purchase of shares from non-controlling interests	6.1	-5 491	-65 000
Sale of shares to non-controlling interests	6.1	2 862	-
Capital contribution non-controlling interests	6.1	6 120	-
Net cash flows from financing activities		**1 104 480**	**-641 276**
Net increase/(decrease) in cash and cash equivalents		**-38 159**	**-250 462**
Cash and cash equivalents at beginning of the year/period*	4.7	192 359	451 360
Currency effect of cash and cash equivalents		-6 262	-7 461
Cash and cash equivalents, end of period included held for sale		**147 938**	**193 438**
Cash and cash equivalents, classified as held for sale	6.2	**1 899**	**1 079**
Cash and cash equivalents, end of the year/period*	4.7	**146 039**	**192 359**

* Cash and cash equivalents 1 January 2021 are adjusted for cash and cash equivalents, classified as held for sale as of 1 January 2021.

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Notes to the consolidated financial statements

1.1 General information

Corporate information
The consolidated financial statements of Jordanes Investments AS and its subsidiaries (collectively, "the Group" or "Jordanes Investments") for the year ended 31 December 2022 were authorised for issue by the Board of Directors on 28 April 2022. Jordanes Investments AS operates in the consumer industry and owns a portfolio of diversified consumer brands through the companies Scandza, The Feelgood Company and Dely.

Jordanes Investments AS is a limited liability company incorporated and domiciled in Norway. The address of its registered office is Henrik Ibsensgate 60c, NO-0255 Oslo, Norway.

1.2 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by The European Union (EU-IFRS).

The consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments, financial assets and contingent consideration which have been measured at fair value. Further, the financial statements have been prepared on the basis of going concern. The Group has prepared a liquidity budget covering the next twelve months. The liquidity budget supports that the group is able to meet its obligations when due. The Group has a RCF (Revolving Credit Facility) of NOK 500 million (see note 4.2), of which NOK 70 million was drawn at December 31, 2022. Included in the RCF there is an overdraft facility of NOK 100 million to cover any shortfall in the period. Management monitors liquidity, working capital and has good visibility of seasonal fluctuations, which reduces the risk of any unexpected shortage of funds. Liquidity risk management, a liquidity budget with sufficient headroom combined with the available liquidity reserves substantiates that the going concern assumption and the Group is not dependent on influx of new capital during the period other than mentioned above.

Presentation currency and functional currency
The consolidated financial statements are presented in Norwegian kroner (NOK) rounded to the nearest thousand, unless otherwise stated. NOK is also the functional currency of the parent company. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

For presentation purposes, all balance sheet items are translated from the functional currency to the presentation currency by using the exchange rates in effect at the reporting date. Items recognised in the statement of profit and loss and other comprehensive income (OCI) as well as cash flow are translated from the functional currency to the presentation currency by applying monthly average exchange rates. If currency rates are fluctuating significantly, transaction date exchange rates are applied for significant transactions.

Restatement
The Group have identified errors between book values and purchase price allocation (PPA) values for several acquisitions. Consequently the reported figures for 2021 and the opening balance as of 01.01.2021 have been restated. See note 7.3 for details and effects of the restatements.

1.3 Significant accounting policies

Jordanes Investments has selected a presentation in which the description of accounting policies as well as estimates, assumptions and judgements are disclosed in the notes to which the policies relate. Other accounting policies are presented below:

Current versus non-current classification
The Group presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when:
- It is held primarily for the purpose of trading,
- It is expected to be realised within twelve months after the reporting period, or
- It is cash or a cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities and are presented net.

Standards issued but not yet effective
No changes in standards and interpretations issued, but not yet effective, are expected to have a material impact on the Group's financial statements.

1.4 Significant accounting judgements, estimates and assumptions

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The accounting policies applied by management which includes a significant degree of estimates and that may have the most significant effect on the amounts recognised in the financial statements, are summarised below:

Estimates and assumptions:

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are also described in the individual notes referenced above. The Group has based its assumptions and estimates on parameters available as of the the reporting date for the consolidated financial statements. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. Some items are substantially affected by estimate uncertainty, and the areas where estimates will have the greatest significance will be:

Accounting item	Note	Estimate/assumptions	Carrying value
Goodwill	3.2-3.3	Net present value future cash flows	1 388 441
Intangible assets	3.2	Net present value future cash flows	893 705
Property, plant and equipment	3.1	Net present value future cash flows	325 954
Leases	3.4	Lease period, renewal options and net present value future cash flows	1 005 384
Provisions	2.9	Estimated provision based on incurred liabilities and exposure	27 452

Accounting judgements:

- Determining the useful lives of intangible assets (Note 3.2)
- Impairment of goodwill and brands (Note 3.3)
- Determining the lease term of contracts with extension and termination options (Note 3.4)

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

2.1 Segment information

Accounting principle:
For the period presented in these financial statement the Jordanes Investments AS Board of Directors has been the Chief Operating Decision Maker (CODM). Segments in the Group are reported in accordance with areas whose operating results are reviewed regularly by Jordanes Board to enable the Board to make decisions about resource allocation to each segment and assess its earnings. Segment performance is evaluated on the basis of operating profit (before other income and other expenses) and is measured consistently with operating profit (before other income and other expenses) in the consolidated statement of comprehensive income.

The segmentation is based on reporting of well-established and external brands in one segment (Scandza Group),the emerging health and beauty products in another (The Feelgood Company) and restaurants and cafe shop in a third (Dely).

The Bisca operation has been classified as held for sale and discontinued operations in 2022. See note 6.2 for details.

Scandza
The Scandza group of companies (Scandza) consists of well known products and brands within the product categories of diary and breakfast, chips, ready-to-eat and pizza (see also table next-page). The brands reach consumers across all channels and occasions through small-ticket everyday purchases. Branded Foods include brands such as Synnøve Finden, Sørlandschips, Peppes Pizza and Finsbråten. Scandza is in addition a full service FMCG (Fast Moving Consumer Goods) distributor representing some of the largest FMCG companies in the world, such as Zendium, Murad, Bambino, Piz Buin and Nuxe.

Feelgood
Feelgood focuses on digital marketing and fast-paced innovation, developing innovative fitness and beauty products of great quality enhancing people`s experience. Feelgoodinclude brands such as Bodylab, Camilla Pihl Cosmetics, Glöd by Sophie Elise and Care by Therese Johaug.

Dely
Dely operate strong brands and household dining concepts and consists of restaurant and cafe shop concepts such as Peppes Pizza, TGI Fridays, Starbucks and La Baguette. Dely was transferred from Jordanes AS as a contribution-in-kind as at 31 March 2022, hence the profit and loss related to Dely is only included for the period April -December, 2022.

HQ
Department providing shared services for the Group, established in 2022.

Adjustments and eliminations
Financial income and expenses, including fair value gains and losses on financial assets, and taxes are not allocated to individual segments as the underlying instruments are managed on a group basis.

Inter-segment revenues are eliminated on consolidation.

Period ended 31 December 2022	Scandza	Feelgood	Dely	HQ	Elim	Consolidated
REVENUES & PROFIT						
External revenue	4 303 350	462 803	840 084	-	-	5 606 237
Internal revenue	6 821	50 335	13 024	-	-70 180	-
Total revenue	**4 310 171**	**513 138**	**853 108**	**-**	**-70 180**	**5 606 237**
Cost of materials and changes in inventories	-2 932 524	-294 988	-213 265	-	55 647	-3 385 130
Payroll expenses	-504 698	-59 619	-336 126	-10 424	2 279	-908 588
Other operating expenses	-433 518	-91 245	-166 173	-11 045	12 254	-689 727
Depreciation and amortisation	-96 894	-7 919	-97 041	-	-	-201 854
Operating profit or loss (-) (before other income and other expenses) (Adjusted EBIT*)	**342 537**	**59 367**	**40 503**	**-21 469**	**-**	**420 938**

**Share of profit or loss in associates was classified as part of Adjusted EBIT in prior periods. The Group's investments in associates are not part of the operational business and the segment results, and from Q4 2022 share of profit or loss in associates is presented after operating profit(loss).*

	Scandza	Feelgood	Dely	HQ	Elim	Consolidated
FINANCIAL POSITION						
Total assets	**3 562 332**	**420 738**	**1 265 219**	**1 982 230**	**-179 935**	**7 050 584**
Total liabilities	**1 587 680**	**87 436**	**852 186**	**3 392 791**	**-166 791**	**5 753 302**

2.1 Segment information (continued)

Period ended 31 December 2021 Restated	Scandza	Feelgood	Dely	HQ	Elim	Consolidated
REVENUES & PROFIT						
External revenue	4 229 888	416 499	-	-	-	4 646 387
Internal revenue	3 650	91 376	-	-	-95 026	-
Total revenue	**4 233 538**	**507 875**	**-**	**-**	**-95 026**	**4 646 387**
Cost of materials and changes in inventories	-2 903 776	-273 997	-	-	79 534	-3 098 239
Payroll expenses	-507 311	-58 294	-	-		-565 605
Other operating expenses	-376 343	-89 735	-	-	15 492	-450 586
Depreciation and amortisation	-125 054	-6 164	-	-	-	-131 218
Operating profit or loss (-) (before other income and other expenses) (Adjusted EBIT*)	**321 054**	**79 685**	**-**	**-**	**-**	**400 739**
FINANCIAL POSITION						
Total assets	**3 893 211**	**399 649**		**1 259 842**	**-743 086**	**4 809 616**
Total liabilities	**1 638 155**	**78 801**		**3 608 553**	**-1 515 476**	**3 810 033**

Geographical information

Jordanes Investments Group's main office is in Oslo Norway. The Group has operations in Sweden, Denmark, Estonia and England. The table below is an overview of the distribution of revenue and assets between Norway, Sweden, Denmark and other countries.

	2022	2021 Restated
External revenue		
Norway	4 495 709	3 762 589
Sweden	616 997	590 846
Denmark	234 385	179 675
Other	259 146	113 277
Total revenue	**5 606 237**	**4 646 387**
Assets		
Norway	5 644 199	3 376 339
Sweden	584 508	556 635
Denmark	773 601	838 291
Other	48 276	38 351
Total assets	**7 050 584**	**4 809 616**

2.2 Revenue from contracts with customers

The Group manufactures and sells a large variety of consumer goods and services.

ACCOUNTING POLICIES
Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Sale of goods
Revenue is recognised when the performance obligation is satisfied, which is the point in time when the goods are packed and shipped, or in some cases delivered at customer's premises, depending on the delivery terms. The payment terms are generally 30-60 days after the performance obligation is satisfied. Revenue transactions related to hotels, restaurants and catering are to a large extent settled by card or in cash, with payment terms of 0 days. In determining the transaction price, the Group considers the effects of variable consideration.

Variable consideration
The Group estimates variable considerations to be included in the transaction price for the sale of goods that include limited-time sales campaigns or customer bonuses. The Group's expected bonuses and compensation for joint marketing are analysed on a per customer basis. Estimates of the expected bonus will depend on the customer's historical purchases, seasonal effects and accumulated purchases to date. Joint marketing where the Group compensates customers for part of costs related to campaigns etc. is accounted for as a reduction of the transaction price since the joint marketing activities do not constitute a distinct performance obligation provided by the Group's customers. It is accounted for as a reduction of the transaction price and, therefore, of revenue because the payment to the customer is not in exchange for a distinct service.

The Group updates its assessment of expected bonuses and compensation for joint marketing each month. No significant uncertainty is deemed to relate to the variable consideration, and the amount which is to be adjusted after final estimation is not expected to be significant.

Acting as an distributor through distribution agreements
Bonaventura Nordic, with subsidiaries, (part of Scandza Group) is a pure full-service FMCG (Fast Moving Consumer Goods) distributor representing some of the biggest FMCG companies in the world as well as major local Scandinavian and Norwegian producers. The Group creates a profit by negotiating both the buying price from the vendor and the selling price to the customer. The Group act as a full-service provider and is responsible for all elements of the value chain after the products are delivered to the Group's own warehouse. Consequently, the Group has concluded that Bonaventura Nordic is acting as a principal for these transactions.

Contract balances
As the Group's revenues are recognised and invoiced upon delivery, the Group does not have any significant contract balances except for trade receivables. The Group presents its trade receivables arising from contracts with customers separately from other receivables. Accounting policies for trade receivables are presented in Note 2.7.

All revenue was recognised at a point in time, and there were no unsatisfied or partially unsatisfied performance obligations as at 31 December 2022 or 31 December 2021.

Set out below is the geographical distribution of the Group's revenue from contracts with customers:

For the year ended 31 December 2022

Geographical distribution	Scandza	Feelgood Company	Dely	Total revenue
Norway	3 470 936	216 049	808 724	**4 495 709**
Sweden	575 794	16 483	24 720	**616 997**
Denmark	28 863	205 060	462	**234 385**
Other	227 758	25 210	6 178	**259 146**
Total revenue	**4 303 351**	**462 802**	**840 084**	**5 606 237**

For the year ended 31 December 2021 Restated

Geographical distribution	Scandza	Feelgood Company	Dely	Total revenue
Norway	3 488 190	274 399	-	**3 762 589**
Sweden	583 596	7 250	-	**590 846**
Denmark	70 816	108 859	-	**179 675**
Other	87 286	25 991	-	**113 277**
Total revenue	**4 229 888**	**416 499**	-	**4 646 387**

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Penneo Dokumentnøkkel: Z3PLI-K23OC-4KOSU-ZXQOO-YSTO6-SF1CQ

2.3 Payroll expenses and other remuneration

ACCOUNTING POLICIES

Payroll expenses comprise all types of remuneration to personnel employed by the Group (ie. not staff contracted from third parties) and are expensed when earned. Ordinary salaries can be both fixed pay and hourly wages, which are earned and paid periodically. Holiday pay is earned on the basis of ordinary pay and is normally paid in the holiday months of the following year. The employer's national insurance contributions (NICs) are calculated and expensed for all payroll related costs including pensions. Pension contributions are earned on a monthly basis. Other employee expenses consist of other benefits such as insurance, cars and telephones.

Pensions

The Group has defined contribution pension plans for its employees. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and has no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as payroll expenses in the periods during which services are rendered by employees.

The Norwegian plan satisfies the statutory requirements in the Norwegian Mandatory Occupational Pensions Act (Lov om obligatorisk tjenestepensjon). Contributions are paid to pension insurance plans and charged to the income statement in the period to which the contributions relate. Once the contributions have been paid, there are no further payment obligations. Similar agreements exist in foreign subsidiaries. The contributions to the plan were NOK 27.7 million in 2022 (NOK 16.4 million in 2021).

Synnøve Finden AS, Sørlandschips AS, Leif Vidar AS, Finsbråten AS, Westend Bakeri AS, Scandza Salg Norge AS, Peppes Pizza AS and Scandza Norge AS participates in the early retirement LO/NHO-scheme (AFP). This plan entitles the Norwegian employees to life-long benefits from the age of 62 in addition to other plans. The plan is financed through a pooled arrangement by private sector employers, where also The Norwegian government contributes. The private sector employers contribute with 2/3 of the funding requirements and the Norwegian government 1/3. The contribution for 2022 was 2.6 % (2.5 % in 2021) of the total payments between 1 and 7.1 times the Norwegian National Insurance Scheme's basic unit of calculation (G). The plan is considered a defined benefit multi-employer plan with limited funding and where plan assets are not segregated. The information required to calculate a proportional share of the plan and account for the plan as a defined benefit plan is not available from the plan administrator. Consequently, the plan is accounted for as a defined contribution plan. The contributions to the plan were NOK 4.9 million in 2022(NOK 5.3 million in 2021).

The Group also has an unsecured defined benefit pension scheme for managers. The liability was NOK 2 million at 31 December 2022, and NOK 4.0 million at 31 December 2021. The decrease in pension liability of NOK 2 million from 2021 to 2022 was due to an estimation error in 2021, resulting in an income of NOK 2 million in 2022. The expense was NOK 1.0 million in 2021.

Payroll expenses (in NOK thousands)	2022	2021 Restated
Salaries	741 457	436 338
Employer's NICs	90 874	71 692
Pension costs	30 593	22 707
Other employee expenses	45 664	34 868
Total payroll expenses	**908 588**	**565 605**
Average number of full time employees (FTEs)	1 583	988

The number of FTEs includes 226 (275) FTEs related to discontinuing operations in 2022 (2021)

Auditor fees (in NOK thousands)	2022	2021 Restated
Statutory auditing services - group auditor	7 520	2 810
Statutory auditing services - other	1 112	-
Other confirmation services	1 123	433
Tax advisory services	20	53
Other assurance services	1 288	1 446
Total remuneration to the auditor	**11 063**	**4 742**

Auditor's fees:

The amounts above are stated exclusive of VAT. Other assurance services are mainly services related to tax forms and financial statements and activities related to establishment of bank facilities.

2.4 Operating expenses

ACCOUNTING POLICIES

Operating expenses are recognised as incurred and represent a broad range of operating expenses incurred by the Group in its day-to-day activities. Operating expenses consist of expenses that are not classified on the lines for cost of materials, payroll expenses, depreciation and amortisation, or impairment of non-current assets.

Operating expenses (in NOK thousands)	2022	2021 Restated
Marketing	139 632	95 777
Energy / sewage	121 300	60 760
Maintenance machines / buildings	69 285	33 572
Freight and distribution costs	62 826	55 440
Consultants, legal advisors and temporary staff	46 864	42 793
IT / communication	43 539	37 870
Merchandising	38 531	40 349
Travel / vehicles	38 155	26 426
Insurance	11 212	8 156
Other operating expenses	118 383	49 443
Total other operating expenses	**689 727**	**450 586**

Research and development (R&D)

The Group performs research and development projects related to the Group's products. Total gross research and development cost came to NOK 4 million in 2022 and NOK 15.2 million in 2021. These figures include internal (salary related) costs and external costs. R&D relates mainly to approved government grants projects and are expensed. Government grants received relate mainly to the Skattefunn and are deducted in reporting the related expense. Such grants were recognised in the amount of NOK 0.8 million in 202: (NOK 2.8 million in 2021).

Other operating expenses

Other operating expenses include rent related expenses (cleaning, renovation, joint operating expenses), work clothes, representation, courses, conferences, etc.

2.5 Other income and other expenses

Other income (in NOK thousands)	2022	2021
Sale of subsidiaries and gain on previously held shares in associates	7 765	227 660
Inventory write down (reversed)	13 870	-
Other items		2 102
Total other income	**21 635**	**229 762**

Other expenses (in NOK thousands)	2022	2021
Impairment of intangible assets	80 981	-
Reorganisation costs	21 209	2 580
Factory closure and relocation of Lier and Eidsvoll	-	17 776
M&A related costs	4 090	2 810
Total other expenses	**106 280**	**23 166**

Other income and expenses are income and expenses which are related to special events outside the normal course of business (e.g sale of subsidiaries, M&A costs, restructuring costs).

Other income
Other income in 2022 relates to reversal of prior years accrual for potential bacterial outbreak, and to the sale of Fruktveien Lier AS to Jordanes Properties AS, a company owned by Jordanes AS.

The Group has evaluated whether sales and lease-back guidance in IFRS 16 Leases applies to the sales transactions. IFRS 10 Consolidated Financial Statements states that a gain or loss shall be recognised in full on loss of control of a subsidiary. IFRS 16 states that when the transfer of an asset by the seller-lessee satisfies the requirements of IFRS 15 to be accounted for as a sale of the asset, the seller-lessee shall measure the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset that relates to the right of use retained by the seller-lessee. Accordingly, the seller-lessee shall recognise only the amount of any gain or loss that relates to the rights transferred to the buyer-lessor.In the absence of clear guidance, the Group's policy is to apply IFRS 10.25 for loss of control of a subsidiary. The Group has recognised a net gain of NOK 228 million in 2021 as part of "other income" in the statement of comprehensive income. The reported gross gain is NOK 232 million before loss on sale of subsidiaries. The gain and loss amounts are presented net, as all the sales were part of one single transaction. The net gain also includes gain and loss amounts on the previously owned shares in Hylla Eiendom AS. Total consideration for the transaction was NOK 450 million of which NOK 392 million has been settled in cash. Lease agreements for 20 years, with options for the tenant to extend for 10 + 10 years have been entered into. The Group has evaluated that it is not reasonably certain to extend the leases after 20 years and has recognised lease liabilities in the amount of NOK 358 million at the commencement of the lease term.

Other expenses
The impairment of intangible assets in 2022 is related to impairment of the Bröderna Nilsson brand.

Reorganisation costs in 2022 is mainly related to implementation of new ERP-systems and relocation of factory premises. The group also incurred reorganisation cost in 2021 related to severance pay in connection with redundancies and the replacement of senior management, and cost related to obsolete packaging following the relocation of the production footprint. Reorganisation costs also include the use of external consultants related to these projects.

Several M&A projects were pursued in 2022 and 2021 without completion, incurring cost for legal and financial advisors.

Following the acqusition of Leiv Vidar AS in 2017, it was decided in 2018 to consolidate the production of sausage and to close down the factory operated by Finsbråten AS in Eidsvoll. The rental agreement for the factory in Eidsvoll expired in November 2021, and total costs of NOK 10.2 million related to rent of abandoned factory and renovations in connection with the termination of the lease have been reported as other expenses in 2021. The fruit and berry factory at Lier was closed down in 2021. Total renovation costs of 7.6 million incurred in connection with the termination of the lease.

2.6 Inventories

ACCOUNTING POLICIES
Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for, as follows:

- Raw materials: purchase cost on a first-in/first-out basis (FIFO)
- Finished goods and work in progress: cost of direct materials, direct wages, packaging and a proportion of manufacturing overheads based on the normal operating capacity

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Inventories (in NOK thousands)	**31.12.2022**	**31.12.2021**
Raw materials	149 651	151 145
Work in progress	98 443	98 294
Finished goods	265 485	277 338
Write downs	-14 787	-31 477
Total inventories at the lower of cost and net realisable value	**498 791**	**495 300**

Write downs

Inventories (in NOK thousands)	**31.12.2022**	**31.12.2021**
Balance at 1 January	31 477	28 500
Changes in write down estimates*	-16 690	2 977
Balance at 31 December	**14 787**	**31 477**

*Change in write down estimate in 2022 was due to reversal of NOK 13.9 million relating to prior years accrual for potential bacterial outbreak. The reversal is classified as "Other income", see note 2.5.

2.7 Trade and other receivables

ACCOUNTING POLICIES

Trade and other receivables
The Group's trade receivables consist solely of amounts receivable from revenue contracts with customers. Trade receivables are generally on terms of 30-60 days. Other receivables consist mainly of prepaid expenses, VAT receivables and other receivables which are expected to be realised or consumed in the normal operating cycle within twelve months after the reporting period. Trade and other receivables are financial assets initially recognised at fair value and subsequently at amortised cost using the effective interest rate method. Trade and other receivables are subject to impairment, an allowance for expected credit losses is therefore recognised.

Expected credit losses
The Group recognises an allowance for expected credit losses (ECLs) for its financial assets. ECLs are based on the cash flows that the Group expects to receive. For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group bases the allowance on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Actual historic losses have been insignificant.

Trade receivables (in NOK thousands)	**31.12.2022**	**31.12.2021**
Trade receivables from customers at nominal value	559 953	653 806
Allowance for expected credit losses	-5 892	-4 655
Total trade receivables	**554 061**	**649 151**

Other receivables, etc (in NOK thousands)	**31.12.2022**	**31.12.2021**
Other	22 893	50 013
Deposits	136	63
Prepaid expenses	36 995	3 452
VAT receivable	176	-
Total other receivables, etc	**60 200**	**53 528**

Allowance for expected credit losses	**31.12.2022**	**31.12.2021**
At 1 January	4 655	3 890
Provision for expected credit losses	1 237	765
At 31 December	**5 892**	**4 655**

As at 31 December, the age status of trade receivables is as follows:

	Trade receivables				
		Past due			
Age status of trade receivables	**Not due**	**< 30 days**	**31-60 days**	**> 60 days**	**Totalt**
Trade receivables at 31.12.2022	481 204	54 126	5 920	18 703	**559 953**
Trade receivables at 31.12.2021	581 622	51 235	9 972	10 977	**653 806**

For details regarding the Group's procedures on managing credit risk, see Note 4.4.

2.8 Trade and other payables

ACCOUNTING POLICIES

Trade and other payables are liabilities, i.e. present contractual obligations arising from past events where settlement is expected to result in an outflow of resources (payment). Trade payables consist of invoices for goods and services where t Group has received the significant risks and rewards of ownership as of 31 December. Other payables consist mainly of VA well as employee income tax withholdings (payroll tax) and national insurance contributions.

Trade and other payables are expected to be settled within the normal operating cycle less than twelve months after the reporting period, and are measured at fair value upon initial recognition.

Trade and other payables	31.12.2022	31.12.2021
Trade payables	546 436	535 817
VAT	33 896	32 859
Payroll tax and national insurance contributions	95 425	70 572
Total trade and other payables	**675 757**	**639 248**

For an analysis of the age status of trade and other payables, see Note 4.3.

2.9 Provisions and other current liabilities

ACCOUNTING POLICIES

Provisions are liabilities with an uncertain timing or amount. They are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation to a third party at the end of the reporting period.

Other liabilities are accruals with a high degree of certainty with respect to their amount and the timing of settlement, although not as certain as payables. Accruals include liabilities with respect to purchases for which an invoice has not yet been received, accrued bonuses and holiday pay.

A refund liability is the obligation to refund some, or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The refund liability is recognised as variable consideration by applying the expected value method to determine the estimated rebate based on historical sales and specific forward-looking factors. See Note 2.2 for further descriptions.

Provisions and other current liabilities:

(Amounts in NOK thousands)	31.12.2022	31.12.2021
Accrued salaries and holiday pay	133 982	86 075
Estimated refund liability	95 299	99 018
Provisions	27 452	-
Other accrued costs	129 952	201 204
Total provisions and other current liabilities	**386 682**	**386 296**

Provisions per 31 December 2022 relates to a suger tax claim from Danish tax authorities against Bonaventura Sales Co A/S. The amount was NOK 27.5 million 31 December 2022 and December 2021. Bonaventura Sales Co A/S was held for sale in 2021. The provision is therefore recorded as part of liabilities held for sale in 2021. A legal decision is expected during 2023. The Group considers that a payment is probable (more likely than not). For further information regarding Bonaventura Sales Co A/S, see note 6.2.

Other accrued costs include accruals for cost of goods sold and packaging, advertisement and promotion, marketing campaigns and merchandise fee.

3.1 Property, plant and equipment

ACCOUNTING POLICIES
Property, plant and equipment ("PP&E") is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. When significant parts of PP&E are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit and loss as incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. The residual values, useful lives and methods of depreciation of PP&E are reviewed at the close of each financial year end and adjusted prospectively, if appropriate.

Impairment of NOK 4 million due to factory close down has been recognised as other cost in 2022. No other indicators for impairment of property, plant and equipment in continuing operations were identified in the current or prior period. See note 6.2 for information regarding impairment on property, plant and equipment in discontinued operations.

(Amounts in NOK thousands)	Machinery and equipment	Under construction	Motor vehicles	Land and buildings	Total
Cost as at 1 January 2022	**555 958**	**32 075**	**2 494**	**141 915**	**732 443**
Additions	49 816	36 409	-	12 146	**98 371**
Additions through business combinations*	63 183	2 491	-	24 402	**90 076**
Disposals	-8 869	-	-	-3 952	**-12 821**
Transfer to assets held for sale *	-100 363	-43 414	-	-39 037	**-182 814**
Currency translation effects	-174	-2	-	-225	**-401**
Cost as at 31 December 2022	**559 551**	**27 559**	**2 494**	**135 249**	**724 854**
Depreciation and impairment as at 1 January 2022	**326 452**	**-**	**500**	**20 624**	**347 576**
Depreciation for the year	47 239	-	-	34 654	**81 893**
Depreciation on disposals	-8 716	-	-	-3 564	**-12 280**
Depreciations on assets held for sale **	-14 811	-	-	-6 536	**-21 347**
Currency translation effects	4 058	-	-	-1 000	**3 058**
Depreciation and impairment as at 31 December 2022	**354 222**	**-**	**500**	**44 178**	**398 900**

**See note 6.2 for further information regarding held for sale*

(Amounts in NOK thousands)	Machinery and equipment	Under construction	Motor vehicles	Land and buildings	Total
Cost as at 1 January 2021	**565 728**	**44 494**	**2 494**	**278 903**	**891 619**
Additions	18 534	16 009	-	3 242	**37 785**
Disposals	-59 756	-	-	-112 828	**-172 584**
Transfers	27 382	-28 428	-	1 046	**-**
Transfer to assets held for sale *	-	-	-	-28 448	**-28 448**
Currency translation effects	4 070	-	-	-	**4 070**
Cost as at 31 December 2021	**555 958**	**32 075**	**2 494**	**141 915**	**732 443**
Depreciation and impairment as at 1 January 2021	**265 478**	**-**	**-**	**20 478**	**285 956**
Depreciation for the year	66 269	-	500	9 636	**76 405**
Depreciation on disposals	-1 576	-	-	-4 070	**-5 646**
Depreciations on assets held for sale *	-	-	-	-5 353	**-5 353**
Currency translation effects	-3 719	-	-	-67	**-3 786**
Depreciation and impairment as at 31 December 2021	**326 452**	**-**	**500**	**20 624**	**347 576**
Net book value:					
At 31 December 2020	**239 276**	**44 494**	**1 994**	**258 279**	**605 663**
At 31 December 2021	**229 506**	**32 075**	**1 994**	**121 291**	**384 866**
At 31 December 2022	**205 329**	**27 559**	**1 994**	**91 071**	**325 954**
Depreciation method	Straight-line	N/A	Straight-line	Straight-line	
Useful life	3-14 years	N/A	5 years	20-25 years	

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3.2 Intangible assets and Goodwill

Nature of the Group's intangible assets
The Group's intangible assets mainly comprise goodwill and brands acquired through the acquisition of subsidiaries.

ACCOUNTING POLICIES
Goodwill
Goodwill is an intangible asset which may not individually be recognised as an intangible asset due to the requirements of IAS 38. The value of goodwill is primarily related to synergies, the workforce and its capasity to generate and commercialise new technology as well as high growth expectations. Goodwill also arises due to the requirement to recognise deferred tax liabilities on the difference between the assigned values and the tax bases of assets acquired and liabilities assumed in a business combination at amounts that do not reflect fair value.

None of the goodwill recognised is expected to be deductible for tax purposes.

Intangible assets acquired
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value on the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS
Useful lives of intangible assets
The useful lives of intangible assets are assessed as either finite or indefinite and may in some cases involve considerable estimation. Intangible assets with indefinite useful lives are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

Intangible assets with finite useful lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The initial assessment and review of economic useful lives requires management to make estimates and assumptions on the Group's intellectual property (IP) and competition in the future. Changes in expected useful life are treated as changes in accounting estimates.

Established brands that have existed for a long period of time and have a sound reputation at the time of acquisition are assessed as having an indefinite useful life, and are not amortised. An indefinite useful life means that it is not possible to estimate the foreseeable period over which the asset is expected to generate net cash inflows for the entity. Only brands that are purchased through the acquisition of companies are capitalised in the consolidated financial statements. See Note 3.3 for impairment considerations and annual testing of the Group's intangible assets with indefinite useful lives.

3.2 Intangible assets and Goodwill (continued)

(Amounts in NOK thousands)	Goodwill	Brands	Customer relationships	Total
Cost as at 1 January 2021 (Restated)	**1 497 272**	**669 568**	**62 442**	**2 229 282**
Derecognition due to sale of shares in subsidiaries	-82 318	-	-	-82 318
Transfer to asset held for sale*	-14 988	-	-	-14 988
Currency translation differences	-22 876	-12 407	-	-35 283
Cost as at 31 December 2021	**1 377 090**	**657 161**	**62 442**	**2 096 693**
Acqusitions through business combination**	122 315	441 407	-	**563 722**
Transfers as part of business combination***	29 866	-	-29 866	-
Transfer to asset held for sale****	-153 039	-133 072		**-286 111**
Currency translation differences	12 207	2 999	-818	**14 394**
Cost as at 31 December 2022	**1 388 441**	**968 497**	**31 760**	**2 388 700**

** At the end of 2021, management decided to close down the business related to trading of cookies produced by third parties, which was carried out by Bonaventura Sales Company Denmark (Salesco). See note 6.2 for information regarding held for sale and discontinued operations.*

***Dely AS and its subsidiaries were acquired by Jordanes Investments on 31 March 2022 through a contributed-in-kind transaction. The effect of the transaction on the Jordanes Investment Group's statement of financial position is presented in Note 6.3.*

**** Customer relationships acquired through the acquisition of Westend in 2019 (agreement with Peppes Pizza) in the amount of NOK 29.9 mill was subsumed into goodwill following the acquisition of Dely. See note 7.3 for further information.*

***** The Group is in the process of selling the Bisca Operation. See note 6.2 for information regarding held for sale and discontinued operations.*

Amortisation and impairment as at 31 December 2020 (Restated)	**-**	**-**	**14 606**	**14 606**
Amortisation charge for the year	-	-	8 863	8 863
Amortisation and impairment as at 31 December 2021 (Restated)	**-**	**-**	**23 469**	**23 469**
Amortisation charge for the year	-		2 102	**2 102**
Impairment of brands	-	80 981	-	**80 981**
Amortisation and impairment as at 31 December 2022	**-**	**80 981**	**25 571**	**106 552**

Net book value:				
At 31 December 2020 (Restated)	**1 497 272**	**669 568**	**47 836**	**2 214 676**
At 31 December 2021 (Restated)	**1 377 090**	**657 161**	**38 973**	**2 073 224**
At 31 December 2022	**1 388 441**	**887 516**	**6 189**	**2 282 146**

Depreciation method	N/A	N/A	Straight-line
Useful life	N/A	N/A	3-10 years

The brands are considered to have indefinite economic lives, hence no amortisation has been recognised. Having long traditions and a well-established market position, "Synnøve" is one of the leading dairy brands in Norway. "Sørlandschips" is the second largest Norwegian potato chips producer and has had considerable growth over many years. Finsbråten, Leiv Vidar and Lindvalls are established brands within the meat industry in Norway and Sweden. Dely has restaurant and cafe shop concepts such as Peppes Pizza and La Baguette.

The goodwill and brands allocation to CGUs is presented in Note 3.3. Impairment testing of goodwill and brands is described in Note 3.3.

3.3 Impairment considerations

ACCOUNTING POLICIES

The Group has goodwill and brands with indefinite useful lives which are subject to annual impairment testing. The testing is performed annually as at 31 December and when circumstances indicate that the carrying value may be impaired.

Impairment is determined by assessing the recoverable amount of each CGU (or group of CGUs) to which goodwill or intangible assets with indefinite useful lives relate. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

An asset's recoverable amount is the higher of an asset or CGU's fair value less disposal costs and its value in use. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

CGUs (groups of CGUs) with goodwill

For the purpose of impairment testing, management has allocated goodwill to CGUs (groups of CGUs) that represent the lowest level within the entity at which goodwill is monitored for internal management purposes. These groups are presented in the table below. Intangibles assets with indefinite useful lives are tested for impairment at CGU-level

CGU (group of CGUs) - 31.12.2022	Brands	Goodwill	Total
Synnøve Finden (Scandza Group)	232 000	508 944	**740 944**
Westend Bakeri (Scandza Group)	37 000	102 268	**139 268**
Sorlandschips (Scandza Group)	82 000	154 000	**236 000**
Meals Norway (Scandza Group)	35 100	87 419	**122 519**
Meals Sweden (Scandza Group)	6 439	106 860	**113 300**
Bonaventura (Scandza Group)	-	33 000	**33 000**
Bonaventura DK (Scandza Group)	-	128 800	**128 800**
Elle Basic (The Feelgood Company)	30 000	78 727	**108 727**
Bodylab (The Feelgood Company)	23 568	66 108	**89 676**
Dely	441 407	122 315	**563 722**
Total	**887 516**	**1 388 441**	**2 275 955**

CGU (group of CGUs) - 31.12.2021 (Restated)	Brands	Goodwill	Total
Synnøve Finden (Scandza Group)	232 000	508 944	**740 944**
Westend Bakeri (Scandza Group)	37 000	72 400	**109 400**
Sorlandschips (Scandza Group)	82 000	154 000	**236 000**
Meals Norway (Scandza Group)	35 100	87 419	**122 519**
Meals Sweden (Scandza Group)	87 023	110 123	**197 146**
Bisca (Bisca)	133 072	153 041	**286 113**
Bonaventura (Scandza Group)	-	33 000	**33 000**
Bonaventura DK (Scandza Group)	-	118 630	**118 630**
Elle Basic (The Feelgood Company)	30 000	78 727	**108 727**
Bodylab (The Feelgood Company)	20 966	60 806	**81 773**
Total	**657 161**	**1 377 090**	**2 034 251**

Basis for determining the recoverable amount

The CGUs' (and groups of CGUs') recoverable amounts have been determined on the basis of their value in use. In assessing value in use, the expected future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The cash flows are derived from the detailed budget and forecast calculations for the next five years approved by the Board of Directors. A long-term growth rate is calculated and applied to projected future cash flows after the fifth year. The recoverable amount is sensitive to revenue growth in the forecast period, the discount rate, expected future cash flows and the terminal growth rate.

SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS

Impairment testing of goodwill and brands

The calculation of value in use for the CGUs (groups of CGUs) are most sensitive to the following assumptions:
Revenue growth in the forecast period
Expected future cash flows
Free cash flow margin (post-tax)
Post-tax discount rate
Terminal growth rate

3.3 Impairment considerations (continued)

Free cash flow margin (post-tax)
The free cash flow is defined as net operating profit (loss) after tax, adjusted for depreciation, amortisation, impairment, capital expenditures, changes in net working capital and unallocated corporate cost, with the margin calculated as the quotient of free cash flow and revenues. The free cash flow margin is determined from an analysis of historical levels, adjusted for expected changes to employee benefit expenses, other expenses, capital expenditures and changes in working capital.

Post-tax discount rate
The discount rate reflects the current market assessment of the risks specific to the individual CGU (group of CGUs). The post-tax discount rate is estimated based on the weighted average cost of capital (WACC). Since all CGUs operate in FMCG product markets and in close geographical proximity (Scandinavia) the same post-tax discount rate is used for all CGUs (group of CGUs). The same discount rate is used between national boardes as we expect that the difference in interest rate level in Norway towards Sweden and Denmark in the long-term will be neutralised by the difference in the expected credit spread in the Swedish and Danish market. If impairment testing had been performed with country specific WACCs, this would not have any negative effect on the Groups impairment testing.

Terminal growth rate
The terminal growth rate is the estimated long-term rate of growth in the economy where the business operates, aligned with long-term global inflation targets.

The key assumptions used to determine the recoverable amount for each CGU (group of CGUs) is presented below:

CGU (Group of CGUs)	Revenue growth in the forecast period	Free cash flow margin (post-tax)	Terminal growth rate	Post-tax discount rate
For the period ending 2022				
Synnøve Finden	3.0-11.9%	8.2-9.9%	1.5%	8.3%
Westend	3.0-5.4%	6.5-7.3%	1.5%	8.3%
Sørlandschips	4.2-25.1%	4.8-8.0%	1.5%	8.3%
Meals Norway	(1.4)-5.3%	0.0-2.7%	1.5%	8.3%
Meals Sweden	0.3-4.5%	(1.9)-3.6%	1.5%	8.3%
Bonaventura	4.8-10.4%	1.4-2.5%	1.5%	8.3%
Bonaventura Denmark	5.0-36.3%	3.6-4.6%	1.5%	8.3%
Elle Basic	3.0-10.0%	13.1-14.3%	1.5%	8.3%
Bodylab	3.0-14.1%	2.4-7.4%	1.5%	8.3%
Dely	2.9-7.5%	1.5-3.9%	1.5%	8.3%
For the period ending 2021				
Synnøve Finden	(1.0)-6.0%	4.4-7.4%	1.5%	6.1%
Sørlandschips	1.3-8.0%	4-8.6.0%	1.5%	6.1%
Meals Norway	3.1-5.3%	1.2-8.0%	1.5%	6.1%
Meals Sweden	3.8-10.9%	(0.3)-2.0%	1.5%	6.1%
Bisca	(1.9)-7.1%	(3.7)-3.6%	1.5%	6.1%
Bonaventura	(14.1)-4.9%	0.2-4.0%	1.5%	6.1%
Bonaventura Denmark	(14.1)-4.9%	0.2-4.0%	1.5%	6.1%
Elle Basic	3.0-16.0%	13.4-15.5%	1.5%	6.1%
Bodylab	3.0-20.0%	1.2-6.4%	1.5%	6.1%

The Group is in the process of selling the Bisca group, which accordingly is classified as held for sale and is recorded at the lower of carrying amount and fair value less costs to sell. Due to carrying values exceeding fair value less cost of sale on the Bisca Operation, impairment of goodwill of NOK 153 million and brands of NOK 133 million have been recognised in discontinued operations. See note 6.2 for further information

Based on the impairment test for 2022, the Bröderna Nilsson brand (Meals Sweden) was written down by 81 million, and recognised in "other expenses". See note 2.5

The recoverable amounts for each CGU (group of CGUs)are higher than their carrying amounts and no impairment loss has been recognised in the current or prior period.

Sensitivity analysis
Future events could cause the key assumptions to deviate from the amounts used in the forecast period. The Group has performed a sensitivity analysis for each key assumption; free cash flow margin (post-tax), terminal growth rate and the post-tax discount rate. A reasonably possible change in a key assumption on which management has based its determination of the cash generating units' recoverable amounts would not cause cash generating units' carrying amount to exceed its recoverable amounts.

3.4 Right-of-use assets and lease liabilities

ACCOUNTING POLICIES

Group as a lessee

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

- Short-term leases (defined as 12 months or less)
- Low-value assets (with an underlying value of less than NOK 50 000)

For the exemptions applied, the Group recognises the lease payments as operating expenses in the consolidated statement of comprehensive income.

Measuring the lease liability

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

The lease payments included in the measurement comprise:

- Fixed lease payments, less any lease incentives received
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date

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

Lease liabilities are presented as separate line items in the consolidated statement of financial position.

Measuring the right-of-use asset

The right-of-use asset is initially measured at cost. The cost of the right-of-use asset includes the corresponding amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date and initial direct costs incurred.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and impairment losses, applying the same policies for impairment as for property, plant and equipment (Note 3.1). The right-of-use asset is depreciated from the commencement date to the earlier of the lease term and the remaining useful life of the right-of-use asset. Depreciation is calculated on a straight-line basis.

Right-of-use assets are presented as separate line items in the consolidated statement of financial position

SIGNIFICANT ACCOUNTING JUDGEMENTS

Determining the lease term of contracts with extension and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Several of the agreements have a renewal option that can be exercised during the agreement's last period. The lease liability is based on the non-cancellable period of the lease (including the period of notice) and any options reasonably certain to be exercised. The Group assumes that "reasonably certain" is a probability level significantly higher than 50 percent. In the consideration of whether the exercise of an option is reasonably certain, especial weight has been given to whether the asset is important for operations and part of the Group's strategic plans. The Group has also taken into account the time of an option's exercise date, as the degree of certainty decreases the further off the exercise date is. The effect of extension options is described in more detail in the section "Extension and termination options".

3.4 Right-of-use assets and lease liabilities (continued)

The Group's leased assets
The Group leases several assets, mainly related to land and buildings, machinery and equipment and motor vehicles in Norway, Sweden and Denmark. Leases of land and buildings generally have lease terms of between 3 and 20 years, while machinery and equipment and motor vehicles generally have lease terms of between 3 and 10 years. The Group also leases some assets that are expensed as incurred, since they are either considered short-term or of low value.

The most significant right-of-use assets concerned the lease of Synnøve Finden's factories in Namsos and Alvdal.

The Group's right-of-use assets recognised in the consolidated statement of financial position are presented in the table below:

Right-of-use assets

(Amounts in NOK thousands)	Machinery and equipment	Motor vehicles	Land and buildings	Total
Carrying amount at 1 January 2021	**68 367**	**13 464**	**162 908**	**244 739**
Additions of right-of-use assets	14 389	11 203	380 908	**406 500**
Adjustments	-9 306	-241	27	**-9 520**
Currency translation effects	-32	-591	-174	**-797**
Depreciation of right-of-use assets	-20 125	-8 808	-42 338	**-71 271**
Carrying amount at 1 January 2022	**53 292**	**15 028**	**501 330**	**569 650**
Additions of right-of-use assets	29 404	2 195	29 324	**60 923**
Additions due to contribution-in-kind Dely	3 274	9 179	463 557	**476 010**
Adjustments	2 665	-747	38 280	**40 198**
Currency translation effects	22	123	-2 512	**-2 367**
Depreciation of right-of-use assets	-22 636	-8 398	-105 595	**-136 629**
Disposals due to assets held for sale	-2 401	-	-	**-2 401**
Carrying amount at 31 December 2022	**116 912**	**32 408**	**1 425 714**	**1 005 384**

Depreciation method		Straight-line		
Useful life	3-10	3-5	3-20	

3.4 Right-of-use assets and lease liabilities (continued)

Expenses in the period related to practical expedients and variable payments	2022	2021
Short-term lease expenses	544	150
Low-value assets lease expenses	-	82
Variable lease expenses in the periode (not included in the lease liabilities)	1 545	-
Total lease expenses in the period	**2 089**	**232**

The lease expenses in the period related to short-term leases, low-value assets and variable lease payments are included in other operating expenses in the consolidated statement of comprehensive income, and the payments are presented in the Group's operating activities in the consolidated statement of cash flows.

The Group's lease liabilities

Undiscounted lease liabilities and maturity of cash outflows	31.12.2022	31.12.2021
Less than one year	174 409	87 272
One to two years	151 548	74 710
Two to three years	126 914	66 425
Three to four years	109 574	49 797
Four to five years	99 829	48 673
More than five years	653 913	436 031
Total undiscounted lease liabilities	**1 316 188**	**762 908**

Changes in the lease liabilities	2022	2021
At 1st January	**572 953**	**261 695**
New leases recognised during the period	60 923	406 500
Additions due to contribution-in-kind, Dely Group	482 404	-
Adjustments - changes from last year	60 110	-9 916
Cash payments for the principal portion of the lease liability (financing activities)	-151 047	-77 099
Cash payments for the interest portion of the lease liability (operating activities)	-38 455	-15 483
Interest expense on lease liabilities	38 455	15 483
Currency translation effects	-2 367	-1 774
Transfer held for sale	-2 565	-6 453
Total lease liabilities - end of period	**1 020 411**	**572 953**
Current lease liabilities in the statement of financial position	**114 893**	**77 104**
Non-current lease liabilities in the statement of financial position	**905 518**	**495 849**

Lease commitments not included in the lease liabilities

Inflation adjustments
In addition to the lease liabilities presented above, the Group is committed to making variable lease payments for its factory and office buildings, mainly related to future inflation adjustments, which are not included in the initial calculation of lease liabilities. The lease liability and right-of-use asset are remeasured to reflect the inflation adjustment when there is change in the cash flows of the leases. The majority of lease agreements in Norway have clauses where the lessor annually may increase lease payments with a consumer price index (CPI). The CPI adjustment is normally measured and determined before year-end, but the actual cash flows (payments) are changed with effect from 1 January the subsequent year. Consequently, for the majority of lease agreements, the CPI adjustments determined before 31 December 2022 will increase lease liabilities and right of use assets in the statement of financial position in the beginning of 2023.

Options to renew lease agreements
The Group's potential future lease payments connected with renewal options not included in the lease obligations amounted to NOK 836 million (gross) as at 31 December 2022 (NOK 305 million in 2021). Approximately half of this amount concerns new lease agreements related to factory premises at Synnøve Finden and Sørlandschips with lease terms of 20 years with an additional renewal option of 20 years. As the exercise date for the two factories are due in 20 years there is too much uncertainty at this point to conclude that the options is reasonably certain to be exercised.

Other matters
The Group's leases do not contain provisions or restrictions that impact that Group's dividend policy or financing possibilities.

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4.1 Financial instruments

ACCOUNTING POLICIES
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument for another entity.

Classification of financial instruments
The Group's financial instruments are grouped in the following categories:

Financial Assets
- *Financial assets measured subsequently at amortised cost:* Includes mainly trade receivables, other receivables and cash and cash equivalents
- *Financial assets measured at fair value through profit or loss*: Includes investments in currency derivatives when the fair value is positive.

Financial Liabilities
- *Financial liabilities measured subsequently at amortised cost*: Represent the Group's interest-bearing liabilities as well as non-interest-bearing liabilities such as trade payables.
- *Financial liabilities measured at fair value through profit or loss*: Includes currency derivatives when the fair value is negative.

Initial recognition and subsequent measurement
Financial assets and liabilities measured subsequently at amortised cost
The Group's financial assets and liabilities are initially recognised at fair value plus or minus directly attributable transaction costs, except for trade receivables which are initially recognised at their transaction price as defined in IFRS 15. Subsequently, these instruments are measured at amortised cost using the effective interest method (EIR).

Impairment of financial assets
Financial assets measured at amortised cost are considered for impairment by recognising an allowance for expected credit losses (ECLs). The Group applies a simplified approach (as applicable for trade receivables) in calculating ECLs, where the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group bases its ECLs on its historical losses, adjusted for forward-looking factors specific to the debtors and the economic environment. See Note 4.4 for further information related to management of credit risk.

Offsetting of financial instruments
Financial assets and financial liabilities are offset, and the net amount is reported as financial asset or financial liabilities in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis.

4.1 Financial instruments (continued)

31.12.2022	Notes	Financial instruments at amortised cost	Financial instruments at fair value through profit and loss	Total
Assets				
Trade receivables	2.7	554 061	-	554 061
Other receivables	2.7	56 792	3 408	60 200
Cash and cash equivalents	4.7	146 039	-	146 039
Non-current financial assets	7.2	1 753 779	-	1 753 779
Total financial assets		**2 510 671**	**3 408**	**2 514 079**
Liabilities				
Non-current interest-bearing liabilities	4.2	3 101 215	-	3 101 215
Non-current lease liabilities	3.4	905 518		905 518
Current interest-bearing liabilities	4.2	286 756	-	286 756
Current lease liabilities	3.4	114 893	-	114 893
Trade and other payables	2.7	675 757	-	675 757
Other current liabilities	2.8	386 682	-	386 682
Total financial liabilities		**5 470 821**	**-**	**5 470 821**

31.12.2021	Notes	Financial instruments at	Financial instruments at fair	Total
Assets				
Trade receivables	2.7	649 151	-	649 151
Other receivables	2.7	53 528	-	53 528
Cash and cash equivalents	4.7	192 359	-	192 359
Investments in shares (equity)		-	2 290	2 290
Non-current financial assets	7.2	220 474	-	218 184
Total financial assets		**1 113 222**	**2 290**	**1 115 512**
Liabilities				
Non-current interest-bearing liabilities	4.2	-	-	-
Non-current lease liabilities	3.4	495 849	-	495 849
Current interest-bearing liabilities	4.2	1 953 167	-	1 953 167
Current lease liabilities	3.4	77 104	-	77 104
Trade and other payables	2.8	639 248	-	639 248
Other current liabilities	2.9	386 296		386 296
Total financial liabilities		**3 551 664**	**-**	**3 551 664**

There are no changes in classification and measurement for the Group's financial assets and liabilities.
Financial income and expenses arising from the Group's financial instruments are disclosed separately in Note 4.8.

4.2 Borrowings, pledged assets and guarantees

Interest-bearing non-current and current liabilities

The Group's long-term debt was refinanced during February 2022. The purpose of the process was to refinance the previous senior bank facilities of Jordanes Investments AS, which expired in March 2022, as well as to finance the repayment of the PIK loan held by Jordanes AS, through a loan facility from the Company.

The table below sets forth non-current interest-bearing liabilities as at December 31

Non-current interest bearing liabilities	Interest rate	Maturity	31.12.2022	31.12.2021
Term loan, (NOK)	NIBOR*+3.25% - 4.00%	Feb 2025	1 800 000	-
Unsecured Bond	NIBOR*+5.75%	Feb 2026	1 200 000	-
Loan guaranteed by the state	NIBOR*+3.55% - 4.05%	Dec 2026	143 750	-
- Incremental borrowing costs capitalised (DNB)			-42 535	-
Total non-current interest-bearing liabilities			**3 101 215**	-

* NIBOR being floating 3 month NIBOR rate.

The table below sets forth current interest bearing liabilities as at December 31

Current interest- bearing liabilities	Interest rate	Maturity	31.12.2022	31.12.2021
Term loan, DNB (NOK)	NIBOR*+3.75% - 4.25%	Mar 2022	-	1 291 621
Term loan, DNB (DKK)	NIBOR*+3.75% - 4.25%	Mar 2022	-	98 500
Term loan, DNB (SEK)	NIBOR*+3.75% - 4.25%	Mar 2022	-	92 156
Acquisition Capex loan, DNB (NOK)	NIBOR*+3.00% - 3.75%	Mar 2022	-	200 000
RCF - revolving credit facility	NIBOR*+2.75% - 3.50%	Feb 2025	70 000	-
Factoring, DNB (NOK)	NIBOR*+1.25%		216 756	270 890
Total current interest-bearing liabilities			**286 756**	**1 953 167**

* NIBOR being floating 3 month NIBOR rate.

The table below sets forth net interest-bearing debt as at December 31

Net-interest-bearing debt	31.12.2022	31.12.2021
Non-current interest bearing liabilities	3 101 215	-
Current interest bearing liabilites	286 756	1 953 167
Lease liabilities	1 020 411	572 953
Cash and cash equivalents - continued business	-146 039	-192 359
Total net interest-bearing debt (incl. IFRS 16)	**4 262 343**	**2 333 761**
- hereof IFRS 16 lease*	-959 649	-501 247
Total net interest-bearing debt (excl. IFRS 16)	**3 302 694**	**1 832 514**

* Deviations between lease liabilities and lease liabilities excl. IFRS 16 is related to financial leases which is also treated as lease liabilities according to NGAAP.

4.2 Borrowings, pledged assets and guarantees (continued)

Term loan and unsecured bond:
Jordanes Investments AS was refinanced in February 2022, through the establishment of new senior bank facilities totalling NOK 2.3 billion (NOK 1.8 billion Term loan + RCF facility of NOK 500 million), with a 3-year maturity, with no repayment of principal until maturity and options to extend for another + 1 year in the event of an IPO, and a NOK 1.2 billion senior unsecured bond with a 4-year tenor. The initial interest rate margin for the senior bank facilities is 275-400 bps, while the bond margin was settled at 575 bps, all facilities use 3-month NIBOR as base rate. Following the refinancing, the loan guaranteed by the state is held by Dely.

The bank facilities and the bond agreement include financial covenants normal to the business: Leverage (Net Debt excluding IFRS 16/Adjusted EBITDA), Interest Cover (Adjusted EBITDA/Net Finance Charges) and minimum liquidity. Non-compliance with these covenants may cause all debt to mature. As of 31 December 2022, the Group had sufficient headroom for the financial covenants during 2022.

Dely, including subsidiaries, have term loans totalling NOK 144 million. The yearly down payment was NOK 6.3 million in 2022. From 2023 the yearly down payment is NOK 37.5 million, with quarterly down payments.

The Group was in compliance with the financial covenants as of 31 December 2022 and for all periods reported.

The Group has pledged assets as security for its loans and borrowings, as presented in the table below:

Assets pledged as security	**31.12.2022**	**31.12.2021**
Secured balance sheet liabilities:		
Interest-bearing liabilities to financial institutions	1 587 971	1 953 167
Carrying value of assets pledged as security for secured liabilities:		
Trade receivables	554 061	649 151
Inventories	498 791	495 300
Investments in shares and associates	96 264	87 146
Property, plant and equipment	325 954	384 866
Total assets pledged as security	**1 475 070**	**1 616 463**

In addition to the carrying value of assets pledged as security in the table above, the following is pledged as security:

i) All subsidiaries in the Jordanes Investments AS subgroup are defined as material under the loan agreement. As of December 31, 2022 the following companies were defined as material: Jordanes Investments AS, Elle Basic AS, The Feelgood Company AS, Bonaventura Nordic AS, Bonaventura Sales AS, Bisca A/S, Scandza Danmark Aps, Scandza Sverige AB, Scandza AS, Scandza Norge AS, Scandza Salg Norge AS, Synnøve Finden AS, Sørlandschips AS and Westend Bakeri AS.
ii) All intragroup receivables with principal over NOK 20 million held by Jordanes Investments
iii) Any loan from the Jordanes Investment group to Jordanes AS

Revolving Credit Facility
The Group has a revolving credit facility of NOK 500 million as described above. As of 31 December 2022, NOK 70 million of this credit facility was utilised. See note 4.4 under liquidity risk for further information.

Factoring (DNB)
Most of the Norwegian entities are included in a factoring agreement with DNB, which is considered a credit facility and a short-term liability. The receivables are not derecognised, and the amount received is recognised as current interest- bearing liability.

Guarantees
The Group have entered into several guarantee commitments, total amounts of NOK 117 million, as at 31 December 2022, and NOK 10.6 million as at 31 December 2021. These guarantees have been provided for custom clearence of NOK 2.7 million (NOK 4.1 million in 2021), tax guarantees of NOK 16.0 million (NOK 3.0 million in 2021), rental guarantees of NOK 97.3 million (NOK 3.5 million in 2021) and other guarantees of NOK 1.0 million (NOK 0 million in 2021). The increase in rental guarantees was due to the inclusion of Dely.

4.3 Maturity of financial liabilities

Contractual undiscounted cash flows from financial liabilities are presented below. Interest payments are calculated using contractual spot rates at 31 December.

Non-current liabilities include long-term loan from DNB and unsecured bond, whereas non-current interest-bearing liability consists of utilised credit facility of NOK 70 million and factoring (DNB) For further information see Note 4.2.

	Remaining time to contractual maturity						
31.12.2022	**1-12 months**	**1-2 years**	**2-3 years**	**3-4 years**	**4-5 years**	**More than 5 years**	**Total**
Financial liabilities							
Non-current interest-bearing	244 305	244 305	244 305	1 839 155	1 389 795	-	**4 061 865**
Current interest-bearing liabilities	296 269	-	-		-	-	**296 269**
Trade and other payables	675 757	-	-	-	-	-	**675 757**
Non-current lease liabilities	-	151 548	126 914	109 574	99 829	653 913	**1 141 779**
Current lease liabilities	174 409	-	-	-	-	-	**174 409**
Provisions and other current liabilities	386 682	-	-	-	-	-	**386 682**
Total financial liabilities	**1 777 422**	**395 853**	**371 219**	**2 048 729**	**1 489 624**	**653 913**	**6 736 761**

	Remaining time to contractual maturity						
31.12.2021	**1-12 months**	**1-2 years**	**2-3 years**	**3-4 years**	**4-5 years**	**More than 5 years**	**Total**
Financial liabilities							
Non-current interest-bearing liabilities	-	-	-	-	-	-	-
Current interest-bearing liabilities	1 969 281	-	-	-	-	-	**1 969 281**
Trade and other payables	639 248	-	-	-	-	-	**639 248**
Non-current lease liabilities	-	74 710	66 425	49 797	48 673	436 031	**675 636**
Current lease liabilities	87 272	-	-	-	-	-	**87 272**
Provisions and other current liabilities	386 296	-	-	-	-	-	**386 296**
Total financial liabilities	**3 082 097**	**74 710**	**66 425**	**49 797**	**48 673**	**436 031**	**3 757 733**

Reconciliation of changes in liabilities incurred as a result of financing activities:

			Non-cash changes					
2022	**01.01.2022**	**Net Cash flow effect**	**Transfer of Dely***	**New leases and adjustments**	**Foreign exchange movement**	**Amortisation of loan fee**	**Reclassifica tion**	**31.12.2022**
Non-current interest-bearing liabilities	-	2 938 450	150 000	-	-	18 715	-5 950	**3 101 215**
Current interest-bearing liabilities	1 953 167	-1 686 414	-	14 053	-	-	5 950	**286 756**
Non-current lease liabilities	495 849	-	363 782	122 196	-	-	-76 309	**905 518**
Current lease liabilities	77 104	-151 047	114 893	-	-2 367	-	76 309	**114 893**
Total liabilities from financing	**2 526 120**	**1 100 989**	**628 675**	**136 249**	**-2 367**	**18 715**	**-**	**4 408 381**

* Additions due to contribution-in-kind - Transfer of Dely 31.03.2022.

			Non-cash changes					
2021	**01.01.2021**	**Net Cash flow effect**	**Transfer of Dely***	**New leases and adjustments**	**Foreign exchange movement**	**Amortisation of loan fee**	**Reclassifica tion**	**31.12.2021**
Non-current interest-bearing liabilities	2 205 109	-500 000		-	-28 789	5 957	-1 682 277	-
Current interest-bearing liabilities	265 400	5 490		-	-	-	1 682 277	**1 953 167**
Non-current lease liabilities	196 416	-		385 917	0	-	-86 484	**495 849**
Current lease liabilities	65 279	-77 099		-	2 440	-	86 484	**77 104**
Total liabilities from financing	**2 732 204**	**-571 609**		**385 917**	**-26 349**	**5 957**	**-**	**2 526 120**

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4.4 Financial risk management

Overview
The Group's principal financial liabilities comprise interest-bearing liabilities, lease liabilities, trade and other payables. The Group's principal financial assets include trade receivables, other receivables, cash and short-term deposits and non-current financial assets.

The Group is exposed to a range of risks affecting its financial performance, including market risk, credit risk and liquidity risk. The Group seeks to minimise the potential adverse effects of such risks through sound business practices, risk management and hedging. The Group does not apply hedge accounting.

Risk management is carried out by Group management under policies approved by the Board. The Board reviews and agrees on policies for managing each of these risks, which are summarised below.

Market risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, and equity prices will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control risk exposures within acceptable parameters, while optimising the Group's profits.

Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing assets and liabilities which have base interest rates in NIBOR (see Note 4.2). The Group's non-current interest-bearing liabilities are due in 2025 and 2026. Lease liabilities and cash and cash equivalents are also affected by interest rates, but to a lesser degree. The Group has no interest derivatives. The Group does not currently hedge base interest rates.

The Group may enter contracts to offset some of the risk depending on the future expected interest rates.

Interest rate sensitivity
The following table illustrates the sensitivity for a hypothetical increase or decrease in the foreign exchange rates in the period, holding all other variables constant. An increase in the interest rates would negatively impact the Group's profit. In the table, the effects are calculated based on the Group's net interest-bearing debt as at 31 December.

Interest rate sensitivity	Date	Change in interest rates	Effect on profit before tax	Effect on equity
Increase / decrease in interest rates	31.12.2022	+/- 1%	+/- 15	+/- 12
Increase / decrease in interest rates	31.12.2021	+/- 1%	+/- 19	+/- 15

Foreign currency risk
Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (cost of materials; raw materials and trade products), investing activities (purchase of property, plant and equipment), financing activities (interest-bearing liabilities in foreign currencies) and the Group's net investments in foreign subsidiaries. Revenues are mainly denominated in the local currency. The Group's interest-bearing liabilities are mainly denominated in NOK. The Group's equity and expenses are mainly denominated in NOK, EUR, SEK and DKK.

The Group enters into forward contracts (derivatives) in order to generate predictable cash flows for future purchases of materials. The amount of currency purchased using forward contracts depends on the estimated amount of raw materials and trade products the Group expects to purchase in the near future. The contracts generally have a term shorter than one year, and at 31.12.2022 and 31.12.2021 the fair value of currency derivatives was insignificant. About 60 - 90 percent of raw materials and trade products in foreign currency are purchased with exchange rates from the forward contracts. The Group currently does not apply hedge accounting. Fair value changes of currency derivatives are presented under financial income or financial expense. See note 4.8 for details.

As at 31.12.2022, the Group does not have significant exposures to foreign currency risk, and a reasonably possible change in the relevant currencies would have an immaterial effect on the Group's equity.

4.4 Financial risk management (continued)

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterpart to a financial instrument fails to meet its contractual obligations, and arises primarily from the Group's trade receivables from customers.

The Group manages its credit risks by trading with creditworthy third parties and the Group's customer base is mainly made up of large grocery chains in Norway and their franchisees. It is the Group's policy that all customers wishing to trade on credit terms are subject to credit verification procedures, which include an assessment of credit rating, short-term liquidity and financial position. The Group obtains sufficient collateral (where appropriate) from customers as a means of mitigating the risk of financial loss from defaults. As at 31 December 2022 the Group has no significant collateral. In addition, receivable balances are monitored on an ongoing basis, with the result that the Group's exposure to losses has been low.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance. For an overview of the age status of trade receivables and the expected credit losses recognised for trade receivables see Note 2.7.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that aresettled by delivering cash or another financial asset. The Group monitors its risk of experiencing a shortage of funds by monitoring its working capital and overdue trade receivables and establishing credit facilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of credit facilities and interest-bearing debt to finance working capital and investments. See also note 1.4 Going concern.

Synnøve Finden AS, Sørlandschips AS, Nbev AS, Bonaventura AS, Finsbråten AS and Bisca A/S have factoring agreements. Factoring agreements are recorded as interest-bearing liabilities.

The Group has a bank agreement with a syndicate of banks and DNB Bank ASA as agent. The bank agreement grants both long-term loans and a revolving credit facility of NOK 500 million, of which NOK 430 million have not been utilised. Investments in fixed assets are partly financed through leasing agreements. The Group uses a multi-currency group bank account system (International Cash Pool) to coordinate liquidity use by subsidiaries (presented net in the consolidated statement of financial position). Under these agreements, Jordanes Investments AS is the group account holder, whereas the subsidiaries are participants and hold a position only against Jordanes Investments AS. The bank can offset overdrafts against deposits, so that the net position represents the net balance between the bank and Jordanes Investments AS.

The Group's long-term debt was refinanced during February 2022, see note 4.2 for further information. The purpose of the refinancing process was to replace the previous senior bank facilities of Jordanes Investments AS, which expired in March 2022, as well as to finance the repayment of a PIK loan held by Jordanes AS through a loan facility from the Company.

An overview of the maturity profile of the Group's financial liabilities, with corresponding cash flow effect, is presented in Note 4.3.

4.5 Fair value measurement

ACCOUNTING POLICIES
Fair value is the price that would be received for the sale of an asset or paid for the transfer of a liability in an orderly transaction betwe market participants on the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy in IFRS 13, based on the lowest level input that is significant to the fair value measurement as a whole.

Fair value calculations and disclosures
For the periods presented in these financial statements, the only financial asset at fair value is currency derivates, which is considered immaterial.

Management has assessed that the fair values of its financial instruments approximate their carrying amounts, and no further fair value disclosures are provided. The fair value of cash and short-term deposits, trade and other receivables and trade and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments. The carrying value of other non-curr financial assets, which to a large extent are loans to employees, is also evaluated to approximate the fair value. The fair values of the Group's interest-bearing liabilities are determined by using the expected DCF method at a discount rate that reflects the issuer's borrov rate as at the end of the reporting period. The fair value of the Group's interest-bearing debt is in most cases similar to its carrying amo as the interest rates are floating and the Group's own non-performance risk at each reporting date was assessed to be insignificant.

For fair value considerations related to business combinations, see note 6.3.

4.6 Equity and shareholders

Capital management
Jordanes Investment's goal is to secure its shareholders the best possible long-term return on capital employed, measured as the aggregate of dividends and appreciation of the share value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or issue debt. The Group monitors capital using a gearing ratio, which is net debt divided by total assets plus net debt. The Group defines net debt as interest-bearing debt, lease liabilities, less cash and cash equivalents.

ACCOUNTING POLICIES
Distribution to shareholders
The Group recognises a liability to make distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. Pursuant to corporate legislation in Norway, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Issued capital and reserves:

Share capital in Jordanes Investments AS	Number of ordinary shares	Financial position (in NOK thousand)
At 31 December 2022	**121 865**	**366**
At 31 December 2021	**100 000**	**300**

Each ordinary share has a par value of NOK 3.00.

The Group's shareholders:

Shareholders in Jordanes Investments AS at 31.12.2022	total shares	Ownership
Jordanes Investments Holdings AS	121 865	100 %
Total	**121 865**	**100 %**

Shareholders in Jordanes Investments AS at 31.12.2021	total shares	Ownership
Jordanes Investments Holdings AS	100 000	100 %
Total	**100 000**	**100 %**

4.7 Cash and cash equivalents

ACCOUNTING POLICIES
Cash and cash equivalents in the statement of financial position comprise cash at banks and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits. Restricted bank deposits comprise cash deposits for withheld employee's tax deductions which may not be used for other purposes.

Cash and cash equivalents	31.12.2022	31.12.2021
Bank deposits, unrestricted	130 512	171 459
Bank deposits, restricted	15 527	20 900
Total cash and cash equivalents	**146 039**	**192 359**

Bank deposits earn a low interest at floating rates based on prevailing bank deposit rates.

4.8 Financial income and expenses

ACCOUNTING POLICIES
Interest income and interest expenses on loans and receivables are calculated using the effective interest method.

Foreign currency gains or losses are reported as a gain or loss on foreign exchange within financial income or finance expenses, except for currency translation effects from investments in foreign subsidiaries which are presented in OCI. For other accounting policies related to underlying financial instruments, see Note 4.1.

Interest expenses on lease liabilities represent the interest rate implicit in the lease, or the incremental borrowing rate used to measure the lease liabilities recognised in the statement of financial position, for further disclosures see Note 3.4.

Financial income	2022	2021
Interest income	85 967	9 085
Net currency gain	36 227	-
Other financial income	7 846	2 514
Total financial income	**130 040**	**11 600**

Financial expenses	2022	2021 Restated
Interest on interest-bearing liabilities	229 288	129 946
Amortisation directly attributable transaction costs (Note 4.2)	19 061	5 957
Interest expense on lease liabilities	38 455	15 483
Net currency loss	-	19 881
Other financial expenses	-	3 593
Total financial expenses	**286 804**	**174 860**

The group was refinanced in February 2022. The increase in interest income is related to interest on a loan to Jordanes AS that was granted in connection with the refinancing of a PIK loan.

Increased interest expenses on interest-bearing liabilities in 2022 compared to 2021 are due to increased long-term liabilities following the refinancing in Q1 2022.

Increased interest on lease liabilities is due to the sale of subsidiaries owning factory facilities in 2021 and the subsequent lease back agreements for the rental of these factories, and the acquisition of Dely in 2022.

5.1 Taxes

ACCOUNTING POLICIES

Current income tax

Current income tax is measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In such cases, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax and deferred tax asset

The net deferred tax liability/ asset is computed on the basis of temporary differences between the carrying amount and tax values of assets and liabilities and tax losses carried forward at the end of the financial year, with the exception of

- deferred tax liability arising from the initial recognition of non-depreciable goodwill
- deferrred tax liability arising from first time recognition of an asset or liability in a transaction that is not a business combination, and on the transaction date, impacts neither the accounting profit nor taxable income (taxable loss)
- deferred tax asset conserning investments in subsidiaries, associates and interests in joint arrangements, when it is not possible that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Unused tax losses

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised.

The tax loss carried forward from Norwegian entities may be offset against future taxable income and will not expire. Other tax loss carried forward do not expire.

Some subsidiaries have neither any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses carried forward.

Income tax expense:	**2022**	**2021 Restated**
Tax payable	12 414	57 781
Change deferred tax/deferred tax assets (ex. OCI effects) - continuing operations	10 856	16 998
Change in deferred tax/deferred tax assets (ex. OCI effects) - discontinued operations	-21 796	-14 988
Settled group contribution Jordanes	-72 821	-45 058
Adjustment for income tax payable for previous periods	45 058	-
Total income tax expense - total operations	**-26 289**	**14 733**

**Profit or loss (-) discontinued operations is presented after tax in the consolidated statement of comprehensive income. Total income tax revenue from continuing operations was NOK 4 million in 2022 compared with a total income tax expense of NOK 30 million in 2021. Total income tax revenue from discontinued operations was NOK 22 million in 2022 and NOK 15 million in 2021. Loss carried forward related to BVS SalesCo is expected to be utili ed through group contributions ("sambeskatning") between Danish companies in the Group.*

5.1 Taxes (continued)

Current tax liabilities consist of:	31.12.2022	31.12.2021 Restated
Income tax payable for the period as above - of which paid in fiscal period	12 346	61 813
Current tax liabilities	**12 346**	**61 813**

Deferred tax relates to the following:	31.12.2022	31.12.2021 Restated
Inventories	-1 829	-6 863
Property, plant and equipment	11 152	16 926
Intangible assets	199 619	138 048
Other current assets	-935	-633
Interest deduction carry forward	-16 028	-23 497
Losses carried forward	-81 168	-14 734
Other temporary differences	20 778	-1 505
Net deferred tax liabilities	**131 589**	**107 742**
Deferred tax asset not recognised	**14 824**	**-**
Deferred tax liabilities	**146 413**	**107 742**

Deferred tax liabilities in statement of financial position - continuing operations	**146 413**	**122 730**
Deferred tax assets in statement of financial position - discontinued operations		**-14 988**
	13 675	

Reconciliation of deferred tax liabilities, net	31.12.2022	31.12.2021 Restated
As at 1 January	**107 742**	**102 537**
Sale of subsidiaries		4 701
Deferred taxes acquired in business combinations	97 110	-
Recognised loss carried forward in business combinations	-81 635	-
Tax expense during the period recognised in profit and loss	-10 940	504
Other items	34 136	
As at 31 December	**146 413**	**107 742**

The Group's operations are subject to income tax in various foreign jurisdictions. The statutory income tax rates in Norway are 22% for both years. No deviations have been identified for the group's deferred tax liabilities. Deferred tax assets not recognised relate to loss carried forward and other provisions. Losses carried forward amounts to NOK 197 million in Norway, NOK 110 million in Sweden and NOK 68 million in Denmark as of 31 December 2022. All with no limitation of utilisation. Interest deduction carried forward can be utilised until 2028.

A reconciliation of the differences between the theoretical tax expense under the rate applicable in Norway and the actual tax expense is as follows:

Reconciliation of income tax expense	2022	2021 Restated
Profit or loss before tax	205 904	473 235
Result from discontinued operations	-340 080	-97 745
Tax expense 22% (Norwegian tax rate)	-29 519	82 608
Group contributions paid *	-72 821	-45 057
Adjustment for income tax payable for previous periods	45 058	-
Share of profit in associates	-5 803	-6 415
Sale factories - permanent differences (Note 2.4)	-	-50 085
Previously not recognised deferred tax assets	-14 329	
Other permanent differences*	49 163	36 672
Differences due to different tax rate	1 022	-
Other items	941	-2 990
Recognised income tax expense	**-26 289**	**14 733**

* The permanent differences related mainly to impairments in 2022 . Other permanent differences in 2021 and 2022 related to transaction costs and loss from sale of shares.

6.1 Interests in other entities

ACCOUNTING POLICIES

Basis of consolidation

The consolidated financial statements comprise the financial statements of Jordanes Investments AS and its subsidiaries. The subsidiaries are consolidated when control is achieved as defined by IFRS 10.

Generally, there is a presumption that a majority of voting rights results in control. However, the Group considers all relevant facts and circumstances when assessing whether it has power over an investee.

For each business combination non-controlling interests are measured initially, at either the proportionate fair value of net identifiable assets or of fair value of those interests at the date of acquisition.

The consolidated entities

The subsidiaries of Jordanes Investments AS are presented below:

Consolidated entities at 31 December 2022	Office	Currency	Shareholding and the Group's voting share	Shareholding and the Group's voting share
			2022	2021
American Bistro Scandinavia AS*	Oslo, Norway	NOK	100.0%	0.0%
B Green AS	Oslo, Norway	NOK	100.0%	100.0%
Bisca A/S	Stege, DK	DKK	100.0%	100.0%
Blender AS*	Oslo, Norway	NOK	100.0%	0.0%
Bodylab ApS	Hadsund, DK	DKK	100.0%	100.0%
Bonaventura Nordic AS	Oslo, Norway	NOK	100.0%	100.0%
Bonaventura Sales AS	Oslo, Norway	NOK	100.0%	100.0%
Bonaventura Sales Co. Denmark A/S	Svendborg, DK	DKK	75.0%	75.0%
Bonaventura Sales Denmark A/S	Svendborg, DK	DKK	100.0%	100.0%
Bonaventura Sales Estonia OÜ	Tallin, RE	EUR	100.0%	100.0%
Bonaventura Sales Norge AS	Trondheim	NOK	100.0%	100.0%
Bonaventura Sales Sverige AB**	Eslöv, SE	SEK	100.0%	65.0%
Bonaventura Sales UK Ltd.	Ilkeston, GB	GBP	100.0%	100.0%
Bonaventura Trading AB***	Eslöv, SE	SEK	100.0%	100.0%
Bröderna Nilsson Delikatesser AB	Göteborg, SE	SEK	100.0%	100.0%
D. Coffee AB*	Solna, SE	SEK	100.0%	0.0%
D. Coffee AS*	Oslo, Norway	NOK	100.0%	0.0%
Dely AB*	Borlänge,SE	SEK	100.0%	0.0%
Dely AS*	Oslo, Norway	NOK	100.0%	0.0%
Elle Basic AS	Oslo, Norway	NOK	100.0%	100.0%
Finsbråten AS	Oslo, Norway	NOK	100.0%	100.0%
Frukthagen Hardanger AS	Oslo, Norway	NOK	50.1%	100.0%
Healthy Restaurants Norway AS*	Lysaker	NOK	100.0%	0.0%
Leiv Vidar AS	Hønefoss, Norway	NOK	100.0%	100.0%
Lindvalls Chark AB	Strömsnäsbruk, SE	SEK	100.0%	100.0%
Nbev AS	Oslo, Norway	NOK	100.0%	100.0%
Peppes Pizza AS*	Oslo, Norway	NOK	100.0%	0.0%
Scandza AS	Oslo, Norway	NOK	100.0%	100.0%
Scandza Danmark ApS	Stege, DK	DKK	100.0%	100.0%
Scandza Norge AS	Oslo, Norway	NOK	100.0%	100.0%
Scandza Salg Norge AS	Oslo, Norway	NOK	100.0%	100.0%
Scandza Sverige AB	Göteborg, SE	SEK	100.0%	100.0%
Scandza Sälj Sverige AB	Åstorp, SE	SEK	100.0%	100.0%
Smarte Nytelser AS	Oslo, Norway	NOK	100.0%	100.0%
Synnøve Finden AS	Oslo, Norway	NOK	100.0%	100.0%
Sørlandschips AS	Kristiansand	NOK	100.0%	100.0%
The Feelgood Company AS	Oslo, Norway	NOK	100.0%	100.0%
Westend Bakeri AS	Oslo, Norway	NOK	100.0%	100.0%

*See note 6.3 regarding acquisition of Dely

** Formerly known as Bonaventura Confectionary AB

***Formerly known as Bonaventura Sales Sverige AB

6.1 Interests in other entities (continued)

Subsidiaries with significant non-controlling interests

Summarised financial information of subsidiaries that have material non-controlling interests is provided below:

Percentage of equity held by non-controlling Interests:	Place of business	31.12.2022	31.12.2021
Bonaventura Sales Sverige AB*	Elsöv, Sweden	0 %	35 %
Bonaventura Sales Co. Denmark A/S (Discontinued operations 2022)	Svendborg, Danmark	25 %	25 %
Frukthagen Hardanger AS	Oslo, Norway	50 %	0 %

31.12.2022:

Company (Amounts in NOK thousands)	Profit/loss (non-controlling)	Accumulated interest (non-controlling)	Dividend paid to non-controlling	Profit/ loss 2022 (100%)	Equity 31.12.2022 (100%)
Bonaventura Sales Sverige AB*	602	-	-	NA	NA
Bonaventura Sales Co. Denmark A/S	-127	-12 806	-	-506	-49 551
Frukthagen Hardanger AS**	-76	6 970	-	-151	11 238
Total	**400**	**-5 836**	**-**	**-657**	**-38 313**

*Outstanding shares of Bonaventura Sales Sverige AB were acquired in August 2022 for SEK 5.8 million. The acquisition of the shares was based on the terms and conditions set forth in the shareholder agreement between the two parties. No impairment indicator has been identified as part of the sale of the shares.

** Frukthagen Hardanger AS completed a capital contribution of NOK 6.1 million in January 2022 by issuing 436 310 shares (34% of total shares). In June 2022, 204 039 shares were sold for a total consideration of NOK 2.9 million reducing the Group's ownership in Frukthagen Hardanger to 50.1%.

31.12.2021 Restated:

Company (Amounts in NOK thousands)	Profit/loss (non-controlling)	Accumulated interest (non-controlling)	Dividend paid to non-controlling	Profit/ loss 2021 (100%)	Equity 31.12.2021 (100%)
Bonaventura Sales Sverige AB*	2 185	44 828	-	6 238	146 497
Bonaventura Sales Co. Denmark A/S	-14 647	-12 507	335	-49 753	-61 875
Westend Bakeri AS (6 months)*	2 103	-	4 332	NA	NA
Total	**-10 359**	**32 321**	**4 667**	**-43 515**	**84 622**

* Outstanding shares of Westend Bakeri AS were acquired in July 2021, when Jordanes AS acquired Dely, which was a minority shareholder.

6.2 Discontinued operations and held for sale

ACCOUNTING POLICIES
A disposal of a group or part of a group may qualify as a discontinued operation if the group or part of a group is considered to be a cash generating unit that has been sold or is classified as held for sale and represents a major line of business or geographical area of operation.

Discontinued operations are excluded from the results of the continuing business and are presented as a single net amount under profit and loss after tax from discontinued operations in the consolidated statement of comprehensive income. All intercompany transactions are eliminated in accordance with the principles of consolidation and only external income and expenses are presented as discontinued operations.

Details of discontinued operations

Bonaventura Sales Company Denmark (BVSCo)
At the end of 2021, management decided to close down the business related to trading of cookies produced by third parties. This business was carried out in the subsidiary Bonaventura Sales Company Denmark (BVSCo) and was classified as a discontinued operation under IFRS 5 Non-current assets held for sale and discontinued operations as of 31 December 2021. Bonaventura Sales Company Denmark (BVSCo) had a revenue total of NOK 150 million in 2021

Pre-tax and post-tax loss for discontinued operations in BVSCo amounted to NOK 65 million and NOK 50 million in 2021 and NOK 0.8 million and NOK 0.8 million in 2020. Loss from discontinued operations in 2021 was primarily a result of closing down the business and selling assets with an expected loss. Estimated losses related to sale of assets (buildings, inventory) and other accruals were recognised in profit and loss for the year 2021.

During 2022 the assets, including the warehouse and inventory, and the liabilities related to the business in the subsidiary have been sold and settled. The company will continue as an empty company pending clarification with the tax authorities regarding refund on sugar tax. Provision for tax issues regarding the refund of sugar tax was recognised in profit and loss for the year 2021. As the remaining value of the company will not be recovered through sales, BVSCo, are not classified as held for sale as of 31 December 2022. The provision for sugar tax is classified as other liabilities as of 31 December 2022 and will remain as an accrual in Jordanes Group consolidated statement of financial position until final settlement.

Disposal of discontinued operations, net cash effect was NOK 17 million due to sale of factory. Results from operations in BVSCo from January to September 2022 have reduced the total contribution to profit or loss of discontinued operations by NOK 0 million in 2022.

Bisca
The Group is in the process of selling the Bisca Operation and has at 31 December 2022 concluded that a sale is highly probable within the next twelve months. The Bisca Operation is accordingly classified as held for sale and is recorded at the lower of carrying amount and fair value less costs to sell. The associated business area is consequently presented as discontinued operations. Pre-tax loss and post-tax loss from discontinued operations was NOK 340 million and NOK 318 million in 2022 and NOK 18 million and NOK 21, respectively and are presented on a separate line in the statement of comprehensive income in accordance with the presentation requirements of IFRS 5. The amount for 2022 includes an impairment loss amounting to NOK 297 million, classified as other expenses. The impairment is due to carrying values exceeding fair value less cost of sale on the Bisca Operation. The impairment relates to goodwill of NOK 153 million, brands of NOK 133 million and PPE of 11 million.

Profit or loss from discontinued operations
Net loss before tax for discontinued operations amounts to NOK 322 million in 2022, primarily caused by increased costs and an impairment charge amounting to NOK 297 million in the Bisca operation.

For the years ended 31 December

Amounts in NOK thousands	2022	2021
Revenue	**522 294**	**608 406**
Cost of materials and changes in inventories	-314 199	-379 095
Payroll expenses	-164 188	-192 451
Operating expenses	-47 148	-56 075
Depreciation and amortisation	-21 347	-35 527
Operating profit (before other income and expenses)	**-24 588**	**-54 742**
Other income	-	-
Other expenses	-297 271	-36 460
Operating profit	**-321 859**	**-91 202**
Financial income	93	-10 983
Financial expenses	-18 314	4 440
Profit or loss before tax	**-340 080**	**-97 745**
Income tax expense	21 796	12 461
Profit or loss for the year	**-318 284**	**-85 284**

6.2 Discontinued operations and held for sale (continued)

Cash flow from discontinued operations

For 2022 the main cash flow impact of discontinued operations relates to investing activities in production facilities in Bisca and sale of building in BVSCo. For 2021 the main cash flow impact of discontinued operations relates to low sales and high cost of goods sold, in addition to payments to tax authorities.

Amounts in NOK thousands	2022	2021
Net cash from operating activities	1 106	-31 825
Net cash from investing activities	4 828	-9 456
Net cash from financing activities - intercompany	-8 063	-1 427
Net change in cash	**-2 129**	**-42 708**
Cash and cash equivalents at the start of the year*	22 343	21 365
Cash and cash equivalents at the end of the year*	**20 213**	**22 343**
*Cash and cash equivalents held by Bonaventura Sales Company Denmark (BVSCo)	18 314	1 079
*Cash and cash equivalents held by Bisca	1 899	21 264

Balance sheet at 31 December 2022 and 31 December 2021 is presented below

Amounts in NOK thousands	31.12.2022	31.12.2021
Assets		
Right of use assets	2 737	-
Buildings and machinery	157 167	24 448
Inventory	68 000	27 917
Accounts receivable	87 589	15 487
Other receivables	10 555	-
Cash and cash equivalents	1 899	1 079
Total assets classified as held for sale	**327 947**	**83 919**
Liabilities		
Deferred tax liability	13 675	-
Right of use liability	2 909	-
Long-term loans	-	6 453
Accounts payable	71 207	10 011
Income tax payable	4 695	-
Other current liabilities	41 392	53 948
Total liabilities classified as held for sale	**133 878**	**70 412**

6.3 Business combinations

ACCOUNTING POLICIES
A business combination is a transaction or other event in which an acquirer obtains control of one or more businesses. Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of a non-controlling interest in the acquiree. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement, e.g. earn-out. Acquisition- related costs are expensed as incurred and included in other operating expenses.

If the business combination is achieved in stages, the fair value of the acquirer's previously held equity interest in the acquiree on the acquisition date is remeasured to fair value at the acquisition date through profit and loss.

In a business combination, the acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognised at their fair values at the acquisition date, with some exceptions. These have primarily been relevant for deferred tax assets and liabilities, which are recognised at nominal value. Goodwill arising on acquisition is recognised as an asset measured at the excess of the sum of the consideration transferred, the fair value of any previously held equity interests and the amount of any non-controlling interests in the acquiree over the amounts of the net identifiable assets acquired and liabilities assumed. Goodwill arises as a result of name, reputation, customer loyalty, location, products and similar factors. If the consideration is lower than the value of the recognised net assets of the acquiree, the difference is recognised in profit and loss. Subsequent changes to the fair value of the contingent consideration asset or liability are recognised in profit and loss.

Business combinations under common control
A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory.

Business combination under common control is outside the scope of IFRS 3 Business combinations, and none of the other IFRS standards address the appropriate accounting for such transactions. The Group accounts for such transactions using the predecessor value method. The assets and liabilities of the combining parties are reflected at their carrying amunts as recognised by the controlling party (i.e.those reported in the consolidated financial statements of the controlling party). No adjustments are made to reflect fair values, and no new assets or liabilities are recognised, at the date of the combination that would otherwise be done under the acquisition method. The only goodwill that is recognised is existing goodwill related to the combining parties. The differences between the consideration transferred and the acquired net assets of the combining entities are reflected in the equity (continuity difference).

The financial information in the consolidated financial statements of the Group is not restated for periods prior to the business combination under common control. The combination is accounted for prospectively from the date on which it occurred.

Dely
On 30 June 2021, Jordanes AS, the parent of Jordanes Investments AS, acquired 100% of the voting shares of Dely AS. Dely AS is a leading restaurant company with over 129 restaurants and cafes. Among the brands are Peppes Pizza, TGI Fridays, Starbucks and Blender. The company's head office is located in Oslo, Norway and had 55 employees at the date of acquisition.

Dely, which was included from Q2, had revenue of NOK 853 million and operating profit of NOK 41 million for the 9 months ended 31 December 2022. If consolidated from 1 January 2022, Dely would have contributed with additional revenues of NOK 220 million and increased operating profit of NOK 3 million. In 2021, Dely had a revenue of NOK 870 million, gross profit of NOK 652 million and operating profit of NOK 17 million. Further information of Dely can be found in Note 2.1 Business area information.

As part of the refinancing of Jordanes Investments AS, Dely AS and its subsidiaries were acquired by the Company on 31 March 2022 through a contributed-in-kind transaction.The effect of the transaction on the Jordanes Investment Group's statement of financial position at the acquisition date 31 March 2022 is disclosed below.

6.3 Business combinations (continued)

	Common-control values recognised on Dely acquisition
Brands arising on acquisition	441 407
Property, plant and equipment	90 076
Rigth-of-use assets	478 675
Deferred tax liability	-3 604
Non-current interest-bearing liabilities	-150 000
Non-current lease liabilities	-406 828
Current lease liabilities	-75 576
Other current assets and liabilities	-97 004
Total identifiable net assets	**277 146**
Goodwill arising on acquisition	122 315
Net asset, including goodwill	**399 461**
Purchase consideration (contribution in kind)	405 000
Continuity difference of reorganisation under common control	**-11 579**

Analysis of cash flows on acquisition	**Cash flow on acquisition**
Cash paid	-
Net cash acquired with the subsidiary	115 445
Net cash flow from acquisition	**115 445**

6.4 Investments in associates

ACCOUNTING POLICIES

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not in control or joint control over those policies. The ownership and voting rights are typically between 20 percent and 50 percent.

Investments in associates are accounted for using the equity method in the consolidated financial statements. They are initially recognised at cost, which includes transaction related costs, and adjusted thereafter for changes in the Group's share of net assets (i.e. total comprehensive income and equity adjustments (including dividends)) less any impairment charges on investments. The Group's proportional share of unrealised profits resulting from transactions with associates, including transfer of businesses, is eliminated. The Group's share of profit or loss, including impairment loss and reversal of impairment loss for the investment is presented as a single line item in the consolidated statement of comprehensive income, classified as a part of operating profit. When the Group's share of losses exceeds its interest in an equity accounted investee, the recognition of further losses is discontinued.

No write-downs have been made in 2022 or 2021.

Skagerrak-Holding AS

The Group has a 27.8 percent interest in Skagerrak-Holding AS, which is a wholesale company. Skagerrak-Holding AS is a private entity that is not listed on any stock exchange. The Group's interest in Skagerrak-Holding AS is accounted for using the equity method in the consolidated financial statements.

Snack Namsos AS (formerly known as Hylla Eiendom AS)

Hylla Eiendom AS was accounted for as an associate until the outstanding 50 percent was acquired at the end of April 2021 and it became a subsidiary. The shares in the subsidiary were sold as part of the sales of other property-owning subsidiaries in the second half of 2021. Even though the company was not a subsidiary for long, management has evaluated that the acquisition was not performed exclusively with a view to subsequent disposal. The sale was therefore presented as part of the property transaction in 2021 and not as a discontinued operation.

The following tables illustrates the summarised financial information of the Group's investments in associates:

Associated company	Office	Ownership/ voting interest	Number of shares owned	Carrying amount 31.12.2022	Carrying amount 31.12.2021 Restated
Skagerrak-Holding AS*	Larvik	27.8%	277	96 264	87 146
Total				**96 264**	**87 146**

**Based on historical information, an amount of NOK 73 million is reclassified from goodwill to investments in Skagerrak-Holding AS as of 1 January 2021. See note 7.3 for details regarding the restatement.*

2022 summarised financial information :

Associated company	Liabilities	Equity	Assets	Revenues	Result in the period
Skagerrak-Holding AS (100%)	383 520	84 903	468 423	1 234 060	91 774

2021 summarised financial information :

Associated company	Liabilities	Equity	Assets	Revenues	Result in the period
Hylla Eiendom until acquired					1 500
Skagerrak-Holding AS (100%)	432 102	48 769	480 871	1 177 960	99 972

Dividends received:

Amounts in NOK thousands	2022	2021
Skagerrak-Holding AS	22 503	18 039
Total	**22 503**	**18 039**

7.1 Remuneration to Management and the Board of Directors

Remuneration to the Board of Directors
Remuneration payable to the members of the Board is determined by the Annual General Meeting (AGM). For 2022 members of the board received a total remuneration of NOK 450 000. Board members do not have any severance or share-based payment agreements.

Remuneration to executive management
Jordanes Investments AS has not had a CEO for the years presented. The Group's executive management is the same as in Jordanes AS. Jordanes Investments AS, as a sub-group within Jordanes, has had no management arrangements and no expenses related to management.

7.2 Related party transactions

Related parties are major shareholders, associated companies and members of the Board of Directors and management. Note 6.1 provides information about the Group's structure, including details of the subsidiaries. Note 6.4 provides information on the Group's associates. Note 4.6 shows the Group's shareholders and Note 7.1 provides information on the members of the Group's board and management.

The following table provides the total amount of transactions that have been entered into with related parties (outside the Group) for the relevant financial period and corresponding balances:

Related party transactions in 2022 and balances at 31 December 2022 (NOK thousands)	
Sales to related parties	9 488
Lease agreements - factories	27 000
Other purchases from related parties	18 762
Contributed-in-kind transaction	405 000
Current trade and other receivable from related parties	1 018
Current trade and other payables to related parties	1 178
Non-current borrowings from related parties*	1 013
Non-current loans to related parties*	1 723 226
Interest paid to related parties	21
Interest received from related parties	72 623

Related party transactions in 2021 and balances at 31 December 2021 (NOK thousands)	
Sales to related parties	7 800
Lease agreements - factories	9 100
Other purchases from related parties	3 950
Current trade and other receivable from related parties	336
Current trade and other payables to related parties	176
Non-current borrowings from related parties*	130 000
Non-current loans to related parties*	321 009
Interest paid to related parties	4 072
Interest received from related parties	4 350

** Non-current borrowings are presented net at 31 December 2022 and 2021.*

Bisca A/S sold goods to associate, Skagerrak-Holding AS (former Baxt) for NOK 9.4 million in 2022 (NOK 7.8 million in 2021).

In August 2021, subsidiaries owning properties and factories were reorganised and/or demerged and sold to Jordanes AS. The properties were sold from Jordanes to Snack Alternativt Investeringsfond AS, a related party, as Jordanes Properties holds 34 percent of the shares in Snack Alternativt Investeringsfond AS. Lease agreements were signed after the transaction. From October 2021, the Group made lease payments in the amount of NOK 5.1 million to Snack Properties AS. In 2022 the Group made lease payments in the amount of NOK 27 million to companies within Snack AIF Group.

Synnøve Finden AS rented factory premises from former associate, Snack Namsos AS (Hylla Eiendom AS) for NOK 4.0 million in 2021.

In February 2022, Jordanes Investments refinanced its external debt, see note 4.2. The increase in interest income is mainly related to interest on loan to parent company related to the refinancing of a PIK loan, previously held by Jordanes AS. The interest rate is 5 percent p.a. The loan becomes payable on 1 March 2025.

Dely AS and its subsidiaries were acquired by the Company on 31 March 2022 through a contributed-in-kind transaction. See note 6.3 regarding business combination under common control.

The Group has also provided loan to employee shareholders and partners for a total of NOK 30.6 million in 2022 (NOK 30.0 million at 31 December 2021).

The outstanding shares of Westend Bakeries were acquired June 2020 for NOK 195 million. An outstanding loan is recorded as part of non-current borrowings from related parties in 2021.

Other purchases from related parties are in 2022 mainly related to office lease payments to Jordanes AS. The office lease agreement was transfered from Scandza to Jordanes in 2022.

7.3 Restatement

1 Correction of material error in valuation of associated company at acquisition date (purchase price allocation)

In 2014 Jordanes Investments acquired 100% of the shares in Scandza Holding III AS (former parent company in the Scandza structure). The acquisition was concluded to be a business combination and a purchase price allocation (PPA) was performed by management at the acquisition date. The PPA identified brand names and customer relationships and allocated relevant intangible assets and goodwill to respective cash generating units (CGUs) for impairment testing.

Brand names were identified and recorded at NOK 427 million at the acquisition date. The acquisition resulted in a goodwill of NOK 899 million. At the acquisition date Scandza Holding owned Synnøve Finden AS, Sørlandschips AS, Bisca A/S and Scandza Drikker AS. Brands and goodwill were allocated across these business ares. Significant goodwill was allocated to Bisca. Bisca was identified as brand name and recorded at NOK 113 million at the acquisition date. Bisca also included the associated company Baxt (28% ownership interest). Baxt is a seller of baked goods to groceries, convenience stores, cafeterias and coffe shops.

At 31 December 2022 Bisca is classified as held for sale and presented as discontinued operations. Skagerrak-Holding AS (former Baxt) is not part of the Bisca disposal group. In January 2023, when defining and assessing the accounting for the Bisca disposal group, it was detected that Baxt was erroneously accounted for at the prevailing book value (equity method of accounting as applied by the acquiree) and not at the acqusition date fair value. The error resulted in an understatement of Baxt by NOK 73 million and an overstatement of goodwill allocated to Bisca by NOK 80 million as at 31 December 2020. Bisca has Danish kroner as functional currency, whereas Baxt has Norwegian kroner and the error also had an impact on translation differences.

The error has been corrected by restating each of the affected financial statement line items for the prior periods as follows:

Amounts in NOK thousands

Effect on consolidated statement of financial position (extract)	31 Dec 2021 Increase/(decrease)	31 Dec 2020 Increase/(decrease)
Investment in associate	72 900	72 900
Goodwill	-76 422	-79 892
Net assets	**-3 522**	**-6 992**
Cumulative translation differences	-3 522	-6 992
Retained earnings	0	0
Total equity	**-3 522**	**-6 992**

Effect on consolidated statement of comprehensive income (extract)	2021 Profit Increase/(decrease)
Other comprehensive income:	
Foreign exchange differences on translation of foreign operations	3 471
Total other comprehensive income	3 471
Total comprehensive income	**3 471**

In February 2023, management estimated the fair value of the ownership interest in Baxt by applying relevant inputs and assumptions available as at the acquisition date . Fair value of Baxt in excess of carrying amount was allocated to goodwill (investment of associate). No brand names or customer relationships were identified as at the acquisition date.

The correction further affected the amounts disclosed in note 3.2, intangible assets and goodwill, note 3.3 Impairment considerations and note 6.4 Investments in associates.

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7.3 Restatement (continued)

2. Correction of material error in accounting for business combinations (alignment with PPAs)

In the period from the acquisition of Scandza Holding III AS and up to 31 December 2022 Jordanes Investments acquired the remaining of its business. The acquisitions were concluded to be business combinations and PPAs were performed by management on respective acquisition dates. The PPAs identified and estimated the fair value of brand names and customer relationships and allocated relevant intangible assets and goodwill to respective CGUs

In January 2023 Jordanes AS discovered that the accounting for customer relationships, brands and goodwill was not aligned with the respective PPAs. Errors had historical been made regarding amounts recorded for customer relationships, brands and goodwill and the allocation of brand and goodwill across CGUs. In addition, amouts for brands and goodwill allocated to foreign CGUs had been fixed in NOK at the acquisition date instead of being retranslated into NOK at the currency rates at respective balance sheet dates.

Amortisations, impairment considerations and certain transactions were revisited and it was concluded that the errors also impacted amortisation of customer relationships in Westend and gain/loss and sale of a property business in 2021.

The error has been corrected by restating each of the affected financial statement line items for the prior periods as follows:

Amounts in NOK thousands

Effect on consolidated statement of financial position (extract)	31 Dec 2021 Increase/(decrease)	31 Dec 2020 Increase/(decrease)
Goodwill	-171 045	-146 800
Intangible assets	68 645	87 891
Net assets	**-102 400**	**-58 909**
Cumulative translation differences	-21 472	17 281
Retained earnings	-80 928	-76 190
Total equity	**-102 400**	**-58 909**

Effect on consolidated statement of comprehensive income (extract)	2021 Profit Increase/(decrease)
Depreciation and amortisation	-6 839
Other income	2 102
Profit or loss (-) before tax	-4 737
Income tax expense	-1 505
Profit or loss (-) continuing operations	**-3 232**
Profit or loss (-) discontinued operations	**0**
Profit or loss (-) total operations	**-3 232**
Other comprehensive income:	
Foreign exchange differences on translation of foreign operations	-38 754
Total other comprehensive income	-38 754
Total comprehensive income	**-41 986**

The correction further affected the amounts disclosed in note 3.2, intangible assets and goodwill and note 3.3 Impairment considerations.

7.3 Restatement (continued)

Total impact from correction of errors, restatements and reconciliation to prior period financial statement line items

Amounts in NOK thousands

Consolidated statement of financial position (extract)	31 Dec 2021	increase/ (Decrease)	31 Dec 2021 (Restated)	31 Dec 2020	increase/ (Decrease)	01.jan 2021 (Restated)
Goodwill	1 624 557	-247 467	1 377 090	1 723 964	-226 692	1 497 272
Intangible assets	627 489	68 645	696 134	629 513	87 891	717 404
Investment in associates	14 246	72 900	87 146	19 448	72 900	92 348
Deferred tax liability	124 235	-1 505	122 730	102 537	0	102 537
Net assets	**2 127 811**	**-104 417**	**2 037 640**	**2 270 388**	**-65 901**	**2 204 487**
Total assets	**4 915 538**	**-105 922**	**4 809 616**	**4 863 263**	**-65 901**	**4 797 362**
Share capital	300	-	300	300	-	300
Paid-in equity	548 401	-	548 401	343 597	-	343 597
Cumulative translation differences	56 550	-24 994	31 556	90 927	10 289	101 216
Retained earnings	466 009	-79 006	387 003	421 994	-75 026	346 967
Non-controlling interests	32 739	-417	32 321	119 765	-1 164	118 601
Total equity	**1 104 000**	**-104 417**	**999 581**	**976 583**	**-65 901**	**910 681**

Consolidated statement of comprehensive income (extract)	2021	discontinued operations represented	profit increase/ (decrease)	2021 restated
Depreciation and amortisation	144 698	20 319	-6 839	131 218
Operating profit or loss (-) (before other income and other expenses)	423 661	-13 077	-6 839	429 899
Other income	227 660	0	2 102	229 762
Other expenses	-29 168	-6 002	0	-23 166
Operating profit or loss (-)	622 123	-19 109	-4 737	636 495
Profit or loss (-) before tax	459 756	-18 216	-4 737	473 235
Income tax expense	33 753	2 527	1 505	29 721
Profit or loss (-) continuing operations	426 003	-20 743	-3 232	443 513
Profit or loss (-) discontinued operations	**-64 541**	**-20 743**		**-85 284**
Profit or loss (-) total operations	**361 462**		**1 505**	**358 229**
Other comprehensive income:				
Foreign exchange differences on translation of foreign operations	-34 377	-	-35 283	-69 660
Total items that may be reclassified to profit or loss (-)	-34 377	-	-35 283	-69 660
Total other comprehensive income	**-34 377**	-	**-35 283**	**-69 660**
		-		
Total comprehensive income	**327 085**	-	**-33 778**	**288 570**

Effect of representing discontinued operations is shown in separate columns.

The correction further affected the amounts disclosed in note 3.2, intangible assets and goodwill and note 3.3 Impairment considerations.

7.4 Events after the reporting period

ACCOUNTING POLICIES

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, the Group will assess if the information affects the amounts that it recognises in the Group's consolidated financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in the light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its consolidated financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

Initial Public Offering (IPO)

In March 2023 Jordanes AS, the parent company of Jordanes Investments AS, announced it is contemplating an IPO on the Oslo Stock Exchange, expected to take place during 2023.

Backstube acquisition

Jordanes Investments AS has been informed that its parent company Jordanes AS, has entered into an agreement to acquire 100% of the shares of Fehmab AS (owner and operator of the Norwegian "grab and go" bakery concept Backstube).

Court case against Tine

A subsidiary within the Group, Synnøve Finden recently finalised a court case against Tine in the District Court of Oslo on a matter concerning the time of payment upon deliveries of raw milk from Tine Råvare. Tine claimed that it was entitled to receive payment within a due date determined by Tine itself (Nw: forfall ved påkrav), which on the judgement date was 13 days after delivery, while Synnøve Finden was of the opinion that it was entitled to pay within 25 days after delivery. Tine also claimed payment of late payment interest for a total amount of approx. NOK 5.1 million pertaining to previous payments from Synnøve Finden. The court ruled in favour of Tine and Synnøve Finden has already decided to appeal the ruling to the Court of Appeals. As Synnøve Finden have decided to appeal the court case against Tine, no obligation has been booked as of 31 December 2022.

Definitions

Alternative Performance Measures (APMs)

The Group presents certain alternative measures of financial performance, financial position and cash flows that are not defined or specified in IFRS. The Group considers these measures to provide valuable supplementary information for investors and the Group's management, as they provide useful additional information regarding the Group's financial performance and position. As not all companies define and calculate these measures in the same way, they are not always directly comparable with those used by other companies. These measures should not be regarded as replacing measures that are defined or specified in IFRS but supplemental financial information. In this document, the Alternative Performance Measures used by the Group are defined, explained and reconciled to the most directly reconcilable line item, subtotal or total presented in the financial statements of the corresponding period. The APMs are used consistently overtime and are accompanied by comparatives for previous periods reported.

Operating profit (before other income and other expenses), operating profit

Group management follows the Group's financial situation by using common target figures (KPIs) and target figures showing income and expenses related to the Group's ordinary operations. The alternative target figures applied in the reports to Group management comprise earnings excluding items of a limited predictive value.

Measure	Description	Reason for including
Other income and expenses	Other income and expenses are income and expenses which by nature are related to events that impact comparability between periods such as costs related to IPOs, restructuring costs, capital gains/losses from divestments of business, remeasurement of contingent considerations, remeasurements of assets held for sale and transaction costs attributable to major acquisitions, and other items affecting comparability. Disclosures are provided in note 2.5.	Items recorded as other income and expenses are reported in order to give a better representation of the underlying operations' profitability and to facilitate comparisons between periods.
EBITA	EBITA is defined as operating profit adjusted for amortisation and impairment of intangible assets.	This measure provides additional information for management and investors to evaluate the underlying profitability generated from operating activities since it excludes amortisation and impairment primarily related to capital expenses and acquisitions that occurred in the past. Further, it enables better comparability between operating segments/business areas.
EBITA Margin	EBITA margin is defined as EBITA divided by Revenue.	'This measure provides additional information for management and investors to evaluate the underlying profitability generated from operating activities.
Adjusted EBITA	Adjusted EBITA is defined as EBITA adjusted for other income and other expenses.	This measure provides additional information to management and investors to facilitate comparisons of EBITA between periods.
Adjusted EBITA margin	Adjusted EBITA margin is defined as adjusted EBITA divided by Revenue.	This measure provides additional information to management and investors to facilitate comparisons of EBITA between periods.
EBITDA	EBITDA is defined as operating profit adjusted for depreciation, amortisation and impairment of intangible and tangible assets.	This measure provides additional information for management and investors to evaluate the underlying performance since it displays the ability to generate earnings without taking the capital structure, investments in non-current assets or the tax situation into consideration.
Adjusted EBITDA	Adjusted EBITDA is defined as EBITDA adjusted other income and other expenses.	This measure provides additional information to management and investors to facilitate comparisons of EBITDA between periods.
Net debt	Net debt is the sum of the Group's interest-bearing liabilities less interest-bearing assets and cash and cash equivalents. Interest-bearing liabilities include bond loans, bank loans and lease liabilities.	This measure provides additional information for management and investors to assess the Group's capacity to meet its financial commitments.
Net debt excluding effects IFRS 16	Net debt excluding effects of IFRS 16 is defined as net debt, adjusted for non-current and current IFRS 16 lease liabilities.	This measure is used by the Group to assess its capacity to meet its financial commitments and financial targets related to leverage ratio.
Leverage ratio	Leverage ratio is defined as net debt excluding IFRS 16 divided by adjusted EBITDA incl. share of profit or loss in associates for the last 12 months.	This measure displays the Group's financial risk and the ability to meet its financial obligations. It is used by management for following up on and monitoring the debt level. This measure facilitates comparison of leverage ratio between periods.
Net finance charges	Net finance charges is defined as the sum of interest income (payable, interest on interest-bearing liabilities and other financial expenses.	This measure is used by the Group to monitor compliance with covenants.
Interest cover ratio	Interest cover ratio is defined as adjusted EBITDA incl. share of profit or loss in associates for the last 12 months divided by Net finance charges.	This measure is used by the Group to monitor compliance with covenants.
Liquidity reserve	Liquidity reserve is defined as the sum of undrawn revolving credit facility (RCF) cash and cash equivalents for continuing business, cash and cash equivalents for business held for sale less restricted cash.	Liquidity reserve is as an important indicator for evaluating the Group's liquidity requirement and compliance with covenants.

Alternative Performance Measures (APMs) (continued)

	2022	2021
Operating profit or (loss)	**336 293**	**607 335**
Amortisation of intangible assets	2 102	8 863
Impairment of intangible assets	-	-
EBITA	**338 395**	**616 198**
Other income	-21 635	-229 762
Other expenses	106 280	23 166
Adjusted EBITA	**423 040**	**409 602**
Revenue	5 606 237	4 646 387
EBITA Margin	**6.0 %**	**13.3 %**
Adjusted EBITA Margin	**7.5 %**	**8.8 %**

Operating profit or (loss)	**336 293**	**607 335**
Depreciation and amortisation	201 854	131 218
EBITDA	**538 147**	**738 553**
Other income	-21 635	-229 762
Other expenses	106 280	23 166
Adjusted EBITDA	**622 792**	**531 957**
Share of profit or loss in associates	26 375	29 160
Adjusted EBITDA incl.share of profit or loss in associates	**649 167**	**561 117**

	31.12.2022	31.12.2021
Non-current interest-bearing liabilities	3 101 215	-
Incremental borrowing costs capitalised (DNB)	42 535	-
Current interest-bearing liabilities	286 756	1 953 167
Non-current lease liabilities	905 518	495 849
Current lease liabilities	114 893	77 104
Cash and cash equivalents	-146 039	-192 359
Net debt	**4 304 878**	**2 333 761**
Non-current lease liabilities (IFRS 16)	-844 756	-424 143
Current lease liabilities (IFRS 16)	-114 893	-77 104
Net debt excluding effects of IFRS 16	**3 345 229**	**1 832 514**

Net debt excluding effects of IFRS 16	3 345 229	1 832 514
Adjusted EBITDA incl. share of profit or loss in associates	649 167	561 117
Leverage ratio	**5.2**	**3.3**

	Year 2022	Year 2021
Interest income (payable)	13 344	9 085
Interest on interest-bearing liabilities	229 288	129 946
Other financial expenses	-	3 593
Net finance charges	**215 944**	**124 454**

	Year 2022	Year 2021
Adjusted EBITDA incl. share of profit or loss in associates	649 167	561 117
Net finance charges	215 944	124 454
Interest cover ratio	**3.0**	**4.5**

	31.12.2022	31.12.2021
Undrawn revolving credit facility (RCF)	430 000	-
Cash and cash equivalents	146 039	192 359
Cash and cash equivalents - business held for sale	1 899	1 079
Restricted cash	-15 527	-20 900
Liquidity reserve	**562 411**	**172 538**

Jordanes Investments AS

Annual report 2022

Annual accounts
- **Income statement**
- **Balance sheet**
- **Cash flow statement**
- **Notes**

Auditor's report

Jordanes Investments AS

Income statement

Amounts in NOK thousands	Note	2022	2021
Operating expenses			
Payroll expenses	2	-10 424	0
Other operating expenses	2	-15 976	-4 740
Total operating expenses		-26 401	-4 740
Operating result		-26 401	-4 740
Financial income and expenses			
Income from investments in subsidiaries	4	1 146 913	712 283
Interest income from group companies	4	74 406	2 029
Other financial income	3	31 034	34 040
Write-down of other financial assets	4	-280 137	0
Interest paid to group companies	4	-44 336	-27 068
Other financial expenses	3	-233 854	-104 764
Net financial items		694 026	616 520
Ordinary result before tax		667 625	611 780
Tax on ordinary result	5	-6 763	1 311
Net profit or loss for the year		**660 862**	**613 090**
Allocated as follows			
Proposed dividends	9	25 000	0
Transferred to other equity	9	635 862	613 090
Total allocations		660 862	613 090

Jordanes Investments AS

Balance sheet as of December 31

Amounts in NOK thousands	Note	2022	2021
Fixed assets			
Intangible assets			
Deferred tax asset	5	231	6 994
Total intangible assets		231	6 994
Tangible assets			
Fixtures and fittings, tools, office machinery etc.		34	0
Total tangible assets		34	0
Financial assets			
Investments in subsidiaries	6, 10	3 534 726	3 129 726
Intercompany loans	4	1 717 198	65 591
Other receivables	4	30 632	30 632
Total financial assets		5 282 556	3 225 949
Total fixed assets		5 282 821	3 232 943
Current assets			
Receivables			
Trade receivables	4	20	0
Group receivables	4	1 486 945	423 082
Other receivables		812	75
Total accounts receivables		1 487 777	423 157
Cash and cash equivalents	7	73 170	113 590
Total current assets		1 560 947	536 746
Total assets		6 843 768	3 769 689

Jordanes Investments AS

Balance sheet as of December 31

Amounts in NOK thousands	Note	2022	2021
Equity			
Paid-in capital			
Share capital	8, 9	366	300
Share premium	9	609 685	204 750
Total paid-in capital		610 050	205 050
Retained earnings			
Other equity	9	1 199 137	563 275
Total retained earnings		1 199 137	563 275
Total equity		1 809 187	768 325
Liabilities			
Other long-term liabilities			
Bonds	10	1 200 000	0
Liabilities to financial institutions	10	1 757 465	0
Liabilities to group companies	4	931 062	0
Total other long-term liabilities		3 888 527	0
Current liabilities			
Liabilities to financial institutions	10	70 000	1 682 277
Trade creditors	4	1 887	0
Public duties payable	7	878	0
Liabilities to group companies	4	1 038 607	1 315 819
Other short-term liabilities	4	34 681	3 267
Total current liabilities		1 146 053	3 001 364
Total liabilities		5 034 581	3 001 364
Total equity and liabilities		6 843 768	3 769 689

28 April 2023

Stig Terje Sunde
Chairman

Martin Daniel Solberg
Director

Hans Georg Wille
Director

Jan Leif Bodd
Director

Karl Kristian Sunde
Director

Jordanes Investments AS

Cash flow statement

Amounts in NOK thousands	Note	2022	2021
Cash flow from operating activities			
Ordinary result from tax		667 625	611 780
Net financial items		-694 016	-616 520
Changes in inventories, trade receivables and trade payables		1 867	0
Interest paid		-167 660	-94 308
Interest received		12 777	6 642
Changes in other current balance sheet items		-353	7 060
Net cash flow from operating activities		-179 760	-85 346
Cash flow from investing activities			
Purchase of fixed assets		-34	0
Proceeds from sale of other investments		0	105
Net cash flow from investing activities		-34	105
Cash flow from financing activities			
Refinancing long-term loans		2 938 750	0
Repayment of short-term loans		-1 682 277	-500 000
Proceeds/payments group companies		-1 439 951	198 993
Change in cash pool		158 305	15 044
Change in Revolving Credit Facility (RCF)		70 000	0
Proceeds from Group contribution		94 547	145 414
Net cash flow from financing activities		139 373	-140 549
Net change in cash and cash equivalents		-40 420	-225 790
Cash and cash equivalents as of 01.01		113 590	339 380
Cash and cash equivalents as of 31.12		73 170	113 590

Jordanes Investments AS

Notes to the accounts for 2022

Amounts in NOK thousands

Note - 1 Accounting Principles

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

Subsidiaries
Subsidiaries are valued at cost in the company accounts. The investment is valued as cost of the shares in the subsidiary, less any impairment losses. An impairment loss is recognised if the impairment is not considered temporary, in accordance with generally accepted accounting principles. Impairment losses are reversed if the reason for the impairment loss disappears in a later period.

Dividends, group contributions and other distributions from subsidiaries are recognised in the same year as they are recognised in the financial statement of the provider. If dividends / group contribution exceed withheld profits after the acquisition date, the excess amount represents repayment of invested capital, and the distribution will be deducted from the recorded value of the acquisition in the balance sheet for the parent company.

Revenue and expense recognition
The financial statements are presented in accordance with the fundamental principles of historic cost, comparability, going concern, congruity and prudence. Transactions are measured to the value at the time the transactions occured. Revenues are recorded when earned, that is, when goods are delivered, and expenses are matched to the revenues earned.

Balance sheet classification
Current assets and short-term liabilities consist of receivables and payables due within one year, and items related to the inventory cycle. Other balance sheet items are classified as fixed assets / long-term liabilities.

Current assets are valued at the lower of cost and fair value. Short-term liabilities are recognised at nominal value.

Fixed assets are valued at cost, less depreciation and impairment losses. Long-term liabilities are recognised at nominal value.

Foreign currency translation
Monetary items in a foreign currency are translated into NOK using the exchange rate applicable on the balance sheet date.

Income tax
The tax expense consists of the tax payable and changes to deferred tax. Deferred tax/tax assets are calculated on all differences between the book value and tax value of assets and liabilities. Deferred tax is calculated as 22 percent of temporary differences and the tax effect of tax losses carried forward. Deferred tax assets are recorded in the balance sheet when it is more likely than not that the tax assets will be utilised. Taxes payable and deferred taxes are recognised directly in equity to the extent that they relate to equity transactions.

Cash flow statement
The cash flow statement is presented using the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term deposits. Cash equivalents can instantly and with insignificant risk be converted to known cash amount.

Jordanes Investments AS

Notes to the accounts for 2022
Amounts in NOK thousands

Use of estimates
The management has used estimates and assumptions that have affected assets, liabilities, incomes, expenses and information on potential liabilities in accordance with generally accepted accounting principles in Norway.

Note 2 - Payroll expenses, number of employees and loans to employees and auditor's fee

Wage costs	2022	2021
Salaries	9 179	0
Payroll tax	924	0
Pension costs	245	0
Other payments	76	0
Total payroll expenses	10 424	0

The total number of employees in the company during the year: 6 labour years.

Management remuneration

The company does not have a general manager, therefore there is no payment of salary to general management in 2022.

The company is required to have an occupational pension scheme in accordance with the Act of Mandatory Occupational Pensions. The company`s pension schemes satisfy the requirements of this Act.

Auditor fee has been divided as follows	2022	2021
Statutory audit fee	3 648	534
Assurance services	331	
Other assurance services	276	1 334
Total	4 254	1 868

VAT is not included in the auditor fees.

Note 3 - Financial Revenues and Expenses

	2022	2021
Financial revenues		
Interest revenues	12 788	7 272
Currency gains	18 246	26 767
	31 034	34 040

Jordanes Investments AS

Notes to the accounts for 2022

Amounts in NOK thousands

Financial expenses		
Interest expenses	200 421	94 308
Currency loss	14 371	0
Amortisation cost	19 061	10 456
	233 854	104 764

Note 4 - Intercompany balances with group companies

Amounts in NOK thousands

Receivables	**2022**	**2021**
Intercompany loans	1 717 198	65 591
Accounts receivables	20	0
Other receivables	105	0
Group Contribution	886 776	94 547
Cash pool receivables	620 064	328 536
Total intercompany receivables	3 224 163	488 673

The company has provided loan to employee shareholders in Jordanes Investments Group in total TNOK 30 632. The employee shareholders have invested in the company through M1 Invest AS. Interest is calculated according to norm rate for taxation of reasonable loans to employees set by the tax authorities.

Payables	**2022**	**2021**
Trade creditors	421	0
Other short-term payables	62	727 076
Cash pool liabilities	1 038 545	588 743
Long-term liabilities	931 062	0
Total intercompany payables	1 970 090	1 315 819

Jordanes Investments AS is the owner of the Group's cash pool agreement. All bank deposits are owned by Jordanes Investments AS, while the subidiaries funds from cash pool are defined as intercompany balances.

Jordanes Investments AS has interest income in total TNOK 74 406 and interest cost in total TNOK 44 336 with group companies.

Due to carrying values of shares and intercompany receivables exceeding fair value less cost of sale on the Bisca Operation, NOK 280 137 thousand has been recognised as write-down of other financial assets in 2022.

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

Jordanes Investments AS

Notes to the accounts for 2022

Amounts in NOK thousands

Note 5 - Income taxes
Amounts in NOK thousands

Income tax expenses	**2022**	**2021**
Change in deferred tax	6 763	-1 311
Total income tax expense	6 763	-1 311

Tax base estimation	**2022**	**2021**
Ordinary result before tax	667 625	611 780
Permanent differences*	-636 884	-617 736
Changes in temporary differences	-30 741	5 956
Tax base	0	0

Temporary differences outlined	**2022**	**2021**
Accumulated loss to be brought forward	-1 050	-31 791
	-1 050	-31 791
Deferred income tax liability (22%)	-231	-6 994

Effective tax rate	**2022**	**2021**
Expected income taxes, statutory tax rate 22%	146 878	134 592
Permanent differences (22%)	-140 114	-135 901
Income tax expense	6 763	-1 311
Effective tax rate	24 %	-0.2 %

* Permanent differences consist mainly of group contribution from subsidiaries.

Jordanes Investments AS

Notes to the accounts for 2022
Amounts in NOK thousands

Note 6 - Investment in subsidiaries

Company	Location	Shares owned	Book value 31.12
Scandza AS	Oslo	100 %	2 511 990
Scandza Danmark Aps	Stege	100 %	66
The Feelgood Company AS	Oslo	100 %	617 670
Dely AS	Oslo	100 %	405 000
Total			3 534 726

Note 7 - Bank deposits

	2022	2021
Restricted tax deduction funds	594	0

Note 8 - Share Capital and Shareholder information

Share capital:

	Number of shares	Face value	Book value
Ordinary Shares	121 865	3	366

Shareholders per 31.12:

	Ordinary shares	Ownership share	Voting rights
Jordanes Investments Holding AS	121 865	100 %	100 %

Note 9 - Equity
Amounts in NOK thousands

	Share capital	Share premium	Other equity	Total
Equity 01.01.	300	204 750	563 275	768 325
Profit for the year	0	0	660 862	660 862
Contribution in kind*	66	404 934	0	405 000
Allocated dividend	0	0	-25 000	-25 000
Equity 31.12.	366	609 685	1 199 137	1 809 187

* As part of the refinancing of Jordanes Investments AS, Dely AS and its subsidiaries were acquired by Jordanes Investments AS from Jordanes AS on 31 March 2022 through a contribution-in-kind transaction.

Jordanes Investments AS

Notes to the accounts for 2022

Amounts in NOK thousands

Note 10 - Liabilities to Financial Institutions and Guarantees

	2022	2021
Non-current liabilities to financial Institutions		
Term loan	1 800 000	0
Unsecured Bond	1 200 000	0
- Incremental borrowing costs capitalised	-42 535	0
	2 957 465	0
Current liabilities to financial Institutions		
Term loan	0	1 682 277
RCF - revolving credit facility	70 000	0
	70 000	1 682 277

The borrowing costs are amortised (linearly) and expensed over the term of the loan. In 2022 NOK 18.7 million is expensed as borrowing costs.

Refinancing
Jordanes Investments AS was refinanced in February 2022, through the establishment of new senior bank facilities totalling NOK 2.3 billion (NOK 1.8 billion Term loan + RCF facility of NOK 500 million), with a 3-year maturity, with no repayment of principal until maturity and options to extend for another 1 + 1 years, and a NOK 1.2 billion senior unsecured bond with a 4-year tenor. The initial interest rate margin for the senior bank facilities is 275-400 bps, while the bond margin was settled at 575 bps, all facilities use 3-month NIBOR as base rate. See note 4.2 in Jordanes Investments AS Consolidated Financial Statements 2022 for more information.

Revolving credit facility
The Group has a revolving credit facility of NOK 500 million as described above. As of 31 December 2022, NOK 70 million of this credit facility was utilised. See note 4.3 in Jordanes Investments AS Consolidated Financial Statements 2022 for more information.

Guarantees
Jordanes Investments AS and subsidiaries have entered into several guarantee commitments, total amounts of NOK 24.7 million as of 31 December 2022, and NOK 10.6 million as of 31 December 2021. These guarantees have been provided for custom clearance in the amount of NOK 2.6 million, tax guarantees NOK 16.9 million and rental guarantees in the amount of NOK 5.2 million.

Pledge Assets
Assets pledged as security for loans and borrowings, see note 4.2 in Jordanes Investments AS Consolidated Financial Statements 2022 for more information.

Financial Covenants
The bank facilities and the bond agreement include financial covenants normal to the business: Leverage (Senior Net Debt/EBITDA),Interest Cover (EBITDA/Net Finance Charges)and minimum liquidity. Noncompliance with these covenants may cause all debt to fall due.
The Group was in compliance with the financial covenants as of 31 December 2022 and for all periods reported.

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To the General Meeting of Jordanes Investments AS

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

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

- the financial statements of the parent company Jordanes Investments AS (the Company), which comprise the balance sheet as at 31 December 2022, the income statement and cash flow statement for the year then ended, and notes to the accounts, including a summary of significant accounting policies, and
- the consolidated financial statements of Jordanes Investments AS and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated 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 2022, and its financial performance and its cash flows for the year then ended in accordance with Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the Audit Committee.

Basis for Opinion

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

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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.

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided.

We have been the auditor of the Company for 9 years from the election by the general meeting of the shareholders on 29 January 2014 for the accounting year 2014.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of intangible assets and Goodwill

Refer to note 3.2 Intangible assets and Goodwill and note 3.3 Impairment considerations in the consolidated financial statements.

The key audit matter	*How the matter was addressed in our audit*
The Group has over several years acquired businesses resulting in significant goodwill and intangible assets such as brands. Their operations are sensitive to competitive market conditions and other factors which impact key assumptions in cash flow forecast and can give rise to impairment indicators. Assessment of intangible assets and goodwill is based on net present value calculation on defined Cash Generating Units (CGUs). These methods are complex, based on manually developed models and involves significant forward-looking assumptions such as future cash flows, discount rate and growth rates. An important factor in this process is to identify and classify CGU's. CGU's are based on segments and the appropriateness of these CGU's are part of the focus areas. Management exercise judgement related to expected timing of future cash flows and key assumptions. Impairment charges of NOK 81 million was recognized in 2022 in relation to brands. In addition impairment charges to goodwill and brands of NOK 286 Million was recognised 2022 in discontinued operations. As of 31 December 2022, the Group has goodwill of NOK 1 388 Million and brands of NOK 888 Million. Due to the materiality of these assets to the financial statement as a whole and the inherent uncertainty, complexity and subjectivity involved in forecasting and discounting future cash flows, this is considered to be a key audit matter.	Our audit procedures in this area included: • Assessing management's process and results for identification, consistent treatment and classification of CGU; • Evaluating management's assessment of impairment indicators; • Where impairment indicators were identified or where impairment testing was required, assessing if the models used to calculate value in use are appropriate and mathematically accurate; • Involve our specialists to challenge significant assumptions and judgements relating to WACC and recalculation of managements impairment models; • Evaluating and challenging the forecasted cash flows including timing of future cash flows applied in the models with reference to historical accuracy and Board of Directors approved business plans; • Evaluating the adequacy and appropriateness of the disclosures in the financial statements related to the carrying value of goodwill and brands.

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Other Information

The Board of Directors (management) is responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. 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 nor the other information accompanying the financial statements.

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

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

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

Our opinion on the Board of Director's report applies correspondingly to the statement on Corporate Governance and Corporate Social Responsibility.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Report on Compliance with Requirement on European Single Electronic Format (ESEF)

Opinion
As part of the audit of the financial statements of Jordanes Investments AS we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report, with the file name 549300WF2VEJRYZOL539-2022-12-31, have been prepared, in all material respects, in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format, and iXBRL tagging of the consolidated financial statements.

In our opinion, the financial statements, included in the annual report, have been prepared, in all material respects, in compliance with the ESEF regulation.

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Management's Responsibilities
Management is responsible for the preparation of the annual report in compliance with the ESEF regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary.

Auditor's Responsibilities
Our responsibility, based on audit evidence obtained, is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in compliance with ESEF. We conduct our work in compliance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information". The standard requires us to plan and perform procedures to obtain reasonable assurance about whether the financial statements included in the annual report have been prepared in compliance with the ESEF Regulation.

As part of our work, we have performed procedures to obtain an understanding of the Company's processes for preparing the financial statements in compliance with the ESEF Regulation. We examine whether the financial statements are presented in XHTML-format. We evaluate the completeness and accuracy of the iXBRL tagging of the consolidated financial statements and assess management's use of judgement. Our procedures include reconciliation of the iXBRL tagged data with the audited financial statements in human-readable format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 28 April 2023
KPMG AS

Jørgen Hermansen
State Authorised Public Accountant
(This document is signed electronically)

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Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo™ - sikker digital signatur". De signerende parter sin identitet er registrert, og er listet nedenfor.

"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

Jan Leif Bodd
Underskriver
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