



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	922 988 862
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	MASTERCARD PAYMENT SERVICES INFRASTRUCTURE (NORWAY) AS
Forretningsadresse:	Haavard Martinsens vei 54 0978 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2023 - 31.12.2023
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Konsern

Morselskap i konsern:	Nei
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Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Mikkel Larsen
Dato for fastsettelse av årsregnskapet:	01.07.2024

Grunnlag for avgivelse

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

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

Brønnøysundregistrene, 09.07.2025



Resultatregnskap

Beløp i: NOK	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Revenue	2	243 165 255	231 766 033
Sum inntekter		243 165 255	231 766 033
Kostnader			
Staff costs	3	18 426 540	17 741 864
Other operating expenses	4, 5	214 200 736	211 833 963
Sum kostnader		232 627 276	229 575 827
Driftsresultat		10 537 979	2 190 206
Finansinntekter og finanskostnader			
Financial income	6	20 365 847	6 777 349
Sum finansinntekter		20 365 847	6 777 349
Financial expenses	6	22 289 153	784 427
Sum finanskostnader		22 289 153	784 427
Netto finans		-1 923 306	5 992 922
Ordinært resultat før skattekostnad			
Tax expense	7	2 160 269	2 050 261
Ordinært resultat etter skattekostnad		6 454 404	6 132 868
Årsresultat	8	6 454 404	6 132 867
Årsresultat etter minoritetsinteresser		6 454 404	6 132 868
Totalresultat		6 454 404	6 132 868
Overføringer og disponeringer			
Retained earnings		6 454 404	6 132 867
Sum overføringer og disponeringer		6 454 404	6 132 867



Balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	7		5 254
Sum immaterielle eiendeler			5 254
Sum anleggsmidler		0	5 254
Omløpsmidler			
Varer			
Fordringer			
Trade receivables	2	3 733 900	2 031 457
Sum fordringer		3 733 900	2 031 457
Bankinnskudd, kontanter og lignende			
Bank deposits	9	312 962 286	656 820 563
Sum bankinnskudd, kontanter og lignende		312 962 286	656 820 563
Sum omløpsmidler		316 696 186	658 852 020
SUM EIENDELER		316 696 186	658 857 274
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	10	200 000	200 000
Overkurs		59 900 000	59 900 000
Sum innskutt egenkapital		60 100 000	60 100 000
Opptjent egenkapital			
Other equity		35 708 942	29 256 013
Result brought forward (aut)			
Sum opptjent egenkapital		35 708 942	29 256 013



Balanse

Beløp i: NOK	Note	2023	2022
Sum egenkapital	8	95 808 942	89 356 013
Gjeld			
Langsiktig gjeld			
Utsatt skatt	7		
Annen langsiktig gjeld			
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Leverandørgjeld		3 736 907	4 089 777
Tax payable	7	2 160 269	2 055 514
Public duties payable		4 697 689	3 336 430
Kortsiktig konserngjeld	11	190 181 571	539 068 890
Other current liabilities		20 110 808	20 950 650
Sum kortsiktig gjeld		220 887 244	569 501 260
Sum gjeld		220 887 244	569 501 261
SUM EGENKAPITAL OG GJELD		316 696 186	658 857 274



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Journalnummer: 2024 691828

Enheten

Organisasjonsnummer: 922 988 862
Organisasjonsform: Aksjeselskap
Foretaksnavn: MASTERCARD PAYMENT SERVICES
INFRASTRUCTURE (NORWAY) AS
Forretningsadresse: Haavard Martinsens vei 54
0978 OSLO

Regnskapsår

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Bekreftet av representant for selskapet: Mikkel Larsen
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Brønnøysundregistrene, 01.08.2024



Organisasjonsnr: 922 988 862
MASTERCARD PAYMENT SERVICES
INFRASTRUCTURE (NORWAY) AS

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MASTERCARD PAYMENT SERVICES
INFRASTRUCTURE (NORWAY) AS

BALANSE

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MASTERCARD PAYMENT SERVICES
INFRASTRUCTURE (NORWAY) AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note
3

Antall årsverk i regnskapsåret
12.00

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

Konsernregnskap

Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

<u>Samlet beløp - tilknyttet selskap</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Samlet beløp - felles kontrollert virksomhet</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Pantstillelse</u>	<u>Beløp</u>
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<u>Beholdning av egne aksjer</u>	<u>Antall</u>	<u>Pålydende</u>	<u>Andel av aksjek.</u>
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To the General Meeting of Mastercard Payment Services Infrastructure (Norway) AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Mastercard Payment Services Infrastructure (Norway) AS (the Company), which comprise the balance sheet as at 31 December 2023, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the financial statements comply with applicable statutory requirements, and the financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

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 as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

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

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

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

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

Responsibilities of Management for the Financial Statements

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

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

PricewaterhouseCoopers AS, Dronning Eufemias gate 71, Postboks 748 Sentrum, NO-0106 Oslo
T: 02316, org. no.: 987 009 713 MVA, www.pwc.no
Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Oslo, 26 June 2024

PricewaterhouseCoopers AS

Jone Bauge

State Authorised Public Accountant

(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

Signers:

Name	Method	Date
Bauge, Jone	BANKID	2024-06-26 17:13

This document package contains:

- Closing page (this page)
- The original document(s)
- The electronic signatures. These are not visible in the document, but are electronically integrated.



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The seal is a guarantee for the authenticity
of the document.



Financial Statements 2023 Mastercard Payment Services Infrastructure (Norway) AS



Mastercard Payment Services Infrastructure (Norway) AS

Report of Board of Directors

Company data as at 31 December 2023

The Company Mastercard Payment Services Infrastructure (Norway) AS
Company reg no: 822 988 862
Established: 11 June 2019
Domicile: Oslo, Norway
Financial Period: 1 January – 31 December

Board of Directors Susanne Brønnum-Hyttel (Chairman)
Erik Anders Gutwasser
Erik Jozef Stessens
Alison Whittaker

Registered office Haavard Martinsens vei 54
0978 Oslo

Auditors PricewaterhouseCoopers AS
Dronning Eufemias Gate 71
Postboks 748 Sentrum
NO-0106 Oslo



Mastercard Payment Services Infrastructure (Norway) AS

Report of Board of Directors

The business

Mastercard Payment Services Infrastructure (Norway) AS (“the Company”) provides infrastructure services in respect of critical Norwegian payment systems to its customer, Bits AS, the financial infrastructure Company of the bank and finance industry in Norway and the operator of the Norwegian Interbank Clearing Systems (NICS) under authorisation by the Norwegian Central Bank.

The Company operates and develops account-to-account services, clearing and settlement, instant payment infrastructure, bill payment solutions and e-invoicing applications.

Financial review

The revenue arising from contracts in 2023 was NOK 243m (2022: NOK 232m). The increase in revenue is the result of higher volumes in the Billpay and Real Time Payment business. Staff costs increased by 4 percent in 2023, reflecting mainly general salary increases. Other costs increased by 1 percent due to higher prices for purchased support services.

The Company has an equity ratio of 30 percent (2022: 14 percent) and satisfactory liquidity. The Company holds cash reserves of NOK 313m as of 31 December 2023 (2022: NOK 657m) and current liabilities, which are due for payment in 2024, amount to NOK 221m (2022: NOK 570m).

The net profit for the year 2023 was NOK 6m (2022: NOK 6m). Higher forecasted revenue for 2024 is expected, driven by growing Billpay volumes and continuous improvement of existing solutions. The Company is expected to remain stable as it is committed to continue investing in innovative solutions to generate value for its customers and shareholders and provide stable and secure operation, while integrating into Mastercard.

In 2023, Susanne Brønnum-Hyttel, an experienced finance and fintech professional, joined the Company as a Chairman of the Board of Directors.

It is our opinion that the financial statements give a true and fair view of the Company’s 2023 performance, and financial position as at 31 December 2023.

The Board of Directors have taken into account all information that could reasonably be expected to be available for the following 12 months from the date of signing these financial statements. The Board of Directors have considered the Company’s financial results, net assets, future performance projections, ongoing cash requirements, as well as business outlook. As a result of the review, the Board of Directors are confident that the Company has sufficient resources to continue as a going concern and that it is therefore appropriate to prepare the financial statements on a going concern basis.



Mastercard Payment Services Infrastructure (Norway) AS

Report of Board of Directors

Principal risks and uncertainties

Risk Governance

The Board of Directors is responsible for the overall governance of the Company and oversees the risk profile and approves strategies to mitigate risks and uncertainties.

The “Three Lines of Defence” model

The Company adopts a “Three Lines of Defence” model for corporate governance, which is used to structure roles, responsibilities, and accountability relating to risk and internal controls.

First Line – Identify, assess, and manage risks

The Business, Operations, and Technology teams constitute the First Line of Defence, responsible for identifying, measuring, managing, and reporting risks within their functions to minimize the likelihood of unidentified risks. Additionally, formal internal control procedures are implemented to operate and comply with applicable laws and regulations, as governed by the licensed legal entity's regulatory requirements.

Second Line – Oversee, report, monitor and ensure compliance

The Second Line of Defence includes compliance and risk functions, which operate independently. Compliance functions encompass Legal Compliance, Regulatory Affairs including Regulatory Compliance, and Privacy & Data Protection. The Risk and Compliance functions provide objective challenges to the First Line of Defence, ensuring compliance with laws and regulations through policy implementation and monitoring, compliance monitoring and reporting to the Board of Directors.

Third Line – Independent assurance

Internal Audit serves as the Third Line of Defence, providing independent assurance of risk and control functions. It conducts audits related to the Company, covering IT controls, business processes, and projects. Audit findings are reported to managers, Management, and the Board of Directors. The Company adopts an enterprise-wide risk management approach and conducts annual independent key controls testing to ensure effectiveness.

Key Risks

The Company continues to monitor and prioritize a strong focus on all risks and uncertainties associated with operating advanced digital payment services:

- Integration
- Business Resilience and Recovery
- Cyber Security
- Competition and Technology
- Regulatory matters
- Brand and Reputation

Business Resilience and Recovery

The Company ensures dependable payment platforms with continuous availability. Our resilience strategy, supported by robust procedures, includes regular business impact analyses and quarterly reporting to Executive Management. We maintain assurance through the Three Lines of Defence model.



Mastercard Payment Services Infrastructure (Norway) AS

Report of Board of Directors

Cyber Security

Cyber security remains a fast-evolving threat, especially in financial and payment services. Continuous security monitoring and testing are crucial for safe operations. The Company collaborates with its stakeholders to understand and address threats, ensuring resilience through robust defences and alignment with security standards. The Company is a member of the Nordic Financial CERT (NFCERT) community, enhancing collaboration and access to threat intelligence, improving security governance, evolving Information Security Management System (ISMS), fostering a cybersecurity culture, conducting awareness activities, and training, and enhancing vendor management and monitoring.

Integration

In 2021, the Company was acquired by Mastercard as part of a deal including most of Nets' Corporate Services (now Mastercard Payment Services). The integration of the Company into Mastercard has been initiated following the acquisition and is in progress. Transitional Service Agreements (TSA) are in place to facilitate a controlled migration from Nets to Mastercard until the full completion of the migration of services to Mastercard contracted Data Centers. Once complete, service operations will fully transition to Mastercard teams and partners for 24/7 support. Managing internal technical requirements and customer commitments is crucial to minimizing disruption. The integration program is led by a Mastercard Program Office, ensuring strong governance and phased migration with minimal impact on customers.

Regulatory

Due to its role in respect of critical Norwegian payments and infrastructure services, the Company conducted its business in accordance with a governance framework of policies and procedures which inter alia sets out appropriate reporting and escalation processes in accordance with the Three Lines of Defence model (see above).

The Regulatory Affairs team takes an active role in understanding the applicable regulatory framework and associated risks and reports to the Risk Committee and Board of Directors within the areas of financial regulation (e.g. the Payment System Act, the Financial Entities Act (PSD2) and regulations issued thereunder), sector specific regulations relating to security and resilience, and related subject matters. A key task in the Norwegian market is to understand the regulatory requirements our customers are subject to and advising the business accordingly. Similar functions are performed by the Privacy team in respect of the General Data Protection Regulation (GDPR) and Legal Compliance in relation to Anti Money Laundering / Combating the Financing of Terrorism (AML/CFT) and competition law.

Brand and Reputation

The reputation of the Company and perceptions of our brand are crucial assets. Negative perceptions or lack of visibility can significantly impact our business. Operating critical payment infrastructure exposes us to reputational risks, including scrutiny and publicity. Actions by customers or others can also affect industry perception. To mitigate risks, we focus on maintaining positive industry perceptions and strong stakeholder relationships.



Mastercard Payment Services Infrastructure (Norway) AS

Report of Board of Directors

Competition and Technology

Intense competition and industry transformation pose significant risks to our business. The payment industry faces competition from various players and evolving technologies. Changes in regulations and technology advancements could disrupt our operations. To mitigate these risks, we prioritize customer needs, focus on modernizing existing services, and invest in attracting and retaining technology experts. Leveraging Mastercard's expertise globally, we aim to expand our offerings and stay competitive in the market.

Financial risk

The Company's financial risk is primarily related to currency fluctuations, as some purchased services are denominated in currencies other than NOK. Mastercard's policy is not to hedge this risk. Credit and liquidity risks are not considered significant.

Corporate social responsibility

As an integral part of the global Mastercard's network, we adhere to Mastercard's policies and procedures while contributing to the global Environmental, Social, and Governance (ESG) strategy.

Mastercard's Global Strategy

Mastercard is powering economies and empowering people, building a sustainable world where everyone prospers. ESG matters are core to Mastercard's business strategy and are designed to drive long-term value for Mastercard's stockholders. Mastercard leverages its employees, technology, resources, partnerships, and expertise to drive positive, lasting impact while at the same time creating markets for the future. Mastercard's ESG strategy is expressed through three pillars - People, Prosperity and Planet - and all the work Mastercard does is grounded in strong governance principle.

Learn more about Mastercard's goals and progress for People, Prosperity, and Planet in Mastercard's annual ESG Report at the Corporate Responsibility section of Mastercard's website: <https://www.mastercard.com/sustainability>

Operational environmental footprint

Mastercard's commitment to environmental sustainability starts with decarbonization of Mastercard's operations and across Mastercard's value chain. This means reducing overall greenhouse gas (GHG) emissions and working with Mastercard's suppliers to ensure they do the same.

Mastercard's approach to managing environmental issues, including climate change, water and waste across Mastercard's value chain is guided by Mastercard's Environmental Statement, which can be reviewed in the following link:

<https://www.mastercard.com/content/dam/public/mastercardcom/na/global-site/documents/mastercard-sustainability-statement-2022.pdf>



Mastercard Payment Services Infrastructure (Norway) AS

Report of Board of Directors

Human rights

Mastercard believes that everyone has the right to be treated fairly, with decency, dignity and respect. Mastercard conducts business in ways that promote, protect and advance human rights, and Mastercard embeds respect for human rights within Mastercard's operations and across Mastercard's supply chain. Mastercard continues to assess and monitor Mastercard's risks and impacts in this sphere. For more information on Mastercard's approach, please refer to the following links:

- Mastercard's Human Rights Statement:
<https://www.mastercard.com/global/en/vision/corp-responsibility/human-rights-statement.html>
- Mastercard's Modern Slavery Statement:
<https://www.mastercard.us/en-us/vision/who-we-are/careers/mastercard-modern-slavery-and-human-trafficking-statement.html>
- Mastercard's Employee Code of Conduct:
https://s25.q4cdn.com/479285134/files/doc_downloads/2023/07/CoC/2023-Code-of-Conduct_English.pdf
- Mastercard's Supplier Code of Conduct:
<https://www.mastercard.us/content/dam/mccom/en-us/documents/supplier-code-of-conduct-website.pdf>
- Mastercard's member in the UN Global Compact:
<https://unglobalcompact.org/what-is-gc/participants/132643-Mastercard>

Norwegian Transparency Act

The Norwegian Transparency Act entered into force 1st of July 2022. The three main elements of the Act are that entities in scope must:

- Perform due diligence activities to identify and assess actual and potential adverse impacts on human rights and decent working conditions, implement suitable measures to cease, prevent or mitigate such impacts, track the implementation results, communicate with stakeholders, and provide for or co-operate in remediation and compensation where necessary,
- Account for our operations and due diligence activities in a yearly report, and
- Respond to individual requests for information concerning our due diligence activities.

Our Annual Report for 2022-2023 under the Norwegian Transparency Act:

<https://www.mastercardpaymentservices.com/Documents/Norway-Report-2022-2023-ready-for-publication.pdf>

The Company will publish an account of due diligence on fundamental human rights and decent working conditions signed and approved by The Board of Directors. This will be available on our website at www.mastercardpaymentservices.com/norway by 30 June 2024.



Mastercard Payment Services Infrastructure (Norway) AS

Report of Board of Directors

Equity, Diversity and Inclusion

Equity is built into many of our processes, such as the bonus process, salary process and hiring process.

When filling management positions, we strive to broaden the field of candidates as much as possible, to give all equal opportunities. In addition, requirements to external recruitment agencies include gender diversity measures.

In all hirings, the recruiter fills out a 'diverse slate' evaluation to ensure we consider diversity in each team. The hiring manager, recruiter and human resources business partner all declare the diverse slate consideration before an offer is made.

The Board of Directors is of the view that equal opportunity is important and that adequate measures have been implemented, based on Mastercard's Code of Conduct policy, to ensure that employees and hired workers are not subjected to any difference in opportunity or treatment based on their nationality, ethnicity, disability, age, gender, sexual orientation, religion, or belief.

At 31 December 2023, the Board consisted of two male Directors and two female Directors (excluding employee elected members) and has met its target to ensure that at least 40% of the Board of Directors are female by no later than 2025.

As a subsidiary of Mastercard, the Directors of the Board are covered by the Directors & Officers liability insurance arranged by Mastercard.

Working environment

We respect and prioritize the well-being of our employees, and we strive to create a non-discriminatory, safe, and healthy physical and psychological working environment. We also focus on preventing work-related illness. Our aim is to ensure that all our employees have a healthy work-life balance and can reconcile the demands of working life and family life. This includes our partnership with Thrive Global <https://thriveglobal.com>, which focuses on taking care of our people and improving people's well-being.

We have established a hybrid working environment where employees are able to work where and when they want to or need to. This includes guidelines and tools for how to manage flexibility, as well as necessary office equipment and IT equipment. In addition to our flexible hybrid work policy, we introduced quarterly meeting-free days and the option to work remotely full-time for up to four weeks per year from any location.

The working environment in the Company is considered satisfactory. The Company did not experience any serious occupational incidents in 2023.



Mastercard Payment Services Infrastructure (Norway) AS

Report of Board of Directors

In our opinion, the Report of Board of Directors includes a true and fair account of the matters addressed in the Report.

We recommend that the Annual Report be adopted at the Annual General Meeting.



Income statement

Mastercard Payment Services Infrastructure (Norway) AS

Values in NOK	Note	2023	2022
Operating income and operating expenses			
Revenue	2	243 165 255	231 766 033
Total revenue		243 165 255	231 766 033
Staff costs	3	18 426 540	17 741 864
Other operating expenses	4, 5	214 200 736	211 833 963
Total operating expenses		232 627 276	229 575 827
Profit before financial income and expenses		10 537 979	2 190 206
Financial income and expenses			
Financial income	6	20 365 847	6 777 349
Financial expenses	6	22 289 153	784 427
Net financial income and expenses		-1 923 306	5 992 922
Profit before tax		8 614 673	8 183 128
Tax expense	7	2 160 269	2 050 261
Profit for the year	8	6 454 404	6 132 867
Proposed distribution of net profit for the year:			
Retained earnings		6 454 404	6 132 867
Total distributed		6 454 404	6 132 867



Balance sheet

Mastercard Payment Services Infrastructure (Norway) AS

Values in NOK	Note	2023	2022
Assets			
Non-current assets			
Deferred tax asset	7	0	5 254
Total non-current assets		0	5 254
Current assets			
Trade receivables	2	3 733 900	2 031 457
Bank deposits	9	312 962 286	656 820 563
Total current assets		316 696 186	658 852 020
Total assets		316 696 186	658 857 274



Balance sheet

Mastercard Payment Services Infrastructure (Norway) AS

Values in NOK	Note	2023	2022
Equity and liabilities			
Equity			
Paid-in capital			
Share capital	10	200 000	200 000
Share premium reserve		59 900 000	59 900 000
Total paid-in capital		60 100 000	60 100 000
Retained earnings			
Other equity		35 708 942	29 256 013
Total retained earnings		35 708 942	29 256 013
Total equity	8	95 808 942	89 356 013
Current liabilities			
Accounts payable		3 736 907	4 089 777
Tax payable	7	2 160 269	2 055 514
Public duties payable		4 697 689	3 336 430
Liabilities to group companies	11	190 181 571	539 068 890
Other current liabilities		20 110 808	20 950 650
Total Current liabilities		220 887 244	569 501 261
Total equity and liabilities		316 696 186	658 857 274

The Board of Mastercard Payment Services Infrastructure (Norway) AS

Susanne Brønnum
Susanne Brønnum (Jun 26, 2024 21:23 GMT+2)
Susanne Brønnum-Hyttel
Chairman of the Board

Erik Stessens
Erik Stessens (Jun 26, 2024 23:46 GMT+2)
Erik Jozef Stessens
Member of the Board

Erik Gutwasser
Erik Anders Gutwasser
Member of the Board

A. K. Whittaker
A. K. Whittaker (Jun 27, 2024 06:38 GMT+1)
Alison Kay Whittaker
Member of the Board

Magnus Egeberg
Magnus Egeberg (Jun 27, 2024 10:26 GMT+2)



Cash flow statement

Mastercard Payment Services Infrastructure (Norway) AS

Values in NOK	2023	2022
Cash flows from operating activities		
Profit before tax	8 614 673	8 183 128
Corporation tax paid	-2 055 514	-6 529 269
Change in working capital, net	-350 417 436	214 802 730
Cash flows from operating activities	-343 858 277	216 456 589
Cash flows for the year	-343 858 277	216 456 589
Cash and cash equivalents at the start of the period	656 820 563	440 363 974
Cash and cash equivalents at the end of the period	312 962 286	656 820 563



Note 1 Accounting policies

The financial statements have been prepared in conformity with the Norwegian Accounting Act and generally accepted accounting standards for ordinary companies.

Currency

The financial statements are presented in Norwegian kroner (NOK) which is also the functional and accounting currency of the Company. Monetary items denominated in currencies other than NOK are revalued at the balance sheet date.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange gains and losses arise from exchange rate fluctuations between the transaction date and the date of payment, and are recognised in the income statement as financial income or expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as interest income or expense and similar items.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the value of the asset can be reliably measured.

Liabilities are recognised in the balance sheet when an outflow of economic benefits is probable and when the liability can be reliably measured.

On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described below for each individual item.

In recognising and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the financial statement that evidence conditions existing at the balance sheet date are taken into account.

Income is recognised in the income statements as earned. Equally, costs incurred to generate the year's earnings are recognised, including impairment and provisions as well as reversals as a result of changes in accounting estimated of amounts which were previously recognised in the income statement.

Revenue

Revenue from services is recognised as income as services are provided.

Staff costs

Staff costs comprise wages and salaries and remuneration, pension contributions, social security costs and other salary-related costs.



Share-based employee remuneration

Mastercard share-based payment plans

The Company participates in the following share-based compensation plans operated by Mastercard, a restricted stock unit scheme ('RSUs') and a performance stock unit scheme ('PSUs') under which units are awarded, in addition to a non-qualified stock option scheme ('Options'). The awards are granted by Mastercard and the Company has no obligation to settle the awards. The fair value of the employee services received in exchange for the grant of the awards is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the awards granted.

Restricted stock units

A restricted stock unit (RSU) award is denominated in common Mastercard shares that will be settled either by delivery of common shares or the payment of cash based upon the value of a specified number of common shares. Mastercard grants RSUs periodically to employees in accordance with the RSU agreement.

Mastercard's RSUs are time-based awards that shall vest evenly over a four-year period. These awards are conditional upon the employee's continued employment with the Mastercard Group as of the vesting date.

The fair value of RSUs is determined and fixed on the grant date based on the Mastercard stock price, adjusted for the exclusion of dividend equivalents.

Performance stock units

A performance stock unit (PSU) consists of the right to receive common shares or cash, as provided in the particular award agreement, upon achievement of a performance goal or goals. The performance unit award shall be earned in accordance with the agreement over a performance period. These awards typically vest at the end of a three-year performance period (cliff vesting). These awards are conditioned upon the employee's continued employment with the Company and the achievement of the performance goals established by the committee and set forth in the employee's grant statement.

Pension

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement in the periods during which services are rendered by employees.

Financial income and expenses

Financial income, expenses, similar items comprise interest income and expense, realised and unrealised gains and losses on transactions denominated in foreign currencies.



Tax

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. The change in deferred tax liabilities is also recognised in the income statement.

A tax asset is recognised if it is probable that it can be utilised with future earnings. Current and deferred tax are computed at the applicable tax rate of 25%.

Receivables

Accounts receivables are measured at nominal cost and necessary provisions are made for bad debt losses based on an assessment of the individual receivable.

Current liabilities

Current liabilities are measured at cost.

Cash flow statement

The cash flow statement has been prepared using the indirect method. Cash and cash equivalents consist of cash, bank deposits and other short-term, liquid investments.



Note 2 Revenue

	2023	2022
Service line		
Corporate services	243 165 255	231 766 033
Total revenue	243 165 255	231 766 033

All recognised sales are derived from Norway.

In 2023 the trade receivables of NOK 3 733 900 (2022: NOK 2 031 457) relate entirely to corporate service revenue.

Note 3 Staff Costs

	2023	2022
Wages and salaries	15 048 865	15 150 388
Employer's tax	3 166 643	2 116 450
Pension costs	159 788	261 164
Other staff costs	51 244	213 862
Total staff costs	18 426 540	17 741 864

During the year, the average number of full-time employees was 12 (2022: 11).

Pension liabilities

The Company is liable to maintain an occupational pension scheme under the Mandatory Occupational Pensions Act. The Company's pension schemes satisfy the requirements of this Act.

Remuneration to the Board of Directors and Managing Director

The Board of Directors did not receive any salary or other remuneration from the Company. No loans or collateral have been granted to the Board of Directors or related parties.

The Managing Director compensation comprised NOK 3 361 052 for 2023.

In the event of termination, change of employment or position, the Company does not provide any special compensation to the Managing Director.

Share-based employee remuneration

For the benefit of employees and elected officials, as at 31 December 2023 the Company had outstanding obligations of NOK 521 117 in relation to share-based remuneration.



Note 4 Fees to external auditor

	2023	2022
Statutory audit	76 769	30 113
Total fee to external auditor	76 769	30 113

Note 5 Other operating expenses

	2023	2022
Support services and other cost of operations	212 382 900	209 218 814
Other expenses	1 817 836	2 615 149
Total other operating expenses	214 200 736	211 833 963

Note 6 Financial income and expenses

	2023	2022
Financial income		
Bank interest	20 365 847	6 746 030
Foreign exchange gains	0	31 319
Total financial income	20 365 847	6 777 349
Financial expenses		
Foreign exchange loss	22 132 722	57 683
Other financial expenses	156 431	726 744
Total financial expenses	22 289 153	784 427



Note 7 Tax

Tax expense	2023	2022
Payable tax	2 160 269	2 055 514
Changes in deferred tax assets	0	-5 254
Tax expense on ordinary profit/loss	2 160 269	2 050 260

Taxable income:		
Ordinary result before tax	8 614 673	8 183 128
Permanent differences	47 417	17 919
Changes in temporary differences	-21 014	21 014
Taxable income	8 641 076	8 222 061

Payable tax in the balance:		
Payable tax on this year's result	2 160 269	2 055 514
Total payable tax in the balance	2 160 269	2 055 514

Calculation of effective tax rate		
Result before tax	8 614 673	8 183 128
Calculated tax on profit before tax	2 148 415	2 045 782
Tax effect of permanent differences	11 854	4 479
Total	2 160 269	2 050 261
Effective tax rate	25,1 %	25,1 %

The tax effect of temporary differences that has formed the basis for deferred tax and deferred tax assets is specified below by type of temporary difference:

	2023	2022	Difference
Accounts receivable	0	-21 014	21 014
Total	0	-21 014	21 014
Basis for deferred tax	0	-21 014	21 014
Deferred tax (25 %)	0	-5 254	5 254

Note 8 Equity

	Share capital	Share premium	Other equity capital	Total equity capital
Equity at 1 January 2023	200 000	59 900 000	29 256 013	89 356 013
Result for the year			6 454 404	6 454 404
Adjustment to equity			-1 475	-1 475
Equity at 31 December 2023	200 000	59 900 000	35 708 942	95 808 942



Note 9 Bank deposits

	2023	2022
Bank deposits	310 825 248	656 241 651
Restricted bank deposits for tax purposes	2 137 038	578 912
Total bank deposits	312 962 286	656 820 563

Note 10 Share capital

The share capital in Mastercard Payment Services Infrastructure (Norway) AS as of 31/12/2023 consists of:

Shareholder	Office	Shares	Numbers	Class	Value	Balance
Mastercard/ Europay U.K. Limited	London	100%	2	A	100.000	200 000

Mastercard Payment Services Norway AS is a part of the consolidated financial statements of Mastercard International Incorporated, 2000 Purchase Street, NY 10577 - Delaware, ID nr. 13-4172551.

Note 11 Related Party Transactions

The following disclosure provides details of transactions with related parties, including the amount, and outstanding balances at the reporting date.

Liabilities to group companies:

	2023	2022
Mastercard Payment Services Norway AS	37 473 106	387 834 390
Mastercard Payment Services Denmark A/S	150 583 623	150 039 586
Other Mastercard group companies	2 124 842	1 194 914
Liabilities to group companies	190 181 571	539 068 890

The following internal transactions have been recorded in the income statement in 2023:

	Revenue	Expenses
Mastercard Europe SA	3 240	56 414
Mastercard Payment Services Denmark A/S	0	150 583 623
Mastercard Payment Services Norway AS	6 795 688	61 907 403
Mastercard International Incorporated	0	870 274
Total internal transactions	6 798 928	213 417 714



Note 12 Events after the reporting date

No events have occurred after the balance sheet date which could significantly affect the Company's financial position.



[ACTION REQUIRED] Financial Statement FY 2023 MPS INFRA

Final Audit Report

2024-06-27


Created:	2024-06-26 (Eastern Daylight Time)
By:	Mikkel Larsen (mikkel.larsen@mastercard.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAGwvyau3SVpJdxipVTNsmIbpU68Fjd_Kq


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
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Signature Date: 2024-06-27 - 4:26:13 AM EDT - Time Source: server- IP address: 57.66.115.34

 Agreement completed.
2024-06-27 - 4:26:13 AM EDT





Skatteetaten

Vår dato
11.12.2020

Din/Deres dato

Saksbehandler
Robin Ingebrigtsen

800 80 000
Skatteetaten.no

Din/Deres referanse

Telefon
99778267

Org.nr
974761076

Vår referanse
2020/6229012

Postadresse
Postboks 9200 Grønland
0134 OSLO

CENTURION NNI AS
Haavard Martinsens vei 54
0978 OSLO

Dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk CENTURION NNI AS, org nr: 922 988 862

Vi viser til CENTURION NNI AS, org nr: 922 988 862, sin søknad om dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering selskapet dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at engelsk språk benyttes i stedet ved utarbeidelsen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

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

Bakgrunn

Fra søknaden siteres:

Legger først og fremst med selskapsstrukturen i NETS der dette aksjeselskapet Centurion NNI AS inngår. Som dere ser inngår selskapet i et internasjonalt konsern der forretningspråket er engelsk. Alle Årsrapporter skrives på engelsk eller på begge språk. Vi har tidligere fått innvilget engelsk på selskapet Nets Holdco 5 AS og det er samme begrunnelse - så jeg håper på tilsvarende for dette selskapet. Ultimate eiere er i toppselskapet Nets Topco 1 S.a.r.l. og eiere er private equity selskapet Hellman & Friedman fra USA. Centurion NNI AS er altså et norsk datterselskap av et dansk selskap som igjen er eid av selskap i Luxembourg.

...

Antall eiere: 1 eier (Nets Denmark A/S)

Type eier: Heleid datterselskap i konsern, Ultimate eiere er private equity selskap i USA (Hellmann& Friedman).

AS eller ASA: Selskapet er AS.



Kunder: Selskapets omsetning er knyttet NICS, Straks FOI, KAR og Avtalegiro, så Primært andre selskaper.

Bransje: Det er vår posisjon at selskapets virksomhet er i en bransje som går over landegrensene, og derfor må engelsk betraktes som mer fordelaktig.

Andre brukere av regnskap: Det er først og fremst utenlandske selskaper og bransjen som kan betraktes som andre brukere av kontoene.

Skattekontorets vurdering

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

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

Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon.

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

Det er etter skattekontorets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I dette tilfellet er det opplyst at brukerne av regnskapet i hovedsak er utenlandske selskaper og at kommunikasjon skjer på engelsk. Selskapets eiere er engelskspråklige og det vil derfor gi et mer informativt regnskap hvis engelsk språk benyttes i årsregnskap og årsberetning. Skattekontoret finner at disse forholdene samlet tilsier at dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk kan gis.



Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Magrit Kilen Støebner
underdirektør
Innsats, storbedrift
Skatteetaten

Robin Ingebrigtsen

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.