Brønnøysundregistrene

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	925 882 127
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	MER AS
Forretningsadresse:	Lilleakerveien 6A 0283 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2022 - 31.12.2022

Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Kristoffer Thoner
Dato for fastsettelse av årsregnskapet:	14.03.2023

Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

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, 13.08.2024

Resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Annen driftsinntekt	1	26 909 000	0
Sum inntekter		**26 909 000**	**0**
Kostnader			
Lønnskostnad	1,2,4	43 967 000	10 647 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	5,6	1 574 000	805 000
Annen driftskostnad	1,3	79 773 000	31 481 000
Sum kostnader		**125 314 000**	**42 933 000**
Driftsresultat		**-98 405 000**	**-42 933 000**
Finansinntekter og finanskostnader			
Annen finansinntekt		5 319 000	596 000
Sum finansinntekter		**5 319 000**	**596 000**
Annen finanskostnad		1 096 000	150 000
Sum finanskostnader	7	**1 096 000**	**150 000**
Netto finans		**4 223 000**	**446 000**
Ordinært resultat før skattekostnad		**-94 182 000**	**-42 487 000**
Skattekostnad på ordinært resultat	8	-20 704 000	-9 347 000
Ordinært resultat etter skattekostnad		**-73 478 000**	**-33 140 000**
Årsresultat		**-73 478 000**	**-33 140 000**

Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	5	72 256 000	19 930 000
Utsatt skattefordel	8	6 000	0
Sum immaterielle eiendeler		**72 262 000**	**19 930 000**
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	6	35 000	84 000
Sum varige driftsmidler		**35 000**	**84 000**
Finansielle anleggsmidler			
Investering i datterselskap	9	2 137 445 000	1 424 962 000
Sum finansielle anleggsmidler		**2 137 445 000**	**1 424 962 000**
Sum anleggsmidler		**2 209 742 000**	**1 444 976 000**
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer	10	135 581 000	48 000 000
Andre fordringer	11	5 420 000	2 797 000
Konsernfordringer	10	485 382 000	325 857 000
Sum fordringer		**626 383 000**	**376 654 000**
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	11	1 423 000	1 000
Sum bankinnskudd, kontanter og lignende		**1 423 000**	**1 000**
Sum omløpsmidler		**627 806 000**	**376 655 000**
SUM EIENDELER		**2 837 548 000**	**1 821 631 000**

Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	13	48 000	42 000
Overkurs		2 227 229 000	1 527 242 000
Ikke registrert kapitalforhøyelse		433 000 000	249 993 000
Annen innskutt egenkapital		110 877 000	41 457 000
Sum innskutt egenkapital	12	**2 771 154 000**	**1 818 734 000**
Opptjent egenkapital			
Annen egenkapital		-106 617 000	-33 140 000
Sum opptjent egenkapital		**-106 617 000**	**-33 140 000**
Sum egenkapital	12	**2 664 537 000**	**1 785 594 000**
Gjeld			
Langsiktig gjeld			
Utsatt skatt	8	0	1 213 000
Sum avsetninger for forpliktelser		**0**	**1 213 000**
Annen langsiktig gjeld			
Sum langsiktig gjeld		**0**	**1 213 000**
Kortsiktig gjeld			
Leverandørgjeld	8,10	40 132 000	26 942 000
Annen kortsiktig gjeld	10	132 879 000	7 883 000
Sum kortsiktig gjeld		**173 011 000**	**34 825 000**
Sum gjeld		**173 011 000**	**36 038 000**
SUM EGENKAPITAL OG GJELD		**2 837 548 000**	**1 821 632 000**

Konsernets resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	2.2	618 087 000	296 776 000
Annen driftsinntekt	2.3	7 815 000	6 377 000
Sum inntekter		**625 902 000**	**303 153 000**
Kostnader			
Varekostnad	2.6	475 009 000	213 080 000
Lønnskostnad	2.4	230 561 000	156 135 000
Avskrivning på varige driftsmidler og immaterielle eiendeler	3.1,3.3 ,3.4	121 502 000	84 884 000
Nedskrivning av varige driftsmidler og immaterielle eiendeler	3.1,3.3	738 000	2 693 000
Annen driftskostnad	2.5	259 330 000	131 061 000
Sum kostnader		**1 087 140 000**	**587 853 000**
Driftsresultat		**-461 238 000**	**-284 700 000**
Finansinntekter og finanskostnader			
Annen finansinntekt	4.5	8 740 000	1 074 000
Sum finansinntekter		**8 740 000**	**1 074 000**
Annen finanskostnad	4.5	8 582 000	8 669 000
Sum finanskostnader		**8 582 000**	**8 669 000**
Netto finans		**158 000**	**-7 595 000**
Ordinært resultat før skattekostnad		**-461 080 000**	**-292 295 000**
Skattekostnad på ordinært resultat	5.1	-72 531 000	-7 232 000
Ordinært resultat etter skattekostnad		**-388 549 000**	**-285 063 000**
Årsresultat		**-388 549 000**	**-285 063 000**
Minoritetsinteresser		-23 295 000	-19 749 000
Årsresultat etter minoritetsinteresser		**-365 254 000**	**-265 314 000**
Andre resultatkomponenter for IFRS-foretak		5 864 000	-46 752 000

Konsernets resultatregnskap

Beløp i: NOK	Note	2022	2021
minoritetens andel		1 929 000	284 000
Sum resultatkomponenter for IFRS-foretak		7 793 000	-46 468 000
Totalresultat		**-357 461 000**	**-311 782 000**

Konsernets balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	3.1	128 305 000	74 092 000
Utsatt skattefordel	5.1	50 017 000	4 065 000
Goodwill	3.2	545 683 000	394 101 000
Sum immaterielle eiendeler		**724 005 000**	**472 258 000**
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	3.3, 3.4	632 374 000	425 408 000
Sum varige driftsmidler		**632 374 000**	**425 408 000**
Finansielle anleggsmidler			
Andre fordringer	3.4	979 000	1 771 000
Sum finansielle anleggsmidler		**979 000**	**1 771 000**
Sum anleggsmidler		**1 357 358 000**	**899 437 000**
Omløpsmidler			
Varer			
Varer	3.5	186 428 000	36 559 000
Sum varer		**186 428 000**	**36 559 000**
Fordringer			
Kundefordringer	2.7	84 609 000	47 280 000
Andre fordringer	2.9,2.7	75 950 000	52 675 000
Konsernfordringer	4.4	551 554 000	379 625 000
Sum fordringer		**712 113 000**	**479 580 000**
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	4.3	164 374 000	280 748 000
Sum bankinnskudd, kontanter og lignende		**164 374 000**	**280 748 000**
Sum omløpsmidler		**1 062 915 000**	**796 887 000**

Konsernets balanse

Beløp i: NOK	Note	2022	2021
SUM EIENDELER		**2 420 273 000**	**1 696 324 000**
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	4.7	48 000	45 000
Overkurs	4.7	2 227 229 000	1 777 232 000
Sum innskutt egenkapital		**2 227 277 000**	**1 777 277 000**
Opptjent egenkapital			
Udekket tap		314 120 000	427 100 000
Minoritetsinteresser		53 424 000	78 648 000
Sum opptjent egenkapital		**-260 696 000**	**-348 452 000**
Sum egenkapital		**1 966 581 000**	**1 428 825 000**
Gjeld			
Langsiktig gjeld			
Utsatt skatt	5.1	14 570 000	11 971 000
Sum avsetninger for forpliktelser		**14 570 000**	**11 971 000**
Annen langsiktig gjeld			
Øvrig langsiktig gjeld	4.2,2.10	108 107 000	74 065 000
Sum annen langsiktig gjeld		**108 107 000**	**74 065 000**
Sum langsiktig gjeld		**122 677 000**	**86 036 000**
Kortsiktig gjeld			
Leverandørgjeld	2.8	147 809 000	90 754 000
Annen kortsiktig gjeld	4.2,2.8,2.9,2.10	183 207 000	90 709 000
Sum kortsiktig gjeld		**331 016 000**	**181 463 000**
Sum gjeld		**453 693 000**	**267 499 000**

Konsernets balanse

Beløp i: NOK	Note	2022	2021
SUM EGENKAPITAL OG GJELD		**2 420 274 000**	**1 696 324 000**

Consolidated Financial Statements 2022

STATKRAFT MER HOLDING AS

mer

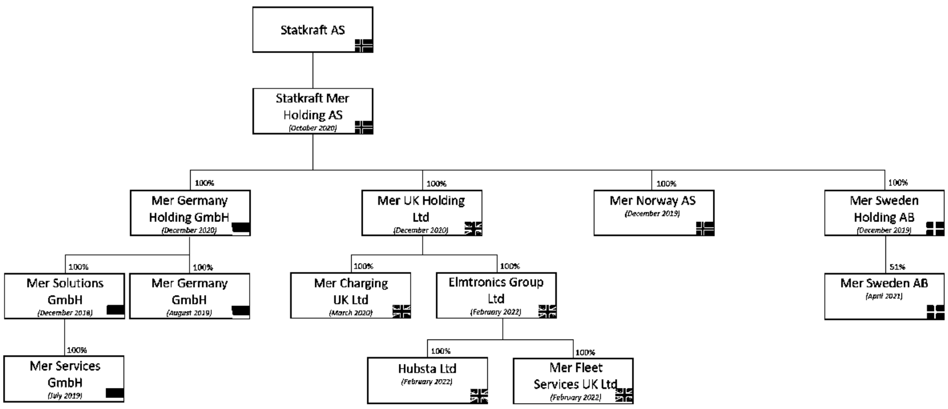
Pure energy from Statkraft

The Board of Directors' Report 2022 for Statkraft Mer Holding AS

Operations and locations

Statkraft Mer Holding AS (the "Company") is a private limited company headquartered in Oslo, Norway, with subsidiaries located in Norway, Sweden, Germany, and the United Kingdom (collectively "the Group"). The Company was incorporated in October 2020 to serve as the intermediate holding company of the subsidiaries which constituted Statkraft AS's electrical vehicle ("EV") charging business. Besides being the holding company of the Group, Statkraft Mer Holding AS is driving strategy and commercial development and provides important Group functions within administration, finance and IT.

The Group structure is presented below:



The Group is a European full-service EV charging provider on a mission to make sustainable electric mobility easy and accessible for everyone with an aspiration to become a winning European full-service charging provider, with customer-centric solutions that create a smarter tomorrow. The Group is a scalable one-stop-shop provider covering two main segments of the EV charging industry: (i) public charging and (ii) private charging, with the opportunity of bundling products for individuals and fleets.

The public segment covers all locations with charging services and products that are accessible for the general public. This includes stations where the Group owns and operates the chargers based on long-term agreements (called BOO - Build-Own-Operate), but also business lines where the Group resells chargers and manage installation and operations on behalf of other owners (called RBO - Resell-Build-Operate), in addition to pure resale of charging stations. The Group is predominately focusing on rapid and ultra-rapid charging stations for its BOO business model, on high-traffic high-way and destination locations. The public segment also includes the smaller activities in offering of charge cards and car sharing.

The private segment covers all locations with charging services and products that are not open to the general public. This includes workplaces and depots, multi-home/apartment buildings, and single homes. It also includes bundled products for corporate fleet owners and private individuals that combine charging at private and public locations into one offering/subscription.

Comments related to the financial statements

The Group grew both by revenue and gross profit during 2022, which was a very eventful year, with the following key developments:

- In the public segment, the Group expanded its BOO network of charging sockets from 2542 to 2991 (where of 379 were public fast (>50kW) and 70 public slow (<=22 kW)) and experienced high increase in usage, driven by premium locations and partnerships, good customers experience and the steady increase in EVs on the road. In addition, the group increased its sales prices as a result of the increased electricity price level. During the year, the Group also signed several new larger location partners (amongst others Blue Diamond and Nuveen in UK, Forstinger in Austria, Apcoa in Germany, Trophi in the Sweden and Ragde in Norway as well as many smaller land deals and -rights, that will support growth the next years.
- In the private segment, the Group expanded its RBO business on the back of the strong EV growth and its attractive products to business and multi-home customers in particular. The UK business was particularly strengthened by the acquisition of Elmtronics Group Ltd. (Mer Fleet Services Ltd.). Key customer wins were IKEA and Asda in UK, Hays and Dennree in Germany, Södra and DHL in Sweden and JM in Norway.

Income statement

The Group's total operating income and revenue increased from NOK 303.2 million in 2021 to NOK 625.9 million in 2022. The increase of NOK 322.7 million was driven by a solid growth in sales revenues across both operating segments, and in the public segment mainly explained by higher volume of kWh sold and increased charging prices.

Gross profit grew by 68% during the year, reaching NOK 150.9 million for 2022. EBIT decreased from a loss of NOK 284.7 million in 2021 to a loss NOK 461.2 million in 2022. This mainly reflects the Group's expansion of network and organization during the year, resulting in increased salary and personnel expenses, in addition to increased IT expenses and use of external consultants following the scale-up of the Group and the current restructuring of the IT infrastructure. Further, as the owned charging network grew, the Group's depreciation and amortisation expenses increased from NOK 84.9 million in 2021 to NOK 121.5 million in 2022, mainly explained by depreciation arising from investments in charging stations during the year, in addition to depreciation from the Group's leased assets.

Net financial income was NOK 0.2 million in 2022, compared to a net financial expense of NOK 7.6 million in 2021. The Group's interest-bearing liabilities consist mainly of lease liabilities, and the net financial items consist primarily of foreign exchange differences and interest expenses related to the Group's leased assets.

Net loss was NOK 388.5 million in 2022, compared to NOK 285.1 million in 2021.

Research and development activities

Research and development ("R&D") conducted by the Group primarily includes development of new products and services and continuous improvement of its software.

One major development that is currently ongoing within the Group is to set up a common IT system and infrastructure for all of the Group's business units to operate on. This project, called the "IT scale-up", is in the midst of implementation, and the cost for the project is already included in Group's budgets and forecasts. Other new technology and standards that are in the pipeline and that the Group is working on, include, but is not limited to:

- AutoCharge, being a technology to identify and authorize customers based on a vehicle identifier.
- Smart Charging features such as spot price optimization, load balancing and grid-services
- Support for complying to the ISO 15118 standard, being an international standard that will apply for all future cases (including authorization with Plug & Charge and Vehicle to Grid)

For the AutoCharge and Smart Charging features, design and development has started on an iterative approach, implementing minimum viable products for these services to begin with, and then further develop these with new iterations.

Statement of financial position

The Group had total assets of NOK 2,420.3 million as of 31 December 2022, compared to NOK 1,696.3 million as of 31 December 2021. Total non-current assets as of 31 December 2022 was NOK 1,357.4 million (31 December 2021: NOK 899.4 million). The increase of NOK 457.9 million was primarily driven by an increase in property, plant and equipment of NOK 169.7 million, mainly related to investment in charging stations. Further, the acquisition of Mer Fleet Services Ltd. in February 2022 contributed goodwill of NOK 151.1 million.

Total current assets as of 31 December 2022 was NOK 1,062.9 million (31 December 2021: NOK 796.9 million). The increase of NOK 266.0 million was mainly driven by an increase in the Group's receivable against Statkraft' s cash pool of NOK 171.9 million. During 2022, the Group received NOK 883.0 million in cash contribution from Statkraft, partially used to finance the acquisition of Mer Fleet Services Ltd. (net cash outflow of NOK 163.9 million), in addition to spending to fund ordinary business activities. Further, the change in other current assets was driven by an increase in inventories of NOK 149.9 million. During 2021 and 2022, the Group's results of operations were affected by a pressured electrical vehicle charge point ("EVCP") market and increased prices. With regards to this situation, the Group made a significant build-up of inventories during 2022 to secure access to EVCPs'.

The Group had total liabilities of NOK 453.7 million as of 31 December 2022, compared to NOK 267.5 million as of 31 December 2021. Total non-current liabilities as of 31 December 2022 was NOK 122.7 million (31 December 2021: NOK 86.0 million). The increase of NOK 36.6 million was mainly driven by an increase in non-current interest-bearing liabilities of NOK 29.0 million, primarily related to new lease agreements entered into during the period (mainly parking spots and office buildings). Further, the Group's non-current provisions increased by NOK 5.0 million, which reflects additions of asset retirement obligations arising from investments in charging stations.

Total current liabilities as of 31 December 2022 was NOK 331.0 million (31 December 2021: NOK 181.5 million). The increase of NOK 149.6 million was primarily driven by increases in trade and other payables and other current liabilities of NOK 57.1 million and NOK 60.9 million respectively, mainly reflecting the Group's significant build-up of inventories in addition to a generally higher expense level during the year (mainly external consultants and IT).

The Group's total equity increased from NOK 1,428.8 million as of 31 December 2021 to NOK 1,966.6 million as of 31 December 2022. The increase of NOK 537.8 million reflects issue of share capital of NOK 883.0 million, received Group contribution of NOK 37,4 million and currency translation effects of NOK 5.9 million, offset by the loss for the year of NOK 388.5 million.

Cash flow statement

Net cash flow from operating activities

Net cash outflow from operating activities for the year ended 31 December 2022 was NOK 412.7 million, compared to NOK 100.5 million for the year ended 2021. Net cash outflow from operating activities in 2022 was mainly driven by a loss before tax of NOK 461.1 million and a change in inventories of negative NOK 147.8 million, reflecting the Group's significant build-up of inventories during the year. The loss before tax and the change in inventories was somewhat offset by depreciation and amortisation of NOK 127.3 million, increase in trade and other payables of NOK 48.4 million, changes in other operating items of NOK 37.4 million and provisions made during the year of NOK 13.1 million.

Net cash flow from investing activities

Net cash outflow from investing activities for the year ended 31 December 2022 was NOK 466.2 million in 2022, compared to NOK 441.1 million for the year ended 31 December 2021. Net cash outflow from investing activities in 2022 was mainly driven by the acquisition of Mer Fleet Services Ltd. (net cash outflow of NOK 163.9 million), in addition to investments in property, plant and equipment (mainly charging stations) and intangible assets (mainly self-developed software) of NOK 251.3 million and NOK 55.0 million respectively.

Net cash flow from financing activities

Net cash flow from financing activities for the year ended 31 December 2022 was NOK 757.3 million, compared to NOK 724.8 million for the year ended 31 December 2021. Net cash flow from financing activities in 2022 was mainly driven by proceeds from share issue of NOK 883.0 million and received Group contribution of NOK 68.5 million, somewhat offset by lease payments of NOK 21.7 million and spending to fund ordinary business activities.

Cash and cash equivalents decreased from NOK 280.7 million as of 31 December 2021 to NOK 164.4 million as of 31 December 2022.

Future challenges and risks

Market for electric vehicles and EV charging

As an operator of charging stations for EVs, the Group's future growth is correlated with the market for electric vehicles and thus ultimately dependent upon the continuing rapid adoption of EVs. The market for EVs is still continuously evolving, characterized by rapidly changing technologies, increasing driver choice in available EV models, evolving government regulation and industry standards, changing driver preferences and behaviours, and governmental initiatives related to climate change and the transport electrification in general. Such changes can impact the growth trajectory of the transition to EVs.

The Group faces strong competition within both the public and private segments, and there is a risk that any expansion of current competitors or new market entrants (with existing or new charging technology) could increase the competition further.

Availability of electricity and reasonable electricity prices

During 2020-2022 the global electricity and energy markets have been characterized by exceptional conditions with electricity prices going from record lows in 2020 to record highs in 2022. While this has not impacted the demand for EVs and the Group's charging services thus far, a prolonged period of higher prices, or should the prices increase further, could reduce the demand for an interim period.

Relationships with location partners

To continue to build out its charging network, the Group is dependent on establishing and maintaining strong long-term relationships with location partners such as from real estate, retail or individual site hosts. The Group has entered into several key partner agreements with site hosts such as McDonalds, Coop, and Tank & Rast, and is dependent both on continuing these partnerships and to win new key partners and customers in order to continue its growth.

Availability of suppliers and access to installation partners

As the EV industry is a fairly young and rapidly growing industry, many manufacturers of EV charging equipment are early-stage companies that may face challenges in maintaining their existing operations. Should such operations be ceased or interrupted, there is a risk that the Group's business and operations could be adversely affected. Suppliers may also experience difficulties scaling their operations while maintaining sufficient quality of products and securing their supply chains. Some of the components in chargers are in short supply globally and it is estimated that shortage of products and challenges in the supply chains could continue also going forward.

Furthermore, due to the overall market growth in EV charging, and in the broader electricity network business, there is a shortage of skilled electricians in each of the markets the Group operates in, which involves risk relating to future availability and quality of installation partners.

Opportunities and key market trends

Expected market growth

The market for EVs is characterised by high growth, supported by multiple governmental initiatives to drive the energy transition. Several European countries are developing programs to encourage the adoption of EVs and the build-out and use of EV charging networks, such as offering financial incentives or providing access to special charging areas. This has contributed to increasing numbers of charging points being installed in public locations, as well as at private residences. Moreover, one can also observe an increase in the number of companies offering charging solutions, such as charging stations and home charging units. The market development for charging infrastructure going forward is expected to mainly be driven by the sale of electric vehicles. The car park in the European Union is expected to grow significantly between 2022 and 2030[1], supported by governmental initiatives to drive the energy transition, in addition to technological enhancements and high roll-out of new EV models from car manufacturers.

Strategy and objectives

With the Group's clear focus on customer centricity, the Group aims to continue to win customers by delivering an innovative, full-service, integrated, and hassle-free charging experience in selected locations. Combined with a clear focus on operational excellence to increase efficiency and reliability of the internal value chain – fully leveraging synergies with Statkraft and internal and external best practices – the Group aims to deliver products and conduct its internal activities in an environmentally conscious and sustainable way.

Financial outlook

For the public segment, the medium- to long-term target revenue is expected to be dominated by the operations in Germany, followed by an equal contribution from the remaining countries. The Group expects that charging revenue will contribute the highest share of revenue, followed by revenue from hardware sales and installation and revenue from operating services. The overall growth within the public segment is expected to be sourced from both existing location partnerships as well as a pipeline of new partnership candidates, fuelled by a growing share of EVs in the core markets.

For the private segment, the medium- to long-term revenue is estimated to see highest contribution from the UK, followed by Germany, Sweden and Norway. Revenues from sale of hardware and installation is still expected to be the main driver revenues. Operating services is however estimated to increase its relative contribution to revenues following targeted focus on increasing service offering and increasing share of sockets with subscription agreements. Overall, further growth is expected to be derived from new and existing partnerships, direct B2B sales and increasing financing opportunities (e.g., leasing).

The Group's gross margin is expected to increase in the medium- to long-term following improved margins from both the public and private segment, driven by a focus on premium public and private charging segments boosted by higher utilization and throughput per charger.

The Group's EBITDA margin development is expected to be muted in the near-term following additional investments in the OPEX base to support growth. The EBITDA margin is expected to gradually turn positive as the company scales.

In terms of capital structure, the Group currently has no intention of obtaining debt financing in the next part of the growth phase. Long-term leverage target will be revisited at a later stage to optimise capital structure. In addition, future dividends will be considered by the Board of Directors when relevant.

Financial risk

The Group's principal financial liabilities comprise lease liabilities and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, cash and short-term deposits that derive directly from its operations. The Group does not hold derivative financial instruments, except for power supply contracts in Germany. These contracts have been assessed to represent “own-use” contracts and are therefore not within the scope of IFRS 9 (accounted for as executory contracts according to IAS 37).

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 minimize potential adverse effects of such risks through sound

[1] *Company Market Study*

business practice and risk management. Risk management is carried out by the Group Management under policies approved by the Board.

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 is exposed to the risk of changes in foreign exchange rates as it has investments in foreign subsidiaries with functional currencies in SEK, EUR and GBP.

A significant part of revenues and expenses is denominated in EUR and NOK, in addition to SEK and GBP. The Group also has exposure to USD, however in very small volumes. The Group limits its foreign currency exposure through having similar currencies for its revenue, operating expenses, and investments in the different subsidiaries. The Group does currently not hedge currency exposure with use of financial instruments but monitors the net exposure over time.

The sensitivity to a possible change in foreign currency (with all other variables held constant) on the Group's profit before tax is assessed to be small.

Interest rate risk

Interest 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 is low as it relates primarily to cash and cash equivalents at floating interest rates.

The sensitivity to a possible change in interest rates (with all other variables held constant) on the Group's profit before tax is not significant. The Group has no interest-bearing debt, except lease liabilities which are not significantly affected by changes in interest rates.

Power market risk

The Group is exposed to power market risk in public and private charging products that contain an energy provision component with a more dynamic sourcing cost than sell-price, e.g., when there is a spot-based energy supply contract whereas prices towards paying customers are more static. Management monitors the impact of this on company product margins and adjusts prices frequently. However, there is a lag and a risk against prevailing market prices for charging, such as during winter 2021/2022. The volatility might also have a positive effect when market prices are lower than the static customer prices. Management monitors this frequently and is looking at various ways to mitigate and pass on this risk.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities which are settled by delivering cash or another financial asset. The Group monitors its risk to a shortage of funds by monitoring its working capital, overdue trade receivables and establishing credit facilities if needed.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables). As the counterparties to cash and cash equivalents are respectable banks, the credit risk associated is considered to be small. Further, the risk related to the cash pool towards Statkraft is assessed to be small.

The Group manages its credit risk by trading only with creditworthy third parties. It is the Group's policy that customers in major transactions/deals wishing to trade on credit terms are subject to credit verification procedures, which include an assessment of credit rating and review of prior payment issues. The Group ensures that the outstanding amounts do not exceed the set credit limits as means of mitigating the risk of financial loss from defaults and receivable balances are monitored on an ongoing basis.

Climate risk

The foundation of the Group's business stems from the overall climate change risk and the regulatory incentives and technology development to electrify transportation in Europe. The Group is itself, however, more moderately exposed to climate risk: There is primarily risk of increased precipitation and flooding of charging sites, and more extreme weather conditions in general.

The Group is further exposed to risk related to market reputation as the stakeholders' perception and definition of "green" can change during the next years. A potential impact is therefore new regulatory requirements and increased cost of raw materials and waste handling.

Going concern

The Board confirms that the financial statements are prepared based on the going concern assumption. The Group is experiencing strong growth in the EV charging market, and as such the Group requires capital to continue its development. Statkraft Mer Holding AS is exploring different means of funding, and Statkraft AS has committed to contribute capital to ensure necessary liquidity to honour its financial obligations for at least 12 months from approval of the group financial statements.

Parent company accounts

Statkraft Mer Holding AS is the holding company of the Group and contains the group management and corporate functions. Revenues are primarily generated from sale of management- and IT operation services to subsidiaries. Purchases from subsidiaries consist mainly of personnel-, IT- and consulting services.

For 2022, Statkraft Mer Holding AS recorded revenues of NOK 26.9 million. The Company did not record any revenues in 2021. Total operating expenses increased by NOK 81.6 million to NOK 123.7 million during the year. The increase was mainly driven by the Group's expansion of network and organization during the year, leading to higher salary and personnel expenses, in addition to costs related to the current restructuring of the IT infrastructure. The increase in total operating expenses was also partly driven by use of external consultants.

Total assets increased from NOK 1,821.6 million as of 31 December 2021 to NOK 2,837.5 million as of 31 December 2022. The increase was primarily driven by investments in subsidiaries, in addition to increased receivables from subsidiaries and Group companies (Group contribution from Statkraft Energi AS and cash pool receivable towards Statkraft AS). The increase was further driven by investments in self-developed software and capitalized costs related to the current restructuring of the IT infrastructure.

The Company had total liabilities of NOK 173.0 million as of 31 December 2022, compared to NOK 36.0 million as of 31 December 2021. The increase reflects trade payables and other current liabilities to subsidiaries and Statkraft AS.

Total equity increased from NOK 1,785.6 million as of 31 December 2021 to NOK 2,664.5 million as of 31 December 2022. The increase of NOK 878.9 million reflects capital increases of NOK 883.0 million and group contribution of NOK 69.4 million, offset by the loss for the year.

Allocation of net loss

The accounting loss for the year ended 31 December 2022 was NOK 73.5 million, with the proposed allocation for the year shown in the 2022 parent company financial statements.

Subsequent events

Reference is made to note 7.2 *Subsequent events* in the 2022 consolidated IFRS Financial Statements for a description of significant events subsequent to 31 December 2022.

The working environment and the employees

Statkraft Mer Holding AS had 17 full-time employees at year-end 2022 and fewer during the reporting year. The Company is hence below the 20 FTE limit for detailed reporting yet is planning for voluntary extended reporting from 2023 onwards.

In Statkraft Mer Holding, the leave of absence due to illness totalled 773 hours in 2022 (0 hours in 2021), which equals approximately 3,43 % (0% in 2021) of the total working hours in the holding company. The sick leave is not work related. The company had no incidences or reporting of work-related accidents resulting in significant material damage or personal injury occurred during the year.

In general, the broader international Group has very low sick leave, and almost none related to short term. Still the group continues to look into work environment and work situation. Through employee surveys sent out every second month, the group assesses and works on results related to work situation and environment. The working environment is considered to be good, and efforts for improvements are made on an ongoing basis. The Group's management team had regular meetings in 2022. A number of issues have been discussed in the meetings, which have resulted in recommendations for the group. Several activities were launched in 2022, such as one hour to do physical training during work hours once a week, and Friday afternoons blocked for meetings. The broader Group had two incidents where subcontractors experienced work-related accidents resulting in personal injury. Both incidents are studied in detail with improvement actions identified and under implementation.

Equal opportunities and discrimination

Statkraft Mer Holding AS has 35,3% women, while the broader Group has 33% women in management positions and 30% in broader staff. The number of women is thus fairly divided between the different levels of responsibility and functions.

There are no reported incidents of discrimination, harassment or bullying through our whistleblowing channel. Any concerns raised on these topics in pulse surveys are acted upon. We have also conducted trainings for the group in code of conduct and business ethics which covers equality, diversity and inclusion (among other topics). Hence, the group had several actions on these topics for 2022 and will continue to be aware and work with this through 2023. A special training for these topics will be launched in 2023 to continue to raise the awareness and competency.

Environmental report

Environmental impact along the Group's value chain

The Group has identified the following areas along its value chain which may lead to potential negative impact on the climate and biodiversity: 1) Supply chain: GHG (greenhouse gas) emissions from transport, material production and product development and use of virgin raw material, 2) Own operations: biodiversity impact from material production, energy use in offices, GHG emissions from business travel and installation (concrete foundation), waste management, circular economy (product lifetime, repair, reuse), 3) Downstream: end of life management and mobility.

The Group aims to integrate sustainability along its internal value chain, to make sure the business strategy including the sustainability agenda is cascaded into all departments and associated processes. The Group's assessment and management of its environmental impact is based on laws and regulations in the countries where it operates and takes guidance from relevant international standards and principles. Therefore, the Group seeks to:

- Avoid/minimise/mitigate adverse impact from its activities
- Efficiently follow-up scope 1,2 and 3 emissions (greenhouse gas (GHG) emissions)
- Reduce/reuse/recycle as much as possible to limit waste
- Minimise ecological footprint and to sustainably manage use of resources

The Group is committed to become carbon neutral by the end of 2023

With the focus on sustainability integrated across the value chain and associated processes, the Group aims to be carbon neutral by end of 2023. To reach this target, the Group needs to: to (i) have a clear and reliable calculation of actual emissions in 2023, (ii) set reduction targets for 2023 and define the pathway for how to achieve such targets and (iii) offset the remaining emissions of 2023. The sustainability report for 2022 is intended to be published during the second or third quarter of 2023.

Sustainable Development Goals (SDG)

The Group actively works to support the United Nations Sustainability Development Goals and mainly aim to contribute to the following environmental SDGs: (7) Affordable and clean energy, (11) Sustainable cities and communities, (12) Responsible consumption and production, (13) Climate Action.

Actions to support SDG 7,11,13:

By building charging infrastructure, the Group is investing in building of future mobility. The Group is sure that the more people have access to charging facilities, the more people are willing to drive electric. This leads to less local emissions in the cities and air quality improves. By supplying renewable energy, the Group directly support the mitigation of climate change.

Actions to support SDG 12:

By developing and implementing a Supplier Code, suppliers will be encouraged to apply a circular economy mindset to their activities, including adopting a lifecycle perspective and promoting resource efficiency, reuse, and recycling. As the Group also want to promote circular economy in its internal operations, it strives to implement initiatives for this in 2023.

The Group will publish its first report on the Transparency Act by the 30th of June 2023 as a standalone report. The report will follow the requirements defined in the law and will be published on the company's website.

Insurance for board members and general manager

The Group, including subsidiaries, has established directors' and officers' liability insurance which, within the framework of the insurance wording, covers the personal liability they may incur as director or chief executive officer in accordance with applicable law.

Oslo, 7 March 2023

Jürgen Norbert Tzschoppe
Chairman of the Board

Bjørn Nikolai Holsen
Board Member

Henrik Nissen Sætness
Board Member

Marit Grimsbo
Board Member

Anne Marit Harris
Board Member

Kristoffer Thoner
Chief Executive Officer

Contents

Consolidated Financial Statements

Statkraft Mer Holding AS

Consolidated statement of profit or loss

1 January - 31 December

All amounts in NOK 1000	Note	2022	2021
Sales revenues	2.2	618 087	296 776
Other operating income	2.3	2 389	4 404
Other revenues	2.3	5 425	1 973
Total operating income and revenue		**625 902**	**303 153**
Cost of sales	2.6	(475 009)	(213 080)
Gross profit		**150 892**	**90 073**
Salary and personnel expenses	2.4	(230 561)	(156 135)
Other operating expenses	2.5	(259 330)	(131 061)
Impairment losses	3.1, 3.3	(738)	(2 693)
Operating expenses		**(490 629)**	**(289 889)**
Operating profit or loss (EBITDA)		**(339 737)**	**(199 816)**
Depreciation and amortisation	3.1, 3.3, 3.4	(121 502)	(84 884)
Operating profit or loss (EBIT)		**(461 238)**	**(284 700)**
Financial income	4.5	8 740	1 074
Financial expense	4.5	(8 582)	(8 669)
Net financial items		**158**	**(7 595)**
Profit or loss before tax		**(461 080)**	**(292 295)**
Income tax expense	5.1	72 531	7 232
Net profit or loss		**(388 548)**	**(285 063)**
Net loss for the year attributable to:			
Equity holders of the parent company		(365 254)	(265 314)
Non-controlling interests		(23 295)	(19 749)
Earnings per share			
Basic and diluted earnings per share (NOK)	7.1	(121 751)	(88 438)

Consolidated statement of comprehensive income

1 January - 31 December

All amounts in NOK 1000	Note	2022	2021
Net profit or loss for the year		**(388 548)**	**(285 063)**
Other comprehensive income			
Items which may subsequently be reclassified to profit or loss:			
Translation differences		5 864	(46 752)
Other comprehensive income		**5 864**	**(46 752)**
Total comprehensive income		**(382 685)**	**(331 815)**
Total comprehensive income attributable to:			
Equity holders of the parent company		(357 461)	(311 782)
Non-controlling interests		(25 224)	(20 032)

Consolidated statement of financial position

All amounts in NOK 1000	Note	31.12.2022	31.12.2021
Deferred tax assets	5.1	50 017	4 065
Goodwill	3.2	545 683	394 101
Intangible assets	3.1	128 305	74 092
Right-of-use assets	3.4	102 762	65 460
Property, plant & equipment	3.3	529 612	359 948
Non-current financial assets	3.4	978	1 770
Total non-current assets		**1 357 358**	**899 437**
Trade and other receivables	2.7	84 609	47 280
Inventory	3.5	186 428	36 559
Contract assets	2.9	45 487	20 759
Other current assets	2.7	30 463	31 916
Receivable against the parent's cash pool	4.4	551 554	379 625
Cash and cash equivalents	4.3	164 374	280 749
Total current assets		**1 062 915**	**796 888**
Total assets		**2 420 273**	**1 696 324**

All amounts in NOK 1000	Note	31.12.2022	31.12.2021
Share capital	4.7	48	45
Share premium	4.7	2 227 229	1 777 232
Other reserves		(314 121)	(427 100)
Capital and reserves attributable to holders of the parent company		**1 913 156**	**1 350 177**
Non-controlling interest		53 424	78 648
Total equity	**4.7**	**1 966 581**	**1 428 825**
Non-current interest-bearing liabilities	4.2	81 867	52 848
Deferred tax liabilities	5.1	14 571	11 972
Non-current provisions	2.10	26 240	21 217
Total non-current liabilities		**122 677**	**86 036**
Current interest-bearing liabilities	4.2	18 018	11 770
Trade and other payables	2.8	147 809	90 754
Other current liabilities	2.8	109 659	48 792
Contract liabilities	2.9	41 259	13 535
Current provisions	2.10	14 271	16 612
Total current liabilities		**331 016**	**181 463**
Total liabilities		**453 693**	**267 499**
Total equity and liabilities		**2 420 273**	**1 696 324**

Oslo, 7 March 2023

Jürgen Norbert Tzschoppe Chairman of the Board	Bjørn Nikolai Holsen Board Member	Henrik Nissen Sætness Board Member
Marit Grimsbo Board Member	Anne Marit Harris Board Member	Kristoffer Thoner Chief Executive Officer

Consolidated statement of cash flow

1 January - 31 December

All amounts in NOK 1000	Note	2022	2021
Cash flow from operating activities:			
Profit or loss before tax		(461 080)	(292 295)
Adjustments to reconcile operating income to net cash provided by operating activities			
Depreciation and amortisation	3.1,3.3,3.4	127 333	84 884
Impairment		738	2 693
Finance income	4.5	(8 740)	(1 074)
Finance expense	4.5	8 582	8 669
Loss on sale of property, plant and equipment	3.3	3 218	3 634
Gain on sale of property, plant and equipment	3.3	(1 780)	0
Provision made during the year	2.10	13 071	15 262
Working capital changes that provided/(used) cash			
Changes in trade and other receivables		(24 833)	(17 200)
Changes in trade and other payables		48 440	53 787
Changes in contract assets and liabilities	2.9	2 996	1 721
Changes in inventory		(147 820)	(14 715)
Changes in other non-current assets		792	1 267
Changes in other operating items		37 439	60 219
Interest received		5 433	887
Interest paid		(2 502)	(4 722)
Payments of interest for the lease liability*	3.4, 4.2	(1 611)	(1 075)
Realized foreign exchange (net)		(1 091)	(297)
Other finance expense (net)		(2 185)	(2 104)
Income tax paid	5.1	(9 126)	0
Net cash flows from operating activities		**(412 727)**	**(100 459)**
Cash flow from investing activities			
Investment in property, plant and equipment	3.3	(251 274)	(186 250)
Investment in intangible assets	3.1	(55 002)	(6 495)
Proceed from sale of property, plant and equipment	3.3	3 889	22 922
Proceed from sale of intangible assets	3.1	95	1 931
Acquisition of subsidiaries, net of cash acquired**	6.2	(163 894)	(273 233)
Net cash flows from investing activities		**(466 185)**	**(441 125)**
Cash flow from financing activities			
Proceeds from share issue	4.7	450 000	1 225 596
Proceeds from unregistrered share issue	4.7	433 000	0
Repayments of borrowings	4.2	(531)	(66 583)
Cash movement in cash pool	4.4	(171 929)	(326 442)
Payments for the principal portion of the lease liability	3.4, 4.2	(21 749)	(127 189)
Group contribution received		68 460	70 150
Group contribution made		0	(50 700)
Net cash flows from financing activities		**757 251**	**724 832**
Net change in cash and cash equivalents	4.3	(121 662)	183 248
Net foreign on exchange differences		5 288	(8 458)
Cash and cash equivalents as at 1 Jan	4.3	280 749	105 960
Cash and cash equivalents as at 31 Dec		**164 374**	**280 749**

*Mer has chosen to present interest expenses under operating activities as it relates to leasing and other operating items. In 2021, payments of interest for the lease liability were presented under financing activities.

** In 2021, Acquisition of subsidiaries, net of cash acquired relates to cash outflow from acquisition of Bee Charging Solutions AB of NOK 13.3 million (ref. note 6.2) and payment to Statkraft of NOK 259.7 million for Mer Germany GmbH and Mer Solutions GmbH.

Statement of changes in Equity

1 January - 31 December

All amounts in NOK 1000		Attributable to equity holders of the company							
2022	**Note**	**Share capital**	**Share premium**	**Other paid-in capital**	**Retained earnings**	**Cumulative translation differences**	**Total**	**Non-controlling interest**	**Total equity**
Balances as at 01.01.2022		**45**	**1 777 232**	**4 017**	**(394 265)**	**(36 852)**	**1 350 177**	**78 648**	**1 428 825**
Profit or loss for the year					(365 254)		(365 254)	(23 295)	**(388 548)**
Other comprehensive income						7 793	7 793	(1 929)	**5 864**
Total comprehensive income		**0**	**0**	**0**	**(365 254)**	**7 793**	**(357 461)**	**(25 224)**	**(382 685)**
Issue of share capital - 13.04.2022		3	449 997				450 000		**450 000**
Issue of share capital - 21.12.2022 (Unregistered)				433 000			433 000		**433 000**
Group contribution				37 440			37 440		**37 440**
Balances as at 31.12.2022		**48**	**2 227 229**	**474 457**	**(759 519)**	**(29 059)**	**1 913 156**	**53 424**	**1 966 581**

All amounts in NOK 1000		Attributable to equity holders of the company							
2021	**Note**	**Share capital**	**Share premium**	**Other paid-in capital**	**Retained earnings**	**Cumulative translation differences**	**Total**	**Non-controllin g interest**	**Total equity**
Balances as at 01.01.2021		**30**	**0**	**59 298**	**510 665**	**9 610**	**579 603**	**(3 893)**	**575 710**
Profit or loss for the year					(265 314)		(265 314)	(19 749)	**(285 063)**
Other comprehensive income						(46 462)	(46 462)	(284)	**(46 746)**
Total comprehensive income		**0**	**0**	**0**	**(265 314)**	**(46 462)**	**(311 776)**	**(20 032)**	**(331 809)**
Issue of share capital		15	1 777 232	(59 298)			1 717 949		**1 717 949**
Business combinations	6.2						0	98 681	**98 681**
Acquisition of non-controlling interests					(3 893)		(3 893)	3 893	**0**
Continuity difference					(635 723)		(635 723)		**(635 723)**
Group contribution				4 017			4 017		**4 017**
Balances as at 31.12.2021		**45**	**1 777 232**	**4 017**	**(394 265)**	**(36 852)**	**1 350 177**	**78 648**	**1 428 825**

The translation differences relate to the translation of results and financial position of subsidiaries with functional currencies different than NOK to the presentation currency.

* Continuity difference adjusts for the values already incorporated in the consolidated financial statements. This relates to Mer Norway, Mer Sweden, Mer Germany Holding and its subsidiaries Mer Germany and Mer Solutions. Mer Norway AS was given as contribution in kind from Statkraft AS, while Mer Germany Holding was established to be the owner of Mer Germany and Mer Solutions (ref. note 1.5).

Section 1 Overview

Note 1.1 Corporate information

The financial statements of Statkraft Mer Holding AS ("Mer Group", "the Company" or "the Group") for the year ended 31 December 2022 were authorized for issue by the Board of Directors on 7 March 2023. Statkraft Mer Holding AS is a private limited company incorporated and domiciled in Norway. The address of its registered office is Lilleakerveien 6 A, 0283 Oslo. Statkraft Mer Holding AS was incorporated 1 October 2020, with the purpose to serve as the parent of the Mer Group. The ultimate holding company of Mer is Statkraft SF.

Statkraft Mer Holding AS is a subsidiary of Statkraft AS. In 2021 the Statkraft Group underwent a reorganisation to segregate its global EV charging business into a separate group by incorporating them into Statkraft Mer Holding AS. This portfolio consists of subsidiaries in Norway, Sweden, the United Kingdom and Germany. Reference is made to note 1.5 and 6.1 for a list of subsidiaries.

Note 1.2 Basis for preparation

The consolidated financial statements of the Group comprise consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of cash flows, consolidated statement of changes in equity, and related notes. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU").

Establishment of Statkraft Mer Holding ("Mer Group")
The Company was established to serve as the intermediate holding company of the subsidiaries which constituted Statkraft AS's EV charging business. The reorganisation which took place in 2021 was completed under common control. Business combinations under common control are outside the scope of IFRS 3 *Business combinations* and none of the other IFRS standards addresses the appropriate accounting for such transactions. Mer is of the opinion that predecessor accounting and the pooling of interest method is the most appropriate accounting method to apply. As such the pooling of interest method based on the values in the consolidated financial statements of Statkraft has been applied, as when looking from the perspective of the Statkraft Group, nothing changed except the location of those assets and liabilities. For more information about the reorganisation see note 1.5.

The consolidated financial statements have been restated to reflect the reorganisation as it had occurred from the beginning of the earliest period presented in the financial statements, regardless of the actual date of the transaction (subject to being under common control in the period). As the EV charging entities have been acquired and controlled by Statkraft since their acquisition dates the entities will be reflected in the consolidated financial statements from the Statkraft acquisition date.

Any excess values identified as part of Statkraft's original purchase price allocations is reflected in the 2022 or the respective comparative period. The carrying amount of equity will be the sum of equity of all entities included, including excess values from respective acquisitions made by Statkraft.

All figures are presented in NOK thousand (000), except when otherwise indicated. In the consolidated statement of profit and loss and in the consolidated statement of other comprehensive income, income/gains are presented as positive amounts and expenses/costs are presented as negative amounts. In the notes, both income and expenses are presented as positive numbers, except from note 2.1 and 5.1 which is presented the same way as in the consolidated statement of profit and loss.

Mer has selected a presentation in which the description of accounting policies as well as estimates, assumptions and judgmental considerations are disclosed in the notes to which the policies relate.

Going concern
The Board confirms that the financial statements are prepared based on the going concern assumption. The Group is experiencing strong growth in the EV charging market, and as such the Group requires capital to continue its development. Statkraft Mer Holding AS is exploring different means of funding, and Statkraft AS has committed to contribute capital to ensure necessary liquidity to honour its financial obligations for at least 12 months from approval of the group financial statements.

Presentation and functional currency
The consolidated financial statements are presented in Norwegian krone (NOK), which is 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.

Business impact of the Russian invasion of Ukraine
Mer has currently no operating presence in either Russia, Belarus or Ukraine. However, the war has caused significant business interruption, volatility in international debt and equity markets and disruption to the global economy in the short term. In 2022 and up until the balance sheet date, the global energy markets have been impacted by the war as oil and gas prices has spiked from an already high level. This development has had a correspondingly impact on electricity prices in both wholesale and end-user markets. In addition, one of Mer's external software suppliers has a developer located in Ukraine. However, this has currently not affected the Group's results of operations and financial performance significantly.

Indirect effects of the war, such as market volatility, sanction-related knock-on effects, general economic market conditions and other future responses of international governments, might have an impact of the Group's financial results and financial performance in the future. The Group's management continues to monitor the situation and has an ongoing assessment of potential impact on the Mer's financial results and financial position

Effect of climate change
The impact of climate risks has been taken into account in the preparation of the Mer's consolidated financial statements for the year ended 31 December 2022. Mer has implemented sustainability as business targets and KPI's inspired by Global Reporting Initiative's (GRI's) framework for sustainability reporting. Mer's mission is to make sustainable electric mobility easy and accessible for everyone. To meet the climate targets for zero-emission vehicles there is a need to scale the infrastructure for operation and maintenance of public accessible chargers. This will entail significant innovation and investments from parties involved, including Mer.

Note 1.3 New and amended standards and interpretations

New and amended standards adopted
The following amendments and interpretations apply for the first time in 2022, but do not have a material impact on the consolidated financial statements of Mer:

- Amendments to IFRS 3 – Reference to the Conceptual Framework
- Amendments to IFRS 9 – Fees in the '10 percent' test for derecognition of financial liabilities
- Amendments to IAS 16 – Property, Plant and Equipment: Proceeds before Intended Use
- Amendments to IAS 37 – Onerous Contracts – Costs of Fulfilling a Contract
- IFRS 17 Insurance Contracts
- Amendments to IFRS 1 – Subsidiary as a first-time adopter
- Amendments to IAS 41 – Taxation in fair value measurements

New standards and interpretations not yet effective
Mer has not early adopted any accounting standard, interpretation or amendment that has been issued but is not yet effective.

Note 1.4 Significant judgements, estimates and assumptions

The preparation of the consolidated financial statements in accordance with IFRS and applying the chosen accounting policies requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

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

Estimates and assumptions:
- Impairment testing of goodwill and intangible assets (note 3.1 and 3.2)
- Useful lives of intangibles assets (note 3.2)
- Business combination and purchase price allocation (note 6.2)

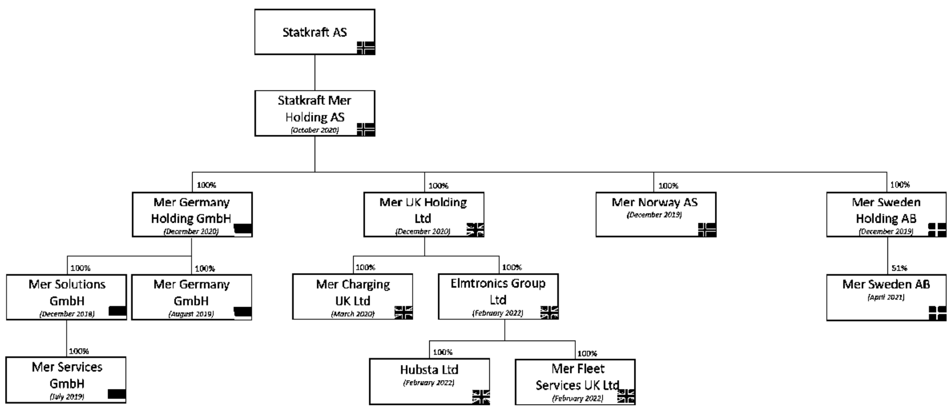
A detailed description of the significant estimates and assumptions are included in the individual note where applicable.

Accounting judgements:
- Reorganisation and business combination under common control (note 1.5)
- Revenue recognition- principal/agents consideration (note 2.2)
- Capitalisation of implementation costs in SaaS arrangements (note 3.1)

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

Note 1.5 Reorganisation and business combination under common control

Group structure



Mer consist of the following direct owned subsidiaries: Mer Norway AS, Mer Sweden Holding AB, Mer UK Holding Ltd and Mer Germany Holding GmbH as set out in the figure above.

Reorganisation and business combination under common control
In 2021, the Statkraft Group went through a reorganisation to segregate its global EV charging business into a separate group by incorporating them into Statkraft Mer Holding AS ("Mer"). As a consequence, Statkraft Mer Holding AS was established in October 2020 with the purpose to serve as the ultimate parent of the Statkraft Mer Group.

Management has applied judgment in assessing the accounting treatment for the reorganisation. The reorganisation is considered to be a transaction under common control, as all entities are ultimately controlled by the same party before and after the transaction. From an accounting perspective the carrying values of the assets and liabilities in the subsidiaries are recognised in Mer Statkraft Holding with the same carrying values as in Statkrafts consolidated financial statements i.e., by applying the pooling of interest method based on the consolidated financial statement of Statkraft. As such no fair value adjustments and no new goodwill has been recognised.

The consolidated financial statements for the year ended 2021 represent the first financial statements in accordance with IFRS, with an opening balance as of 1 January 2019. The 2019-2021 consolidated financial statements have been restated to reflect the transaction as it had occurred from the opening balance, 1 January 2019, regardless of the actual date of the transaction (subject to being under common control in the period). As the EV charging entities have been acquired and controlled by Statkraft since their acquisition dates, the entities are reflected in the consolidated financial statements in Statkraft Mer Holding from the Statkraft acquisition date.

Incorporation of German & UK holding companies
Mer UK Holding Ltd and Mer Germany Holding GmbH were incorporated in Q4 2020 and consolidated as subsidiaries (100% owned) directly under Statkraft Mer Holding.

Transfer of Gronn Kontakt UK Ltd (Mer Charging UK Ltd)
Gronn Kontakt UK Ltd (subsequently renamed "Mer Charging UK Ltd") was originally owned 100 % by Grønn Kontakt AS (subsequently renamed "Mer Norway AS") in Norway. Mer Charging UK Ltd acquired the UK EV charging business of Vattenfall on 16 March 2020. As part of the restructuring and to ensure a clean holding structure country by country, the company was sold to Mer UK Holding Ltd. The common control transaction price was considered to equal the book value of the shares in Mer Norway AS.

Transfer of the German entities
eeMobility GmbH (subsequently renamed "Mer Solutions GmbH") was acquired by Statkraft, through Statkraft Germany GmbH, on 31 December 2018. Statkraft initially acquired 61% of the company, and later increased the ownership stake through additional share purchase and capital increase. eeMobility Services GmbH (subsequently renamed "Mer Services GmbH") was established as a new company after Statkraft gained control of the parent. E-WALD GmbH (subsequently renamed "Mer Germany GmbH") was acquired by Statkraft, through Statkraft Germany GmbH, on 31 August 2019.

As part of the re-structuring and to ensure a clean holding structure country by country, the companies were sold to the established Mer Germany Holding GmbH. For both common control transactions, the transaction price was considered to equal the book value of the shares in Statkraft Germany GmbH.

Transfer of the Swedish entity – Grønn Kontakt AB (subsequently renamed "Mer Sweden Holding AB")
Mer Sweden Holding AB was originally owned 100 % by Mer Norway AS in Norway. As part of the re-structuring and to ensure a clean holding structure country by country, the company was sold to the established Statkraft Mer Holding AS. The common control transaction price was considered to equal the book value of the shares in Mer Norway AS.

Injection of Norwegian EV entity
Mer Norway AS, including the subsidiary Mer Sweden Holding AB, was acquired by Statkraft on 19 December 2019. Prior to gaining control, Statkraft held 47,5% of the company. Statkraft acquired additional 47,5% at the date of acquisition, and later increased the ownership stake through additional share purchase and capital increase.

As part of the re-structuring and to ensure a clean holding structure country by country, the company was transferred to Statkraft Mer Holding AS by injecting the shares from Statkraft AS into Statkraft Mer Holding AS. The common control transaction price was considered to equal the book value of the shares in Statkraft AS.

2021 acquisition – directly by the Statkraft Mer Holding Group
On 7 April 2021, Mer Sweden Holding AB, owned by Statkraft Mer Holding AS, entered into an agreement to participate in a share issue in the Swedish electrical vehicle charging company Bee Charging Solutions – resulting in 51% ownership in the company. Given mechanisms in the Shareholders agreement, Mer is considered to be in control of the acquired company and the company is therefore consolidated as a subsidiary with effect from April 2021. The acquired company was subsequently renamed to Mer Sweden AB. The acquisition has been accounted for in accordance with IFRS 3 Business Combinations, refer to note 6.2 Business Combinations.

Acquisition of Elmtronics (subsequently renamed "Mer Fleet Services Ltd")
On February 1st 2022, Mer UK Holding Ltd acquired 100% of the shares in Elmtronics through a business combination. Elmtronics, established in 2016, provides charging infrastructure for UK fleets, workplaces, public sector bodies, and homes to support the transition to electric mobility. Elmtronics works nationwide in the UK with some of the largest councils, NHS Trusts, and private companies to design, install and maintain their electric vehicle charging solutions. The acquired company was subsequently renamed to Mer Fleet Services UK Ltd. The acquisition has been accounted for in accordance with IFRS 3 Business Combinations, refer to note 6.2 Business Combinations.

Section 2 Operating performance

Note 2.1 Operating Segments

Accounting policies
The chief operating decision maker (CODM) of Mer, which is defined as the Board of Directors, monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated with main focus based on total revenue, gross margin and EBITDA and is measured consistently with operating profit or loss in the consolidated financial statements.

The Group is organised into business units based on a combination of geography and business focus. The Group operates and manages two segments comprising Public and Private. The Group is active in both segments in all its current geographies.

The Public segment covers all locations with charging services and products that are accessible for the general public. This includes locations where the Group owns and operates the chargers based on long-term agreements (called BOO – Build-Own-Operate), but also business lines where the Group resells chargers and manage installation and operations on behalf of other owners (called RBO – Resell-Build-Operate). The Group is predominately focusing on rapid and ultra-rapid charging stations for its BOO business, on high-traffic high-way and destination locations. The segment also includes the smaller activities in offering of charge cards and car sharing.

The Private segment covers all locations with charging services and products that are not open to the general public. This includes workplaces and depots, multi-home/apartment buildings, and single home. It also includes bundled products for corporate fleet owners and private individuals that combine charging at private and public locations into one offering/subscription.

Operating segments are monitored by the Board based on IFRS financial information. The board reviews both internal and external sales and inter-segment transactions are only eliminated upon consolidation and reflected in the "eliminations/adjustments" column. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties. The remaining of the Group's activities, such as administrative and other shared functions of the Group, are not allocated to any of the operating segments and as such presented under the "Other column". For example, Management fees are not allocated to the operating segments. Assets and liabilities by reporting segments are not included in management reporting and is therefore not disclosed separately within the operating segments.

No operating segments have been aggregated to form the above reportable operating segments. The Group does not have any major customers that attribute to more than 10% of the Group's revenue. Assets and liabilities by reporting segment is not included in management reporting and is therefore not disclosed separately within the operating segments. Reference is made to note 2.2 *Revenue from contracts with customers* for information on Mer's geographical markets.

Information regarding Mer's reportable segments is presented below.

2022

All amounts in NOK 1000	Private	Public	Other	Eliminations/Adjustments	Consolidated IFRS numbers
Sales revenues	262 053	363 739	7 588	(15 292)	618 087
Other operating income	1 031	0	13 662	(12 303)	2 389
Other revenues	2 610	0	29 725	(26 909)	5 425
Total operating income and revenue	**265 694**	**363 739**	**50 974**	**(54 505)**	**625 902**
Cost of sales	(216 456)	(267 107)	(8 667)	17 221	(475 009)
Gross profit	**49 238**	**96 632**	**42 307**	**(37 284)**	**150 892**
Salary and personnel expenses	(99 951)	(88 020)	(42 305)	(285)	(230 561)
Other operating expenses	(109 464)	(64 041)	(123 064)	37 239	(259 330)
Impairment losses	0	(738)	0	0	(738)
Operating expenses	**(209 415)**	**(152 799)**	**(165 369)**	**36 954**	**(490 629)**
Operating profit or loss (EBITDA)	**(160 177)**	**(56 168)**	**(123 062)**	**(329)**	**(339 737)**

2021

All amounts in NOK 1000	Private	Public	Other	Eliminations / Adjustment	Consolidated IFRS numbers
Sales revenues	122 516	174 100	160	0	296 776
Other operating income	8 888	1 142	14 810	(20 436)	4 404
Other revenues	284	4 294	284	(2 889)	1 973
Total operating income and revenue	**131 687**	**179 536**	**15 254**	**(23 324)**	**303 153**
Cost of sales	(98 052)	(125 039)	9 850	161	(213 080)
Gross profit	**33 636**	**54 496**	**25 104**	**(23 163)**	**90 073**
Salary and personnel expenses	(75 696)	(66 363)	(13 952)	(124)	(156 135)
Other operating expenses	(58 910)	(44 088)	(36 874)	8 812	(131 061)
Impairment losses	0	(2 693)	0	0	(2 693)
Operating expenses	**(134 606)**	**(113 144)**	**(50 826)**	**8 688**	**(289 889)**
Operating profit or loss (EBITDA)	**(100 970)**	**(58 648)**	**(25 722)**	**(14 475)**	**(199 816)**

Non-current operating assets	31.12.2022	31.12.2021
Located in Norway	528 981	487 889
Located in Germany	392 273	238 416
Located in foreign countries	385 108	405 712

Note 2.2 Revenue from contracts with customers

Mer is a provider of EV charging solutions to private end-customers, housing cooperatives and businesses. Mer both operates an extensive roadside charging network and provide customized charging solutions (hardware and infrastructure) with related maintenance and support.

Revenues 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 Mer expects to be entitled in exchange for those goods or services.

The Group's revenue from contracts with customers consist of hardware resell and EV charging to end-customer.

Charging revenues
Charging revenues relate to EV charging services to end-customers. The charging services are delivered through charging stations either owned and operated by Mer, i.e., Build-Own-Operate (BOO), or only operated by Mer, Resell-build-operate (RBO).

Revenue from charging services is recognised over the charging period (i.e., over-time). Mer will typically invoice the customer the following month. Mer has considered whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated and has determined that the charging services consist of one performance obligation.

Mer offers some of their customers discounts after exceeding a monthly charging limit. The discount is eligible for the remainder of the month after exceeding the limit, and the full following month. The discount is assessed to be a material right. Mer allocate a portion of the transaction price to charging services in the following month. In the event the customer does not charge in this period the deferred amount is recognised as revenue end of the month.

Significant accounting judgements
For charging services delivered through charging stations not owned, only operated by Mer (RBO), the Group has applied judgement to evaluate whether its performance obligation is to provide EV charging to the end customer (as a principal) or to simply facilitate and administer these services on behalf of the owners of the charging stations (as an agent). Mer has determined that its performance obligation is to facilitate and operate the charging stations on behalf of the owners of the charging stations and hence, is acting as an agent (i.e., Mer is not primarily responsible of fulfilling the promise of delivering electricity). Revenue from charging services when Mer only operates the charging stations, is recorded on a net basis. Revenues is recognised over the period when the services are being provided and reflects only Mer's percentage of net charging revenue.

Hardware resell
Hardware resell consist of sale of charging hardware and installation services to the public market, and sales on the private market where the Group enters into agreements with housing cooperatives, businesses, and individuals. The charging hardware includes charging boxes and other tangible assets that are needed to complete the installation. The charging hardware is acquired through third party vendors. Similar, the installation service is performed by third party contractors. The Group may sell charging hardware separately from installation services.

Sale of charging hardware and installation services represent two distinct performance obligations. When sale of charging hardware and installation services is bundled together with a fixed price to the customer, the transaction price is allocated to sale of charging hardware and installation services based on its stand-alone-selling prices. Revenue from sale of charging hardware is recognised when the charger is delivered to the customer (i.e., point in time). Installation services is recognised over the time period the installation is performed.

Operating services, maintenance and support
Upon entering into a hardware resell agreement, Mer may offer additional services related to operating services, maintenance and support. Revenue from maintenance and support is recognised over the period when the service is being provided by the Group.

Significant financing components
The period between when Mer transfer the promised services to the customer and when the customer pays for that services is less than one year. Mer has therefore chosen the practical expedient in IFRS 15.63 to not adjust the promised amount of consideration for the effects of the financing component.

Climate opportunities
Climate change is the main driver for the increase in EVs and renewable energy production. Climate change will increase the demand for renewable energy as there is a shift away from energy generated from fossil fuels. The world needs a shift towards renewable energy, and this trend is accelerating the pace for electric mobility. Mer expects that the growth in EV market will increase the demand for Mer's services and increase opportunities for new markets and business models. The regulatory push for transition to EVs is also expected to contribute to increased demand for Mer's services and thus increased turnover.

Specification of revenue from contracts with customers per segment 2022:

All amounts in NOK 1000	Private	Public	Other	Consolidated IFRS numbers
Types of good and services:				
Charging revenues	34 810	259 079	0	293 889
Hardware resell, incl. installation	203 503	85 803	0	289 306
Operating services, maintenance and support	20 764	6 540	0	27 304
Other revenues*	0	0	7 588	7 588
Total revenue from contracts with customers	**259 077**	**351 422**	**7 588**	**618 087**
Geographical markets				
Norway	55 632	195 441	0	251 073
Sweden	91 440	46 040	848	138 327
UK	59 162	11 714	0	70 876
Germany	52 837	93 150	6 740	152 727
Austria	6	4 155	0	4 161
Other	0	923	0	923
Total revenue from contracts with customers	**259 077**	**351 422**	**7 588**	**618 087**
Timing of revenue recognition				
Services and goods transferred at a point in time	170 223	85 803	0	256 027
Services transferred over time	88 853	265 619	7 588	362 060
Total revenue from contracts with customers	**259 077**	**351 422**	**7 588**	**618 087**
Inter-segment revenue	2 976	12 317	0	15 292
Segment revenue as presented in note 2.1 *Operating Segments*	**262 053**	**363 739**	**7 588**	**633 379**

Specification of revenue from contracts with customers per segment 2021:

All amounts in NOK 1000	**Private**	**Public**	**Other**	**Consolidated IFRS numbers**
Types of good and services:				
Charging revenues	6 129	111 746	0	117 876
Hardware sales, incl. installation	90 972	57 670	0	148 643
Operating services, maintenance and support	25 414	1 613	0	27 027
Other	0	3 070	160	3 230
Total revenue from contracts with customers	**122 516**	**174 100**	**160**	**296 776**
Geographical markets				
Norway	37 217	102 683	0	139 900
Sweden	59 345	6 070	160	65 575
UK	802	1 990	0	2 792
Germany	25 152	52 668	0	77 820
Austria	0	88	0	88
Other	0	10 601	0	10 601
Total revenue from contracts with customers	**122 516**	**174 100**	**160**	**296 776**
Timing of revenue recognition				
Goods and services transferred at a point in time	55 847	45 284	160	101 291
Services transferred over time	66 668	128 816	0	195 484
Total revenue from contracts with customers	**122 516**	**174 100**	**160**	**296 776**
Inter-segment revenue	0	0	0	0
Segment revenue as presented in note 2.1 *Operating Segments*	**122 516**	**174 100**	**160**	**296 776**

Note 2.3 Other revenues and operating income

Accounting policies
Government grants represent assistance by government in the form of transfers of resources to the Group in return for past or future compliance with certain conditions relating to the operating activities of the Group. Several of the entities within the Group receives government grants related to the operating activities of the Group, primarily related to acquisition costs of charging stations, research projects, electric car leasing and construction and installation of EV chargers on public spaces.

A government grant is recognised in the balance sheet initially as deferred income when there is reasonable assurance that it will be received and that the Group will comply with the conditions attached to it. Grants that compensate the Group for expenses incurred are recognised as other revenues on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the acquisition of an asset are recognised as deferred income and recognised linearly in the profit or loss over the useful life of the asset.

Other revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is received. Income is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

All amounts in NOK 1000	2022	2021
Government grants	4 489	1 973
Other revenues	936	0
Total other revenues	**5 425**	**1 973**

Other operating income of NOK 2.4 million mainly consist of gain on sale of property, plant and equipment.

Note 2.4 Salary and personnel expenses

Accounting policies
Salary and personnel expenses comprise all types of remuneration to personnel employed by Mer (i.e. not contracted manpower) and are expensed when earned. Ordinary salaries can be both fixed pay and hourly wages and 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 contribution (social security) is calculated and expensed for all payroll related costs including pensions. Pensions contributions are earned on a monthly basis. Other employee expenses consist of other benefits such as insurance, cars and telephones.

All amounts in NOK 1000	2022	2021
Salaries	187 715	127 701
Social security costs	17 605	10 852
Pension costs	13 538	8 725
Other employee expenses	11 702	8 858
Salary and personnel expenses	**230 561**	**156 135**
Numbers of FTEs	312	193

Norwegian entities within Mer has a defined contribution pension plan for its employees which satisfies the statutory requirements in the Norwegian law on required occupational pension ("lov om obligatorisk tjenestepensjon").

The scheme is a defined contribution plan. 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.

All amounts in NOK 1000

Management cost to Statkraft AS 2022:	Period	Amount paid
Kristoffer Thoner (CEO)	01.01.2022 – 31.05.2022	**2 122**
Camilla Moe (CTO)	01.01.2022 – 31.05.2022	**1 087**
Ole Thorsen (CFO)	01.03.2022 – 31.05.2022	**869**
Vidar Eide (CCO)	01.01.2022 – 31.05.2022	**1 475**

In 2022, management services for CEO, CTO, CFO and CCO, has been contracted from Statkraft AS until May 2022. The amounts shown in the table above represent the amounts paid for the services to Statkraft for the period 1 January 2022 to 31 May 2022.

From 1 June 2022 and until the year ended 31 December 2022, the CEO, CTO, CFO and CCO has been employed directly by the Mer Group. The table below shows the remuneration to Management for the period they have been employed by the Mer Group.

All amounts in NOK 1000

Remuneration to management 2022:	Period	Salary	Bonus	Pension	Other compensation	Amount paid
Kristoffer Thoner (CEO)	01.06.2022 – 31.12.2022	1 285	0	82	109	**1 476**
Camilla Moe (CTO)	01.06.2022 – 31.12.2022	792	0	55	73	**920**

Ole Thorsen (CFO)	01.06.2022 – 31.12.2022	1 332	0	85	70	**1 487**
Vidar Eide (CCO)	01.06.2022 – 31.12.2022	1 065	0	71	74	**1 210**
Anton Achatz (Managing Director – Mer Germany)	01.01.2022 – 31.12.2022	1 229	187	0	64	**1 480**
Fredrik Nordin (Managing Director – Mer Sweden)	01.01.2022 – 31.12.2022	1 264	180	330	59	**1 833**
Günter Fuhrmann (Managing Director – Mer Solutions)	01.01.2022 – 31.12.2022	1 566	496	0	101	**2 163**
Karl Anders (Manging Director – Mer UK)	22.08.2022 – 31.12.2022	647	0	52	39	**737**
Nicholai Jørgensen (Managing Director – Mer Norway)	01.01.2022 – 31.12.2022	1 422	268	188	134	**2 012**
Otto Loserth (Managing Director – Mer Germany)	01.01.2022 – 31.12.2022	1 293	199	0	76	**1 568**

Bonus scheme
Mer has established a bonus scheme where all members of group management participate. Annual bonus is limited to a maximum of 30% of annual salary.

The bonus scheme is linked to achievements of both collective and individual criteria. The bonus criteria are determined in the beginning of January, and there is an ongoing assessment of achievements of the criteria during the year. A final resolution on which goal achievements that have been reached is normally decided in March in the following year. As such, as of the date of issuance of the 2022 financial statements, no approval of bonus for 2022 has been made. The table above show the 2021 bonus, which has been paid out in 2022.

Board remuneration
No board remuneration has been paid out for the year ended 31 December 2022.

All amounts in NOK 1000

Management cost to Statkraft AS 2021:	Period	Amount paid
Kristoffer Thoner (CEO)	01.02.2021 – 31.12.2021	2 746
Camilla Moe (CTO)	01.02.2021 – 31.12.2021	1 729
Nicholai S. Jørgensen (Interim CFO)	01.02.2021 – 31.12.2021	803
Unni Hongseth (Interim CFO)	01.11.2021 – 31.12.2021	467
Vidar Eide (CCO)	01.12.2021 – 31.12.2021	263
		6 008

In 2021, Mer's management was not employed in Statkraft Mer Holding AS. Instead, management services were contracted from Statkraft, and the amounts shown in the tables above represent the amounts paid for the services to Statkraft for the year ended 31 December 2021.

No board remuneration has been paid out for the year ended 31 December and 2021.

Note 2.5 Other operating expenses

Other operating expenses are recognised when they occur and represent a broad range of operating expenses incurred by Mer in its day-to-day activities. Other operating expenses consist of expenses that are not classified on the lines for cost of sales, salary and personnel expenses, depreciation and amortisation.

All amounts in NOK 1000

Other operating expenses	2022	2021
License fees	3 045	1 621
External consultant	88 173	26 729
Temporary employees	19 038	4 731
Legal expenses	13 496	6 621
IT expenses	61 278	25 916
Marketing	28 513	31 118
Travel expenses	10 662	1 871
Insurance	2 676	1 300
Variable rent and short-term leases	4 039	2 791
Other	4 383	10 330
Accounting and audit services	10 834	5 736
Office costs	13 192	12 297
Other operating expenses	**259 330**	**131 061**

All amounts in NOK 1000

Auditor fees	2022	2021
Statutory auditing services	4 492	1 827
Attestations according to auditing	0	74
Other services	0	786
Total remuneration to the auditor	**4 492**	**2 688**

The amounts above are excluding VAT.

Note 2.6 Cost of sales

Cost of sales are expenses directly related to sales revenue such as energy purchase, hardware and installation costs, commission and maintenance, service and other operation costs, including leasing costs related to parking spots. References are made to note 3.4 as some of the leasing costs are related to depreciation of leased parking spots which is recognised as right-of-use assets. Cost of sales which concerns sale of hardware is directly related to the inventory. For more information about the inventory, see note 3.5 *Inventory*.

All amounts in NOK 1000

Cost of sales	**2022**	**2021**
Energy purchase	138 880	39 701
Hardware costs, incl installation	272 168	128 457
Maintenance, service and other operation cost	38 685	27 403
Commission	25 276	10 323
Other cost of sales	0	7 196
Cost of sales	**475 009**	**213 080**

Note 2.7 Trade receivables and other current assets

Accounting policies
Mer's trade receivables consist solely of amounts receivable from revenue from contracts with customers. Trade receivables are generally on terms of 30 days.

Trade receivables are financial assets which are initially recognized at transaction price determined under IFRS 15 and in later periods measured at amortised cost using the effective interest rate method adjusted for an allowance for expected credit losses.

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

All amounts in NOK 1000	31.12.2022	31.12.2021
Trade receivables from customers at nominal value	86 673	49 436
Allowance for expected credit losses	(2 064)	(2 156)
Trade and other receivables	**84 609**	**47 280**
Indirect taxes receivable (e.g., VAT)	3 738	13 906
Prepaid expenses	17 736	10 330
Other current assets	8 989	7 681
Other current assets	**30 463**	**31 916**
Total trade receivables and other current assets	**115 072**	**79 196**

All amounts in NOK 1000		
Allowance for expected credit losses	**31.12.2022**	**31.12.2021**
At the beginning of the period	2 156	540
Provision for expected credit losses	(92)	1 616
At the end of the period	**2 064**	**2 156**

Set out below is the information about the credit risk exposure on Mer's trade receivables:

All amounts in NOK 1000		Days past due			
31.12.2022	**Current**	**< 30 days**	**31-90 days**	**Over 90 days**	**Total**
Trade receivables	40 983	23 988	6 013	15 689	93 036

		Days past due			
31.12.2021	**Current**	**< 30 days**	**31-90 days**	**Over 90 days**	**Total**
Trade receivables	13 650	21 977	10 412	3 397	49 436

For details regarding Mer's procedures on managing credit risk, reference is made to note 4.6 *Capital and Risk Management*.

Note 2.8 Trade and other current liabilities

Accounting policies
Trade payables and other current financial liabilities are present contractual obligations arising from a result of past events where settlement is expected to result in an outflow of resources (payment).

Trade payables and other current financial liabilities are measured at fair value upon initial recognition and measured at amortised cost. Trade payables and other current liabilities are expected to be settled within the normal operating cycle within twelve months after the reporting period.

All amounts in NOK 1000	31.12.2022	31.12.2021
Trade payables	141 617	80 695
Tax payable	6 183	10 042
Other payables	9	17
Trade and other payables	**147 809**	**90 754**
Salary payable and vacation accruals	27 710	18 506
Accrued expenses	73 106	26 179
Other current liabilities	8 843	4 107
Other current liabilities	**109 659**	**48 792**

For trade and other payables aging analysis, reference is made to note *4.2 Ageing of financial liabilities*

Note 2.9 Contract assets and liabilities

Accounting policies
Contract assets
The Group recognises a contract asset when the Group satisfies a performance obligation by transferring a promised good or service and the Group has earned a right to consideration from the customer. The contract asset is reclassified to a receivable when the Group has unconditional right to receive payment from the customer. Contract assets are mainly recognised for performance obligations satisfied over time, mainly from charging services, installation and subscription services for maintenance and support, where progress is measured over time.

Contract liabilities
The Group recognises a contract liability when the Group receive payment from a customer before the Group transfer its promised goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfer control of the related good or service to the customer). Contracts liabilities are related to pre-payments from hardware resell and subscription revenue.

Contract assets

All amounts in NOK 1000	**31.12.2022**	**31.12.2021**
As of 1 January	20 759	12 353
Additions through business combinations	514	0
Additions	304 246	140 746
Transferred to receivables (when unconditional) during the year	(279 889)	(132 257)
Translation differences	(143)	(84)
Total contract assets	**45 487**	**20 759**

Contract assets have significantly increased over the period, representing the growth in Mer.

Contract liabilities

Changes in contract liabilities related to performance obligations	**31.12.2022**	**31.12.2021**
Amounts included in contract liabilities at the beginning of the year	13 535	3 408
Additions through business combinations	14 765	0
Deferred during the year	50 713	24 602
Recognised as revenue during the year	(37 238)	(14 701)
Translation differences	(516)	226
At 31 December	**41 259**	**13 535**

Net changes in contract liabilities consist of additions and performance obligations satisfied during the period.

Note 2.10 Provisions

Accounting policies
Provisions are liabilities with uncertain timing or amount and are recognised when Mer 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 at the end of the reporting period, that is, the amount that an entity would rationally pay to settle the obligation at the end of the financial year or to transfer it to a third party.

Mer classifies provisions in the following categories:
- Asset retirement obligations
- Other short-term provisions

A provision is made and calculated based on management assumptions at the time the provision is made and is updated as and when new information becomes available. All provisions are reviewed at the end of the financial year.

Asset Retirement Obligations
The Group enters into various lease agreements for the lease of land on which the EV charging system is placed. Most of the leased parking spots contain a contractual obligation which require the Group to remove the EV charging system and restore the sites to their original condition at the end of the lease term.

Mer considers having a present obligation and recognises a provision for asset retirement obligation from the time when the charger is installed on the leased land, at which point Mer is legally obliged to dismantle and restore the leased asset to its original condition. The provision is measured at fair value of the estimated cost of removal on initial recognition. The amount recognised reflects the best estimate of the expenditure required to set the location back at its original condition at the expected point of removal, discounted using a pre-tax risk-free rate to account for the time value of money. The Group uses government bond yields to reflect the risk-free rate, and the rate will vary depending on the duration of the contract (i.e., a contract with a duration of 10 years will apply a rate reflecting 10-year government bond yield etc.).

Changes in estimated point of removal, estimated cost of removal or changes in the discount rate, involves a remeasurement of the provision, with an opposite entry against the asset. The provision for asset retirement obligations is settled when the charger is removed or sold at its location. At the time of settlement, Mer will release the provision and record a cash outflow. Any differences between the actual- and estimated cost to decommission is recorded through profit and loss.

Reconciliation of provisions and other liabilities

All amounts in NOK 1000	Asset retirement obligations	Other short-term provisions	Total
At 1 January 2022	**22 567**	**15 262**	**37 829**
Additional provisions made	5 799	13 071	18 870
Amounts used	(1 238)	(15 262)	(16 501)
Translation difference	(1)	0	(1)
Accretion expense	313	0	313
At 31 December 2022	**27 440**	**13 071**	**40 510**
Current provisions	1 200	13 071	14 271
Non-current provisions	26 240	0	26 240

All amounts in NOK 1000	Asset retirement obligations	Other short-term provisions	Total
At 1 January 2021	**14 180**	**7 005**	**21 185**
Additional provisions made	3 984	15 262	19 247
Additions through acquisitions	4 338	0	4 338
Amounts used	(134)	(7 005)	(7 139)
Translation difference	(31)	0	(31)
Accretion expense	229	0	229
At 31 December 2021	**22 567**	**15 262**	**37 829**
Current provisions	1 350	15 262	**16 612**
Non-current provisions	21 217	0	**21 217**

The increase in provisions in the reporting periods are mainly related to the recognition of asset retirement obligations for EV charging stations and other short-term provisions.

Expected timing of asset retirement obligation:
Set out below is the information about the expected timing of cash outflow related to the asset retirement obligation.

Timing of asset retirement obligation	31.12.2022	31.12.2021
1 year	1 200	1 350
2-3 years	3 939	1 514
3-5 years	6 573	6 726
5-10 years	8 559	9 382
10-15 years	9 336	4 377
15-20 years	1 520	2 321

Section 3 Non-current assets

Note 3.1 Intangible assets

Accounting policies
Intangible assets within the Group includes IT-systems, concessions, software and licenses, customer contracts and internally developed costs related to the development of Mer's platform and other solutions part of the Mer's intellectual property.

Concessions, Software, Licenses
Concessions, software and licenses include both intangible assets acquired through business combinations and intangible assets reclassified from projects under development when a project is completed and reached the state for its intended use. Intangible assets acquired through business combinations are measured at cost on initial recognition, applying the fair value on the date of acquisition. For assets reclassified from internally generated projects, the asset is measured at cost consistent with the capitalised amount prior to the reclassification. Following initial recognition, concessions, software and licenses are carried at cost less any accumulated amortisation and accumulated impairment losses.

Customer contracts
The Group's customer contracts comprise intangible assets identified as part of the purchase price allocation prepared as Mer acquires a business (in accordance with IFRS 3 Business Combinations). Such assets are measured at the fair value at initial recognition and then amortised over its useful life and impaired if applicable. The economic life of customer contracts or relationship is based on historical data such as expected lifetime of a charger and sales pattern.

SaaS (Software-as-a-service)
Additions to SaaS software in 2022 relates to the current restructuring of Mer's IT infrastructure. During 2022, Mer has capitalised costs related to the implementation of cloud-based computing arrangements of NOK 27.3 million. SaaS arrangements are service contracts providing Mer with the right to access the cloud provider's application software over the contract period. Subscription fee related to SaaS contracts are normally invoiced in advance, and the fee paid in order to access the cloud-computing software is recognised and amortised on a straight-line basis over the contract period.

Expenditures on implementation services performed by third parties are recognised as an intangible asset when Mer can demonstrate that the activity creates added functionality to Mer's existing on-premise software and that Mer can take possession of the intellectual property generated from that activity. Capitalised implementation costs are recognised at cost and amortised over the useful life of the related software.

All other costs are expensed when incurred. Agreements on software consulting are usually based on hours incurred. The expenditure on hourly based consulting is therefore recognised when services have been provided.

Other intangible assets
Other intangible assets' is a residual comprising the remaining intangible assets not classified as software, license, customer contracts or under development. Other intangible assets are recognised at cost less accumulated amortisation and any accumulated impairment losses.

Intangible assets under development
Development expenditures on an individual project, which represents new applications/technology, are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset

- The ability to measure reliably the expenditure during development

Other costs are classified as research and are expensed as incurred.

Following the initial recognition of the development expenditure, the asset is carried at cost. Intangible assets under development are not amortised. When the internal development project is finalised and the related assets are ready for their intended use, the assets are reclassified to Concessions, Software and Licenses or other intangible assets. Upon reclassification, the useful life of each asset is assessed, and amortisation is initiated.

Significant accounting judgements, estimates and assumptions

Accounting estimates and assumptions

Useful lives of intangibles assets
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 Mer's IP, technological developments and competition in the future.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Accounting judgements

Capitalisation of implementation costs in SaaS arrangements
Part of the implementation activities undertaken when implementing SaaS software may result in the development of software code which creates additional functionalities and capabilities to existing on-premises software in Mer, in order to enable it to connect with the cloud-based software applications. Management has applied judgement in determining whether the additional code meets the definition of- and recognition criteria for an intangible asset in accordance with IAS 38.

In determining whether the added functionalities qualify for capitalisation, management evaluates whether the underlying hosted software (i.e., the additional software code) represents the transfer of an asset that Mer controls. The software is considered likely to be controlled by Mer when the activities are performed on Mer's on-premises infrastructure and applications (i.e., behind Mer's firewall), and Mer can take possession of- and retain, the intellectual property from the output. These conditions are generally considered satisfied if management can demonstrate that the software code written by a third-party can be used by Mer in another cloud-computing arrangement. In contrast, the absence of the factors listed above will generally indicate that the activity performed do not give rise to an intangible asset controlled by Mer and will be expensed as incurred.

All amounts in NOK 1000	Concessions, Software, licenses	Customer relationships	Other intangible assets	Intangible assets under development	Total
Acquisition cost 01 January 2021	**31 325**	**35 532**	**3 456**	**1 923**	**72 236**
Additions	15 772	0	0	2 907	18 679
Additions through business combinations	13 129	13 222	0	0	26 351
Reclassification*	(28 221)	0	(2 016)	18 053	(12 184)
Disposals	0	0	(8)	(1 923)	(1 931)
Translation differences	(422)	20	(3)	(50)	(456)
Acquisition cost 31 December 2021	**31 582**	**48 774**	**1 430**	**20 910**	**102 695**
Reclassification	3 363	0	0	(3 363)	0
Additions	2 585	0	0	52 417	55 002
Additions through business combinations	0	18 025	0	0	18 025
Disposals	(112)	0	0	0	(112)
Translation differences	(106)	(478)	2	33	(548)
Acquisition cost 31 December 2022	**37 313**	**66 321**	**1 432**	**69 996**	**175 062**
Acc.dep. & write-downs 01 January 2021	**9 615**	**3 000**	**2 441**	**0**	**15 056**
Year's amortisation	14 627	5 023	860	0	20 510
Year's write-downs	0	0	0	0	0
Acc. amort through acquisitions	5 553	0	0	0	5 553
Reclassification*	(10 009)	0	(2 175)	0	(12 184)
Disposals	0	0	0	0	0
Translation differences	(276)	(55)	0	0	(332)
Acc.dep. & write-downs 31 December 2021	**19 509**	**7 968**	**1 126**	**0**	**28 603**
Years's amortisation	6 970	10 453	243	0	17 667
Year's write-downs	0	0	0	0	0
Disposals	(17)	0	0	0	(17)
Translation differences	534	(30)	0	0	504
Acc. dep. & write-downs 31 December 2022	**26 996**	**18 391**	**1 370**	**0**	**46 757**
Carrying amount 01.01.2021	**21 710**	**32 532**	**1 016**	**1 923**	**57 180**
Carrying amount 31.12.2021	**12 073**	**40 806**	**303**	**20 910**	**74 092**
Carrying amount 31.12.2022	**10 317**	**47 930**	**62**	**69 996**	**128 305**
Deprecation period	1-15 years	5-10 years	3-11 years	Not depreciated	
Depreciation method	Linear	Linear	Linear		

*Reclassification: In 2021, Statkraft Mer Holding acquired technology from Mer Norway AS and Mer Solution GmbH to use as a basis for developing a new admin portal for the whole Mer Group. In the Consolidated Financial Statements for 2021, the acquired technology was presented under the column “Concessions, Software, licenses” and "Other intangible assets". However, as the technology are only use as a basis for the developing a new admin portal, which is currently not in use, a reclassification of NOK 18 million has been made to intangible assets under development in 2021.

No indicators of impairment have been identified for the Group's intangible assets in 2022.

Addition of NOK 18 million 2022 in Customer relationship relates to acquisition of Elmtronics Group Ltd. (Mer Fleet Services Ltd.) References are made to note 6.2.

Note 3.2 Goodwill

Accounting policies
Goodwill is an intangible asset which may not individually be recognised as an intangible asset due to the requirements in IAS 38. The value of goodwill is primarily related to synergies, assembled workforce and their competency to generate and commercialize new technology as well as high growth expectations. Goodwill also arises due to the requirement to recognise deferred tax liabilities for 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.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for the net identifiable assets acquired and liabilities assumed).

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of Mer's group of cash-generating units (CGUs) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

For Mer's principles related to impairment of Goodwill, see below.

Consolidated Financial Statements 2022	Goodwill
Acquisition cost 01 January 2021	**310 391**
Additions through business combinations	88 200
Translation differences	(4 490)
Acquisition cost 31 December 2021	**394 101**
Additions through business combinations	151 062
Translation differences	520
Acquisition cost 31 December 2022	**545 683**

Carrying amount 01.01.2021	**310 391**
Carrying amount 31.12.2021	**394 101**
Carrying amount 31.12.2022	**545 683**

No impairment of goodwill has been recognised in 2022 or in earlier periods.

Additions of goodwill in 2022 relates to the acquisition of Elmtronics Group Ltd. (Mer Fleet Services Ltd.). In 2021, Mer Sweden Holding AB acquired 51% of the shares of Bee Charging Solutions AB (Mer Sweden AB). References are made to note 6.2 *Business Combinations*, for goodwill arising from business combinations in 2021 and 2022.

Impairment of goodwill (accounting policies)
Goodwill is not amortised, but subject to impairment testing. The testing is performed annually as at 30 June 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 relates. 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's or CGU's fair value less costs of disposal 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.

Mer's cash-generating units (CGUs)
Goodwill is tested for impairment by groups of cash-generating units (CGU). After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each group of Mer's cash-generating units (CGUs) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Mer has allocated all acquired goodwill to the group's operating segments, which will expect to benefit from the synergies, and represent the lowest level within the entity at which the goodwill is monitored for internal management purposes.

All amounts in NOK 1000

Carrying amount of goodwill allocated to the CGU	Public	Private	Total
Carrying amount of goodwill as at 01 January 2021	268 487	41 903	310 390
Carrying amount of goodwill as at 31 December 2021	310 370	83 730	394 101
Carrying amount of goodwill as at 31 December 2022	311 100	234 583	545 683

Basis for determining the recoverable amount
Mer applies the value in use calculation to determine the recoverable amount. Value in use is calculated as future expected cash flows discounted by using a required rate of return equal to the market's required rate of return for corresponding assets in the same industry. The operating expenses are derived from the current year's expenses and next year's budget. Restructuring activities that Mer has not yet committed to or significant future investments that will enhance the asset's performance in the CGU being tested, are not included. Provision for decommissioning is not usually included in the value in use calculation.

Significant estimates and key assumptions applied to determine the recoverable amount
The recoverable amount is sensitive to the discount rate used for the value in use calculation, as well as the EBITDA margin applied, and the terminal growth rate used for extrapolation purposes.

The electrical vehicle charging market is relatively new and under development. Mer is expecting a strong future growth in the electrical vehicle charging point market, which will require significant investments in the coming years. Mer's business involves investments in IT platforms, organizational scale, and infrastructure with lifetime of 15-20 years, and the charging market is expected to mature during this period. As such, the Group is expecting a negative EBITDA margin in the short term, and to reflect market maturity and growth in the value in use calculation a long term view up to 2040 is applied with a conservative terminal value thereafter.

Discount rate
The discount rate reflects the current market assessment of the risks specific to the CGU. The discount rate for Mer is estimated based on a nominal post-tax weighted average cost of capital (WACC). The main components of the WACC are the risk-free rate, the market equity premium, the CGU's Beta, interest cost of debt, expected debt/enterprise value ratio and the corporate tax rate. The use of post-tax discount rates in determining value in use will not significantly affect the amount of impairment/reversal of impairment compared with applying a pre-tax discount rate. Post-tax discount rate of 9% is applied.

EBITDA margin and terminal growth rate
For public charging, revenue is expected to grow in line with EV share of total vehicle stock in each country (leaning on external forecasts of EV growth where appropriate), with revenue per charger

plateauing out when utilization levels reach 15-17% in average across portfolio. Backed by careful margin monitoring and growing economies of scale, EBITDA margins are expected to develop from today's levels to 20-25% respectively in the medium-/long-term.

For private charging, revenue is expected to grow in line with new EVs sold in each country (leaning on external forecasts of EV growth where appropriate), with the EV share of new vehicles sales growing rapidly next few years. EBITDA margins are expected to develop from today's levels to 15-25% respectively in the medium-/long-term, backed by careful margin monitoring, growing economies of scale, and increasing share of bundled and rent-out products.

The terminal growth rate applied in the model is 2%.

The recoverable amount of the cash generating units are higher than their carrying amount and no impairment loss has been recognised in the current or prior period. Management believes that no reasonably possible change in the key assumptions would cause the carrying amount of the CGUs to materially exceed its recoverable amount.

Note 3.3 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. The cost of an item includes its purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and initial estimate of the cost of removing the item and restoring the site on which it is located.

A dismantling obligation occurs when the Group do necessary constructions in order to connect, install and operate a charger on a leased parking spot (with reference to note 2.10). The asset retirement obligation is capitalised as part of the charging station.

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 each financial year-end and adjusted prospectively, if appropriate.

The Group assess at each reporting date, whether there is an indication that property, plant and equipment may be impaired.

The gain or loss arising from the disposal or retirement of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset.

All amounts in NOK 1000	Charging stations	Furniture and equipment	Charging stations under construction	Other fixed assets	Total
Acquisition cost 01 January 2021	**102 175**	**6 396**	**0**	**8 463**	**117 035**
Additions through business combinations	9 303	1 160	704	33	11 199
Additions	150 778	4 781	34 512	792	190 863
Change in decommissioning provision	3 603	0	0	0	3 603
Reclassification from Right of Use asset**	199 305	0	0	0	199 305
Disposals	(21 603)	(2 215)	(143)	(179)	(24 141)
Translation differences	(3 093)	(264)	(643)	(397)	(4 397)
Acquisition cost 31 December 2021	**440 468**	**9 858**	**34 429**	**8 713**	**493 467**
Additions through business combinations	0	1 093	0	2 839	3 932
Additions	158 397	6 145	90 116	776	255 434
Change in decommissioning provision	5 799	0	0	0	5 799
Reclassification*	15 602	0	(53 937)	0	(38 335)
Disposals	(17 305)	(318)	0	(1 088)	(18 711)
Translation differences	7 474	418	2 674	420	10 986
Acquisition cost 31 December 2022	**610 435**	**17 195**	**73 283**	**11 660**	**712 573**
Acc.dep. & write-downs 01 January 2021	**9 381**	**4 525**	**0**	**4 746**	**18 653**
Year's depreciation	53 779	1 622	0	1 449	56 850
Year's impairments	2 693	0	0	0	2 693
Acc.dep through acquisitions	2 026	915	0	15	2 956
Reclassification from Right of Use asset**	69 053	0	0	0	69 053
Disposals	(13 300)	(2 145)	0	(179)	(15 625)
Translation differences	(667)	(154)	0	(240)	(1 061)
Acc.dep. & write-downs 31 December 2021	**122 965**	**4 763**	**0**	**5 791**	**133 519**
Year's depreciation	85 913	2 899	0	1 636	90 447
Year's impairments	738	0	0	0	738
Acc.dep through acquisitions	0	382	0	1 639	2 021
Reclassification*	(32 036)	0	0	0	(32 036)
Disposals	(12 421)	(88)	0	(875)	(13 384)
Translation differences	1 156	200	0	300	1 656
Acc.dep. & write-downs 31 December 2022	**166 315**	**8 155**	**0**	**8 490**	**182 961**
Carrying amount 01.01.2021	**92 794**	**1 871**	**0**	**3 717**	**98 382**
Carrying amount 31.12.2021	**317 502**	**5 095**	**34 429**	**2 922**	**359 948**
Carrying amount 31.12.2022	**444 120**	**9 040**	**73 283**	**3 170**	**529 612**
Economic life	3,5-15 years	1-14 years	Not depreciated	1-15 years	
Depreciation method	Linear	Linear		Linear	

* Reclassifications have been made due to the following:

- A total of NOK 53,9 million is reclassified from "Charging stations under constructions" to "Charging stations" as the installation is complete and the charger is ready for use.
- A total of NOK 6,2 million related to spare parts is reclassified from "Charging stations" to inventory

** In 2021, leased charging stations has been purchased and reclassified to property, plant & equipment. Thus, the related lease liability has been settled. The amount reclassified in 2021 also includes an asset retirement obligation which is presented on a gross basis.

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

Mer has assessed that component of charging stations has different economic lifetime and distinguish between components under ground and over ground. The components under ground are estimated to have a useful life corresponding to the length of the underlying lease contract for the parking spots, while the useful lives for the components over ground is estimated to 7 years. Further, the Group has assessed that the useful lives for some specific chargers have a shorter useful life than initially considered. The useful life of these chargers is estimated to be 3,5 years (previously 7 years). The change is accounted for as a estimate change and is adjusted prospectively.

The Group assess at each reporting date, whether there is an indication that property, plant and equipment may be impaired. If such indication exists, Mer estimates the asset's recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Right-of-use assets are presented in note 3.4 *Leases*.

Note 3.4 Leases

Accounting policies
Mer account for its leases according to IFRS 16 *Leases*.

Mer as a lessee recognises its leases in the consolidated statement of financial position as a lease liability with a corresponding right-of use asset, except for leases with a lease term of twelve months or less or leases where the underlying asset is considered to have a "low value". Lease contracts is only accounted for in accordance with IFRS 16 to the extent that the contract conveys Mer the right to control the use of an identified asset for a period of time in exchange for consideration.

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 payments are discounted using Mer's incremental borrowing rate. The lease term represents the non-cancellable period of the lease, together with periods covered by an option to extend the lease when Mer is reasonably certain to exercise this option, and periods covered by an option to terminate the lease if Mer is reasonably certain not to exercise that option. 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 index or rate.

Mer uses its incremental borrowing rate (IBR) to measure the lease liability. The IBR is the rate of interest that Mer would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Mer estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating). Mer uses a revised discount rate when lease payments are updated for a change in the lease term or a revised assessment of a purchase option.

The right-of-use asset is initially measured at cost being the corresponding amount of the initial measurement of the lease liability. 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 3.3 *Property, plant and equipment*).

Mer leased assets
Mer leases several assets, mainly office buildings, cars and parking spots. Leases of office buildings generally have lease terms of 3 and 7 years, while motor vehicles generally have lease terms between 2 and 3 years. Generally, leased parking spots have lease terms between 10 and 15 years. Mer also leases some office spaces, cars and other equipment that are expensed as incurred as they are either considered short term, low value or where lease payments are variable and not based on a rate or index. For leases of office buildings, non-lease components (i.e., service elements) are excluded from the lease payments. Mer has chosen the practical expedient to not separate non-lease components from the lease payments for motor vehicles and other leased assets.

The Group has entered financial lease agreements related to their public EV charging stations. The lessors in these agreements are Danske Bank, SR Bank and Brage Finans. The contract term varies from five to seven years. In 2021, the leased assets have been purchased and reclassified to property, plant & equipment due to the repayment of the related lease liability.

Mer's right-of-use assets are recognised in the consolidated statement of financial position separately from PPE and presented in the table below:

Right-of-use assets (All amounts in NOK 1000)	**Charging stations**	**Office Buildings**	**Motor vehicles**	**Parking spots**	**Other**	**Total**
Balance as at 01 January 2021	**120 989**	**8 785**	**431**	**36 810**	**0**	**167 014**
Additions	0	20 204	1 099	8 484	0	29 788
Additions through business combinations	9 351	2 653	781	0	0	12 786
Depreciation*	(16)	(6 814)	(600)	(3 753)	0	(11 183)
Lease derecognised**	(130 251)	0	0	0	0	(130 251)
Translation differences	0	(898)	(213)	(1 582)	0	(2 693)
Carrying amount 31 December 2021	**72**	**23 931**	**1 499**	**39 958**	**0**	**65 460**
Additions	0	15 711	3 218	28 228	0	47 158
Additions through business combinations	0	1 024	1 531	0	1 258	3 814
Remeasurement of RoU asset	0	3 400	(570)	(391)	0	2 439
Depreciation*	(16)	(8 983)	(3 814)	(6 026)	(380)	(19 220)
Lease derecognised	0	(137)	0	(31)	0	(168)
Translation differences	0	693	68	2 532	(14)	3 278
Carrying amount 31 December 2022	**56**	**35 640**	**1 932**	**64 270**	**864**	**102 762**
Remaining lease term or useful life	3 years	1-7 years	1-3 years	1-19 years		
Depreciation plan	Straight-line	Straight-line	Straight-line	Straight-line		

* NOK 5,8 million of depreciation related to leased parking spots is presented as cost of sales, references are made to note 2.6.

** In 2021, leased charging stations has been purchased and reclassified to property, plant & equipment. Thus, the related lease liability has been settled.

Mer presents its lease liabilities under non-current interest-bearing liabilities and current interest-bearing liabilities in the statement of financial position. Mer's liabilities are presented in the table below:

Change in the lease liabilities (All amounts in NOK 1000)	**Charging stations**	**Office Buildings**	**Motor vehicles**	**Parking spots**	**Other**	**Total**
Balance as at 01 January 2021	**100 928**	**8 727**	**3 223**	**38 011**	**0**	**150 888**
New leases recognised during the period (additions)	0	20 204	2 580	8 484	0	31 268
New leases recognised during the period (additions through acquisitions)	9 351	2 653	781	0	0	12 786
Down payments	(25)	(7 070)	(3 304)	(7 705)	0	(18 104)
Lease derecognised*	(110 160)	0	0	0	0	(110 160)
Accretion of interest	5	325	32	713	0	1 075
Translation differences	0	(901)	(109)	(3 428)	0	(4 437)
Total lease liabilities 31 December 2021	**99**	**23 940**	**3 203**	**36 075**	**0**	**63 317**
New leases recognised during the period (additions)	0	15 711	4 288	28 228	0	48 227
New leases recognised during the period (additions through acquisitions)	0	1 024	1 531	0	1 258	3 814
Down payments	(25)	(9 380)	(5 885)	(7 489)	(407)	(23 186)
Remeasurement of Lease liability	0	1 782	288	370	0	2 439
Lease derecognised	0	(142)	0	(32)	0	(174)

Change in the lease liabilities (All amounts in NOK 1000)	**Charging stations**	**Office Buildings**	**Motor vehicles**	**Parking spots**	**Other**	**Total**
Accretion of interest	4	436	94	1 037	41	1 611
Translation differences	0	691	66	2 320	(10)	3 067
Total lease liabilities 31 December 2022	**78**	**34 062**	**3 585**	**60 509**	**882**	**99 115**

* In 2021, leased charging stations has been purchased and reclassified to property, plant & equipment. Thus, the related lease liability has been settled.

Classification non-current vs current (All amounts in NOK 1000)	31.12.2022	31.12.2021
Current lease liabilities in the financial position	17 822	11 192
Non-current lease liabilities in the financial position	81 293	52 125
Total cash outflow during the period	(24 798)	(129 339)

Maturity of lease liabilities

For undiscounted lease liabilities and maturity of cash outflows, see note 4.2 *Ageing of financial liabilities*.

Summary of other lease expenses recognised in profit or loss (in NOK 1000)	2022	2021
Variable lease payments expensed in the period	7 015	2 217
Operating expenses in the period related to short-term leases	282	0
Operating expenses in the period related to low value assets	90	505
Total lease expenses included in profit or loss	**7 388**	**2 722**

Extension, termination and purchase options

Mer has several lease contracts of office buildings that include extension and termination options. Management applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. The Group considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination.

As of 31 December 2022, Mer has evaluated that it is reasonable to exercise extension options related to leases of four office buildings. The extension is recognised as part of the carrying amount of the right-of-use assets as of 31 December 2022.

Mer has a purchase option on its leased cars. Historically Mer has not exercised these options.

Mer as a lessor

In certain jurisdictions, Mer has different sublease arrangements with municipalities on motor vehicles. Subleases where Mer is the intermediate lessor, are considered finance leases when the head leases and the subleases have corresponding or similar terms. At initial recognition, the right-of-use asset held the under sublease are derecognised and the net investment in the lease are recognised in the financial position as other non-current financial assets. Any differences between the net investment and the right-of-use asset held by Mer are recognised immediately in the profit or loss. In the subleases entered into by Mer the day one gain will be small or zero, as the difference in the price for the incoming and outgoing lease relates to services provided by Mer in the form of the facilitation of car sharing services to be provided by the municipalities.

Net investment held under sublease	31.12.2022	31.12.2021
Motor vehicles	973	1 748

Note 3.5 Inventory

Accounting policies
Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated sales price less the estimated transaction costs. Historical cost is calculated using a weighted average historical cost and includes expenditures directly linked to getting the goods to their final location and condition. Foreseeable obsolescence is assessed continuously.

Mer's inventories consist solely of chargers and spare parts purchased for resale. However, some of the chargers recognised as inventory might in future periods be reclassified to property, plant and equipment. This will be the case if Mer's intention is no longer to sell the chargers as a part of its ordinary course of business, but to instead use the charger to provide charging services. The Group's accounting policy is therefore to classify chargers as inventory until Mer has determine that the chargers will be held for use in providing charging services and thus, reclassified to property, plant and equipment.

Mer makes provision for obsolescence. These provisions are based on a detailed assessment of the age distribution of inventory items and whether the goods are part of an active or expired product range. Write-down for obsolescence is made when the cost of the goods is higher than the expected net sales value. These provisions are estimate-based and require in-depth knowledge about goods and market.

Inventory

All amounts in NOK 1000	**31.12.2022**	**31.12.2021**
Chargers	171 142	28 863
Spare parts	11 486	1 793
Other	3 800	6 084
Total Inventories	**186 428**	**36 740**
(-) Provisions for obsolescence	0	181
Book value of inventories	**186 428**	**36 559**

Provision for obsolescence

All amounts in NOK 1000	**31.12.2022**	**31.12.2021**
At 01.01	181	371
Change in accruals	(181)	(190)
Provision for obsolescence	**0**	**181**

During the reporting period, the group has recognized NOK 215.6 million of inventories as an expense. No write-down expenses for inventories are recognised in 2022.

Section 4 Financial instruments and Capital structure

Note 4.1 Overview financial instruments and fair value measurement

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

Financial Assets at amortised cost
Financial assets at amortised cost includes mainly trade and other receivables, cash and cash equivalent and receivable against the parent's cash pool.

Trade and other receivables are part of Mer's business model with the sole objective to collect contractual cash flows. Additionally, the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, thereby passing the "SPPI test", constituting debt instruments measured at amortised cost.

Mer is part of Statkraft AS' cash pool. Statkraft has a multi-currency cash pool arrangement with Danske Bank. The cash pool has been established to optimize liquidity management within Statkraft.

Financial Liabilities at amortised cost
Financial liabilities at amortised cost includes Mer's interest-bearing liabilities, trade and other payables and other financial liabilities. Mer's interest-bearing debt per 31 December 2022 mainly consists of lease liabilities.

Initial recognition and subsequent measurement
Mer's financial assets and liabilities are initially recognised at fair value plus directly attributable transaction expenses. Subsequently, these instruments are measured at amortised cost using the effective interest method (EIR). Gains and losses are recognised in profit or loss upon impairment when the instruments are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit or loss.

Mer's financial assets at amortised cost includes trade receivables. Trade receivables do not contain a significant financing component and are measured at the transaction price determined under IFRS 15 *Revenue from contracts with customers*.

Impairment of financial assets
Financial assets valued at amortised cost are subsequently impaired by recognising an allowance for expected credit losses (ECLs). Mer's financial assets consist mainly of trade and other receivables and hence, Mer applies a simplified approach in calculating ECLs where Mer does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date. Mer bases its ECLs on its historical losses, adjusted for forward-looking factors specific to the debtors (or Group of debtors) and the economic.

Derecognition of financial instruments
A financial asset is derecognised when the rights to receive cash flows from the asset have expired, Mer has transferred its rights to receive cash flows from the asset, or Mer has assumed an obligation to pay the received cash flows in full under a "pass-through" arrangement.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit or loss.

Fair value disclosures
Management has assessed that the fair values of Mer's financial instruments at amortised cost approximate their carrying amounts largely due to the short-term maturities of these instruments and the current risk-free interest rates.

Power supply contracts
Mer has in Germany entered into power supply contracts. It has been assessed that the purchase of electricity under these contracts are considered as "own-use" contracts, and therefore not within the scope of IFRS 9, as the amount of power obtained does not exceed the amount of power Mer can use in the ordinary course of its operations. As such, there is no excess remaining for Mer to resell. As such these contracts will be accounted for as executory contracts.

All amounts in NOK 1000

31.12.2022	Note	Financial instruments at amortised cost	Total
Trade and other receivables	2.7	84 609	**84 609**
Receivable against the parent's cash pool	4.4	551 554	**551 554**
Cash and cash equivalents	4.3	164 374	**164 374**
Total financial assets		**800 538**	**800 538**
Interest-bearing liabilities	4.2	99 885	**99 885**
Other financial liabilities	4.2	109 659	**109 659**
Trade and other payables	2.8	141 626	**141 626**
Total financial liabilities		**351 170**	**351 170**

31.12.2021	Note	Financial instruments at amortised cost	Total
Trade and other receivables	2.7	47 280	**47 280**
Receivable against the parent's cash pool	4.4	379 625	**379 625**
Cash and cash equivalents	4.3	280 749	**280 749**
Total financial assets		**707 653**	**707 653**
Interest-bearing liabilities	4.2	64 618	**64 618**
Other financial liabilities	4.2	48 792	**48 792**
Trade and other payables	2.8	80 712	**80 712**
Total financial liabilities		**194 122**	**194 122**

Note 4.2 Ageing of financial liabilities

Contractual undiscounted cash flows from financial liabilities, including interest payments is presented below:

All amounts in NOK 1000

31.12.2022	Less than 1 year	1-2 years	2-3 years	3-4 years	More than 5 years	Total
Current interest-bearing liabilities	196	0	0	0	0	**196**
Trade and other current financial liabilities	257 468	0	0	0	0	**257 468**
Lease liabilities	18 635	18 061	15 095	12 156	44 068	**108 015**
Total financial liabilities	**276 103**	**18 061**	**15 095**	**12 156**	**44 068**	**365 483**

31.12.2021	Less than 1 year	1-2 years	2-3 years	3-4 years	More than 5 years	Total
Current interest-bearing liabilities	598	0	0	0	0	**598**
Trade and other current financial liabilities	139 546	0	0	0	0	**139 546**
Lease liabilities	12 199	9 778	10 656	9 318	28 615	**70 566**
Total financial liabilities	**151 745**	**9 778**	**10 656**	**9 318**	**28 615**	**210 112**

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

All amounts in NOK 1000		Cash flow effects				
	1 January 2022	Repayments of borrowings and lease liabilities	Foreign exchange movement	New leases	Other	31 December 2022
Non-current lease liability (note 3.4 Leases)	52 125	0	3 067	54 481	(28 379)	81 293
Other non-current interest-bearing liabilities	723	(149)	0	0	0	574
Non-current interest-bearing liabilities	**52 848**	**(149)**	**3 067**	**54 481**	**(28 379)**	**81 867**
Current interest-bearing liabilities	578	(382)	0	0	0	196
Current lease liability (note 3.4)	11 192	(21 749)	0	0	28 379	17 822
Current interest-bearing liabilities	**11 770**	**(22 131)**	**0**	**0**	**28 379**	**18 018**

All amounts in NOK 1000		Cash flow effects				
	1 January 2021	Repayments of borrowings and lease liabilities	Foreign exchange movement	New leases	Other	31 December 2021
Non-current lease liability (note 3.4 Leases)	108 029	0	(4 437)	44 055	(95 522)	52 125
Other non-current interest-bearing liabilities	2 330	(1 608)	0	0	0	723
Non-current interest-bearing liabilities	**110 360**	**(1 608)**	**(4 437)**	**44 055**	**(95 522)**	**52 848**
Other current interest-bearing liabilities	44 354	(64 975)	(1 256)	0	22 455	578
Current lease liability (note 3.4)	42 859	(127 189)	0	0	95 522	11 192
Current interest-bearing liabilities	**87 213**	**(192 164)**	**(1 256)**	**0**	**117 977**	**11 770**

The "other" column includes the effect of reclassification of non-current portion of the lease liabilities and additions through business combination.

Note 4.3 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, as defined above, net of outstanding bank overdrafts as they are considered an integral part of Mer's cash management.

All amounts in NOK 1000	31.12.2022	31.12.2021
Bank deposits, unrestricted	161 501	279 517
Bank deposits, restricted	2 874	1 232
Total in the statement of financial position	**164 374**	**280 749**

The amount included in "Bank deposits, restricted" consists of withholding payroll taxes.

Note 4.4 Receivable against the parent's cash pool

Mer is part of Statkraft AS' cash pool. Statkraft has a multi-currency cash pool arrangement with Danske Bank. The cash pool has been established to optimize liquidity management within Mer. The receivable against the parent's cash pool from the subsidiaries listed below is presented gross. In the consolidated statement of cash flow, the account is not considered as cash, and changes are presented as cash flow from financing activities.

As of 31.12.2022, the following companies are included in the cash pool of Statkraft:

- Statkraft Mer Holding AS
- Mer Sweden Holding AB
- Mer Germany Holding GmbH
- Mer Charging UK Ltd
- Mer Holding UK Ltd

All amounts in NOK 1000	31.12.2022	31.12.2021
Receivable against the parent's cash pool	551 554	379 625
Total in the statement of financial position	**551 554**	**379 625**

Note 4.5 Financial income and expenses

Accounting policies
Interest income and interest expenses on interest-bearing debt, and receivables including cash pool, is calculated using the effective interest method.

Foreign currency gains or losses are reported as gain or loss on foreign exchange within in finance income or finance expense.

Interest expenses on lease liabilities represents the interest rate implicit in the lease used to measure the lease liabilities recognized in the statement of financial position.

All amounts in NOK 1000

Finance income	2022	2021
Interest income	6 177	887
Foreign exchange gains	1 734	97
Other financial income	829	90
Total financial income	**8 740**	**1 074**

All amounts in NOK 1000

Finance expenses	2022	2021
Interest expenses	2 923	4 722
Interest expense on lease liabilities	1 611	1 359
Foreign exchange losses	1 863	394
Other financial expenses	2 185	2 194
Total financial expenses	**8 582**	**8 669**

Note 4.6 Capital and Risk Management

Capital management
For the purpose of Mer's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of Mer's capital management is to ensure that it maintains a healthy working capital and financial stability in order to support its growing business operations and to maximize shareholder value.

Mer manages its capital structure and adjusts in light of changes in economic conditions and the requirements of any future financial covenants. Mer monitors capital using an equity ratio, which is 'equity' divided by capital and net debt. Net debt consist of interest-bearing debt including lease liabilities, trade and other payables, less cash and cash equivalents.

Mer's interest-bearing debt per 31 December 2022 mainly consists of lease liabilities.

Financial risk
Mer's principal financial liabilities comprise lease liabilities and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. Mer's principal financial assets include trade and other receivables, cash and short-term deposits that derive directly from its operations. Mer does not hold derivative financial instruments, except for power supply contracts in Germany which have been assessed to represent "own-use" contracts, and therefore not within the scope of IFRS 9, -these contracts will be accounted for as executory contracts.

Mer is exposed to a range of risks affecting its financial performance, including market risk, credit risk and liquidity risk. Mer seeks to minimize potential adverse effects of such risks through sound business practice and risk management.

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

Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices and conditions. Market risk for Mer comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include cash and cash equivalents, trade receivables, interest bearing liabilities including lease liabilities and trade and other payables.

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. Mer's exposure to the risk of changes in market interest rates is low as it relates primarily to cash and cash equivalents at floating interest rates.

Interest rate sensitivity
The sensitivity to a possible change in interest rates, with all other variables held constant, on Mer's profit before tax, is immaterial. Mer has a limited amount of debt, and lease liabilities are not significantly affected by the changes in interest rates.

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. Mer is exposed to the risk of changes in foreign exchange rates as Mer has foreign subsidiaries with functional currencies in SEK, EUR and GBP.

A significant part of revenues and expenses is denominated in EUR and NOK, in addition to SEK and GBP. The Group also have exposure to USD, however in very small volumes. Mer limits its foreign currency exposure through having similar currencies for its revenues, operating expenses and investments in the different subsidiaries. Mer does currently not hedge currency exposure with the use of financial instruments but monitors the net exposure over time.

Foreign currency sensitivity
The sensitivity to a possible change in foreign currency (with all other variables held constant) on Mer's profit before tax, is assessed to be small.

Power market risk
The Group is exposed to power market risk in public and private charging products that contain an energy provision component with a more dynamic sourcing cost than sell-price, e.g., when there is a spot-based energy supply contract whereas prices towards paying customers are more static. Management monitors the impact of this on company product margins and adjusts prices frequently. However, there is a lag and a risk against prevailing market prices for charging, such as during winter 2021/2022. The volatility might also have a positive effect when market prices are lower than the static customer prices. Management monitors this frequently and is looking at various ways to mitigate and pass on this risk.

Climate risk
The foundation of the Group's business stems from the overall climate change risk and the regulatory incentives and technology development to electrify transportation in Europe. The Group is itself, however, more moderately exposed to climate risk: There is primarily risk of increased precipitation and flooding of charging sites, and more extreme weather conditions in general.

The Group is further exposed to risk related to market reputation as the stakeholders' perception and definition of "green" can change during the next years. A potential impact is therefore new regulatory requirements and increased cost of raw materials and waste handling.

Environmental risks in supply chain
Mer is exposed to environmental risk in its supply chain as there is an environmental impact from production of hardware and installation of chargers. This might lead to potential negative impact on climate and biodiversity and there is a risk of drop in sales and increased operating costs related to risk assessments.

More information on climate risks and how these are managed can be found in the Sustainability report.

Liquidity risk
Liquidity risk is the risk that Mer will encounter difficulty in meeting obligations associated with financial liabilities which are settled by delivering cash or another financial asset. Mer monitors its risk to a shortage of funds by monitoring its working capital, overdue trade receivables and establishing credit facilities if needed.

For overview of ageing of financial liabilities refer to note 4.2 *Maturity of financial liabilities*.

Credit risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Mer is exposed to credit risk from its operating activities (primarily trade receivables). As the counterparties to cash and cash equivalents are respectable banks the credit risk associated is considered to be small. Further, the risk related to the cash pool towards Statkraft is assessed to be small.

Mer manages its credit risks by trading only with creditworthy third parties. It is Mer's policy that customers in major transactions/deals wishing to trade on credit terms are subject to credit verification procedures, which include an assessment of credit rating and review of prior payment issues. Mer ensures that the outstanding amounts do not exceed the set credit limits as means of mitigating the risk of financial loss from defaults and receivable balances are monitored on an ongoing basis.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 4.1 *Overview financial instruments and fair value measurement*.

No agreements have been entered into for set-off/netting of financial instruments.

Note 4.7 Share capital and shareholders information

At 31. December 2022 there were 3 000 ordinary shares each with a par value of NOK 16. They entitled the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number and amounts paid on the shares held.

The share capital in Statkraft Mer Holding AS consists of the following:

Share capital in Statkraft Mer Holding AS	Date	Number of shares issued and fully paid	Par value per share (NOK)	Share Capital
Establishment of Statkraft Mer Holding AS	05.11.2020	**3 000**	10	**30 000**
At 01 January 2021		**3 000**	**10**	**30 000**
Share capital increase	12.01.2021		1	3 000
Share capital increase	08.03.2021		1	3 000
Share capital increase	20.05.2021		1	3 000
Share capital increase	08.06.2021		1	3 000
Share capital increase	13.12.2021		1	3 000
At 31 December 2021		**3 000**	**15**	**45 000**
Share capital increase	13.04.2022		1	3 000
At 31 December 2022		**3 000**	**16**	**48 000**
Unregistered capital increase	21.12.2022		1	3 000

At 21 December 2022, the Group completed a share capital increase whereas the par value per share was increased by NOK 1. The share capital increase was registred in January 2023.

Shareholders in Mer Holding AS at 31.12.2022	Total shares	Ownership	Voting rights
STATKRAFT AS	3 000	100%	100%
Total	**3 000**	**100%**	**100%**

Shareholders in Mer Holding AS at 31.12.2021	Total shares	Ownership	Voting rights
STATKRAFT AS	3 000	100%	100%
Total	**3 000**	**100%**	**100%**

Dividends
No dividends have been paid out in any of the periods presented.

Section 5 Tax

Note 5.1 Tax expense

Accounting policies:
Income tax expense
Income tax expense consists of current income tax and change in deferred tax.

Current income tax
Current income tax is measured at the amount expected to be recovered from or paid to the taxation authorities. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss.

Deferred tax
Deferred tax assets and deferred tax liabilities are calculated based on the differences between the basis for tax assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date, with the exception of:

- Initial recognition of goodwill, initial recognition of an asset or liability in a transaction which is not a business combination at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- Taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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 utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognized 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 liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. 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.

All amounts in NOK 1000

Current income tax expense:	**31.12.2022**	**31.12.2021**
Tax payable recognised in the income statement	24 980	(26 364)
Change deferred tax/deferred tax assets (ex. OCI effects)	47 551	33 596
Total income tax expense	**72 531**	**7 232**

All amounts in NOK

Deferred tax assets:	**31.12.2022**	**31.12.2021**
Losses carried forward (including tax credit)*	105 232	47 321
Property, plant and equipment (including leased assets)	9 459	1 576
Liabilities	3 545	3 264
Other items	302	1 268
Deferred tax assets:	**118 537**	**53 429**
Calculated deferred tax assets		
- Deferred tax assets not recognised	68 520	49 365
Net deferred tax assets recognised in balance sheet	**50 017**	**4 065**

* Recognised losses carried forward mainly relate to received group contribution of NOK 38,7 million from companies within the Statkraft Group, which has been treated as a temporary difference in 2022 and will be recognised in 2023.

All amounts in NOK 1000

Deferred tax liabilities:	**31.12.2022**	**31.12.2021**
Intangible assets	9 168	7 666
Property, plant and equipment (including leased assets)	5 402	4 440
Tax loss carried forward	0	(135)
Deferred tax liabilities recognised in balance sheet	**14 571**	**11 972**

Deferred tax liabilities mainly relate to intangible assets recognised through the acquisition of subsidiaries.

All amounts in NOK 1000

Reconciliation of income tax expense:	**31.12.2022**	**31.12.2021**
Income tax expense at corporate income tax rate in Norway (22%)	101 438	64 305
Permanent differences	(91)	0
Effect of tax rates outside Norway	7 484	8 085
Deferred tax assets not recognised current year	(37 500)	(66 085)
Other Items	1 201	928
Recognised income tax expense	**72 531**	**7 232**
Effective tax rate	**(15.7%)**	**(2.5%)**

Section 6 Group and related parties

Note 6.1 Group companies

The following subsidiaries are included in the consolidated financial statements 31.12.2022:

Consolidated entities 31.12.2022	Country	Ownership	Registered office
Mer Norway AS	Norway	100%	Kjøita 18, 4630 Kristiansand
Mer Sweden Holding AB	Sweden	100%	Sveavagen 9, 111 57 Stockholm
Mer Sweden AB	Sweden	51%	Södra Stenbocksgatan 77 3TR, 252 47 Helsingborg
Mer UK Holding Ltd	UK	100%	33 Granary Road, Northampton, NN4 0XB
Mer Charging UK Ltd	UK	100%	19th Floor, 22 Bishopsgate, London, EC2N 4BQ
Mer Fleet Services Ltd	UK	100%	Unit 54, Consett Business Park, Consett, DH8 6BN
Mer Germany Holding GmbH	Germany	100%	Derendorfer Allee 2a, D-40476 Düsseldorf
Mer Germany GmbH	Germany	100%	Technologiecampus 1, 94244 Teisnach
Mer Solutions GmbH	Germany	100%	Taunusstraβe 23, 80807 München
Mer Services GmbH	Germany	100%	Taunusstraβe 23, 80807 München

The following subsidiaries are included in the consolidated financial statements 31.12.2021:

Consolidated entities 31.12.2021	Country	Ownership	Registered office
Mer Norway AS	Norway	100%	Kjøita 18, 4630 Kristiansand
Mer Sweden Holding AB	Sweden	100%	Sveavagen 9, 111 57 Stockholm
Mer Sweden AB	Sweden	51%	Sveavagen 9, 111 57 Stockholm
Mer UK Holding Ltd	UK	100%	33 Granary Road, Northampton, NN4 0XB
Mer Charging UK Ltd	UK	100%	19th Floor, 22 Bishopsgate, London, EC2N 4BQ
Mer Germany Holding GmbH	Germany	100%	Derendorfer Allee 2a, D-40476 Düsseldorf
Mer Germany GmbH	Germany	100%	Technologiecampus 1, 94244 Teisnach
Mer Solutions GmbH	Germany	100%	Taunusstraβe 23, 80807 München
Mer Services GmbH	Germany	100%	Taunusstraβe 23, 80807 München

Note 6.2 Business Combinations

Accounting policies
A business combination is as a transaction or other event in which Mer obtains control of one or more businesses. A business combination is accounted for according to IFRS 3 using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value according to IFRS 13, and the amount of any non-controlling interests in the acquiree. Acquisition-related costs are expensed as incurred and included in other operating expenses. Non-controlling interest is measured at the proportionate shares in the recognised amount of the acquiree's identifiable net assets.

When Mer acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill arises in a business combination when the fair value of consideration transferred exceeds the fair value of identifiable assets acquired less the fair value of identifiable liabilities assumed. Goodwill acquired in a business combination is allocated to Mer's operating segments that are expected to benefit from the combination irrespective of whether other assets or liabilities of the acquiree are assigned to those units and tested subsequently for impairment. Reference is made to note 3.2 for an overview of Mer's goodwill, operating segments, and annual impairment testing of the group of CGUs to which goodwill is allocated.

Significant estimates and assumptions
In a business combination, the assets acquired and liabilities assumed are valued at fair value at the time of acquisition. The various assets and liabilities are valued on the basis of different models, requiring estimates and assumptions to be made. Goodwill is the residual in this type of purchase price allocation. Errors in estimates and assumptions can lead to an error in the split of the value between the various assets and liabilities incl. goodwill, but the sum of the total excess values will always be consistent with the purchase price paid.

The useful lives of the intangible assets acquired in a business combination are assessed as either finite or indefinite and may in some cases involve considerable judgements. Intangible assets acquired 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. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Acquisitions in 2022

Company/Group	Main business activity	Date of business combination	Proportion of voting equity acquired	Acquiring entity
Elmtronics	Electric vehicle charging	01.02.2022	100%	Mer UK Holding Ltd

Acquisition of Elmtronics
On 1 February 2022, the Group acquired 100% of the voting shares of Elmtronics Ltd. (Mer Fleet Services Ltd.) through a business combination. Elmtronics, established in 2016, provides charging infrastructure for UK fleets, workplaces, public sector bodies, and homes to support the transition to electric mobility. Elmtronics works nationwide in the UK with some of the largest councils, NHS Trusts, and private companies to design, install and maintain their electric vehicle charging solutions.

The transaction is accounted for as a business combination in accordance with IFRS 3. The acquisition date for accounting purposes corresponds to the date when the Group obtained control of the entity, on 1 February 2022.

The acquisition-date fair value of the total consideration transferred was NOK 176 million to be adjusted by net debt as well as working capital adjustments.

From the date of the acquisition until 31 December 2022, Elmtronics contributed with a total of NOK 59,8 million of revenue and a loss of NOK 59,9 million to the loss before tax. Total revenue of the combined entity would have been NOK 63,2 million from January until December if the business combination had occurred on 1 January 2022. Total loss before tax would have been NOK 62,5 million if the business combination had occurred on 1 January 2022.

The following intangible assets outside of goodwill were identified in the Elmtronics acquisition, including management's expectation of economic useful life:
Customer value (other intangible assets) - 5 years

The fair value of the identifiable assets and liabilities of Elmtronics as at the date of the acquisition were:

All amounts in NOK 1000	**Elmtronics**
ASSETS	
Non-Current Assets	
Intangible assets	18 025
Property, plant & equipment	1 911
Total non-current assets	**19 935**
Current assets	
Trade and other receivables	12 496
Other current assets	13 327
Cash and cash equivalents	(237)
Total current assets	**25 586**
Total assets	**45 521**
LIABILITIES	
Non-Current liabilities	
Deferred tax liability	3 425
Other non-current financial liabilities	0
Total non-current liabilities	**3 425**
Current liabilities	
Trade and other payables	12 474
Other current liabilities	35 906
Total current liabilities	**48 379**
Total liabilities	**51 804**
Total identifiable net assets at fair value	**(6 283)**
Purchase consideration	144 778
Goodwill arising on acquisition (note 3.1 Intangible assets)	**151 062**

Purchase consideration	
Cash consideration paid	144 778

All amounts in NOK 1000	Elmtronics
Total consideration	**144 778**

Analysis of cash flows on acquisition	
Debt paid as a part of the acquisition	18 878
Cash paid (included in the cash flow from investing activities)	144 778
Net cash acquired (included in the cash flow from operating activities)	(237)
Net cash flow from acquisition	**(163 894)**

Acquisitions in 2021

Company/Group	Main business activity	Date of business combination	Proportion of voting equity acquired	Acquiring entity
Bee Charging Solutions AB	Electric vehicle charging	07.04.2021	51%	Mer Sweden Holding AB

Bee Charging Solutions AB
On 7 April, Mer entered into an agreement to participate in a share issue in the Swedish electrical vehicle charging company Bee Charging Solutions - resulting in 51% ownership in the company. The remaining 49% of the shares in Bee are owned by EVReg AB, which is equally owned by Öresundkraft, Jämtkraft and Tekniska Verken. The agreement was closed in April.

The acquisition is part of the Mers clear ambition for further growth in EV charging. Bee is one of the leading charging companies in Sweden with more than 2000 public charging points and an estimated market share of 15-20 per cent. The plan is that merged company will take part of the impending electric car boom in Sweden.

Statkraft Mer Holding AS has been assessed to be in control of the acquired company and have consolidated the company as a subsidiary with effect from 1 April 2021. Bee Charging Solutions AB changed name to Mer Sweden AB in 2021.

Provision for deferred tax is made for the difference between acquisition cost and acquired tax base in accordance with IAS 12. Offsetting entry of this non-cash deferred tax is goodwill. None of the goodwill recognised is deductible for income tax purposes.

From the date of the acquisition until 31 December 2021, Bee Charging Solutions AB contributed with a total of NOK 72,2 million of revenue and a loss before tax of NOK 41,3 million. Total revenue of the combined entity would have been NOK 91,6 million from January until December if the business combination had occurred on 1 January 2021. Total loss before tax would have been NOK 50,4 million.

Non-controlling interests are measured at the proportionate shares in the recognised amount of Bee Charging Solutions AB's identifiable net assets and hence, goodwill is not allocated to non-controlling interest.

The below table illustrates the fair values of the identifiable assets in Bee Charging Solutions AB acquisition date:

All amounts in NOK 1000	Bee Charging Solutions AB
ASSETS	
Non-Current Assets	
Deferred tax assets	0
Intangible assets	20 798
Right-of-use assets	12 786
Property, plant & equipment	8 243
Other non-current financial assets	0
Other non-current receivables	0
Total non-current assets	**41 828**
Current assets	
Trade and other receivables	11 828
Other current assets	7 047
Cash and cash equivalents	204 863
Total current assets	**223 738**
Total assets	**265 566**
LIABILITIES	
Non-Current liabilities	
Deferred tax liability	2 830
Other non-current liabilities	26 929
Other non-current financial liabilities	12 786
Total non-current liabilities	**42 545**
Current liabilities	
Trade and other payables	0
Other current financial liabilities	0
Other current liabilities	20 415
Total current liabilities	**20 415**
Total liabilities	**62 960**

Total identifiable net assets at fair value	**202 606**
Purchase consideration	191 529
Non-controlling Interest	99 277
Goodwill arising on acquisition (note 3.1 Intangible assets)	**88 200**

All amounts in NOK 1000	Bee Charging Solutions AB
Reconciliation	
Total identifiable net assets at fair value (51%)	103 329
Purchase consideration (51%)	191 529
Goodwill arising on acquisition allocated to Mer	**88 200**
Purchase consideration	
Cash consideration paid	191 529
Total consideration	**191 529**
Analysis of cash flows on acquisition	
Net cash acquired (included in the cash flow from operating activities)	204 863
Cash paid (included in the cash flow from investing activities)	191 529
Net cash flow from acquisition	**13 334**

Acquisitions after the balance sheet date

Mer did not have any acquisitions after the balance sheet date.

Note 6.3 Related Parties

Accounting policies
The Group's related parties include major shareholders, entities controlled or jointly controlled by major shareholders, members of the executive management and the Board of Directors.

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Intercompany balances and transactions between consolidated companies are eliminated in Statkraft Mer Holding's consolidated financial statements and are not presented in this note.

The tables below show related party transactions and balances between the Group and its related parties, mainly related to purchase of electricity. The related parties listed below are primarily subsidiaries, joint ventures or associates of Statkraft AS, the parent company of Statkraft Mer Holding AS. Refer to note 2.4 *Salary and personnel expenses* for an overview of remuneration paid to executive management and the Board of Directors.

All amounts in NOK 1000

Revenues	**2022**	**2021**
Statkraft Sweden AB	4 059	0
Statkraft Energi AS	303	0
Statkraft Markets GmbH	266	49
Statkraft Tofte AS	17	0
Statkraft Varme AS	5	0
Total	**4 650**	**49**

All amounts in NOK 1000

Expenses	**2022**	**2021**
Å Energi AS	86 187	32 557
Statkraft AS	14 014	478
Statkraft UK Limited	7 647	0
Bryt Energy Limited	5 747	0
Statkraft Markets GmbH	1 423	985
Eviny AS	140	308
Statkraft Energi AS	73	0
Statkraft Varme AS	13	0
Total	**115 245**	**34 329**

All amounts in NOK 1000

Liabilities at the end of the period	**2022**	**2021**
Å Energi AS	7 997	2 922
Statkraft UK Limited	7 390	0
Statkraft AS	3 446	0
Bryt Energy Limited	1 364	0
Statkraft Markets GmbH	540	0
Eviny AS	12	19
Total	**20 748**	**2 941**

All amounts in NOK 1000

Receivables at the end of the period	**2022**	**2021**
Statkraft Sweden AB	1 509	0
Total	**1 509**	**0**

Section 7 Other information

Note 7.1 Earnings per share

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

The following table reflects the income and share data used in the basic and diluted EPS calculations:

All amounts in NOK 1000	2022	2021
Net profit for the year	(388 548)	(285 063)
Attributable to non-controlling interests	(23 295)	(19 749)
Attributable to ordinary shares	**(365 254)**	**(265 314)**
Weighted number of ordinary shares, basic and diluted (numbers in thousand)	3	3
Number of shares end of period (numbers in thousand)	3	3
Basic and diluted earnings per share	**(121 751)**	**(88 438)**

Note 7.2 Subsequent events

Accounting policies
If Mer 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, Mer will assess if the information affects the amounts that it recognises in Mer's consolidated financial statements. Mer 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, Mer 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.

Significant events
The Group is currently in the process of setting up its own banking structure independent from Statkraft, however as of the date of the approval of the financial statements, the new set up has not been implemented.

Alternative performance measures

In order to measure the Group's performance on a historic basis, the Group has primarily made use of the following measures: earnings before interest, tax, amortisation and depreciation (EBITDA) and gross profit. These are Alternative Performance Measures ("**APMs**") that aim to provide a better understanding of the Group's performance.

The non-IFRS financial measures presented herein are not recognised measurements of financial performance under IFRS but are used by the Group to monitor and analyse the underlying performance of the Group's business and operations. Investors should not consider any such measures to be an alternative to profit and loss for the period, operating profit for the period or any other measures of performance under generally accepted accounting principles.

The Group believes that the non-IFRS measures presented herein are commonly used by investors in comparing performance between companies. Accordingly, the Group discloses the non-IFRS financial measures presented herein to permit a more complete and comprehensive analysis of the Group's operating performance relative to other companies across periods. Because companies calculate the non-IFRS financial measures presented herein differently, the non-IFRS financial measures presented herein may not be comparable to similarly defined terms or measures used by other companies.

The APMs used by the Group are described in the following:

EBITDA
EBITDA is defined as the Group’s profit/(loss) for a certain year/period before net financial items, income tax, depreciation and amortisation. The Group presents EBITDA as an APM to provide useful supplemental information for prospective investors to better understand the Group’s operating activities and comparing its operating performance with other companies in the industry. For a reconciliation of EBITDA, refer to the consolidated statement of profit or loss.

Gross profit
Gross profit is defined as the Group’s total operating income and revenue less cost of sales. Management considers this APM to be an important supplemental measure for users of the financial statements to understand the Group’s profitability and financial performance. For a reconciliation of gross profit, refer to the consolidated statement of profit or loss.

Statkraft Mer Holding AS

Income Statement

1 January - 31 December

(All amounts in NOK 1000)	Note	2022	2021
Other revenues		26 909	0
Total revenue	**1**	**26 909**	**0**
Salary and personnel expenses	1, 2, 4	43 967	10 647
Other operating expenses	1, 3	79 773	31 481
Operating expenses		**123 740**	**42 127**
Operating profit or loss (EBITDA)		**(96 830)**	**(42 127)**
Depreciation and amortisation	5, 6	1 574	805
Operating profit or loss (EBIT)		**(98 404)**	**(42 933)**
Financial income		5 319	596
Financial expense		1 096	150
Net financial items	**7**	**4 223**	**446**
Profit or loss before tax		**(94 182)**	**(42 487)**
Income tax expense	8	(20 704)	(9 347)
Net profit or loss for the year		**(73 478)**	**(33 140)**
Appropriation of loss:			
Loss brought forward		**73 478**	**33 140**

Statkraft Mer Holding AS

Balance Sheet

1 January - 31 December

Assets (All amounts in NOK 1000)	Note	31.12.2022	31.12.2021
Deferred tax assets	8	6	0
Concessions, patents, licences	5	72 256	19 930
Total intangible assets		**72 261**	**19 930**
Property, plant & equipment	6	35	84
Total tangible assets		**35**	**84**
Investments in subsidiaries	9	2 137 445	1 424 962
Total financial fixed assets		**2 137 445**	**1 424 962**
Total fixed assets		**2 209 741**	**1 444 977**
Trade and other receivables	10	135 581	48 000
Other current assets	11	5 420	2 797
Receivables from group companies	10	485 382	325 857
Total receivables		**626 384**	**376 655**
Cash and cash equivalents	**11**	**1 423**	**1**
Total current assets		**627 807**	**376 655**
Total assets		**2 837 548**	**1 821 632**

Statkraft Mer Holding AS

Balance Sheet

1 January - 31 December

Equity and Liabilities (All amounts in NOK 1000)	Note	31.12.2022	31.12.2021
Share capital	13	48	42
Share premium		2 227 229	1 527 242
Capital not registered		433 000	249 993
Other paid-in equity		110 877	41 457
Total paid-in equity	**12**	**2 771 154**	**1 818 734**
Other equity		(106 617)	(33 140)
Total retained earnings	**12**	**(106 617)**	**(33 140)**
Total Equity		**2 664 537**	**1 785 594**
Deferred tax liabilities	8	0	1 213
Total non-current liabilities		**0**	**1 213**
Trade and other payables	8, 10	40 132	26 942
Other current liabilities	10	132 879	7 883
Total short-term liabilities		**173 012**	**34 825**
Total Liabilities		**173 012**	**36 038**
Total Equity and Liabilities		**2 837 548**	**1 821 632**

Oslo, 7 March 2023

Jürgen Norbert Tzschoppe Chairman of the Board	**Kristoffer Thoner** CEO
Bjørn Nikolai Holsen Member of the Board	**Henrik Nissen Sætness** Member of the Board
Marit Grimsbo Member of the Board	**Anne Marit Harris** Member of the Board

Statkraft Mer Holding AS

Cash Flow Statement

1 January - 31 December

(All amounts in NOK 1000)	Note	2022	2021
Cash flow from operating activities:			
Profit or loss before tax		(94 182)	(42 487)
Adjustments to reconcile operating income to net cash provided by operating activities			
Depreciation	5, 6	1 574	805
Finance income	7	(5 319)	(596)
Finance expense	7	1 096	150
Working capital changes that provided/(used) cash			
Changes in trade and other receivables		(46 581)	15 106
Changes in trade and other payables		13 190	25 325
Changes in other operating items		122 279	(10 614)
Interest received		3 890	555
Interest paid		0	(56)
Realised foreign exchange (net)		333	(52)
Net cash flows from operating activities		**(3 719)**	**(11 865)**
Cash flow from investing activities			
Investment in property, plant and equipment	5, 6	0	(105)
Investment in intangible assets	5, 6	(53 850)	(18 551)
Capital increase subsidiaries	9	(712 483)	(1 366 721)
Net cash flows from investing activities		**(766 333)**	**(1 385 377)**
Cash flow from financing activities			
Proceeds from share issue	12	883 000	1 717 949
Cash movement in cash pool		(159 525)	(325 857)
Group contribution received	12	48 000	5 150
Net cash flows from financing activities		**771 475**	**1 397 242**
Net change in cash and cash equivalents		1 422	1
Net foreign on exchange differences		0	0
Cash and cash equivalents as at 1 Jan		1	0
Cash and cash equivalents as at 31 Dec		**1 423**	**1**

Accounting principles

The annual accounts have been prepared in compliance with the Accounting Act and accounting principles generally accepted in Norway.

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

Revenues
Income from services are recognised at fair value of the consideration, net after deduction of VAT, returns, discounts and reductions. Services are recognised in proportion to the work performed.

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

Purchase costs
The purchase cost of assets includes the cost price for the asset, adjusted for bonuses, discounts and other rebates received, and purchase costs (freight, customs fees, public fees which are non-refundable and any other direct purchase costs). Purchases in foreign currencies are reflected in the balance sheet at the exchange rate at the transaction date.

For fixed assets and intangible assets purchase cost also includes direct expenses to prepare the asset for use, such as expenses for testing of the asset.

Intangible assets
Development expenses are taken into the balance sheet providing a future financial benefit relating to the development of an identifiable intangible asset can be identified and the expenses can be reliably measured. Otherwise such expenses are expensed as and when incurred. R&D expenses are depreciated on a straight-line basis over the asset's expected useful life.

Fixed assets
Fixed assets are reflected in the balance sheet and depreciated to residual value over the asset's expected useful life on a straight-line basis. If changes in the depreciation plan occur, the effect is distributed over the remaining depreciation period. Direct maintenance of an asset is expensed under operating expenses as and when it is incurred. Additions or improvements are added to the asset's cost price and depreciated together with the asset. The split between maintenance and additions/improvements is calculated in proportion to the asset's condition at the acquisition date.

Leased assets are reflected in the balance sheet as assets if the leasing contract is considered a financial lease.

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

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

Debtors
Trade debtors are recognised in the balance sheet after provision for bad debts. The bad debts provision is made on basis of an individual assessment of each debtor and an additional provision is made for other debtors to cover expected losses. Significant financial problems at the customers, the likelihood that the customer will become bankrupt or experience financial restructuring and postponements and insufficient payments, are considered indicators that the debtors should be written down.

Other debtors, both current and long-term, are recognised at the lower of nominal and net realisable value. Net realisable value is the present value of estimated future payments. When the effect of a write down is insignificant for accounting purposes this is, however, not carried out. Provisions for bad debts are valued the same way as for trade debtors.

Foreign currencies
Assets and liabilities in foreign currencies are valued at the exchange rate on the balance sheet date. Exchange gains and losses relating to sales and purchases in foreign currencies are recognised as finance income and finance cost.

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

Pensions
The Company has a defined contribution plan. The pension schemes are financed through payments to insurance companies.

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

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

Deferred tax is reflected at nominal value.

Note 1: Related-party transactions

Related-party transactions:

a) Sales of services:	2022	2021
Management fee - subsidiaries	22 570	0
IT operations - subsidiaries	4 340	0
Total operating revenue - subsidiaries	**26 909**	**0**

Geographical markets	2022	2021
Norway	7 006	0
Sweden	4 248	0
UK	5 913	0
Germany	9 743	0
Total operating revenue - subsidiaries	**26 909**	**0**

b) Purchases of services		
Personell services from subsidiaries	14 379	10 430
IT services from subsidiaries	667	914
Consulting services from subsidiaries	8 673	8 597
Total services from subsidiaries	**23 720**	**19 941**
Services from parent company - controlling owner	12 672	7 972
Total services from subsidiaries and related parties	**36 391**	**27 913**

Note 2: Salary expenses, number of employees, remunerations, loans to employees, etc.

Salary expenses - specification	2022	2021
Salaries	16 649	0
Social security costs	1 829	0
Pension costs	2 687	0
Other employee expenses	1 824	0
Total	**22 989**	**0**
Personell expenses - employees	22 989	0
Personell expenses - hired [1]	20 978	10 647
Total salary and personnel expenses	**43 967**	**10 647**

1) Hired personell expenses relate to personnel employed by Statkraft and other subsidiaries.

The number of employees by the end of the accounting year was 17 FTE's, and 19 FTE's employed by other subsidiaries. There was no employees employed by the company by the end of last year.

The board members do not receive compensation, bonus or other benefits for their work.

Remuneration to executives	**CEO**
Salaries	1 285
Pension expenses	82
Other remuneration	109
Total	**1 476**

The CEO has a bonus agreement and a severance pay agreement. For the period January to May 2022, CEO management services have been charged from the parent company. Total remuneration invoiced was NOK 2 133 389 excl VAT.

Expensed audit fee	**2022**	**2021**
Statutory audit	1 000	381
Other assurance services	0	0
Tax advisory fee (incl. technical assistance with tax return)	0	0
Other non-audit services (incl. technical assistance with financial statements)	0	0
Total audit fees	**1 000**	**381**

Note 3: Specification of other operating expenses

	2022	2021
Consultants and other fees	56 975	11 973
Office costs	4 251	789
IT expenses	7 436	925
Marketing	5 388	15 871
Accounting and audit services	1 776	531
Other costs	3 947	1 392
Total operating expenses	**79 773**	**31 481**

Note 4: Pensions

The company has pension schemes which cover a total of 17 persons. It is a defined-contribution scheme which is covered through an insurance company and is expensed on an ongoing basis.

The company's pension schemes meet the requirements of the law on compulsory occupational pension.

Persons covered by the schemes	**Active**
Defined-contribution scheme	17

Note 5: Intangible assets

Intangible assets	Concessions, Software, licenses	Other intangible assets	Intangible assets under development	Total
Acquisition cost 01 January 2022	3 113	248	17 361	20 722
Reclassification acq. cost and total depreciation	675		(36)	639
Additions	1 152	0	52 734	53 886
Disposals	0	0	0	0
Acquisition cost 31 December 2022	4 940	248	70 059	75 248
Accumulated depreciation 31 December 2022	2 820	173		2 992
Carrying amount 31.12.2022	**2 120**	**76**	**70 059**	**72 256**
Depreciation current year	1 478	83	0	**1 561**
Estimated useful life	3	3	0	
Depreciation plan	Straight line	Straight line	No depreciation	

Note 6: Fixed assets

Fixed assets	Furniture and equipment	Total fixed assets
Acquisition cost 01 January 2022	105	105
Additions	0	0
Reclassification	(36)	(36)
Acquisition cost 31 December 2022	68	68
Accumulated depreciation 31 December 2022	33	33
Carrying amount 31.12.2022	**35**	**35**
Depreciation current year	13	13

Annual rental of non-financial assets

	Annual rent
Buildings	746

The lease contract and rental period for the premises at the main office is currently under negotiation.

Note 7: Specification of financial income and expenses

Financial income	**2022**	**2021**
Interest income cash pool Statkraft	3 850	555
Interest income from group companies	43	0
Other financial income	1 425	41
Total financial income	**5 319**	**596**

Financial expenses	**2022**	**2021**
Interest expenses to group companies	0	56
Other financial expenses	1 096	94
Total financial expenses	**1 096**	**150**

Note 8: Taxes

Calculation of deferred tax/deferred tax benefit

Temporary differences	**2022**	**2021**
Fixed and intangible assets	(26)	6 127
Net temporary differences	(26)	6 127
Tax losses carried forward	0	(613)
Basis for deferred tax	**(26)**	**5 513**
Deferred tax asset (-) / Deferred tax liability (+)	(6)	1 213
Deferred tax benefit not shown in the balance sheet	0	0
Deferred tax in the balance sheet	**(6)**	**1 213**

Basis for income tax expense, changes in deferred tax and tax payable	**2022**	**2021**
Result before taxes	(94 182)	(42 487)
Permanent differences	73	0
Basis for the tax expense for the year	**(94 109)**	**(42 487)**
Change in temporary differences	6 153	(6 127)
Basis for payable taxes in the income statement	**(87 956)**	**(48 613)**
+/- Group contributions received/given	89 000	48 000
Taxable income (basis for payable taxes in the balance sheet)	**1 044**	**(613)**

Components of the income tax expense		
Payable tax on this year's result	95	0
Adjustment in respect of priors	0	0
Total payable tax	**95**	**0**
Change in deferred tax based on original tax rate	(20 799)	(9 347)
Tax expense	**(20 704)**	**(9 347)**

Reconciliation of the tax expense		
Result before taxes	(94 182)	(42 487)
Calculated tax 22 %	(20 720)	(9 347)
Tax expense	(20 704)	(9 347)
Difference	16	0
The difference consists of:		
Tax of permanent differences	16	0
Sum explained differences	**16**	**0**
Payable tax in the tax charge	0	0
Tax effect of group contribution	0	0
Payable tax in the balance sheet	**95**	**0**

Note 9: Subsidiaries, associated companies, and joint ventures

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

Subsidiaries	Office location	Ownership/ voting right	Balance sheet value (NOK)	Equity 31.12.2022
Mer UK Holding Limited	London, UK	100%	602 367	595 848
Mer Germany Holding GmbH	Teisnach, Germany	100%	733 559	752 842
Mer Sweden Holding AB	Helsingborg, Sweden	100%	219 162	208 242
Mer Norway AS	Kristiansand, Norway	100%	5 82 356	303 858
Balance sheet value 31.12.			**2 137 445**	**1 865 790**

Note 10: Balances with group companies and related parties

	Cash and cash equivalents		Other receivables	
Receivables	**31.12.2022**	**31.12.2021**	**31.12.2022**	**31.12.2021**
Group companies	0	0	46 581	0
Group contribution Statkraft Energi AS	0	0	89 000	48 000
Cash pool receivable, Statkraft AS	485 382	325 857	0	0
Total	**485 382**	**325 857**	**135 581**	**48 000**

	Trade creditors and current liabilities		Other long-term liabilities	
Liabilities	**31.12.2022**	**31.12.2021**	**31.12.2022**	**31.12.2021**
Group companies	115 501	17 967	0	0
Statkraft AS	3 198	4 516	0	0
Total	**118 699**	**22 483**	**0**	**0**

The groups liquidity is organised in a cash pool scheme, where Statkraft AS is the owner.

Note 11: Restricted bank deposits, overdraft facilities

Restricted bank deposits	31.12.2022	31.12.2021
Withheld employee taxes	1 423	1

Overdraft facilities granted	31.12.2022	31.12.2021
Unused bank overdraft	0	0

Note 12: Shareholders' equity

Equity changes in the year	Share capital	Share premium	Not registered capital	Other paid-in equity	Other equity	Total
Equity 01.01.2021	**30**	**0**	**59 298**	**4 017**		**63 345**
Capital increase	12	1 527 242	(59 298)			1 467 956
Capital increase not registered			249 993			249 993
Group contribution				37 440		37 440
Loss for the year					(33 140)	(33 140)
Equity 31.12.2021	**42**	**1 527 242**	**249 993**	**41 457**	**(33 140)**	**1 785 594**
Capital increase 13.12.2021	3	249 990	(249 993)			0
Capital increase 13.04.2022	3	449 997				450 000
Capital increase 21.12.2022			433 000			433 000
Group contribution				69 420		69 420
Loss for the year	0	0			(73 478)	(73 478)
Equity 31.12.2022	**48**	**2 227 229**	**433 000**	**110 877**	**(106 617)**	**2 664 537**

The capital increase carried out on 21 December 2022 was not registered at the registration authorities until 17 January 2023.

Note 13: Share capital and shareholder information

The share capital is NOK 51 000 and consist of 3000 shares with nominal value of NOK 17 each. The share capital was increased by NOK 3 000, From NOK 48 000, on 21 December, but was not registered at the registration authorities until 17 January 2023.

List of major shareholders at 31.12.	Number of shares	Registered nominal value	Ownership
Statkraft AS	3 000	17	100%

The parent company Statkraft AS has its registered offices in Lilleakerveien 6A, 0283 Oslo, where the consolidated accounts can be obtained. The consolidated accounts for Statkraft Mer Holding AS are available at the same address.

Note 14: Guarantees and events after the reporting period

No subsequent events have appeared after the reporting period with significant impact on the financial position.

The parent company, Statkraft Mer Holding AS, is obligated to give financial support guarantee to the subsidiaries to satisfy the going concern assumption.

Deloitte.

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To the General Meeting of Statkraft Mer Holding AS

INDEPENDENT AUDITOR'S REPORT

Opinion

We have audited the financial statements of Statkraft Mer Holding AS, which comprise:

- The financial statements of the parent company Statkraft Mer Holding 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 financial statements, including a summary of significant accounting policies, and
- The consolidated financial statements of Statkraft Mer Holding AS and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss, consolidated statement of comprehensive income, statement of changes in equity and consolidated statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion:

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 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.

Basis for Opinion

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

Other 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.

Deloitte.

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 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.
- 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 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.

Deloitte.

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.

Oslo, 7 March 2023
Deloitte AS

Trond E. Hov

Trond Edvin Hov
State Authorised Public Accountant

mer

STATKRAFT MER HOLDING AS
Lilleakerveien 6A
0283 Oslo, Norway
+47 476 70 800
mer.eco

Skatteetaten

Vår dato 03.06.2022
Din/Deres dato 02.05.2022
Saksbehandler Thor-Petter Sørlie
800 80 000
Skatteetaten.no
Din/Deres referanse AR487335159
Telefon 41 33 44 77
Org.nr 974761076
Vår referanse 2022/5437728
Postadresse Postboks 9200 Grønland 0134 OSLO

STATKRAFT MER HOLDING AS
Lilleakerveien 6A
0283 OSLO

Dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk

Vi viser til Statkraft Mer Holding AS' (org.nr. 925 882 127) 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:

> «Statkraft Mer Holding AS tilbyr ladetjenester for elbiler i et internasjonalt marked. Selskapet har heleide datterselskaper i Sverige, Tyskland og England. En stor del av konsernets operative virksomhet foregår i utlandet, der de leverer varer og tjenester både til privat- og bedriftsmarkedet. Sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk.
>
> Statkraft Mer Holding er et heleid datterselskap av Statkraft AS. Selskapet har engelsk som arbeidsspråk, og Statkraft Mer Holding AS rapporterer til Statkraft på engelsk. Ettersom konsernets arbeidsspråk hovedsakelig er engelsk, vil alle ansatte forstå regnskapet og årsberetningen selv om disse dokumentene i fremtiden blir utarbeidet i sin endelige form på engelsk. Det samme vil være tilfelle for konsernets kunder. Ettersom engelsk også er bransjespråket innen sektorene vi opererer i, kan vi heller ikke se at andre, mer tilfeldige regnskapsbrukere skulle ha noe behov for at regnskapet utarbeides på norsk. Selskapet mener derfor at alle brukere av regnskapet i sum vil være tjent med at regnskapet kun utarbeides på engelsk.
>
> Det er heller ingen forhold rundt selskapets finansiering som skulle tilsi behov for regnskap på norsk.»

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 kommunikasjon med de fleste av kunder og leverandører skjer på engelsk. En vesentlig andel av selskapets interessenter er engelskspråklige og vil ikke ha mulighet for å forstå årsregnskap og årsberetning på norsk. 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

Lene Bjørkevoll
underdirektør
Innsats, storbedrift
Skatteetaten

Thor-Petter Sørlie

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.

Protokoll fra ordinær generalforsamling i

Statkraft Mer Holding AS

Det ble avholdt ordinær generalforsamling i Statkraft Mer Holding AS, org. nr. 925 882 127 ("**Selskapet**") den 14. mars 2023 uten møte i overenstemmelse med aksjeloven § 5-7.

Selskapets eneaksjonær, Statkraft AS, har samtykket til forenklet generalforsamlingsbehandling i henhold til aksjeloven § 5-7.

Innkallingen (med kort frist) ble godkjent.

Styrets medlemmer, daglig leder og revisor er gitt mulighet til å uttale seg om sakene som foreligger til behandling. Ingen av disse har krevd at sakene behandles i møte.

1 Godkjennelse av årsregnskap

Utkast til årsregnskap, var på forhånd tilsendt aksjeeier forut for generalforsamlingen.

I henhold til styrets forslag traff generalforsamlingen følgende enstemmige vedtak:

> "*Generalforsamlingen godkjenner årsregnskapet og revisjonsberetningen for 2022.*
>
> *Selskapets underskudd for året 2022, NOK 73 477 684, skal dekkes av egenkapitalen*."

2 Fastsettelse av honorar til styret

I henhold til styrets forslag traff generalforsamlingen følgende enstemmige vedtak:

> "*Det skal ikke betales godtgjørelse til styret for utøvelsen av styrevervet for 2022.*"

3 Fastsettelse av honorar til revisor

I henhold til styrets forslag traff generalforsamlingen følgende enstemmige vedtak:

> "*Bistand fra revisor, Deloitte AS, til Selskapets revisjon mv. for regnskapsåret 2022 godtgjøres etter regning.*"

Det forelå ingen flere saker til behandling.

Lysaker, 14. mars 2023

Christian Rynning-Tønnesen
Christian Rynning-Tønnesen (Mar 15, 2023 16:25 GMT+1)

Christian Wilhelm Rynning-Tønnesen

1

Protokoll fra ekstraordinær generalforsamling i

Statkraft Mer Holding AS

Det ble avholdt ekstraordinær generalforsamling i Statkraft Mer Holding AS, org. nr. 925 882 127 ("**Selskapet**") den 14. mars 2023 uten møte i overenstemmelse med aksjeloven § 5-7.

Selskapets eneaksjonær, Statkraft AS, har samtykket til forenklet generalforsamlingsbehandling i henhold til aksjeloven § 5-7.

Innkallingen (med kort frist) ble godkjent.

Styrets medlemmer, daglig leder og revisor er gitt mulighet til å uttale seg om sakene som foreligger til behandling. Ingen av disse har krevd at sakene behandles i møte.

1 Forhøyelse av aksjekapitalen ved økning av pålydende per aksje

I henhold til styrets forslag traff generalforsamlingen følgende enstemmige vedtak:

(i) *Aksjekapitalen økes fra NOK 51 000 med NOK 1 149 000 til NOK 1 200 000 ved økning av pålydende på samtlige av Selskapets 3 000 aksjer fra NOK 17 pr. aksje til NOK 400 pr. aksje.*

(ii) *Tegningskurs pr. aksje utgjør NOK 390, hvorav NOK 383 utgjør økning av pålydende pr. aksje og NOK 7 pr. aksje utgjør overkurs. Samlet overkurs er NOK 21 000. Samlet tegningsbeløp er NOK 1 170 000.*

(iii) *Aksjene tegnes av eneaksjonær, Statkraft AS, i generalforsamlingsprotokollen.*

(iv) *Aksjeinnskuddet skal gjøres opp innen 3 dager fra generalforsamlingens beslutning til Selskapets bankkonto. Selskapet kan disponere innskuddet før kapitalforhøyelsen er registrert i Foretaksregisteret.*

(v) *Økningen av aksjenes pålydende gir rett til utbytte og rettigheter for øvrig fra og med kapitalforhøyelsens registrering i Foretaksregisteret.*

(vi) *Utgiftene til kapitalforhøyelsen er anslått til ca. NOK 10 000. Utgiftene dekkes av Selskapet.*

(vii) *Vedtektene § 3 endres til å lyde som følger:*

"Aksjekapitalen er NOK 1 200 000, fordelt på 3 000 aksjer, hver pålydende NOK 400."

I henhold til vedtaket ovenfor tegner herved Christian Wilhelm Rynning-Tønnesen, på vegne av Statkraft AS, seg med det beløp som fremkommer av vedtaket ovenfor ved økning av pålydende per aksje fra NOK 17 til NOK 400, til tegningskurs NOK 390 per aksje hvorav NOK 383 utgjør økning av pålydende pr. aksje og NOK 7 pr. aksje utgjør overkurs. Samlet tegningsbeløp er NOK 1 170 000.

Christian Rynning-Tønnesen
Christian Rynning-Tønnesen (Mar 15, 2023 16:25 GMT+1)

Christian Wilhelm Rynning-Tønnesen
Statkraft AS

2 Splitt av Selskapets aksjer

I henhold til styrets forslag traff generalforsamlingen følgende enstemmige vedtak:

(i) *Det skal gjennomføres en splitt av Selskapets aksjer hvor hver eksisterende aksje med pålydende verdi NOK 400 skal splittes med 400, slik at eksisterende antall aksjer, som er 3 000 aksjer, erstattes med 1 200 000 nye aksjer, hver med pålydende verdi NOK 1.*

(ii) *Vedtektenes § 3 endres slik at den gjengir antall aksjer og aksjenes pålydende verdi etter splitten:*

"*Aksjekapitalen er NOK 1 200 000, fordelt på 1 200 000 aksjer, hver pålydende NOK 1.*"

3 Registrering av Selskapets aksjer i VPS

I henhold til styrets forslag traff generalforsamlingen følgende enstemmige vedtak:

(i) *Selskapets aksjer skal registreres i Verdipapirsentralen (VPS).*

(ii) *Selskapets CFO, Ole Thorsnes, gis fullmakt til på vegne av Selskapet å inngå avtale med en kontofører for håndtering av Selskapets VPS-register. Styret vil utstede en separat "Power of Attorney" til CFO.*

(iii) *Vedtektenes § 3 endres til å lyde som følger:*

"*Aksjekapitalen er NOK 1 200 000, fordelt på 1 200 000 aksjer, hver pålydende NOK 1. Selskapets aksjer skal være registrert i et verdipapirregister.*"

***

Det forelå ingen flere saker til behandling.

Lysaker, 14. mars 2023

Christian Rynning-Tønnesen (Mar 15, 2023 16:25 GMT+1)

Christian Wilhelm Rynning-Tønnesen

2

VEDTEKTER
FOR
STATKRAFT MER HOLDING AS

Org.nr. 925 882 127

Vedtatt i ekstraordinær generalforsamling den 14. mars 2023

§ 1 Selskapets navn skal være Statkraft Mer Holding AS.

§ 2 Selskapets virksomhet skal være å eie, direkte eller indirekte, andeler i selskaper innenfor elektrisk mobilitet, utvikle og eie felles systemer og immaterielle rettigheter, tilby tjenester til slike selskaper, samt drive virksomhet som står i naturlig sammenheng med dette.

§3 Aksjekapitalen er NOK 1 200 000, fordelt på 1 200 000 aksjer, hver pålydende NOK 1. Selskapets aksjer skal være registrert i et verdipapirregister.

§4 Selskapets firma tegnes av styrets leder eller av to styremedlemmer i fellesskap.

§5 Selskapets aksjer er fritt omsettelige. Aksjeoverdragelse krever ikke styresamtykke og aksjelovens bestemmelser om forkjøpsrett gjelder ikke.

§6 For øvrig henvises til den enhver tid gjeldende aksjelovgivning.

***