



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer: 928 339 785  
Organisasjonsform: Aksjeselskap  
Foretaksnavn: SOTRA LINK HOLDCO AS  
Forretningsadresse: v/ BIHE  
c/o Advokatfirmaet Wiersholm AS  
Dokkveien 1  
0250 OSLO

### Regnskapsår

Årsregnskapets periode: 01.11.2021 - 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: Forenklet IFRS  
Benyttet ved utarbeidelsen av årsregnskapet til konsernet: Forenklet IFRS

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Christopher Bjerke  
Dato for fastsettelse av årsregnskapet: 30.06.2023

### 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, 18.08.2024



## Resultatregnskap

Beløp i: NOK	Note	2022	2021
<b>RESULTATREGNSKAP</b>			
<b>Kostnader</b>			
Other operating expenses		66 923	
<b>Sum kostnader</b>		<b>66 923</b>	
<b>Driftsresultat</b>		<b>-66 923</b>	
<b>Netto finans</b>			
<b>Ordinært resultat før skattekostnad</b>		<b>-66 923</b>	<b>0</b>
Income tax expense		-15 948	
<b>Ordinært resultat etter skattekostnad</b>		<b>-50 975</b>	<b>0</b>
<b>Årsresultat</b>		<b>-50 975</b>	<b>0</b>
Minoritetsinteresser		0	
<b>Årsresultat etter minoritetsinteresser</b>		<b>-50 975</b>	
Andre resultatkomponenter for IFRS-foretak		0	
<b>Totalresultat</b>		<b>-50 975</b>	
<b>Overføringer og disponeringer</b>			
Owners of Sotra Link Holco AS		-50 975	
<b>Sum overføringer og disponeringer</b>		<b>-50 975</b>	



### Balanse

Beløp i: NOK	Note	2022	2021
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Utsatt skattefordel		15 948	
<b>Sum immaterielle eiendeler</b>		<b>15 948</b>	
<b>Finansielle anleggsmidler</b>			
Investering i datterselskap		545 000	
<b>Sum finansielle anleggsmidler</b>		<b>545 000</b>	
<b>Sum anleggsmidler</b>		<b>560 948</b>	<b>0</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Sum omløpsmidler</b>		<b>0</b>	<b>0</b>
<b>SUM EIENDELER</b>		<b>560 948</b>	<b>0</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Share capital		550 570	
<b>Sum innskutt egenkapital</b>		<b>550 570</b>	
<b>Opptjent egenkapital</b>			
Other equity		-56 545	
<b>Sum opptjent egenkapital</b>		<b>-56 545</b>	
<b>Sum egenkapital</b>		<b>494 025</b>	<b>0</b>
<b>Sum langsiktig gjeld</b>		<b>0</b>	<b>0</b>
<b>Kortsiktig gjeld</b>			



## Balanse

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2022</b>	<b>2021</b>
Other current liabilities		66 923	
<b>Sum kortsiktig gjeld</b>		<b>66 923</b>	
<b>Sum gjeld</b>		<b>66 923</b>	<b>0</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>560 948</b>	<b>0</b>



### Konsernets resultatregnskap

Beløp i: NOK	Note	2022	2021
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Revenue from contracts with customers	1, 2	743 939 043	
<b>Sum inntekter</b>		<b>743 939 043</b>	
<b>Kostnader</b>			
Construction costs	3	709 226 330	
Employee benefits expense	4, 5	5 108 539	
Depreciation and amortisation expenses	9	494 913	
Other operating expenses	4, 5, 12	43 399 270	
<b>Sum kostnader</b>		<b>758 229 052</b>	
<b>Driftsresultat</b>		<b>-14 290 009</b>	
<b>Finansinntekter og finanskostnader</b>			
Annen renteinntekt	7	13 478 587	
Other financial income	7, 8	8 363 286	
<b>Sum finansinntekter</b>		<b>21 841 873</b>	
Revaluation of fair value of financial assets	7	50 831 341	
Annen rentekostnad	7	66 883 829	
Other financial expenses	7	3 968 918	
<b>Sum finanskostnader</b>		<b>121 684 088</b>	
<b>Netto finans</b>		<b>-99 842 215</b>	
<b>Ordinært resultat før skattekostnad</b>		<b>-114 132 224</b>	<b>0</b>
Income tax expense	8	-14 365 754	
<b>Ordinært resultat etter skattekostnad</b>	13	<b>-99 766 470</b>	<b>0</b>
<b>Årsresultat</b>		<b>-99 766 470</b>	<b>0</b>
Minoritetsinteresser		0	
<b>Årsresultat etter minoritetsinteresser</b>		<b>-99 766 470</b>	



## Konsernets resultatregnskap

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2022</b>	<b>2021</b>
Cash flow hedges		194 752 037	
Income tax relating to components of OCI		-42 845 448	
Sum resultatkomponenter for IFRS-foretak		151 906 589	
<b>Totalresultat</b>		<b>52 140 119</b>	
<b>Overføringer og disponeringer</b>			
Owners of Sotra Link Holco AS		52 140 119	
<b>Sum overføringer og disponeringer</b>		<b>52 140 119</b>	



## Konsernets balanse

Beløp i: NOK	Note	2022	2021
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Right-of-use assets	8, 9	1 754 858	
<b>Sum immaterielle eiendeler</b>		<b>1 754 858</b>	
<b>Varige driftsmidler</b>			
Equipment and other movables	8, 9	83 102	
<b>Sum varige driftsmidler</b>		<b>83 102</b>	
<b>Finansielle anleggsmidler</b>			
Derivative financial instruments	10	201 639 683	
Financial asset	10	587 275 160	
<b>Sum finansielle anleggsmidler</b>		<b>788 914 843</b>	
<b>Sum anleggsmidler</b>		<b>790 752 803</b>	<b>0</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Financial asset	10	31 910 854	
Other short-term receivables	12	34 561 337	
Other current assets	12	1 021 008 511	
<b>Sum fordringer</b>		<b>1 087 480 702</b>	
<b>Bankinnskudd, kontanter og lignende</b>			
Cash and cash equivalents	11	2 762 877	
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>2 762 877</b>	
<b>Sum omløpsmidler</b>		<b>1 090 243 579</b>	<b>0</b>
<b>SUM EIENDELER</b>		<b>1 880 996 382</b>	<b>0</b>

## BALANSE - EGENKAPITAL OG GJELD



## Konsernets balanse

Beløp i: NOK	Note	2022	2021
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Share capital	13	550 570	
<b>Sum innskutt egenkapital</b>		<b>550 570</b>	
<b>Opptjent egenkapital</b>			
Other equity	13	52 140 119	
<b>Sum opptjent egenkapital</b>		<b>52 140 119</b>	
<b>Sum egenkapital</b>		<b>52 690 689</b>	<b>0</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
Utsatt skatt	8	28 479 694	
<b>Sum avsetninger for forpliktelser</b>		<b>28 479 694</b>	
<b>Annen langsiktig gjeld</b>			
Gjeld til kredittinstitusjoner	14, 15	1 694 127 710	
Other non-current liabilities		1 791 851	
<b>Sum annen langsiktig gjeld</b>		<b>1 695 919 561</b>	
<b>Sum langsiktig gjeld</b>		<b>1 724 399 255</b>	<b>0</b>
<b>Kortsiktig gjeld</b>			
Leverandørgjeld	12	9 035 916	
Public duties payable		306 259	
Other current liabilities	12	94 564 262	
<b>Sum kortsiktig gjeld</b>		<b>103 906 437</b>	
<b>Sum gjeld</b>		<b>1 828 305 692</b>	<b>0</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>1 880 996 381</b>	<b>0</b>



Our date 01.02.2023	Your date 18.01.2023	Case officer Lars Waaltorp
800 80 000 skatteetaten.no	Your reference 03639660 / T004	Telephone +4790833418
Org. nr. 974761076	Our reference 2023/5026482	Postal address Postboks 9200 Grønland 0134 OSLO

ADVOKATFIRMAET PRICEWATERHOUSECOOPERS AS  
Postboks 748 Sentrum  
0106 OSLO

*Callers from abroad, please call +47 22 07 70 00*

Att. Erik Stenvik Granly

## Permission to prepare the annual accounts and directors' report in English language

With reference to your letter of 18 January 2023 with respect to the above matter regarding:

<b>Sotra Link AS</b>	<b>org no 828 340 972</b>
<b>Sotra Link Holdco AS</b>	<b>org no 928 339 785</b>

Based on a total evaluation, the view of the tax office is that the companies may make the directors' report and annual accounts in English language according to the Norwegian Accounting Act § 3-4 third paragraph. The exemption requires that the information the decision is based on, does not change significantly.

A copy of this letter must be sent to the Register of Company Accounts in Brønnøysund together with the financial statements. It is incumbent on the companies to document by this letter that the permit is granted.

### Background

Sotra Link AS is 100 % owned by Sotra Link Holdco AS which is owned by three foreign companies.

The registered activity of Sotra Link AS is carrying out obligations under the Concession Agreement to design, build, finance, operate and maintain Rv. 555 – The Sotra Connection. The registered activity of Sotra Link Holdco AS is holding the shares in Sotra Link AS. The Sotra Link project execution includes five international companies that have specialist expertise to carry out financing, construction, and operation of this large and complex road project.

The working language and internal reporting of the companies are mainly in English. The chairperson and board members in both companies are not Norwegian.

### Condition for the permission

According to the Norwegian Accounting Act § 3-4, third paragraph shall "the directors' report and annual accounts (...) be in Norwegian. The Ministry can in an individual decision decide that the directors' report and/or annual accounts may be in another language".

Ot. prp. nr. 42 (1997-1998) About Act about annual accounts etc., says the following about the purpose of the Accounting Act, refer section 1.1:



“The aim of the Government with respect to the Accounting Act is that it shall contribute towards providing informative accounts for different users of accounts. The users of accounts include investors and creditors, which provide capital for the companies. Other groups include those who have an interest in knowing how the companies are operated, for example employees and the local community. The information to the capital market is an important basis for the correct pricing of financial instruments. The correct pricing of stocks is an important factor in securing the best possible allocation of resources in the economy. High quality accounts will also make it more difficult for market participants to obtain speculative gains as a result of non-publicly available information.”

One of the main goals of the Accounting Act is to contribute to “informative accounts for different users of accounts”. The users of the accounts will include investors, creditors, employees and the local community.

Hence, it is the view of the Ministry that it is crucial that the question of dispensation from the general rule that the annual accounts and/or directors’ report should be prepared in Norwegian, not in any significant way deviate from the consideration of users of the accounts.

As mentioned above it is particularly the consideration of the users of the account information, which has to be taken into consideration when considering the application for permission. In this assessment, the tax office has emphasized that the companies are owned by foreign companies. Furthermore, all key players and partners in this industry understand and use English.

Please state “our reference” (see above) in all written communication with the Norwegian Tax Authorities.

Yours sincerely,

Lars Waalorp  
Senior Adviser  
Customer Interaction Division, Customer Service  
The Norwegian Tax Administration

*This document has been electronically approved and therefore has no handwritten signatures.*



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**Sotra Link Holdco AS**

**Annual Accounts**

**Financial year 2022**



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## Directors' Report

### GENERAL

In 2021 Sotra Link Holdco AS (hereafter 'the Company') was, via its sole subsidiary, selected as the preferred bidder for the road project The Sotra Connection. As the sole purpose of the Company is to act as a holding company of Sotra Link AS and the Company has no other activities than being a holding company, this director report is written as if it was the directors report of the annual accounts of Sotra Link AS and should be read as such.

The project consists of the design, build, finance, operation and maintenance (DBFOM) of a 9.4km four-lane road link on the Rv555 in Norway's Vestland County.

The project is a public-private-partnership (PPP) and the largest PPP in Norway to date. It is procured by the Norwegian Public Roads Administration (NPRA), which receives funding from the Norwegian state.

The Company is the special purpose vehicle (SPV) that shall execute the PPP-contract.

Following financial close and signing of the PPP-contract in March 2022, the road is currently in early-stage construction.

The PPP will deliver lower transport costs, better accessibility and increased traffic safety for the municipalities of Bergen and Øygarden. It includes the construction of:

A four-lane 900 meters suspension bridge

4.6km of road in twin-tube tunnels

Smaller bridges and road and pedestrian underpasses

Dedicated infrastructure for public transport, as well as pedestrian and bicycle paths.

The design and construction of the project will be executed by Sotra Link Construction JV ANS which consists of the Spanish group FCC Construcción (35%), Webuild (35%), and SK ecoplant (30%) – and will be operated by Hungary's Intertoll via their Norwegian subsidiary Intertoll Norge AS.

The Sotra Connection will be opened for traffic in 2027, and the Company will operate and maintain the project for 15-25 years after the opening date.

The Authority reimburses the Company based on availability and several milestones.

The NPRA's total budget for the project is NOK 23.1 billion (in 2022 value), including preparatory work that has been going on since 2018.

On 21 January 2022 the Company registered as a limited liability company whose incorporators are via holding company Sotra Link Holdco AS:

Ibsen Investment Holdings Ltd (70%);

SK ecoplant Co. Ltd (20%); and

Astaldi Concessions S.P.A. (10%).

The milestones during the construction period will only cover for part of the construction obligations and therefore the Company finances the design and construction phase. The funding consists of equity provided by the shareholders of the Company and credit facilities provided by a consortium of commercial banks and institutional lenders.

The Project is located in a high-income OECD country with stable economic and political environment and solid sovereign ratings. The primary revenue stream of the Project will comprise availability-based payments made by the Authority. The Project therefore bears no traffic risk and generates long-term stable cashflows during the concession period.



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## **FUNDING AND IMPORTANT CONTRACTS**

To reach her targets the Company has arranged on Financial Close funding from a commercial lenders and institutional lenders:

- Bank of China (Luxembourg) S.A. Stockholm Branch
- Caixa Bank, S.A.
- DZ Bank AG
- Credit Agricole Corporate and Investment Bank
- Korea Development Bank
- Banco Santander, S.A.
- K-EXIM
- KfW IPEX-Bank GmbH

Part of the finance package are fixed rate interest rate swaps for an aggregate notional amount equal to 100% of the anticipated outstandings under the Floating Interest Facilities (at Financial Close).

The Company has closed some important contracts:

- A Design and Construct (D&C) Contract, dated 15 March 2022 with Sotra Link Construction Joint Venture ANS (CJV). In the D&C Contract is stated a fixed price for the design and construction of the work until the opening of the roads. From the start of the project until and opening of the roads, the Company will pay an indexed price for the constructions works that are performed in that time period. The Company has subcontracted all design and construct obligations under the PPP Contract on a back-to-back basis to the CJV via the D&C Contract. The CJV provided a sufficient security package to the Company and the Lenders.

- An Operation and Maintenance (O&M) Contract, dated 15 March 2022, with Intertoll. In the O&M Contract is stated a fixed price for the operations and maintenance (not being lifecycle works) of the work from start of construction until the end of the PPP Contract. From the start of the project until and the end of the PPP Contract, the Company will pay an indexed price for the operations and maintenance works that are performed in that time period. The Company has subcontracted all operation and maintenance obligations (not being the lifecycle obligation) under the PPP Contract on a back-to-back basis to Intertoll via the O&M Contract. Intertoll provided a sufficient security package to the Company and the Lenders.

- Multiple employment contracts and management services agreements for both the construction and operational phase (indexed price) to manage the project and its stakeholders, the obligations from the various contracts, the health and safety elements from the project and the financial part of the project.

- Multiple financing agreements of which the Common Terms Agreement originally dated 15 March 2022 is the main agreement. Furthermore, A Shareholders Support Agreement with the sponsors of the project has been closed which arranges for the equity and subordinated debt funding.

## **RISK MANAGEMENT**

### **Interest rate risk:**

Interest rate risk is the risk that future cash flows differ from the initial plan due to changing market interest rates. The risk of market rate fluctuations is mitigated by hedging the interest rates via interest rate swaps. The interest rate swap is classified as effective at Financial Close as disclosed in the financial statements. The Company is monitoring the effectiveness of the interest rate swaps in order to be able to anticipate on a possible ineffectiveness of these swaps.



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The possible impact on the financial statements when such event occurs is depending on the interest rate and drawdowns as per the date that the event occurs. The fair value of the interest rate swaps per 31 December 2022 is NOK 201.640k. This is the maximum impact per balance sheet date. The probability of the Company being exposed to this maximum impact is very small due to the contractual framework of the Company, thereby valuing this risk as very limited.

#### **Credit risk:**

The Company trades only with creditworthy parties and closely monitors the creditworthiness of these parties. No significant concentrations of credit risk exist within the company.

#### **Liquidity risk:**

The risk that the Company is not able to pay their debts (liquidity risk) is managed by drawing up cash forecasts regularly. The Company manages liquidity risk through interim monitoring and by making adjustments where necessary. The expected future cash flows are corrected for the most recent price index.

#### **Subcontractor risk:**

The risk exists that the CJV and/or Intertoll will not meet the contractual obligations/construction milestones. The Company took mitigating measures in order to minimize this. Mitigating measures are: agreed security package and closely monitoring of the activities of the CJV and Intertoll. The security package of the CJV consist of a liquid performance bond of 10% of the CJV contract value and a limitation of liability of 40% of the CJV contract value. The security package of the Intertoll consist of a liquid performance bond of 50% of the Intertoll contract value and a limitation of liability of 100% of the annual average contract value.

The progress of the CJV per balance sheet date is a little bit lacking, but still within acceptable bandwidths. Furthermore, the Company has no indication that the progress will divide significantly from our expectations. The Company considers these mitigation measures as appropriate and conclude that after these mitigating measures the risk is acceptable according to our risk appetite as described above. The possible impact varies on the specific breach of the contract.

#### **Operational risk:**

The vast majority of the operational risks associated with the project are passed down to the CJV and/or Intertoll.

#### **Inflation risk:**

The Company has limited exposure to the risk of price inflation. The main mitigation measure that the company took is to take out a fixed-price contract with its main suppliers, the CJV and Intertoll. The main price inflation risk is therefore born by these two subcontractors which took their own mitigating measures. One of these mitigating measures is to agree with Statens vegvesen (Norwegian Public Roads Administration) a compensation for the inflation by determining every period the level of inflation via a set inflation indices. This revenue stream is invoiced by the Company and paid out directly to the subcontractors on a back-to-back basis.

### **MAIN DEVELOPMENTS IN EARNINGS AND ACTIVITIES DURING THE REPORTING PERIOD**

#### **Earnings:**

The 2022 period was concluded with after-tax earnings as shown below:

- Earnings after tax (Jan 1<sup>st</sup> 2022 – Dec 31<sup>st</sup> 2022) of -/- NOK 99.715 M
- Total revenue (Jan 1<sup>st</sup> 2022 – Dec 31<sup>st</sup> 2022) of NOK 743.939 M
- Earnings after tax (as % of total revenue) of -/- 13,4%



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## Activities:

On March 15<sup>th</sup>, 2022, the Company successfully reached contract close with its client Statens vegvesen and its subcontractors CJV and Intertoll as well as financial close with an international group of lenders and shareholders.

During the 2022 period the project progressed mainly by setting up the organization, further developing the design and implementing the various construction, management and environmental plans to execute the project.

## WORKING ENVIRONMENT & IMPACT ON THE EXTERNAL ENVIRONMENT

The monthly report from CJV and SPV discloses all events related to the working environment: Injuries, accidents and any implemented measures of relevance to the working environment. These are reported periodically. No injuries or severe harm has been reported. There is a balanced level of reporting, with around 1.000 reports per million working hours performed, where also all near misses and dangerous conditions are reported, for learning and improvement.

The monthly report from CJV and SPV discloses any aspects that may have a not insubstantial impact on the external environment. There are 12 reported incidents of environmental damage. These are limited, and most are minor oil / hydraulic leaks that have been cleaned up. One incident of finding unknown, contaminated masses was handled as well. This incident also has potential of local contamination of masses.

## FUTURE DEVELOPMENTS

Expected is that construction will continue until June 2028 when opening of traffic for phase 2A is expected to take place. During the construction phase, the Company receives seven separate milestones which cover for 65% of the construction costs. The last two milestone payments will be used to repay the milestone bridge facilities, the other five milestones will be used to fund the construction phase.

From the opening of the road, the Company will receive availability payments during the 15-year operational period that cover for the remaining 35% of the construction costs as well as the financing costs and other operational costs, such as operating, maintenance, lifecycle, SPV and insurance costs.

## LIQUIDITY & CASH FLOW

The summary below illustrates the movement in the liquidity position on 31 December 2022 and recalls the position at previous year-end:

### Liquidity:

- Current ratio (current assets / current liabilities) of 37,4%
- Cash ratio (cash at bank / current liabilities) of 3,8%

### Solvency:

- Solvency (equity / total assets) of 2,8%

Note: The liquidity indicates the extent to which the Company is able to meet its short-term obligations. The extent to which the Company can meet its longer-term obligations is represented by the solvency ratio.

The cash flow statement has been prepared according to the indirect method. The cash and cash equivalents in the cash flow statement consists of cash only. Receipts from Authority, payments of construction costs, taxes (VAT), SPV costs and other operational costs are included under the cash flow from operational activities. Drawdown of loans, paid interests and costs for taking out loans are recognized under the cash flow from financing activities.



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## **OTHER**

### **D&O insurance:**

The Company's board of directors is covered by a Directors and Officers Liability insurance, which covers a potential liability towards to the company's directors and/or officers up to EUR 5M. The current liability insurance expires March 9<sup>th</sup>2024, and will then be extended.

### **Transparency Act:**

The Company will publish a report pursuant to the Norwegian Transparency Act prior to 30 June 2023. The report will be made available on the Company's web page [sotralink.no](https://sotralink.no).



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## Sotra Link Consolidated Financial Statements

### Income statement

Sotra Link Holdco AS 1.11.2021 - 31.12.2022		Note	Consolidated 1.11.2021 - 31.12.2022
-	Revenue from contracts with customers	1,2	743.939.043
-	<b>Total revenue</b>		<b>743.939.043</b>
-	Construction costs	3	709.226.330
-	Employee benefits expense	4,5	5.108.539
-	Depreciation and amortisation expenses	9	494.913
66.923	Other operating expenses	4,5,12	43.399.270
<b>66.923</b>	<b>Total expenses</b>		<b>758.229.052</b>
<b>-66.923</b>	<b>Operating profit</b>		<b>-14.290.009</b>
	<b>Financial income and expenses</b>		
-	Interest income	7	13.478.587
-	Other financial income	7,8	8.363.286
-	Revaluation of fair value of financial assets	7	-50.831.341
-	Interest expenses	7	-66.883.829
-	Other financial expenses	7	-3.968.918
-	<b>Net financial items</b>		<b>-99.842.215</b>
<b>-66.923</b>	<b>Net profit before tax</b>		<b>-114.132.224</b>
-15.948	Income tax expense	8	-14.365.754
<b>-50.975</b>	<b>Net profit after tax</b>	13	<b>-99.766.470</b>
	<b>Statement of comprehensive income</b>		
	<b>Other Comprehensive income</b>		
	<i>Items that may be reclassified subsequently to income statement</i>		
-	Cash flow hedges		194.752.037
-	Income tax relating to components of OCI		-42.845.448
	<b>Net items that may be reclassified subsequently to income statement</b>		<b>151.906.589</b>
-	<b>Total other comprehensive income</b>		<b>151.906.589</b>
<b>-50.975</b>	<b>Total comprehensive income</b>		<b>52.140.119</b>
	<b>Attributable to</b>		
<b>-50.975</b>	Owners of Sotra Link Holco AS		<b>52.140.119</b>
<b>-50.975</b>	<b>Total</b>		<b>52.140.119</b>



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## Sotra Link Consolidated Financial Statements

### Balance sheet

Sotra Link Holdco AS 2022	Assets	Note	Consolidated 2022
	<b>Non-current assets</b>		
15.948	Deferred tax asset	8	-
545.000	Investments in subsidiaries		-
-	Right-of-use assets	8,9	1.754.858
-	Equipment and other movables	8,9	83.102
-	Derivative financial instruments	10	201.639.683
-	Financial asset	2, 10, 12	587.275.160
<b>560.948</b>	<b>Total non-current assets</b>		<b>790.752.803</b>
	<b>Current assets</b>		
-	Financial asset	10	31.910.854
-	Other short-term receivables	12	34.561.337
-	Other current assets	12	1.021.008.511
-	Cash and cash equivalents	11	2.762.877
-	<b>Total current assets</b>		<b>1.090.243.579</b>
<b>560.948</b>	<b>Total assets</b>		<b>1.880.996.382</b>



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## Sotra Link Consolidated Financial Statements

### Balance sheet

Sotra Link Holdco AS 2022	Equity and liabilities	Note	Consolidated 2022
	<b>Equity</b>		
	<b>Paid-in capital</b>		
550.570	Share capital	13	550.570
<u>550.570</u>	<b>Total paid-up equity</b>		<u>550.570</u>
	<b>Retained earnings</b>		
-56.545	Other equity	13	52.140.119
<u>-56.545</u>	<b>Total retained earnings</b>		<u>52.140.119</u>
<b>494.025</b>	<b>Total equity</b>		<b>52.690.689</b>
	<b>Liabilities</b>		
	<b>Provisions</b>		
-	Deferred tax liability	8	28.479.694
	<b>Other non-current liabilities</b>		
-	Liabilities to financial institutions	14,15	1.694.127.710
-	Other non-current liabilities		1.791.851
<u>-</u>	<b>Total non-current liabilities</b>		<u>1.724.399.255</u>
	<b>Current liabilities</b>		
-	Trade payables	12	9.035.916
-	Public duties payable		306.259
<u>66.923</u>	Other current liabilities	12	<u>94.564.262</u>
<b>66.923</b>	<b>Total current liabilities</b>		<b>103.906.437</b>
<b>66.923</b>	<b>Total liabilities</b>		<b>1.828.305.692</b>
<b>560.948</b>	<b>Total equity and liabilities</b>		<b>1.880.996.382</b>

Bergen, 30.06.2023

The Board of Sotra Link Holdco AS

Alexander Chesty Kornman  
chairman of the board

Jonggun Paek  
member of the board

Andrew Joseph Dunne  
member of the board

Jeroen Floris Zanders  
member of the board

Emilio Ceroni  
member of the board

Christopher Meidell Bjerke  
General Manager



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## Sotra Link Consolidated Financial Statements

### Cash flow statement

Sotra Link Holdco AS 2022	Note	Consolidated 2022
<b>Cash flows from operating activities</b>		
-50.975		-114.132.224
-	12	-619.186.014
	7	70.586.456
66.923		71.117.066
-	9	494.913
-	10	-6.887.646
-	12	-1.023.428.722
<u>15.948</u>		<u>-1.621.436.171</u>
<b>Cash flows from investing activities</b>		
-550.570		-
<u>-550.570</u>		<u>-</u>
<b>Cash flows from financing activities</b>		
-	14	1.958.851.194
-	14	-51.687.190
-	14	-283.515.526
550.570		550.570
<u>550.570</u>		<u>1.624.199.048</u>
<b>Net cash flow</b>		
-		<b>2.762.877</b>
-		-
<u>-</u>	<b>11</b>	<u><b>2.762.877</b></u>
<b>Restricted funds</b>		
-		306.030
		- Employee withholding tax



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## Sotra Link Consolidated Financial Statements

### Statement of changes in Equity capital

#### Sotra Link Holdco AS

	Share capital	Share premium	Cash flow hedges	Retained earnings	Total equity capital
Result in the period 1.11.2021 to 31.12.2022	-	-	-	-50.975	-50.975
Other comprehensive income, net of tax	-	-	-	-	-
<b>Total comprehensive</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-50.975</b>	<b>-50.975</b>
Registration capital 1.11.2021	30.000	-	-	-5.570	24.430
Capital increase 15.6.2022	520.570	-	-	-	520.570
As at 31.12.2022	550.570	-	-	-56.545	494.025

#### Consolidated

	Share capital	Share premium	Cash flow hedges	Retained earnings	Total equity capital
Result in the period 1.11.2021 to 31.12.2022	-	-	-	-99.766.470	-99.766.470
Other comprehensive	-	-	151.906.589	-	151.906.589
<b>Total comprehensive</b>	<b>-</b>	<b>-</b>	<b>151.906.589</b>	<b>-99.766.470</b>	<b>52.140.119</b>
Capital increase	550.570	-	-	-	550.570
As at 31.12.2022	550.570	-	151.906.589	-99.766.470	52.690.689



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## Sotra Link Consolidated Financial Statements

### Note 1: Accounting principles

These financial statements has been prepared in accordance with simplified IFRS pursuant to the Norwegian Accounting Act § 3-9, and regulations regarding simplified application of international accounting standards as adopted by the EU (Simplified International Financial Reporting Standard - IFRS).

The principles for recognition and measurement are in accordance with IFRS. The Company has not made use of the exemptions in regards to measurement and recognition, available under the regulations to the accounting act §3-1. The disclosures are based on the requirements in the Accounting Act with addition as specified in the regulation for simplified IFRS.

The consolidated financial statements consist of Sotra Link HoldCo AS and its subsidiary Sotra Link AS (Sotra Link or the Group). Sotra Link HoldCo AS also prepare stand-alone financial statements.

### Adoption of new and revised standards

None of the issued, not yet effective, accounting standards or amendments to such standards are expected to have significant effects for Sotra Link's financial reporting. Further

### Summary of significant accounting policies

Below is a description of the most important accounting polices used in the preparation of the financial statement.

### Historical cost convention

The accounts have been prepared based on the historical cost principle for all balances except for certain financial instruments measured at fair value. Historical cost is generally based on the fair value of the consideration paid when acquiring assets and services.

### Estimates and assumptions

The preparation of the financial statement requires the application assumptions and estimates. The company based its assumptions and estimates on information available when the financial statement was prepared.

### Group consolidation principles

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.



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## Sotra Link Consolidated Financial Statements

### Note 1: Accounting principles

#### Revenue recognition

Revenue from contracts with customers are divided into two categories:

- Revenue from the construction and upgrade during the building phase.
- Revenue from the operational services during the operational phase.

The group is regarded as a service provider, delivering construction or upgrade services during the construction phase and operational services during the operation phase, in accordance with IFRIC 12. The operator recognises, and measures, revenue for the services that it performs, in accordance with IFRS 15, by:

- identifying the separate performance obligations (POBs) in the arrangement;
- determining the total transaction price for the arrangement;
- allocating the total transaction price to the separate performance obligations on the basis of their relative stand-alone selling prices; and
- recognising revenue for each performance obligation over time, or at a point in time, as appropriate.

The operator has identified, construction and upgrade services, and operations services as distinct promises and therefore separate performance obligations. The group allocates the transaction price to each performance obligation identified in the contract on the basis of relative stand-alone selling prices.

The project meets the definition of a PPP-project, as the contract gives Sotra Link (the operator) an unconditional contractual right to receive cash from the grantor (Statens vegvesen). Sotra Link will not receive a right to charge users of the public service, and IFRIC 12 is applied on how to account for the project. As the contract gives Sotra Link an unconditional contractual right to receive cash from the grantor, and Sotra Link will not have a right to charge users of the public service, a financial asset is being recognised together with the revenue from the contract as the performance obligations are being fulfilled.

For receivables/financial assets with a long duration, these should be discounted for the timevalue. This will in particular be relevant for the variable considerations (availability payments) in the construction phase: The SPV adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract provides either the customer or the entity with a significant benefit of financing (IFRS 15 paragraph 60).

#### Foreign currency transactions

The functional currency of Sotra Link is Norwegian kroner (NOK). Transactions in currencies other than the functional currency are recognized by applying the exchange rate at the date of transaction. Monetary items denominated in foreign currencies are translated using the exchange rate at the balance sheet date.

All realized and unrealized currency gains and losses on transactions, assets and liabilities are included in net income if they do not qualify for hedge accounting

#### Income taxes

Income tax is calculated in accordance with ordinary tax rules and by applying the adopted tax rate. The tax expense in the income statement comprises taxes payable and changes in deferred tax liabilities/assets. Taxes payable are calculated on the basis of the taxable income for the year. Deferred tax liabilities/assets are calculated on the



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basis of temporary differences between the accounting and tax values and the tax effect of losses carried forward. Deferred tax assets and liabilities are not discounted and are recognised at nominal values.

For each contract that meets this definition, IFRS 16 requires lessees to recognize a right-of-use asset and a lease liability in the balance sheet, with certain exemptions for short-term and low value leases. Lease payments are to be reflected as interest expense and a reduction of lease liabilities, while the right-of-use assets are to be depreciated over the shorter of the lease term and the assets' useful life

#### **Non-derivative financial assets and liabilities**

Non-derivative financial assets and liabilities include cash and cash equivalents, trade and other receivables, trade payables and other liabilities. These financial instruments are recognised initially at fair value when the SPV becomes a party to the contractual provisions of the financial instruments. Non-derivative financial assets are derecognized if the SPV's contractual rights to the cash flows from the financial instruments expire (normally paid by the customer) or if the SPV transfers the financial instruments to another party without retaining control of substantially all risks and rewards of the instruments. Non-derivative financial liabilities are derecognized when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expired).

#### **Provisions, contingent assets and contingent liabilities**

Sotra Link recognises provisions for liabilities and probable losses that have been incurred when it has a present legal or constructive obligation as a result of past events, it is probable that the SPV will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a financing cost. Future operating expenses or losses are excluded from recognition as provisions as they do not meet the definition of a liability. Contingent assets and contingent liabilities are excluded from recognition in the statements of financial position.

#### **Financial instruments at amortised cost**

Amortised cost is applied according to IFRS 9. Financial liabilities are initially recognised at fair value, and subsequently carried at amortised cost, using the effective interest method. In amortised cost, transaction costs are amortised over the lifetime of the financial instrument using the effective interest method. The effective interest is included in profit or loss.

#### **Hedge accounting**

Hedge accounting is applied according to IFRS 9. Changes in fair value of financial instruments used as hedging instruments in cash flow hedges are recognised in OCI until the hedged transactions are recognised. Any ineffective part of a hedge is recognised in profit or loss. Hedge accounting ceases when the hedging instrument expires or is terminated. Hedge accounting also ceases if the hedge relationship for some reason no longer fulfills the requirements for hedge accounting.

#### **Cash flow statement**

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



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## Sotra Link Consolidated Financial Statements

### Note 2 Sales Income

Sotra Link Holdco AS 2022		Consolidated 2022
	<b>By business area</b>	
-	Construction	743.939.043
-	<b>Total</b>	<b>743.939.043</b>
	<b>Geographic breakdown</b>	
-	Norway	743.939.043
-	<b>Total</b>	<b>743.939.043</b>

#### Movement of the financial asset on performance obligation for construction:

Opening balance 1.1.2022	-
Revenue from contracts with customers in period	742.951.020
Financial income	11.978.963
Less received payments	-84.912.628
Revaluation of financial asset	-50.831.341
<b>Closing balance 31.12.2022</b>	<b>619.186.014</b>

### Note 3 Construction Contracts

Sotra Link Holdco AS 2022		Consolidated 2022
	Income recognised on commenced construction	743.939.043
-	Costs related to income earned / loss provisions	-709.226.330
	<b>Net posted to the profit and loss account on continuing construction contracts</b>	<b>34.712.713</b>

The revenue from performance obligations recognised over a period of time is based on the percentage of completion. The method recognises revenue and expenses in proportion to the completeness of the contracted project. The percentage of completion is based on the costs incurred to the estimated total cost to complete the project.

The percentage of completion for each performance obligation as at 31.12.2022 has been calculated to:

- Construction performance obligation: 4.83%
- Operations performance obligation: 0%

#### Subcontractor risk

The design and construction of the project will be executed by Sotra Link Construction JV ANS (CJV) which consists of the Spanish group FCC Construcción (35%), Webuild (35%), and SK ecoplant (30%). Webuild and SK ecoplant are also owners of Sotra Link HoldCo.

The risk exists that the CJV will not meet the contractual obligations/construction milestones in the project. Sotra Link has therefore taken mitigating measures in order to minimize this risk. The mitigating measures are an agreed security package and closely monitoring of the activities of the CJV. The security package of the CJV consist of a liquid performance bond of 10% of the CJV contract value and a limitation of liability of 40% of the CJV contract value. If the CJV does not oblige to their contract, Sotra Link can hold CJV accountable for 40% of the CJV contract price. If such a situation were to happen, the liability claims usually take quite some time to come to a conclusion, usually via the court. For that purpose, 10% of the contract price (i.e. 25% of the total liability cap) has been made 'liquid' via the CJV giving to Sotra Link a performance bond which is a bank guarantee that can be called upon immediately.



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## Sotra Link Consolidated Financial Statements

### Note 4 Related Party transactions

#### Related party

The table presents the related party transactions with its owners

	Service fee	Sponsor fee development	Financial advisory fee	LC commitment fee	LC Upfront fee	Cost recovery fee	Sum total
SK ecoplant	1.481.160	21.801.432		3.839.953	4.806.944	14.133.296	46.062.785
Ibsen		76.305.012		13.439.835	16.824.304	49.466.538	156.035.689
Macquarie Capital (Europe) Limited			54.937.776				54.937.776
Astaldi Concessions		10.900.716		1.919.976	2.403.472	7.066.648	22.290.812
<b>Sum total</b>	<b>1.481.160</b>	<b>109.007.160</b>	<b>54.937.776</b>	<b>19.199.764</b>	<b>24.034.720</b>	<b>70.666.482</b>	<b>279.327.062</b>

SK Ecoplant, Ibsen Investment Holdings Ltd and Astaldi Concessions are owners of Sotra Link Holdco AS.

Note that even if Ibsen Investment Holdings Limited (UK) owns 70% of the shares in Sotra Link Holdco AS, all general meeting majority approval matters will require a qualified majority of 81% of the votes in Sotra Link Holdco AS and all super majority approvals will require a qualified majority of 91% of the votes in Sotra Link Holdco AS. Therefore, the shareholders do not consolidate Sotra Link Holdco AS in their actual consolidated financial statement.

#### Service fee

Management service fees paid out to SK ecoplant for management services provided in the SPV team via the commercial/technical director.

#### Sponsor fee development

The sponsor development fees of c. NOK 109m relate to success fees paid to the sponsors for achieving FC. This is a risk premium to cover for the risk in the development phase in which the tendering costs were at risk (due to the possibility of not winning the tender). This success fee amounted was allocated proportionally based on ownership.

#### Financial advisory fee

Financial advisory costs of NOK 54.9m from Macquarie Capital relate to advisory on structuring the financing package including its terms, building of the Financial Close Model and guidance on the financial close process. The financial advisory services acquired by the ProjectCo were necessary for the ProjectCo to ensure appropriate financing of its road construction activities in Norway. The financial advisory fee is based on an agreement between Macquarie Capital and the ProjectCo, and defined (inter partes) as services directly relevant for the ProjectCo being able to fund and plan the actual construction of Rv. 555 – Sotrasambandet. The financial advisory fee is included in the amortised cost on the loans. The amortised cost is described in note 14.

#### Letter of credit (LC) fees

Letter of Credit (LC) fee and commitment fee are related to the outstanding debt to credit institutions. These fees are amortised on the corresponding loans, i.e. the fees are included in the effective interest expense. The other fees to related parties are considered as costs to obtain the contract with Statens vegvesen.

During the 2022 period an amount of NOK 14.585k of interest was paid on the Equity Bridge Loan. The repayment of this loan, which done via the injection of a shareholders loan from Ibsen (70%), SK ecoplant (20%) and Astaldi Concessions (10%) scheduled for 2027, is guaranteed via LC's. The guaranteed amount of the LC's provided by the shareholders amounts to 105% of the outstanding loan amount of the Equity Bridge Loan.

#### Costs recovery fee

Cost recovery fees (including profit mark-ups) of c. NOK 70.7m relates to reimbursement of costs and risks initially borne by the sponsors in the tendering phase i.e. in the period from start of the tender up to Financial Close. The reimbursement of costs was allocated proportionally based on ownership.

In addition, Sotra Link AS has had transactions with its subcontractor, which is partly owned by two of Sotra Link's owners:

Sotra Link Construction JV ANS	1.349.885.136
<b>Total</b>	<b>1.349.885.136</b>

	Customer receivables 2022	Other receivables 2022
Companies in the same group	-	66.923
<b>Total</b>	<b>-</b>	<b>66.923</b>

	Debt to suppliers	Other long-term liabilities
Related party (Sotra Link Construction JV ANS)	131.250	-
<b>Total</b>	<b>131.250</b>	<b>-</b>



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## Sotra Link Consolidated Financial Statements

### Note 5 Salary costs and benefits, remuneration to the chief executive, board and auditor

Sotra Link Holdco AS 2022	Salary costs	Consolidated 2022
-	Salaries	3.599.668
-	Employment tax	548.375
-	Pension costs	251.118
-	Other benefits	709.378
-	<b>Total</b>	<b>5.108.539</b>

In 2022 the company employed 3 FTS's.

#### Pension liabilities

The company is liable to maintain an occupational pension scheme under the Mandatory Occupational related parties are considered as costs to obtain the contract with Statens vegvesen.

Remuneration to leading personnel	Chief Executive	Board
Salaries	2.506.184	-
Pension costs	191.562	-
Other remuneration	263.229	-
<b>Total</b>	<b>2.960.975</b>	-

The chief executive has a maximum 25% bonus agreement and no loan from the company.  
The bonus is based on annual salary.

#### Auditor

Audit fees expensed for 2022 amount to NOK 178 125.

In addition there is a fee for other assurance services of NOK 45 000 and tax services of NOK 1 254 497.

### Note 6 Defined-benefit pensions

3 employees are covered through the group's defined-contribution pension scheme as at 31.12.2022.  
Total costs as of December 31, 2022 were 251 118.



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## Sotra Link Consolidated Financial Statements

### Note 7 Items that are aggregated in the accounts

Sotra Link Holdco		
AS	Financial income	Consolidated
2022		2022
-	Interest income from companies in the same group	-
-	Effective interest on financial asset	11.978.963
-	Interest income from bank deposits	1.499.623
-	Hedge ineffectiveness	6.887.646
-	Agio	1.475.641
-	<b>Total financial income</b>	<b>21.841.873</b>
	<b>Financial expenses</b>	<b>2022</b>
-	Interest expenses to companies in the same group	-
-	Revaluation of financial asset	50.831.341
-	Effective interest expenses	58.183.938
-	Swap interest expenses	8.592.668
-	Other interest expenses	107.223
-	Other financial expenses	3.702.627
-	Disagio	266.291
-	<b>Total financial expenses</b>	<b>121.684.088</b>



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## Sotra Link Consolidated Financial Statements

### Note 8 Tax

Sotra Link Holdco AS 2022	This year's tax expense	Consolidated 2022
	Entered tax on ordinary profit/loss:	
-	Payable tax	-
-14.723	Changes in deferred tax relating to ordinary profit/loss	-14.365.754
<b>-14.723</b>	<b>Tax expense (income) on ordinary profit/loss</b>	<b>-14.365.754</b>
	Changes in deferred tax relating to components of OCI	42.845.448
	<b>Tax expense (income) relating to components of OCI</b>	<b>42.845.448</b>
	<b>Total changes in deferred tax</b>	<b>28.479.694</b>
	<b>Tax expense on total comprehensive income</b>	<b>28.479.694</b>
	<b>Taxable income:</b>	
-66.923	Ordinary profit/loss before tax	-114.132.224
-	Permanent differences	377.412
-	Interest not deductible	48.467.069
-	Changes temporary differences	-256.479.190
-	Hedge ineffectiveness derivatives	-6.887.646
66.923	Carry forward losses	328.654.579
-	<b>Taxable income</b>	-
	Payable tax in the balance:	
-	Payable tax on this year's result	-
-	<b>Total payable tax in the balance</b>	-
	Calculation of effective tax rate	
-66.923	Profit before tax	-114.132.224
-14.723	Calculated tax on profit before tax	-25.109.089
-	Tax effect of permanent differences	83.030
<b>-14.723</b>	<b>Total</b>	<b>-25.026.059</b>
22,0 %	Effective tax rate	21,9 %
	<b>Reconciliation of the tax cost</b>	<b>2022</b>
-66.923	Net profit before tax	-114.132.224
-14.723	Calculated tax (22%)	-25.109.089
-15.948	Income tax expense in income statement	-14.365.754
<b>1.225</b>	<b>Difference</b>	<b>-10.743.335</b>
	<b>Difference consist of</b>	
-	Carry-forward losses on interest deduction	10.662.755
-	Permanent differences 2022	83.030
1.225	Other	-2.450
<b>1.225</b>	<b>Unexplained difference</b>	<b>0</b>

For the group, carry forward losses on interest deduction has not been recognised as a deferred tax asset, explaining the main reason for difference between calculated and recognised tax cost (income).

The tax effect of temporary differences and loss for to be carried forward that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences:

2022	2021	Difference		2022	2021	Difference
-	-	-	Tangible fixed assets	5.540	-	5.540
-	-	-	Production contracts	-5.127.688	-	-5.127.688
-	-	-	Derivatives	201.639.683	-	201.639.683
-	-	-	Lease agreements brought to the balance	-36.993	-	-36.993
-	-	-	Liabilities to financial institutions	261.638.331	-	261.638.331
-	-	-	Limitation of deduction for interest	-48.467.069	-	-48.467.069
-	-	-	<b>Total</b>	<b>409.651.804</b>	-	<b>409.651.804</b>
-72.493	-5.570	-66.923	Accumulated loss to be brought forward	-328.665.719	-11.140	-328.654.579
-	-	0	Cut interest deduction	48.467.069	-	48.467.069
<b>-72.493</b>	<b>-5.570</b>	<b>-66.923</b>	<b>Basis for calculation of deferred tax</b>	<b>129.453.154</b>	<b>-11.140</b>	<b>129.464.294</b>
<b>-15.948</b>	<b>-1.225</b>	<b>-14.723</b>	<b>Deferred tax (22 %)</b>	<b>28.479.694</b>	<b>-2.450</b>	<b>28.482.144</b>



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## Sotra Link Consolidated Financial Statements

### Note 9 Fixed assets, right of use assets and leasing liabilities

	Cars	Equipment and other movables	Rental apartment	Total plant and equipment
<b>Acquisition cost 1.11.2021</b>	-	-	-	-
Addition of plant and equipment purchased	1 001 465	110 804	1 220 604	2 332 873
Disposal of plant and equipment sold	-	-	-	-
<b>Acquisition cost 31.12.2022</b>	<b>1 001 465</b>	<b>110 804</b>	<b>1 220 604</b>	<b>2 332 873</b>
Accumulated depreciation 31.12.2022	176 211	27 702	291 000	494 913
Accumulated write-downs 31.12.2022	-	-	-	-
Reversed write-downs 31.12.2022	-	-	-	-
<b>Book value as at 31.12.2022</b>	<b>825 254</b>	<b>-</b>	<b>929 604</b>	<b>1 837 960</b>
The year's depreciation	176 211	27 702	66 000	269 913
Useful life in years	3	3	3	

Outstanding lease liabilities as of December 31, 2022 were 1 791 851.

-



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## Sotra Link Consolidated Financial Statements

### Note 10 Financial instruments, derivatives and hedge accounting

			2022
	Fair value through OCI	Amortised cost	Total
<b>Financial assets and liabilities</b>			
Derivatives	201.639.683	-	201.639.683
Non-current financial asset	-	587.275.160	587.275.160
Current financial asset	-	31.910.854	31.910.854
Cash and cash equivalents	-	2.762.877	2.762.877
<b>Financial assets</b>	<b>201.639.683</b>	<b>621.948.891</b>	<b>823.588.574</b>
<b>Liabilities to financial institutions</b>			
Liabilities to financial institutions	-	1.694.127.710	1.694.127.710
Other non-current liabilities	-	1.791.851	1.791.851
Trade payables	-	9.035.916	9.035.916
<b>Financial liabilities</b>	<b>-</b>	<b>1.704.955.477</b>	<b>1.704.955.477</b>

The fair value of the derivatives are valued using external MTM reports from its financial bank, and is a level 2 measurement. For assets and liabilities recognised at amortised cost the carrying value is considered to be a fair approximation to fair value.

### Derivatives and hedge accounting

	Fair value		2022 Total nominal amount (NOK)
	Positive	Negative	
<b>Derivatives used for hedge accounting</b>			
Interest rate swap	201.639.683	-	2.144.722.278
<b>Total</b>	<b>201.639.683</b>	<b>-</b>	<b>2.144.722.278</b>
- of which cash flow hedges	201.639.683	-	2.144.722.278
- of which fair value hedges	-	-	-
<b>Total derivatives</b>	<b>201.639.683</b>	<b>-</b>	<b>2.144.722.278</b>

The table above shows the fair value of the derivative financial instruments together with their notional amounts. Fair value of the interest swap and the total nominal amount include hedge ineffectiveness. There are no margin calls in place on the derivative financial instruments.



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Hedged items NOK	Interest rate risk	
	2022	2021
<b>Cash flow hedges</b>		
Carrying amount of hedged assets	-	-
Carrying amount of hedged liabilities	1.694.127.710	-
<b>Hedge ineffectiveness</b>		
NOK		
	2022	2021
<b>Cash flow hedge</b>		
Fair value of actual interest rate swap	201.639.683	-
Fair value of 100% effective interest rate swap	194.752.037	-
<b>Hedged ineffectiveness recognised in the income statement, before tax</b>	<b>6.887.646</b>	-

The Company uses derivative financial instruments such as interest rate swaps to hedge its risks associated with interest rate fluctuations. Where all relevant criteria are met, hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. This will effectively result in recognising interest expense at a fixed interest rate for the hedged floating rate loans. All interest rate swaps are designated as hedging instruments in a cash flow hedge. The derivative financial instruments are initially measured at fair value (usually zero). Subsequently the effective portion of changes in fair value are recognised in other comprehensive income, while the ineffective portion is recognised in profit and loss. Hedge effectiveness is tested using the hypothetical derivative method.

The company receives 3M Nibor (same as the reference rate on the loans) and pays a fixed rate in the range 2,50% to 2,68% on the swaps. The interest rate swaps have a maturity profile from 2027-2041 corresponding to the repayment profile on the loans disclosed in note 14. Total notional amount of the interest rate swaps are NOK 2.144 million, which is higher than the loans currently drawn. However, some of the interest rate swaps are forward starting, covering future expected drawdowns on the financing which reduce the ineffectiveness.

The gross movements in the hedge reserve is disclosed below

	2022	2021
<b>Opening balance pre tax</b>	-	-
Fair value changes on hedging instruments recognised in OCI	203.344.705	-
Reclassified to P&L (swap interest expense in note 7)	8.592.668	-
<b>Closing balance pre tax</b>	<b>194.752.037</b>	-
Tax effect	-42.845.448	-
<b>Closing balance net of tax</b>	<b>151.906.589</b>	-



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## **Risk management**

Sotra Link AS enters into derivatives for risk management purposes. Derivatives held for risk management purposes include hedges that meet the hedge accounting requirements

## **Overview**

The Company is exposed to the following risks arising from the use of financial instruments:

Credit risk  
Liquidity risk  
Market risk

This explanation provides information about the Company's exposure to each of the aforementioned risks, the Company's objective, as well as its policies and processes for measuring and controlling the risk and capital management of the Company.

## **Credit risk**

Credit risk is the risk of a financial loss of the Company if a customer or counterparty of a financial instrument fails to meet its contractual obligations and primarily arises from receivables from customers and derivatives that the Company holds.

The Company is exposed to the risk that counterparties to financial derivative contracts do not meet its obligations, whereby the Company would have to renegotiate derivative contracts based on current interest rates.

Management has selected sound international counterparties to mitigate such risk. In addition, the Company did not conclude any derivatives linked to the withdrawn financing of both institutions. The exposure to credit risk is limited. The only client of the Company is the Client (Norwegian Public Roads Authority), a Norwegian government institution. The Norwegian government has an excellent credit score ("AAA rating").

## **Liquidity risk**

Liquidity risk is the risk that the Company is exposed to when it comes into difficulty to meet its obligations with regard to financial liabilities when those obligations relate to the payment of cash or other (short-term) financial obligations.

The approach of the Company is to control the liquidity of the Company so that there is always sufficient liquidity available in the Company to be able to meet its obligations at the time that these have to be discharged in both normal and stressed circumstances, without incurring unacceptable losses or sustaining reputational damage to the company.

The liquidity risk exposure for the Company is directly related to the Client's payments as discussed above. All payments with the Client are arranged through the provisions of the PPP Contract. Based on the knowledge of the Company regarding credit quality and the relationship with the Client, this liquidity risk is limited.

In addition, there is also a risk of high volatility of interest rates. For the company, this risk is limited to the accounting fair value of the (long-term) loans taken out. As all of the interest on these loans have been fixed via interest rate swaps for the entire term of the loans and they are held until maturity, the volatility is fully controlled and the associated liquidity risk of higher interest to be paid is mitigated.

## **Market risk**

Market risk is the risk that changes in market prices, such as exchange rates, interest rates, share prices and construction and maintenance costs affect the income or costs of the Company or that this affects the value of the (financial) assets of the Company. The objective of controlling market risk is to limit and control this risk within acceptable bandwidths.

The Company is not exposed to any significant market risks as set out above. The construction and maintenance costs are laid down in long-term contracts with a creditworthy and solid counterparties. The interest rate risks are managed as discussed above and the Company has a limited exposure to exchange rate fluctuations as nearly all of the transactions are conducted in Norwegian kroner. There is also no risk exposure to fluctuations in the valuation of shares as the Company is not listed.



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## Sotra Link Consolidated Financial Statements

### Note 11 Bank deposits

Funds standing on the withholding tax for employees account (restricted funds) are NOK 306 030.

### Note 12 Receivables and liabilities

Sotra Link Holdco AS		Consolidated
2022		2022
<b>Specification of current assets</b>		
-	Mobilisation fee Sotra Link Construction JV ANS	646.023.295
	Cost to obtain contract with Statens vegvesen	233.162.129
	Prepaid insurance	141.890.010
	<b>Total</b>	<b>1.021.075.434</b>
<p>The mobilisation fee paid to Sotra Link Construction JV ANS and the costs to obtain the contract are amortised on a systematic basis that is consistent with the transfer to the customer (Statens vegvesen) of the identified performance obligations in the contract with Statens vegvesen. In 2022, a total of 10 201 294 have been amortised as other operating expenses.</p>		
<b>2022</b>		
<b>Specification of other short-term receivables</b>		
-	VAT receivable	32.141.126
-	Other receivables	2.420.211
-	<b>Total</b>	<b>34.561.337</b>
<b>2022</b>		
<b>Specification of other short-term liabilities</b>		
-	Construction JV ANS	88.448.171
66.923	Other short-term liabilities	6.116.091
<b>66.923</b>	<b>Total</b>	<b>94.564.262</b>
<b>Long-term debt with a maturity later than 5 years</b>		
-	- Debt to credit institutions	864.208.269
-	- Other long-term debt	-
-	<b>Total</b>	<b>864.208.269</b>



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## Sotra Link Consolidated Financial Statements

### Note 13 Total shares, shareholders etc

	Number	Par value	Capitalised
<b>Share capital</b>			
Ordinary shares	55.057	10	-

All shares carry the same rights in the company.

Sotra Link Holdco AS had 3 shareholders as at 31.12.2022.

	Ordinary shares	A/B-shares	Total	Interest	Share of votes
<b>related parties are considered as costs to obtain the contract with Statens vegvesen.</b>					
SK ecoplant Co. Ltd	11.011	-	11.011	20,00%	20,00%
Astaldi Concessions S.p.A	5.506	-	5.506	10,00%	10,00%
Ibsen Investment Holdings Ltd	38.540	-	38.540	70,00%	70,00%
	<b>55.057</b>	<b>-</b>	<b>55.057</b>	<b>100%</b>	<b>100%</b>

The financial statements of Sotra Link HoldCo AS, and the consolidated financial statements of Sotra Link HoldCo AS, is to be found at the company's adress at Valaskiftet 6, 5355 Knarrevik

Note that even if Ibsen Investment Holdings Limited (UK) owns 70% of the shares in Sotra Link Holdco AS, all general meeting majority approval matters will require a qualified majority of 81% of the votes in Sotra Link Holdco AS and all super majority approvals will require a qualified majority of 91% of the votes in Sotra Link Holdco AS. Therefore, the shareholders do not consolidate Sotra Link Holdco AS in their actual consolidated financial statement.



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## Sotra Link Consolidated Financial Statements

### Note 14 Long-term liabilities

#### Sotra Link Holdco AS

There are no long-term liabilities in Sotra Link Holdco AS.

#### Debt that falls due more than five years after the balance sheet date

	<b>2022</b>
Debt to credit institutions	864.208.269
Other long-term debt	1.791.851
<b>Total</b>	<b>866.000.120</b>

#### Information on convertible loan, bond loan and loans from credit institutions

related parties are considered as costs to obtain the contract with Statens vegvesen.

	Currency	Effective interest rate	Maturity	Due date	Loan amount in amortised cost (NOK)	Notional amount	Total commitment
Equity Bridge Loan	NOK	7,48%	4,6 Years	31-7-2027	621.358.946	655.297.375	655.297.375
Milestone Bridge Loan Facility 1	NOK	3,49%	4,6 Years	31-7-2027	208.560.495	236.822.501	1.289.791.498
Milestone Bridge Loan Facility 2	NOK	3,02%	5,7 Years	31-8-2028	145.610.037	166.222.472	905.287.003
K-EXIM Direct Term Loan Facility	NOK	2,97%	19 Years	30-11-2041	288.608.585	328.282.620	1.787.904.999
Commercial Term Loan Facility	NOK	3,04%	19 Years	30-11-2041	154.803.365	178.190.419	970.467.288
K-EXIM Covered Term Facility	NOK	3,03%	19 Years	30-11-2041	80.797.235	117.084.508	637.670.001
K-SURE Covered Term Loan Facility	NOK	3,06%	19 Years	30-11-2041	194.389.047	276.951.298	1.508.342.451
<b>Total</b>					<b>1.694.127.710</b>	<b>1.958.851.193</b>	<b>7.754.760.615</b>
<b>Total</b>					<b>1.694.127.710</b>	<b>1.958.851.193</b>	<b>7.754.760.615</b>
<b>Maturity profile</b>		<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>Subsequently</b>
		-	-	-	-	829.919.441	864.208.269
							<b>Total</b>
							1.694.127.710

#### Other long-term liabilities

	<b>2022</b>
Leasing liability	1.791.851
<b>Total other long-term liabilities</b>	<b>1.791.851</b>



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## Sotra Link Consolidated Financial Statements

### Note 15 Collateral and guarantees

#### Collateral

	<b>2022</b>
Debt secured by charges	1.694.127.710

The following assets are charged:

Contract receivables
Insurances
Future contract receivables
Additional insurances
All current and future machinery and plant
All current and future inventory
All current and future trade receivables

The charged assets have the following booked value as at 31.12.2022:

Financial asset	619.186.014
Insurances	141.890.010
VAT receivable	32.141.126
Machinery and plant	83.102
<b>Total</b>	<b>793.300.252</b>

Lenders have first priority on pledged assets above. The mobilisation payment to CJV, the cost to obtain the contract with Statens Vegvesen and the interest rate swaps are not part of charged assets as from a bank perspective these costs are certified and paid out and therefor part of the progress of the project.

Lenders have first priority on pledged assets above.

**related parties are considered as costs to obtain the contract with Statens vegvesen.**

Loan	Related party	Maturity date	2022
Equity Bridge Loan	Macquarie Financial Holdings (Pty Ltd)	15-3-2024	480.694.408
Equity Bridge Loan	Astaldi Concessions S.P.A	15-3-2024	68.670.630
Equity Bridge Loan	SK ecoplant Co. Ltd	15-3-2024	137.341.259
<b>Total</b>			<b>686.706.297</b>

The Equity Bridge lenders require the Shareholders to issue a "Letter of credit" which guarantees the repayment of the Equity bridge Loan on the agreed date.



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**Sotra Link Consolidated Financial Statements**

**Note 16 Events after the reporting period**

There have been no events after the balance sheet date with significant consequences for the Company.



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## Sotra Link HoldCo AS

### Protokoll fra styremøte

Styret i Sotra Link HoldCo AS, organisasjonsnummer 828 340 972 ("**Selskapet**"), har truffet følgende vedtak ved sirkulasjon av denne styreprotokollen, en fremgangsmåte som styreleder fant betryggende i henhold til § 6-19 i aksjeloven.

#### Dagsorden:

#### 1. Godkjenning av årsregnskap og styrets årsberetning for Selskapet for 2022

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Årsberetningen og årsregnskapet for 2022 ble godkjent.

#### 2. Fastsettelse av honorar til styrets medlemmer

Styret foreslår at generalforsamlingen treffer følgende vedtak:

*Det skal ikke utbetales styrehonorar for styrets leder eller styremedlemmer for 2022.*

#### 3. Godkjenning av honorar til Selskapets revisor

Styret foreslår at generalforsamlingen treffer følgende vedtak:

*Revisors godtgjørelse for 2022 godkjennes etter regning.*

Alle vedtak ble truffet enstemmig.

Da det ikke var flere saker på dagsorden, ble møtet avsluttet.

### Minutes of a meeting of the board of directors

The board of directors of Sotra Link HoldCo AS, corporation registration number 828 340 972 (the "**Company**") has passed the following resolutions by circulation of, a procedure deemed adequate by the chair of the board in accordance with section 6-19 of the Companies Act.

#### Agenda:

#### 1. Approval of the annual accounts and directors' report of the Company for 2022

The board of directors proposes that the general meeting passes the following resolution:

The annual report and the annual financial statement for 2022 were approved.

#### 2. Approval of remuneration to the Board of Directors

The board proposes that the general meeting passes the following resolution:

*No remuneration shall be disbursed for the chairman of the board or board members for 2022.*

#### 3. Approval of the remuneration of the Company's auditor

The board proposes that the general meeting passes the following resolution:

*The auditor's fees for 2022 are approved according to invoice.*

All resolutions were passed unanimously.

As there were no further matters on the agenda the meeting was adjourned.

*In case of discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.*


\*\*\*

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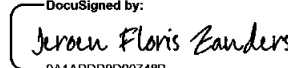


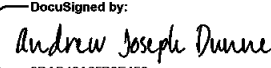
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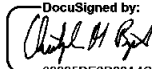
DocuSigned by:  
  
Alexander Cheasty Korman  
Styrets leder / Chairman  
Date: 30 June 2023

DocuSigned by:  
  
Jonggun Paek  
Styremedlem/Board member  
Date: 30 June 2023

DocuSigned by:  
  
Jeroen Floris Zanders  
Styremedlem/Board member  
Date: 30 June 2023

DocuSigned by:  
  
Andrew Joseph Dunne  
Styremedlem/Board member  
Date: 30 June 2023

DocuSigned by:  
  
Emilio Ceroni  
Styremedlem/Board member  
Date: 30 June 2023

DocuSigned by:  
  
Christopher M. Bjerke  
adm. direktør / CEO. / CEO  
30 June 2023 | 13:39:15 CEST



To the General Meeting of Sotra Link Holdco AS

## Independent Auditor's Report

### Opinion

We have audited the financial statements of Sotra Link Holdco AS, which comprise:

- the financial statements of the parent company Sotra Link Holdco AS (the Company), which comprise the balance sheet as at 31 December 2022, the income statement, statement of comprehensive income, statement of changes in equity capital 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 Sotra Link Holdco AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2022, the income statement, statement of comprehensive income, statement of changes in equity capital and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act, 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 simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

### 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.

PricewaterhouseCoopers AS, Sandviksbodene 2A, Postboks 3984 - Sandviken, NO-5835 Bergen  
T: 02316, org. no.: 987 009 713 MVA, [www.pwc.no](http://www.pwc.no)  
Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



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

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

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

#### **Responsibilities of Management for the Financial Statements**

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with simplified application of international accounting standards according to the Norwegian Accounting Act section 3-9, 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 and using 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.

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

Bergen, 30 June 2023  
**PricewaterhouseCoopers AS**

Robert Lambach  
State Authorised Public Accountant  
(This document is signed electronically)



 Securely signed with Brevio

## Auditor's Report

### Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
Lambach, Robert	BANKID	2023-06-30 22:41

#### This document package contains:

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



This file is sealed with a digital signature.  
The seal is a guarantee for the authenticity  
of the document.