



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer: 928 434 931  
Organisasjonsform: Aksjeselskap  
Foretaksnavn: VOSS HOLDCO AS  
Forretningsadresse: c/o Active Brands  
Nydalsveien 24  
0484 OSLO

### Regnskapsår

Årsregnskapets periode: 01.01.2023 - 31.12.2023

### Konsern

Morselskap i konsern: Ja  
Konsernregnskap lagt ved: Nei

### Regnskapsregler

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

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Peter Sjölander  
Dato for fastsettelse av årsregnskapet: 22.03.2024

### Grunnlag for avgivelse

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

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

Brønnøysundregistrene, 06.07.2025



### Resultatregnskap

Beløp i: NOK	Note	2023	2022
<b>RESULTATREGNSKAP</b>			
<b>Kostnader</b>			
Annen driftskostnad		853 000	1 861 000
<b>Sum kostnader</b>		<b>853 000</b>	<b>1 861 000</b>
<b>Driftsresultat</b>		<b>-853 000</b>	<b>-1 861 000</b>
<b>Finansinntekter og finanskostnader</b>			
Renteinntekt fra foretak i samme konsern		15 533 000	
Annen finansinntekt		24 000	15 000
<b>Sum finansinntekter</b>		<b>15 557 000</b>	<b>15 000</b>
Rentekostnad til foretak i samme konsern		15 546 000	
<b>Sum finanskostnader</b>		<b>15 546 000</b>	
<b>Netto finans</b>		<b>11 000</b>	<b>15 000</b>
<b>Ordinært resultat før skattekostnad</b>		<b>-842 000</b>	<b>-1 846 000</b>
Skattekostnad på ordinært resultat		-183 000	-407 000
<b>Ordinært resultat etter skattekostnad</b>		<b>-659 000</b>	<b>-1 439 000</b>
<b>Årsresultat</b>		<b>-659 000</b>	<b>-1 439 000</b>
<b>Overføringer og disponeringer</b>			
Overføringer til/fra annen egenkapital		-659 000	-1 438 000
<b>Sum overføringer og disponeringer</b>		<b>-659 000</b>	<b>-1 438 000</b>



## Balanse

Beløp i: NOK	Note	2023	2022
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Utsatt skattefordel		590 000	407 000
<b>Sum immaterielle eiendeler</b>		<b>590 000</b>	<b>407 000</b>
<b>Finansielle anleggsmidler</b>			
Investering i datterselskap		2 329 761 000	2 329 761 000
Lån til foretak i samme konsern		252 500 000	
<b>Sum finansielle anleggsmidler</b>		<b>2 582 261 000</b>	<b>2 329 761 000</b>
<b>Sum anleggsmidler</b>		<b>2 582 851 000</b>	<b>2 330 168 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Andre fordringer		15 533 000	
<b>Sum fordringer</b>		<b>15 533 000</b>	
<b>Bankinnskudd, kontanter og lignende</b>			
Bankinnskudd, kontanter og lignende		40 000	2 805 000
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>40 000</b>	<b>2 805 000</b>
<b>Sum omløpsmidler</b>		<b>15 573 000</b>	<b>2 805 000</b>
<b>SUM EIENDELER</b>		<b>2 598 424 000</b>	<b>2 332 973 000</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Selskapskapital		2 334 000	2 334 000
Overkurs		2 331 730 000	2 331 730 000
<b>Sum innskutt egenkapital</b>		<b>2 334 064 000</b>	<b>2 334 064 000</b>



## Balanse

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
<b>Opptjent egenkapital</b>			
Annen egenkapital		-2 097 000	-1 438 000
<b>Sum opptjent egenkapital</b>		<b>-2 097 000</b>	<b>-1 438 000</b>
<b>Sum egenkapital</b>		<b>2 331 967 000</b>	<b>2 332 626 000</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
<b>Annen langsiktig gjeld</b>			
Langsiktig konserngjeld		250 504 000	
<b>Sum annen langsiktig gjeld</b>		<b>250 504 000</b>	
<b>Sum langsiktig gjeld</b>		<b>250 504 000</b>	<b>0</b>
<b>Kortsiktig gjeld</b>			
Leverandørgjeld		60 000	
Annen kortsiktig gjeld		15 893 000	348 000
<b>Sum kortsiktig gjeld</b>		<b>15 953 000</b>	<b>348 000</b>
<b>Sum gjeld</b>		<b>266 457 000</b>	<b>348 000</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>2 598 424 000</b>	<b>2 332 974 000</b>



# Deloitte.

Deloitte AS  
Dronning Eufemias gate 14  
Postboks 221  
NO-0103 Oslo  
Norway

+47 23 27 90 00  
www.deloitte.no

To the General Meeting of Voss Holdco AS

## INDEPENDENT AUDITOR'S REPORT

### *Opinion*

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

In our opinion

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

### *Basis for Opinion*

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

### *Other Information*

The Board of Directors (management) is responsible for the information in the Board of Directors' report. Our opinion on the financial statements does not cover the information in the Board of Directors' report.

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

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

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

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

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

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

Deloitte AS and Deloitte Advokatfirma AS are the Norwegian affiliates of Deloitte NSE LLP, a member firm of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee ("DTTL"). DTTL and each of its member firms are legally separate and independent entities. DTTL and Deloitte NSE LLP do not provide services to clients. Please see [www.deloitte.com/about](http://www.deloitte.com/about) to learn more about our global network of member firms.

Deloitte Norway conducts business through two legally separate and independent limited liability companies: Deloitte AS, providing audit, consulting, financial advisory and risk management services, and Deloitte Advokatfirma AS, providing tax and legal services.

Registrert i Foretaksregisteret  
Medlemmer av Den norske Revisorforening  
Organisasjonsnummer: 980 211 282



## Deloitte.

Independent auditor's report  
Voss Holdco AS

### *Auditor's Responsibilities for the Audit of the Financial Statements*

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

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

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's 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 a true and fair view.

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

Oslo, 22. mars 2024  
Deloitte AS

**Mats Nordal**  
State Authorised Public Accountant



## Independent auditor's report Voss Holdco

Name	Date
<b>Nordal, Mats</b>	<b>2024-04-15</b>

Identification

 bankID Nordal, Mats



This document contains electronic signatures using EU-compliant PAdES - PDF  
Advanced Electronic Signatures (Regulation (EU) No 910/2014 (eIDAS))



# Financial Statements

**Voss Holdco AS**

2023



## VOSS HOLDCO AS - Board of Director's report 2023

### Operations and locations

Voss Holdco AS is the parent company of Voss Holdco group. The company is part of the Gondol Holding Group and the parent is preparing consolidated financial statements. The consolidated financial statements for Gondol Holding AS are available at the company's business address. On this basis, the company has chosen not to prepare a consolidated financial statement in accordance with § 3-7 of the Accounting Act (regnskapsloven).

The group develops, produces, markets and sells apparel and hardware mostly in the European and North American sporting goods market. The company was established in 2021. In April 2022, the company bought 100% of the shares in Active Brands AS. At the end of the year the company owned the companies Voss Bidco, Active Brands AS, Active Brands Butikkdrift AS, Nordic Active Brands AB, Active Brands Shanghai Ltd, Active Brands Danmark Aps, Active Brands North America Inc, Active Brands Finland Oy, Active Brands Germany GmbH, Lillestrøm AS (51%), Akbran AS (51%) and Team Aker Dæhlie (33%).

The headquarter is located in Oslo.

### Financials results

The operating expenses for the company was 0,9 MNOK in 2023 (2022: 1,9 MNOK) and the net loss was -0,7 MNOK (2022: -1,4 MNOK). The equity as of 31.12.2023 is 2.332,0 MNOK (2022: 2.332,6 MNOK). Equity ratio is 89,7% (2022: 100%). The major asset in the company is the shares in Voss Bidco AS.

The company had a net cash flow from operations of -0,8 MNOK in 2023 (2022:-1,5 MNOK). Net cash flow from investment activities is -252,5 MNOK (2022: -2.329,8 MNOK) and a net cash flow from financing activities of 250,5 MNOK (including 250 MNOK shareholder loan) in 2023 (2022: 2.334,0 MNOK).

The Board of Directors confirms that the annual financial statements have been prepared pursuant to the going concern assumption, in accordance with §3-3 of the Norwegian Accounting Act, and that this assumption was appropriate at the balance sheet date. The going concern assumption is based upon the financial position of the Company and its development plans. In the Board of Directors' view, the annual financial statements give a true and fair view of the assets and liabilities, financial position and results.

### Risks

#### Financial risk

The financial risk for the group is mainly related to changes in currency rates (NOK against other currencies), changes in interest rates, credit risk from the customers (accounts receivables) and liquidity risk.

The group is exposed to currency risk, mainly USD (related to purchase of goods) and SEK, EUR, USD and DKK related to selling of goods. The group has established a hedging policy and uses future contracts to mitigate the currency risk. The risk related to accounts receivable is mitigated by closely monitoring the customers. In addition, the group holds credit insurance and non-recourse factoring for the majority of the customers.

During 2023, the owners and the lender reached an agreement on funding and financing structure for the Group, including revised covenants. The steps taken is expected to ensure that the Group will have access to sufficient liquidity to pay its short term liabilities as they fall due.

#### Market risk

Market risk is related to the market conditions, the competitive situation and the consumption behaviour in the markets in which the group operates. The business is subject to seasonal fluctuations where the majority of



sales and profits are recorded in the third and fourth quarters. Sales developments may be susceptible to weather conditions and the economic environment, although the Company's global presence can offset regional exposure. Short-term risks for the Company are particularly associated with general economic conditions, consumer demand development in Europe and North America, the ability to identify and respond to constantly shifting trends and the ability to leverage advancements in technologies and to develop new and appealing products. Most of the group's products are produced in Asia.

## ENVIRONMENTAL, SOCIAL, GOVERNANCE (ESG)

The group demonstrates a strong commitment to addressing environmental and human rights risks by establishing clear requirements and taking responsibility for prioritized risks. The group's efforts are outlined in its 2022 ESG impact published June 2023, this report and future reports related to subsequent years are publicly available on the website, [activebrands.com](https://activebrands.com).

The report outlines the group's environmental and social impacts, including risks and opportunities throughout its value chain. It includes an assessment of the group's environmental and social material topics, as well as its approach to approving and embedding ESG policies throughout its activities and business relationships. The report also highlights the group's climate accounting efforts and approach towards meeting the requirements of the Norwegian Transparency Act.

Employee and other ESG related organizational details which are not disclosed in the ESG report are outlined below:

Liability insurance has been entered into for the Board of Directors, to cover the legal liability that Board members and senior executives may face. The insurance policy also covers the costs of processing any damages claims made, and documenting the facts related to these.

The group works actively to promote equality, ensure equal opportunities and rights and prevent discrimination, and has a goal of being a workplace with full gender equality. This is done both in internal and external recruiting processes and we encourage women to apply for vacancies in order to balance the gender distribution in the group, especially in senior positions. The board in the company consists of 2 women and 3 men.

The group conducts an annual salary review for all employees based on individual performance and group results. A cross-check between similar roles is done as a part of this process to ensure equal pay and eliminate gender differences.

The group also conducts surveys with all employees participating to identify inequalities and discrimination on a regular basis. Both our whistleblowing channels and employee surveys are valuable tools to identify other risks of discrimination and barriers to equality such as gender, pregnancy, parental leave, adoption and care tasks, ethnicity, religion, outlook on life, disability, sexual orientation, gender identity and gender expression.

Absence due to sickness in the group was 3,3% in 2023 (2022: 3,6%). There were no accidents or injuries among employees. The work situation for the employees in the group is considered good. Therefore, no concrete measures have been taken to improve the work situation.

The group does not have any activity that substantially pollutes the external environment from the office activities. From the business and third-party impact on overall footprint, KPI's are closely tracked by ESG manager.

## RESEARCH AND DEVELOPMENT

The group conducts research and development activities to further develop products, especially within the categories of helmets and skis.



## BRANDS

Kari Traa is a fast-growing women's sports apparel brand, with baselayer as its core category and is the largest brand in the Active Brands portfolio.

Dæhlie, established in 1996 by Olympic gold medalist Bjørn Dæhlie, is a premium provider of technical apparel, with a focus on cross-country skiing and running.

Sweet Protection is a leading provider of helmets, eyewear, protective gear and technical apparel for ski, snowboard, bike and whitewater sports.

Bula is an international provider of winter headwear and other accessories. The brand was founded in the United States in 1983, but since 2016 Active Brands has owned the brand rights of Bula in Europe and Russia.

The Johaug brand was established by the Norwegian cross-country skier Therese Johaug and covers women's sports apparel focusing on the training category.

Launched in 1922, Åsnes has +100 years of experience in producing skis for winter hiking and mountaineering, and is the leading provider of backcountry skis.

## OUTLOOK

The group operates in several markets and countries where the sports industry remains challenging and highly volatile. Discretionary spending suffer from the inflationary environment. Increased consumer polarization with a shift to promotional and entry price apparel purchases. The markets have been on a downwards trend with some positive signals. Inventories at retail have started to normalize at the cost of margin deterioration. However, the underlying trends in health, activity and sports are believed to persist in the long-term.

The Group is expected to develop favourably in 2024 with growth in net sales and operational EBITDA across the Brands, supported by a strong 2024 order book that is up over year ago. The Company remains committed to deliver profitable growth as we build a more consumer-centric company focused on technical outer- and hardware with a clear and differentiated brand positioning, operational excellence and targeted cost savings. However, the Company expects the global trading conditions to remain challenging, given select customer bankruptcies in the USA and Europe and overall changes in the retail environment.

The Nordic sporting goods market is currently facing certain headwinds, with reduced consumer spending and abnormally high inventories. The Board considers this headwind to be temporary and continues to believe in the longer term positive growth trajectory of the sporting goods market. Moreover, the Board sees that the group is winning market share in the Nordics and that the group is continuing to grow its international business. Hence, the Board is positive to the group's growth potential and expects coming years to show a growth in sales and profitability. However, the board notes that any assessments of future performance and external factors are subject to a high degree of uncertainty.

The current business outlook, established financing arrangements and projected cash flows for 2024 are expected to be sufficient to settle the Group's running obligations and planned investments in 2024.

## ALLOCATION OF ANNUAL RESULTS

The Board of Directors proposes that this year's loss of -0,7 MNOK (2022: -1,4 MNOK) to be allocated as follows:

Transferred from other equity	MNOK -0,7
-------------------------------	-----------



Oslo, March 22th 2024

Peter Sjølander

Peter Sjølander  
Chairman

Daniel Ahlstrand

Daniel Ahlstrand  
Board Member

Eskil Koffeld

Eskil Koffeld  
Board Member

Isabel May

Isabel May  
Board Member

sue rechner

Sue Rechner  
Board Member



# Financial Statements

**Voss Holdco AS**

2023



## Voss Holdco AS Income statement

Amounts in 1000 NOK

NOTE	OPERATING REVENUE AND OPERATING EXPENSES	2023	2022
2	Other operating expenses	853	1 861
	<b>Total operating expenses</b>	<b>853</b>	<b>1 861</b>
	<b>Operating profit/(loss)</b>	<b>-853</b>	<b>-1 861</b>
	<b>FINANCIAL INCOME AND FINANCIAL EXPENSES</b>		
3	Interest received from group companies	15 533	0
	Other financial income	24	15
3	Interest paid to group companies	-15 547	0
	<b>Financial items, net</b>	<b>10</b>	<b>15</b>
	<b>Profit/(loss)before taxation</b>	<b>-842</b>	<b>-1 845</b>
4	Income tax	-183	-407
	<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>	<b>-659</b>	<b>-1 438</b>
	<b>ALLOCATION OF NET PROFIT/(LOSS) AND EQUITY TRANSFERS</b>		
	Transferred from other equity	-659	-1 438
	<b>Total allocations and equity transfers</b>	<b>-659</b>	<b>-1 438</b>



## Voss Holdco AS Balance sheet at 31 December

Amounts in 1000 NOK

NOTE	ASSETS	2023	2022
	<b>Non-current assets</b>		
	<b>Intangible assets</b>		
4	Deferred tax assets	590	407
	<b>Total intangible assets</b>	<u>590</u>	<u>407</u>
	<b>Financial non-current assets</b>		
5	Investments in subsidiary companies	2 329 761	2 329 761
3, 6	Loans to group companies	252 500	0
	<b>Total financial non-current assets</b>	<u>2 582 261</u>	<u>2 329 761</u>
	<b>Total non-current assets</b>	<u><b>2 582 851</b></u>	<u><b>2 330 168</b></u>
	<b>Current assets</b>		
	<b>Receivables</b>		
3	Other receivables	15 533	0
	<b>Total receivables</b>	<u>15 533</u>	<u>0</u>
7	<b>Cash and cash equivalents</b>	<u>40</u>	<u>2 805</u>
	<b>Total current assets</b>	<u><b>15 572</b></u>	<u><b>2 805</b></u>
	<b>TOTAL ASSETS</b>	<u><u><b>2 598 424</b></u></u>	<u><u><b>2 332 973</b></u></u>



## Voss Holdco AS Balance sheet at 31 December

Amounts in 1000 NOK

NOTE	SHAREHOLDERS EQUITY AND LIABILITIES	2023	2022
	<b>Shareholders equity</b>		
	<b>Paid-in equity</b>		
8,9	Share capital (2 334 062 shares at NOK 1)	2 334	2 334
9	Share premium	2 331 730	2 331 730
	<b>Total paid-in equity</b>	<b>2 334 064</b>	<b>2 334 064</b>
	<b>Retained earnings</b>		
9	Other equity	-2 097	-1 438
	<b>Total retained earnings</b>	<b>-2 097</b>	<b>-1 438</b>
	<b>Total shareholders equity</b>	<b>2 331 966</b>	<b>2 332 625</b>
	<b>Liabilities</b>		
	<b>Other non-current liabilities</b>		
3	Debt to group companies	250 504	0
	<b>Total non-current liabilities</b>	<b>250 504</b>	<b>0</b>
	<b>Current liabilities</b>		
	Accounts payable	60	0
3	Other current liabilities	15 894	348
	<b>Total current liabilities</b>	<b>15 954</b>	<b>348</b>
	<b>Total liabilities</b>	<b>266 458</b>	<b>348</b>
	<b>TOTAL SHAREHOLDERS EQUITY AND LIABILITIES</b>	<b>2 598 424</b>	<b>2 332 973</b>

Oslo, March 22, 2024

Board of Voss Holdco AS

Peter Sjölander

Peter Sjölander  
Chairman of the board

Daniel Ahlstrand

Daniel Erik Philip Ahlstrand  
Board member

sue rechner

Susanne Rechner  
Board member

Eskil Koffeld

Eskil Gundersen Koffeld  
Board member

Isabel May

Isabel May  
Board member



## Voss Holdco AS

### Cash flow statement

Amounts in 1000 NOK	2023	2022
<b>CASH FLOW FROM OPERATIONS:</b>		
Profit/(loss) before taxation	-842	-1 845
Change in trade payables	60	0
Changes in inter-company balances	14	324
Changes in other current assets and other liabilities	0	48
<b>Net cash flow from operations</b>	<b>-769</b>	<b>-1 473</b>
<b>CASH FLOW FROM INVESTMENT ACTIVITIES:</b>		
Outflows due to purchases of financial non-current assets	0	-2 329 761
Outflows due to investments in financial non-current assets	-252 500	0
<b>Net cash flow from investment activities</b>	<b>-252 500</b>	<b>-2 329 761</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Inflow due to new non-current liabilities	250 504	0
Net change in equity	0	2 334 039
<b>Net cash flow from financing activities</b>	<b>250 504</b>	<b>2 334 039</b>
Net change in bank deposits, cash and equivalents	-2 765	2 805
Bank deposits, cash and equivalents at 1 January	2 805	0
<b>Bank deposits, cash and equivalents at 31 December</b>	<b>40</b>	<b>2 805</b>



## Voss Holdco AS

### Notes to the accounts, year ended 31 December 2023

#### Note 1 Accounting policies

The financial statements have been prepared in accordance with the Norwegian Accounting Act of 1998 and generally accepted accounting principles in Norway.

##### Valuation and classification of assets and liabilities

Assets intended for permanent ownership or use in the business are classified as non-current assets. Other assets are classified as current assets. Receivables due within one year are classified as current assets. The classification of current and non-current liabilities is based on the same criteria.

Current assets are valued at the lower of historical cost and fair value.

Fixed assets are carried at historical cost, but are written down to their recoverable amount if this is lower than the carrying amount and the decline is expected to be permanent. Fixed assets with a limited economic life are depreciated on a systematic basis in accordance with a reasonable depreciation schedule.

Other long-term liabilities, as well as short-term liabilities, are valued at nominal value.

##### Foreign currency

All balance sheet items denominated in foreign currencies are translated into NOK at the exchange rate prevailing at the balance sheet date.

Currency forward contracts are valued in the balance sheet at fair value on the balance sheet date.

##### Shares in subsidiaries and associates

Subsidiaries and investments in associates are carried at cost. A write-down to fair value will be performed if the impairment is not considered to be temporary, and an impairment charge is deemed necessary according to generally accepted accounting principles. Received dividends and group contributions are recognised as other financial income. The same applies for investments in associates.

##### Receivables

Trade receivables and other receivables are recognised at nominal value, less the accrual for expected losses of receivables. The accrual for losses is based on an individual assessment of each receivable.

##### Cash and cash equivalents

Cash and cash equivalents include cash, bank deposits and other monetary instruments with a maturity of less than three months at the date of purchase.

##### Cost of sales and other expenses

In principle, cost of sales and other expenses are recognised in the same period as the revenue to which they relate. In instances where there is no clear connection between the expense and revenue, the apportionment is estimated. Other exceptions to the matching criteria are disclosed where appropriate.

##### Income taxes

Tax expenses are matched with operating income before tax. Tax related to equity transactions e.g. group contribution, is recognised directly in equity.

Tax expense consists of current income tax expense and change in net deferred tax. Deferred tax liabilities and deferred tax assets are presented net in the balance sheet.

##### Consolidation

The company is part of the Gondol Holding Group and the parent is preparing consolidated financial statements. On this basis, the company has chosen not to prepare a consolidated financial statement in accordance to § 3-7 of the Accounting Act (regnskapsloven). The consolidated financial statements for Gondol Holding AS are available at the company's business address.



## Note 2 Payroll costs, number of employees, benefits, loans to employees etc.

Amounts in 1000 NOK

The parent company does not have employees in 2023.  
There are no loans or guarantees to shareholders, chief executives, directors etc.

### Auditor

Remuneration to Deloitte AS and their associates is as follows:

Operating costs	2023	2022
Statutory audit	126	-
Other assurance services	50	390
Other non-assurance services	236	-
Tax counselling	9	13
<b>Total</b>	<b>421</b>	<b>403</b>

## Note 3 Related party transactions and balances

Amounts in 1000 NOK

### Related party transactions, profit and loss

Transaction/transaction type	Belongs to P&L line	Counterpart	Relationship to the counterpart	2023	2022
Interest	Interest received	Voss Bidco AS	Subsidiary	15 533	-
Interest	Interest paid	Voss Investco AS	Parent	-15 547	-
<b>Total</b>				<b>-14</b>	<b>-</b>

### Related party balance items

Counterpart	Accounts receivables		Other current receivables	
	2023	2022	2023	2022
Balances with the parent company	-	-	-	-
Balances with subsidiaries	-	-	15 533	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>15 533</b>	<b>-</b>

Counterpart	Accounts payables		Other current liabilities	
	2023	2022	2023	2022
Balances with the parent company	-	-	15 547	-
Balances with subsidiaries	-	-	324	324
<b>Total</b>	<b>-</b>	<b>-</b>	<b>15 871</b>	<b>324</b>

Counterpart	Loans to group companies		Debt to group companies	
	2023	2022	2023	2022
Balances with the parent company	-	-	250 454	-
Balances with subsidiaries	252 500	-	50	-
<b>Total</b>	<b>252 500</b>	<b>-</b>	<b>250 504</b>	<b>-</b>

## Note 4 Income tax expense

Amounts in 1000 NOK

Specification of income tax expense:	2023	2022
Current income tax payable	-	-
Changes in deferred tax	-183	-407
Effect of changes in tax rules	-	-
<b>Tax on profit/(loss)</b>	<b>-183</b>	<b>-407</b>

Specification of current income tax payable:	2023	2022
This year's payable income tax expense	-	-
Income tax on given group contribution	-	-
Too little/much income tax allocation previous years	-	-
<b>Current income tax payable in the balance sheet</b>	<b>-</b>	<b>-</b>



## Reconciliation from nominal to real income tax rate:

	2023	2022
Profit/(loss) before taxation	-842	-1 845
Estimated income tax according to nominal tax rate (22%)	-185	-406
The tax effect of the following items:		
Tax-free dividends	-	-
Other permanent differences related to investments (the exemption method, in accordance with Norwegian taxation act § 2-3B)	-	-
Other non-deductible expenses	2	-
Other non-taxable income	-	-
This year's loss without the deferred tax benefit	-	-
Change in the disparagement of the deferred tax benefit	-	-1
Effect of changes in tax rules and rates	-	-
Other items	-	-
Income tax expense	-183	-407
Effective income tax rate	22 %	22 %

## Specification of the tax effect of temporary differences and losses carried forward:

	2023		2022	
	Benefit	Liability	Benefit	Liability
Fixed assets	-	-	-	-
Intangible assets	-	-	-	-
Financial non-current assets	-	-	-	-
Inventories	-	-	-	-
Receivables	-	-	-	-
Investments (current assets)	-	-	-	-
Current liabilities	-	-5	-	-5
Non-current liabilities	-	-	-	-
Losses carried forward	-	-	-	-
<b>Total</b>	<b>585</b>	<b>-5</b>	<b>402</b>	<b>-5</b>
Off-balance sheet deferred tax benefits	-	-	-	-
<b>Net deferred benefit/liability in the balance sheet</b>	<b>590</b>		<b>407</b>	

The deferred tax benefit is included in the balance sheet on the basis of future income.

## Note 5 Investments in subsidiaries and associated companies

Amounts in 1000 NOK

Company	Date of acquisition	Registered office	Voting share	Ownership share
Voss Bidco AS	2022	Oslo	100 %	100 %

  

Company	Equity latest financial statements	Profit/loss latest financial statements
Voss Bidco AS	2 245 577	-61 119

Investment in subsidiaries are recognised at cost.

## Note 6 Receivables; amounts due after more than one year

Amounts in 1000 NOK

	2023	2022
Loan to subsidiary Voss Bidco AS	252 500	-

## Note 7 Bank deposits

The parent company does not have restricted tax deduction funds.



## Note 8 Share capital and shareholder information

The share capital in the company at 31 December 2023 consists of the following classes:

	Number	Nominal amount	Carrying value
Ordinary shares	508 092	1	508 092
Preference shares	1 825 970	1	1 825 970
<b>Total</b>	<b>2 334 062</b>		<b>2 334 062</b>

### Ownership structure

Largest shareholders as of 31 December 2023:

	Ordinary shares	Preference shares	Total	Ownership share	Voting share
Voss InvestCo AS	420 814	1 683 258	2 104 072	90,1 %	90,1 %
Holta Invest AS	20 000	80 000	100 000	4,3 %	4,3 %
Total remaining shareholders	67 278	62 712	129 990	5,6 %	6 %
<b>Total number of shares</b>	<b>508 092</b>	<b>1 825 970</b>	<b>2 334 062</b>	<b>100 %</b>	<b>100 %</b>

### Shares and options held by members of the board and the managing director:

Name	Title	Ordinary shares	Preference shares	Total number of shares
Christophe Merkel	Chairman of the board	12 800		12 800

## Note 9 Equity

Amounts in 1000 NOK

	Share capital	Share premium	Other paid-in equity	Other equity	Total equity
Equity at 1 January 2023	2 334	2 331 730	0	-1 438	2 332 625
<u>This year's change in equity:</u>					
Capital reduction	-	-	-	-	-
Capital increase	-	-	-	-	-
Profit/(loss) of the year	-	-	-	-659	-659
<b>Equity at 31 December 2023</b>	<b>2 334</b>	<b>2 331 730</b>	<b>0</b>	<b>-2 097</b>	<b>2 331 966</b>

Signature:   
Daniel Ahlstrand (Mar 29, 2024 10:47 GMT+1)  
Email: daniel.ahlstrand@verdane.com

Signature:   
Peter Sjolander (Apr 8, 2024 09:12 GMT+2)  
Email: peter.sjolander@ime.com

Signature:   
Sue Rechner (Apr 8, 2024 11:44 EDT)  
Email: srechner@optonline.net

Signature:   
Email: ek@tsncapital.com

Signature:   
Isabel May (Mar 24, 2024 02:11 GMT+2)  
Email: isabel.may@icloud.com



Skatteetaten

Vår dato  
16.05.2023

Din/Deres dato

Saksbehandler  
Robin Ingebrigtsen

800 80 000  
Skatteetaten.no

Din/Deres referanse

Telefon  
99778267

Org.nr  
974761076

Vår referanse  
2019/5286777

Postadresse  
Postboks 9200 Grønland  
0134 OSLO

ACTIVE BRANDS AS  
Postboks 246, Alnabru  
0614 OSLO

## Dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk

Vi viser til søknad om dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk for følgende selskaper:

Gondol Holding AS org.nr. 925 905 623  
Voss Investco AS org.nr.928 434 885  
Voss Holdco AS org.nr. 928 434 931  
Voss Bidco AS org.nr. 928 431 118

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

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

### Bakgrunn

Fra søknaden siteres:

*Active Brands konsernet står bak de merkevarene Kari Traa, Sweet Protection, Dæhlie, Johaug, Bula og Åsnes. I 2023 forventes det at ca 60% av omsetningen vil være utenfor Norge og konsernet har datterselskaper i alle Nordiske land, Tyskland, USA og Kina.*

*Bakgrunnen til ønsket for å om å levere årsregnskap på engelsk er som følger:*

- Eierne av konsernet er private equity selskapene FSN Capital Group og Verdane som er lokalisert på Jersey og i Stockholm*
- Styrene i selskapene består av både norske samt engelsktalende medlemmer fra USA, Tyskland og Sverige.*
- Konsernets arbeidsspråk er engelsk.*



- *Active Brands AS, som er datterselskap av Voss Bidco, utgjør hovedselskapet i konsernet fikk tillatelse til å innlevere engelsk årsregnskap i2019.*

### **Skattekontorets vurdering**

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

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

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

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

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

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I dette tilfellet er det opplyst at selskapets eiere og flere av styremedlemmene er engelskspråklige og vil ikke ha mulighet for å forstå årsregnskap og årsberetning på norsk. Skattekontoret finner at disse forholdene samlet tilsier at dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk kan gis.



Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Magrit Kilen Støebner  
underdirektør  
Innsats, storbedrift  
Skatteetaten

Robin Ingebrigtsen

*Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.*