



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2019 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 920 793 924
Organisasjonsform: Aksjeselskap
Foretaksnavn: TECO TECHNOLOGIES AS
Forretningsadresse: Lysaker torg 45
1366 LYSAKER

Regnskapsår

Årsregnskapets periode: 01.01.2019 - 31.12.2019

Konsern

Morselskap i konsern: Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Tore Enger
Dato for fastsettelse av årsregnskapet: 12.08.2020

Grunnlag for avgivelse

År 2019: Årsregnskapet er elektronisk innlevert
År 2018: Tall er hentet fra elektronisk innlevert årsregnskap fra 2019

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, 15.09.2021



Resultatregnskap

Beløp i: NOK	Note	2019	2018
RESULTATREGNSKAP			
Inntekter			
Revenue		551 491	
Sum inntekter		551 491	
Kostnader			
Cost of materials		737 639	
Personnel expenses	1	10 371 820	2 991 395
Depreciation of operating and intangible assets	4	850 857	
Nedskrivning av varige driftsmidler og immaterielle eiendeler	4		
Other operating expenses	1	5 503 097	8 130 155
Sum kostnader		17 463 413	11 121 550
Driftsresultat		-16 911 922	-11 121 550
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern			4 398
Annen renteinntekt		462	53
Other financial income		79 202	156 119
Sum finansinntekter		79 665	160 570
Rentekostnad til foretak i samme konsern	7	4 152 617	
Annen rentekostnad		72 218	579
Other financial expenses		173 213	43 782
Sum finanskostnader		4 398 048	44 361
Netto finans		-4 318 384	116 210
Ordinært resultat før skattekostnad		-21 230 306	-11 005 340
Tax on ordinary result	2		
Ordinært resultat etter skattekostnad		-21 230 306	-11 005 340
Årsresultat	6	-21 230 306	-11 005 340
Årsresultat etter minoritetsinteresser		-21 230 306	-11 005 340



Resultatregnskap

Beløp i: NOK	Note	2019	2018
Totalresultat		-21 230 306	-11 005 340
Overføringer og disponeringer			
Udekket tap		-21 230 306	-11 005 340
Sum overføringer og disponeringer		-21 230 306	-11 005 340



Balanse

Beløp i: NOK	Note	2019	2018
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Research and development	4	5 720 426	
Concessions, patents, licences, trademarks, and similar rights	4		
Utsatt skattefordel	2, 4		
Goodwill	4		
Sum immaterielle eiendeler		5 720 426	
Varige driftsmidler			
Equipment and other movables	4	885 297	
Sum varige driftsmidler		885 297	
Finansielle anleggsmidler			
Lån til foretak i samme konsern	7		
Other long-term receivables	8	403 756	110 574
Sum finansielle anleggsmidler		403 756	110 574
Sum anleggsmidler		7 009 479	110 574
Omløpsmidler			
Varer			
Fordringer			
Accounts receivables		156 695	
Other short-term receivables	8	1 414 116	708 631
Konsernfordringer	7	7 756 073	
Krav på innbetaling av selskapskapital			30 000
Sum fordringer		9 326 883	738 631
Bankinnskudd, kontanter og lignende			
Cash and bank deposits	3	581 267	868 868
Sum bankinnskudd, kontanter og lignende		581 267	868 868
Sum omløpsmidler		9 908 150	1 607 499



Balanse

Beløp i: NOK	Note	2019	2018
SUM EIENDELER		16 917 629	1 718 073
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	5	30 000	30 000
Annen innskutt egenkapital	6		
Sum innskutt egenkapital		30 000	30 000
Opptjent egenkapital			
Reserve for valuation variation	6		
Other equity	6		
Udekket tap	6	32 235 647	11 005 340
Sum opptjent egenkapital		-32 235 647	-11 005 340
Sum egenkapital		-32 205 647	-10 975 340
Gjeld			
Langsiktig gjeld			
Utsatt skatt	2		
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	8		
Langsiktig konserngjeld	7, 8	36 166 868	2 643 123
Other long term liabilities	8	5 748 960	
Sum annen langsiktig gjeld		41 915 828	2 643 123
Sum langsiktig gjeld		41 915 828	2 643 123
Kortsiktig gjeld			
Leverandørgjeld	7	3 719 615	3 049 556
Tax payable	2		
Public duties payable		838 283	949 878
Other current debt	7	2 649 549	6 050 856
Sum kortsiktig gjeld		7 207 447	10 050 290
Sum gjeld		49 123 275	12 693 413



Balanse

Beløp i: NOK	Note	2019	2018
SUM EGENKAPITAL OG GJELD		16 917 629	1 718 073



Annual Report 2019 TECO Technologies AS

Revenue statement
Balance sheet
Notes to the Accounts

Org.no.: 920 793 924



Revenue statement

TECO Technologies AS

Operating income and operating expenses	Note	2019	2018
Revenue		551 491	0
Total operating income		551 491	0
Cost of materials		737 639	0
Personnel expenses	1	10 371 820	2 991 395
Depreciation of operating and intangible assets	4	850 857	0
Other operating expenses	1	5 503 097	8 130 155
Total operating expenses		17 463 413	11 121 550
Operating profit		-16 911 922	-11 121 550
Financial income and expenses			
Interest income from group companies		0	4 398
Other interest income		462	53
Other financial income		79 202	156 119
Interest expense to group companies	7	4 152 617	0
Other interest expenses		72 218	579
Other financial expenses		173 213	43 782
Net financial items		-4 318 384	116 210
Operating result before tax		-21 230 306	-11 005 340
Ordinary result after tax		-21 230 306	-11 005 340
Annual net profit	6	-21 230 306	-11 005 340
Brought forward			
Loss brought forward		21 230 306	11 005 340
Net brought forward		-21 230 306	-11 005 340



Balance sheet

TECO Technologies AS

Assets	Note	2019	2018
Fixed assets			
Research and development	4	5 720 426	0
Total intangible assets		<u>5 720 426</u>	<u>0</u>
Tangible assets			
Equipment and other movables	4	885 297	0
Total tangible assets		<u>885 297</u>	<u>0</u>
Financial fixed assets			
Other long-term receivables	8	403 756	110 574
Total financial fixed assets		<u>403 756</u>	<u>110 574</u>
Total fixed assets		<u>7 009 479</u>	<u>110 574</u>
Current assets			
Debtors			
Accounts receivables		156 695	0
Other short-term receivables	8	1 414 116	708 631
Receivables from group companies	7	7 756 073	0
Payments to be received from owners		0	30 000
Total receivables		<u>9 326 883</u>	<u>738 631</u>
Investments			
Cash and bank deposits	3	581 267	868 868
Total current assets		<u>9 908 150</u>	<u>1 607 499</u>
Total assets		<u>16 917 629</u>	<u>1 718 073</u>



Balance sheet

TECO Technologies AS

Equity and liabilities	Note	2019	2018
Equity			
Paid-up equity			
Share capital	5	30 000	30 000
Total paid-up equity		30 000	30 000
Retained earnings			
Uncovered loss	6	-32 235 647	-11 005 340
Total retained earnings		-32 235 647	-11 005 340
Total equity		-32 205 647	-10 975 340
Liabilities			
Other long-term liabilities			
Long-term liabilities to group companies	7, 8	36 166 868	2 643 123
Other long term liabilities		5 748 960	0
Total of other long term liabilities		41 915 828	2 643 123
Current debt			
Trade creditors	7	3 719 615	3 049 556
Public duties payable		838 283	949 878
Other current debt	7	2 649 549	6 050 856
Total current debt		7 207 447	10 050 290
Total liabilities		49 123 275	12 693 413
Total equity and liabilities		16 917 629	1 718 073

12.08.2020

The board of TECO Technologies AS

Tore Enger
chairman of the board

Pål Christian Johnsen
member of the board



Accounting principles

The annual accounts have been prepared in conformity with the Accounting Act and NRS 8 - Good accounting practice for small companies.

The Company is developing sustainable solutions for the marine industry, partly in cooperation with external parties. The Company's main focus during 2019 has been on the development of a Fuel Converter. The development will continue into 2020.

The Company's equity is negative as per 31 December 2019. The Company is part of the TECO Tech Holding-Group which is undergoing a major group-restructuring in Q3 2020. The Company has been funded by its parent company during 2019 and the beginning of 2020. Following the restructuring, the Company's expenses will be reduced significantly from Q3 and onwards. The Company will still rely on financial support from its parent company in 2020. Following the restructuring, the board of directors will look into various financing solutions for the Company going forwards.

Operating revenues

Income from the sale of goods is recognised on the date of delivery. Services are posted to income as they are delivered.

Tax

The tax charge in the profit and loss account consists of tax payable for the period and the change in deferred tax. Deferred tax is calculated at the tax rate at 22% on the basis of tax-reducing and tax-increasing temporary differences that exist between accounting and tax values, and the tax loss carried forward at the end of the accounting year. Tax-increasing and tax-reducing temporary differences that reverse or may reverse in the same period are set off and entered net.

Classification and valuation of fixed assets

Fixed assets include assets included for long-term ownership and use. Fixed assets are valued at acquisition cost. Property, plant and equipment are entered in the balance sheet and depreciated over the asset's economic lifetime. The depreciation period for real property acquired after 2009 is divided into the part that represents the building and the part that represents fixed technical installations. Property, plant and equipment are written down to a recoverable amount in the case of fall in value which is expected not to be temporary. The recoverable amount is the higher of the net sale value and value in use. Value in use is the present value of future cash flows related to the asset. Write-downs are reversed when the basis for the write-down is no longer present.

Intangible assets

Cost of own development of intangible assets are entered in the balance sheet as they satisfy the definition of an intangible asset, ie it must be identifiable and under the control of the enterprise. In addition, it must meet the capitalization criteria, ie it is likely to provide future economic benefits to the enterprise and at the same time be able to measure acquisition costs reliably.

Prepayments are capitalized as prepaid expenses and are distributed over the rental period.

Classification and valuation of current assets

Current assets and short-term liabilities normally include items that fall due for payment within one year of the balance sheet date, as well as items that relate to the stock cycle. Current assets are valued at the lower of acquisition cost and fair value.

Receivables

Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables.

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 operating income and cost of goods sold.

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.



Note 1 Note Salary costs and benefits, remuneration to the chief executive, board and auditor

Salary costs	2019	2018
Salaries	8 296 170	2 074 333
Employment tax	1 467 311	309 569
Pension costs	383 872	81 303
Other benefits	224 467	526 190
Total	10 371 820	2 991 395

In 2019 the company employed 8 man-years.

Pension liabilities

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

Remuneration to leading personnel	Chief Executive	Board
Salaries	0	0
Pension costs	0	0
Other remuneration	0	0
Total	0	0

The company does not have a general manager. The board has not received salaries and other remuneration

Auditor

Audit fees expensed for 2019 amount of NOK 0.

Note 2 Tax

This year's tax expense	2019	2018
Entered tax on ordinary profit/loss:		
Payable tax	0	0
Changes in deferred tax assets	0	0
Tax expense on ordinary profit/loss	0	0

Taxable income:		
Ordinary profit/loss before tax	-21 230 306	-11 005 340
Permanent differences	493 928	0
Changes temporary differences	-81 784	0
Taxable income	-20 818 162	-11 005 340

Payable tax in the balance:		
Payable tax on this year's result	0	0
Total payable tax in the balance	0	0

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:

	2019	2018	Difference
Tangible fixed assets	81 784	0	-81 784
Total	81 784	0	-81 784

Accumulated loss to be brought forward	-31 823 502	-11 005 340	20 818 162
Not included in the deferred tax calculation	31 741 718	11 005 340	-20 736 378

Deferred tax assets (22 %)	0	0	0
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Deferred tax is not booked to the balance sheet



Note 3 Bank deposits

Funds standing on the tax deduction account (restricted funds) are NOK 487 307.

Note 4 Fixed assets and intangible assets

	Equipment	Refurbishment office	R&D	Total
Acquisition cost 01.01.2019	0	0	0	0
Addition	588 277	392 349	6 475 954	7 456 580
Disposal	0	0	0	0
Acquisition cost 31.12.2019	588 277	392 349	6 475 954	7 456 580
Accumulated depreciation 31.12.2019	35 871	59 459	755 528	850 858
Book value as at 31.12.2019	552 406	332 890	5 720 426	6 605 722
The year's depreciation	35 871	59 459	755 528	850 858
Depreciation rates (Years)	5	3	5	

Note 5 Total shares, shareholders etc

	Number	Par value	Capitalised
Share capital			
Ordinary shares	300	100	30 000
Shareholders:			
Teco Tech Holding AS		300	100%
Total		300	100%

All shares carry the same rights in the company.

Note 6 Equity capital

	Share capital	Other equity capital	Total equity capital
As at 31.12.2018	30 000	-11 005 340	-10 975 340
As at 01.01.2019	30 000	-11 005 340	-10 975 340
Result for the year		-21 230 306	-21 230 306
As at 31.12.2019	30 000	-32 235 647	-32 205 647



Note 7 Inter-company items between companies in the same group etc.

	Customer receivables	Other receivables		
	2019	2018	2019	2018
Companies in the same group	3 129 332	0	4 626 741	0
Total	3 129 332	0	4 626 741	0

	Debt to suppliers	Other long-term liabilities		
	2019	2018	2019	2018
Companies in the same group	0	1 237 453	36 166 868	0
Total	0	1 237 453	36 166 868	0

	Revenues from goods sold	Revenues from services		
	2019	2018	2019	2018
Companies in the same group	0	0	0	0

	Purchase of goods	Purchase of services		
	2019	2018	2019	2018
Companies in the same group	0	0	6 431 955	1 288 370
Total	0	0	6 431 955	1 288 370

Inter company interest is calculated by three monthly NIBOR pluss margin of 4 % and the interest amount is NOK 4 138 850 related to loan from TECO Tech Holding AS.

Note 8 Receivables and liabilities

	2019	2018
Receivables with maturity > 1 year	403 756	0
Long-term debt with maturity > 5 years	0	0

In October 2018, the Company received a prepayment from a customer in relation to the development of the Fuel Converter. As the development process is taking more time than expected, the contract with the customer has been cancelled and the pre-payment will be repaid. The Company is discussing various alternatives with the customer. The amount is booked at other long term liabilities NOK 5 748 960.

Note 9 Events after the reporting period

During 2019, the Company was mainly focusing on the continued development of the fuel converter in addition to selling ballast water treatment systems ("BWTS") produced by BIO-UV Group in France. Further, some of the Company's employees have been lent out to the sister company TECO EGCS AS (now TECO 2030 AS) through a Service Agreement, helping this company developing a scrubber for marine operations.

These processes continued into 2020 until the Covid-19 pandemic forced many countries, and their businesses, to shut down operations and activities at a large scale in March 2020. The pandemic has had an impact on the market for BWTS, as well as products sold by other group-companies, leading to a rather stringent liquidity situation for the Company and the Group. Although receiving financial assistance from its parent company, TECO Tech Holding AS, the development of the fuel converter has been put on hold until the liquidity situation improves.



By mid-2020, the company's employees were acquired by the sister company TECO 2030 AS. As a consequence, most of the Company's daily financial obligations will disappear or be reduced significantly during the second half of 2020. The further development of the Company's product portfolio will be based on external resources.

If the pandemic lasts for a prolonged period with corresponding negative impact on the world economy, it could impact the Company negatively through increased difficulties in obtaining necessary funding. Despite the material uncertainty that the pandemic has caused, the Board of Directors is optimistic that it will be able to secure the necessary funding for the Company to continue as a going company and to further develop the product portfolio.



Statsautoriserte revisorer
Ernst & Young AS

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INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of TECO Technologies AS

Report on the audit of the financial statements

Opinion

We have audited the financial statements of TECO Technologies AS, which comprise the balance sheets as at 31 December 2019 and 2018, the related income statements for each of the years in the period ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements have been prepared in accordance with laws and regulations and present fairly, in all material respects, the financial position of the Company as at 31 December 2019 and 2018, and their financial performance in each of the two years then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for opinion

We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 in accordance with the ethical requirements that are relevant to our audit of the financial statements in Norway, and we have fulfilled our ethical responsibilities as required by law and regulations. We have also complied with our other ethical obligations 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.

Material uncertainty related to going concern

We draw attention to note 1 and note 9 in the financial statements, which indicates that the Company has incurred losses since incorporation, and that the Company's current liabilities exceed its total assets by NOK 32 205 647. The Company and its parent company will need to secure additional funding to continue its operation. This indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Other information consists of the information included in the Company's annual report other than the financial statements and our auditor's report thereon. The Board of Directors and Chief Executive Officer (management) are responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of the auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the



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preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless management either intends to liquidate the Company 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 the 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 law, regulations and generally accepted auditing principles in Norway, including 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, 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 internal control;
- ▶ evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- ▶ conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's 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 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 fair presentation;
- ▶ obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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.

Independent auditor's report – TECO Technologies AS

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Pennco Dokumentnøkkel: QBPXJ-J5FFH-ED3DM-US873-TC8K8-0LXZL



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Report on other legal and regulatory requirements

Opinion on registration and documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, it is our opinion that management has fulfilled its duty to ensure that the Company's accounting information is properly recorded and documented as required by law and bookkeeping standards and practices accepted in Norway.

Oslo, 27 August 2020
ERNST & YOUNG AS

The auditor's report is signed electronically

Jon-Michael Grefsrød
State Authorised Public Accountant (Norway)

Penneo Dokumentnøkkel: QBPXJ-J5FFH-ED3DM-US8T3-TC8K8-0LXZL



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Jon-Michael Grefsrød

Statsautorisert revisor

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