Brønnøysundregistrene

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	919 871 237
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	LUMI GRUPPEN AS
Forretningsadresse:	Pilestredet 56 0167 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2023 - 31.12.2023

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:	IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Ragna Ulmo Linløkken
Dato for fastsettelse av årsregnskapet:	09.04.2024

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, 12.08.2025

Resultatregnskap

Beløp i: NOK	Note	2023	2022
RESULTATREGNSKAP			
Kostnader			
Payroll expenses	4	7 566 000	9 983 000
Depreciation and amortisation expenses	5	5 000	3 000
Other operating expenses	6	9 998 000	4 287 000
Sum kostnader		**17 569 000**	**14 273 000**
Driftsresultat		**-17 569 000**	**-14 273 000**
Finansinntekter og finanskostnader			
Income from subsidiaries	7	38 254 000	3 426 000
Annen renteinntekt		775 000	
Financial income		9 000	1 000
Sum finansinntekter		**39 038 000**	**3 427 000**
Annen rentekostnad		716 000	0
Financial expense		5 192 000	19 000
Sum finanskostnader		**5 908 000**	**19 000**
Netto finans	8	**33 130 000**	**3 408 000**
Ordinært resultat før skattekostnad		**15 561 000**	**-10 865 000**
Income tax	9	3 399 000	-2 390 000
Ordinært resultat etter skattekostnad		**12 162 000**	**-8 475 000**
Årsresultat		**12 162 000**	**-8 475 000**

Balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	9		2 389 000
Sum immaterielle eiendeler			**2 389 000**
Varige driftsmidler			
Property, plant and equipment	5	59 000	13 000
Sum varige driftsmidler		**59 000**	**13 000**
Finansielle anleggsmidler			
Investering i datterselskap	10	481 649 000	481 649 000
Sum finansielle anleggsmidler		**481 649 000**	**481 649 000**
Sum anleggsmidler		**481 708 000**	**484 051 000**
Omløpsmidler			
Varer			
Fordringer			
Other current receivables	12	154 000	246 000
Konsernfordringer	7	289 232 000	24 541 000
Sum fordringer		**289 386 000**	**24 787 000**
Bankinnskudd, kontanter og lignende			
Cash and bank deposits		2 423 000	-5 000
Sum bankinnskudd, kontanter og lignende		**2 423 000**	**-5 000**
Sum omløpsmidler		**291 809 000**	**24 782 000**
SUM EIENDELER		**773 517 000**	**508 833 000**

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Balanse

Beløp i: NOK	Note	2023	2022
Innskutt egenkapital			
Share capital		23 201 000	15 201 000
Beholdning av egne aksjer		-81 000	-81 000
Overkurs		654 596 000	473 596 000
Sum innskutt egenkapital		**677 716 000**	**488 716 000**
Opptjent egenkapital			
Retained earnings		29 787 000	17 625 000
Sum opptjent egenkapital		**29 787 000**	**17 625 000**
Sum egenkapital		**707 503 000**	**506 341 000**
Gjeld			
Langsiktig gjeld			
Utsatt skatt	9	64 000	
Sum avsetninger for forpliktelser		**64 000**	
Annen langsiktig gjeld			
Non-current interest-bearing liabilities	13	25 734 000	
Sum annen langsiktig gjeld		**25 734 000**	
Sum langsiktig gjeld		**25 798 000**	**0**
Kortsiktig gjeld			
Leverandørgjeld	13	3 723 000	306 000
Tax payable	9	946 000	0
Public duties payable		456 000	401 000
Kortsiktig konserngjeld	7	6 902 000	0
Curreint interest-bearing liabilities	13	26 000 000	0
Other current debt		2 188 000	1 785 000
Sum kortsiktig gjeld		**40 215 000**	**2 492 000**
Sum gjeld		**66 013 000**	**2 492 000**
SUM EGENKAPITAL OG GJELD		**773 516 000**	**508 833 000**

Konsernets resultatregnskap

Beløp i: NOK	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Revenue		420 866 000	511 915 000
Government grants		694 000	1 528 000
Other operating income		1 232 000	1 171 000
Sum inntekter	4,5	**422 792 000**	**514 614 000**
Kostnader			
Payroll expenses	6	219 730 000	247 856 000
Depreciation and amortisation expenses	8,9,10	54 642 000	55 282 000
Nedskrivning av varige driftsmidler og immaterielle eiendeler	7,9	270 344 000	4 046 000
Other operating expenses	11,25	113 354 000	125 774 000
Sum kostnader		**658 070 000**	**432 958 000**
Driftsresultat	5,25	**-235 278 000**	**81 656 000**
Finansinntekter og finanskostnader			
Annen renteinntekt		2 337 000	587 000
Financial income		1 508 000	472 000
Sum finansinntekter		**3 845 000**	**1 059 000**
Annen rentekostnad		34 703 000	27 168 000
Financial expense		8 262 000	3 480 000
Sum finanskostnader		**42 965 000**	**30 648 000**
Netto finans	12	**-39 120 000**	**-29 589 000**
Ordinært resultat før skattekostnad	25	**-274 398 000**	**52 067 000**
Income tax	13,25	1 848 000	11 346 000
Ordinært resultat etter skattekostnad	25	**-276 246 000**	**40 721 000**
Årsresultat		**-276 246 000**	**40 721 000**
Remeasurement of pension liabilities		0	1 570 000
Related tax effects		0	-345 000
Sum resultatkomponenter for IFRS-foretak			1 225 000

Konsernets resultatregnskap

Beløp i: NOK	Note	2023	2022
Totalresultat		**-276 246 000**	**41 946 000**

Konsernets balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Other intangible assets	8	28 895 000	27 895 000
Utsatt skattefordel	13,25	9 493 000	10 394 000
Goodwill	7	686 688 000	957 032 000
Sum immaterielle eiendeler		**725 076 000**	**995 321 000**
Varige driftsmidler			
Property, plant and equipment	10	7 675 000	10 415 000
Right-of-use assets	9	184 595 000	123 964 000
Sum varige driftsmidler		**192 270 000**	**134 379 000**
Finansielle anleggsmidler			
Investments in shares	17	1 679 000	1 619 000
Sum finansielle anleggsmidler		**1 679 000**	**1 619 000**
Sum anleggsmidler		**919 025 000**	**1 131 319 000**
Omløpsmidler			
Varer			
Fordringer			
Trade receivables	15	27 083 000	22 601 000
Earned, not invoiced		0	1 826 000
Other current receivables	16,25	4 313 000	4 991 000
Sum fordringer		**31 396 000**	**29 418 000**
Bankinnskudd, kontanter og lignende			
Cash and bank deposits		67 647 000	29 031 000
Sum bankinnskudd, kontanter og lignende		**67 647 000**	**29 031 000**
Sum omløpsmidler		**99 043 000**	**58 449 000**
SUM EIENDELER		**1 018 068 000**	**1 189 768 000**

Konsernets balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	18	23 201 000	15 201 000
Beholdning av egne aksjer		-81 000	-81 000
Overkurs		651 218 000	470 218 000
Sum innskutt egenkapital		**674 338 000**	**485 338 000**
Opptjent egenkapital			
Retained earnings		-223 913 000	52 359 000
Sum opptjent egenkapital		**-223 913 000**	**52 359 000**
Sum egenkapital		**450 425 000**	**537 697 000**
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	19,20, 21	257 452 000	418 592 000
Non-current lease liabilities	9,20	154 825 000	99 955 000
Sum annen langsiktig gjeld		**412 277 000**	**518 547 000**
Sum langsiktig gjeld		**412 277 000**	**518 547 000**
Kortsiktig gjeld			
Liabilities to financial institutions	19,20, 21	41 000 000	10 000 000
Leverandørgjeld	20	8 236 000	5 230 000
Tax payable	13	946 000	14 911 000
Public duties payable		15 680 000	16 137 000
Current lease liabilities	9,20	45 355 000	38 408 000
Unearned revenue	22	6 689 000	11 075 000
Other current debt		37 459 000	37 763 000
Sum kortsiktig gjeld	17	**155 365 000**	**133 524 000**
Sum gjeld		**567 642 000**	**652 071 000**

Konsernets balanse

Beløp i: NOK	Note	2023	2022
SUM EGENKAPITAL OG GJELD		**1 018 067 000**	**1 189 768 000**

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To the General Meeting of Lumi Gruppen AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Lumi Gruppen AS, which comprise:

- the financial statements of the parent company Lumi Gruppen AS (the Company), which comprise the statement of financial position as at 31 December 2023, the statement of profit or loss, statement of comprehensive income and statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and

- the consolidated financial statements of Lumi Gruppen AS and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flow for the year then ended, and notes to the financial statements, including material accounting policy information.

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 2023, 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 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Basis for Opinion

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

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Other Information

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

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

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

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

Our opinion on the Board of Director's report applies correspondingly to the statements on Corporate Governance and Corporate Social Responsibility.

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 the preparation and true and fair view of the consolidated financial statements of the Group in accordance with IFRS Accounting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern 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.

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

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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- 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 and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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, 10 April 2024

KPMG AS

Jørgen Hermansen
State Authorised Public Accountant
(This document is signed electronically)

PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Hermansen, Jørgen
Statsautorisert revisor
Serial number: no_bankid:9578-5997-4-22602
IP: 77.18.xxx.xxx
2024-04-10 12:56:06 UTC

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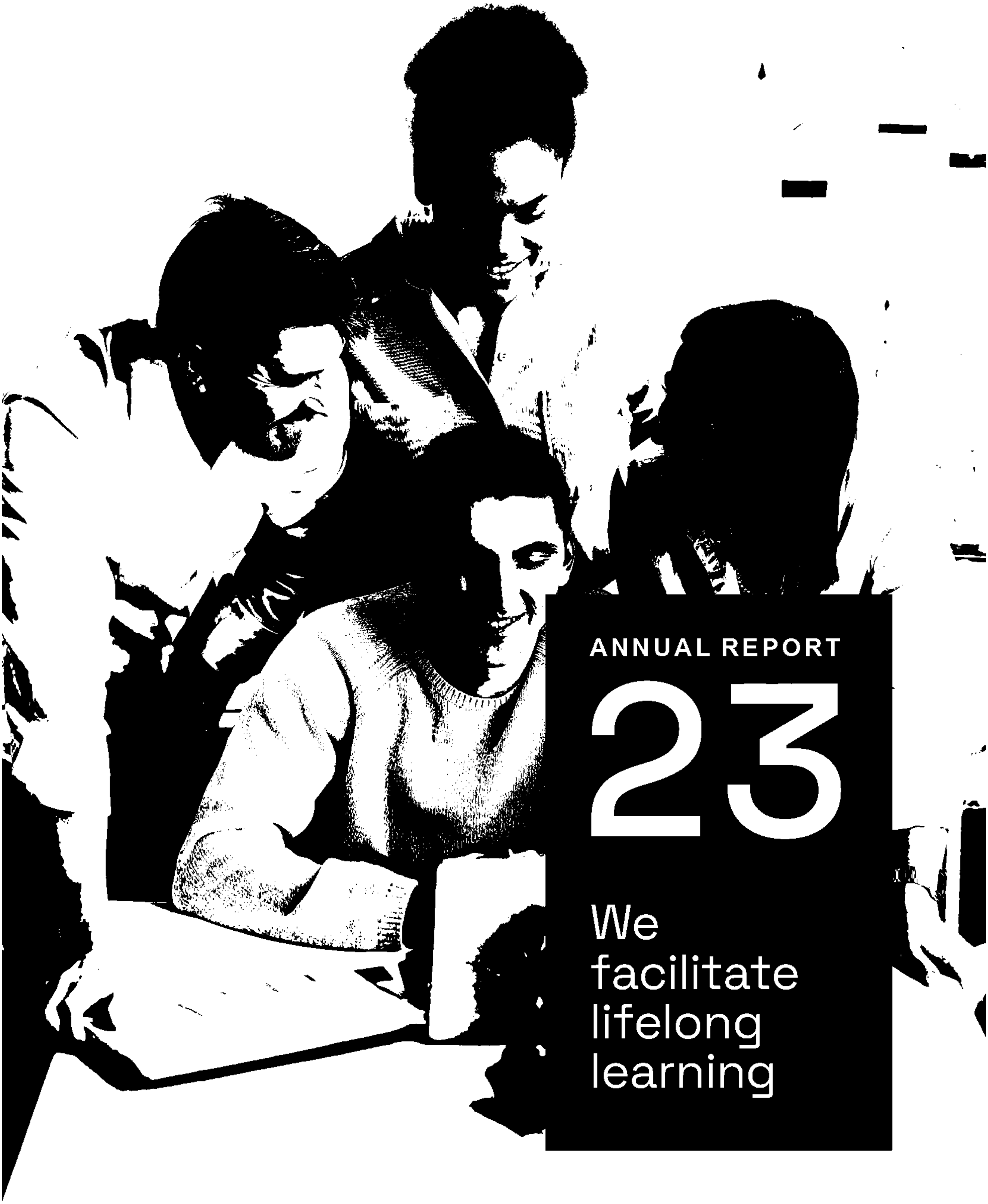
LUMI GRUPPEN



Contents

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This is Lumi Gruppen

Lumi Gruppen is a leading education provider in Norway, providing high-quality educational services. Today, the group consists of two main operating segments: Sonans and Oslo Nye Høyskole (ONH).

Sonans is the market leader in Norway for high school private candidate exam preparation courses. The primary focus is to assist high school students in improving their grades or completing their high school diploma to qualify for higher education. Sonans offers comprehensive exam preparation courses tailored to meet the specific needs of high school students. The courses are designed to equip students with the knowledge and skills necessary to excel in their exams.

ONH is a private university college established in 2007 and acquired by Lumi Gruppen in 2019. Located in central Oslo, ONH operates one campus alongside a robust online course offering. At ONH, the mission is to provide accessible and quality education to students. ONH aims to foster a supportive learning environment that nurtures academic growth and personal development.

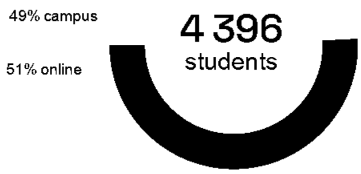
Sonans

ONH Oslo Nye Høyskole

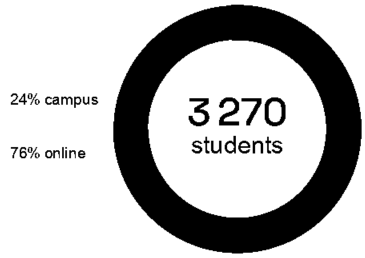
Sonans ranked as market leader within private candidate exams

National Student Survey:
ONH ranked no 1 in overall student satisfaction among multidisciplinary University Colleges in Norway, (2023). Top 5 of all University Colleges

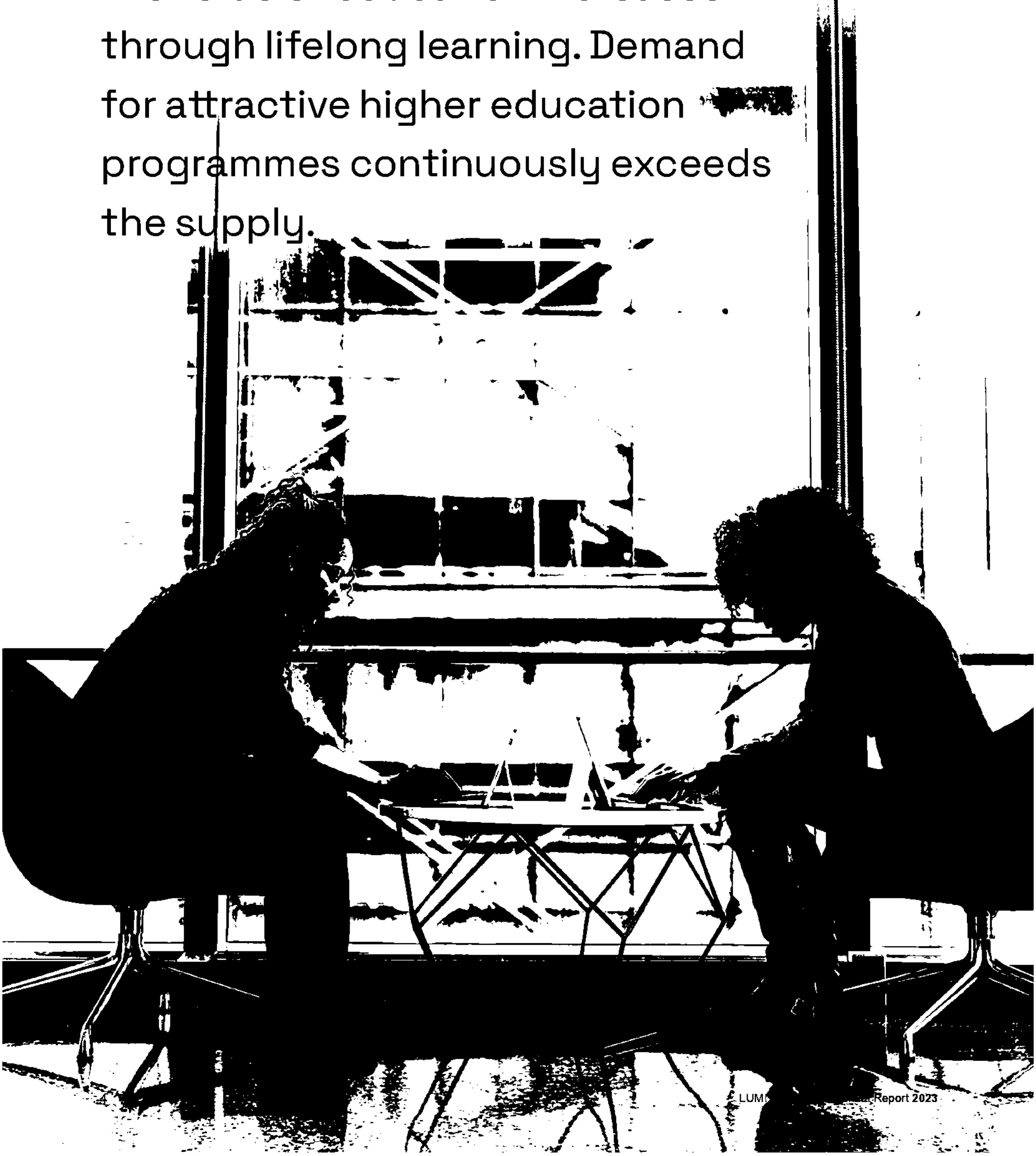
Sonans students
Campus vs. Online (2023)



ONH students
Campus vs. Online (2023)



In an increasingly complex society, the value of education increases through lifelong learning. Demand for attractive higher education programmes continuously exceeds the supply.



Statement from the CEO

Oslo Nye Høyskole demonstrated sustained growth in 2023, while Sonans experienced a period of continued transition.

The positive developments continued for Oslo Nye Høyskole (ONH), our university college, while Sonans, our private candidate business, continued to face strong market headwinds, resulting in reduced revenues.

ONH became our most significant operating segment in 2023, achieving robust profitability and top-line growth driven by an expanding portfolio of high-quality study programmes. The vocational initiative of Lumi Gruppen is now fully integrated with ONH, and the launch of the first subjects is planned for the second half of 2024, capitalising on synergies in branding, academic resources, and administration.

ONH has applied to NOKUT (the Norwegian Agency for Quality Assurance in Education) for self-accreditation rights. When approved, ONH will be granted the right to independently develop, accredit and launch programmes up to the bachelor's level. Another milestone: ONH will relocate to new, larger facilities in Oslo during the latter half of 2024. The new premises will offer appealing location and surroundings, well-aligned with ONH's growth plans.

Sonans continued to struggle in a weak market, resulting in reduced revenues. We have taken forceful action on cost cuts and credit control to adjust Sonans to current market realities. These actions have reduced credit losses, strengthened cash collection, and partly mitigated the effects of lower revenues. This leaves Sonans well positioned to benefit from any eventual market recovery, albeit with a smaller campus footprint.

It was expected that Sonans would be influenced by the recommendations for new admission rules published by the Admission committee in 2022. Among other things, the committee recommended to eliminate students' opportunity to re-take exams to improve their existing high school grades. On April 5th, 2024, The Ministry of Education and Research published its parliamentary white paper, stating that the Government will not propose any significant changes to the private candidate scheme that could affect Sonans' services or students. This is positive news for Lumi Gruppen. Even more importantly, it is positive for ambitious young people who deserve a second chance and should not be excluded from their studies of choice based solely on unsatisfactory high school grades. The government whitepaper will form the basis for a parliamentary process, leading up to the adoption of a new set of rules, integrated into the legislation.

In general, the market development for Lumi Gruppen is correlated and connected to the strength of the labour market and other macroeconomic drivers. The labour market has been robust over the past year, with particularly high participation among the younger demographic groups that Lumi Gruppen targets. This remains the case, but any weakness in the job market in the future could lead to higher demand for Lumi's services.

Regardless of future market developments, we have, over the past couple of years, transformed into a more flexible and scalable business model with a lower share of fixed costs. An increasing portion of our courses are now offered online.

As a provider of education and competence, our most important asset is our people, and I would like to thank our staff for their great team spirit during the organisational transformations over the past couple of years. These changes have contributed to a solid platform for providing first-class educational services for young people facing an increasingly complex society and a demanding labour market.

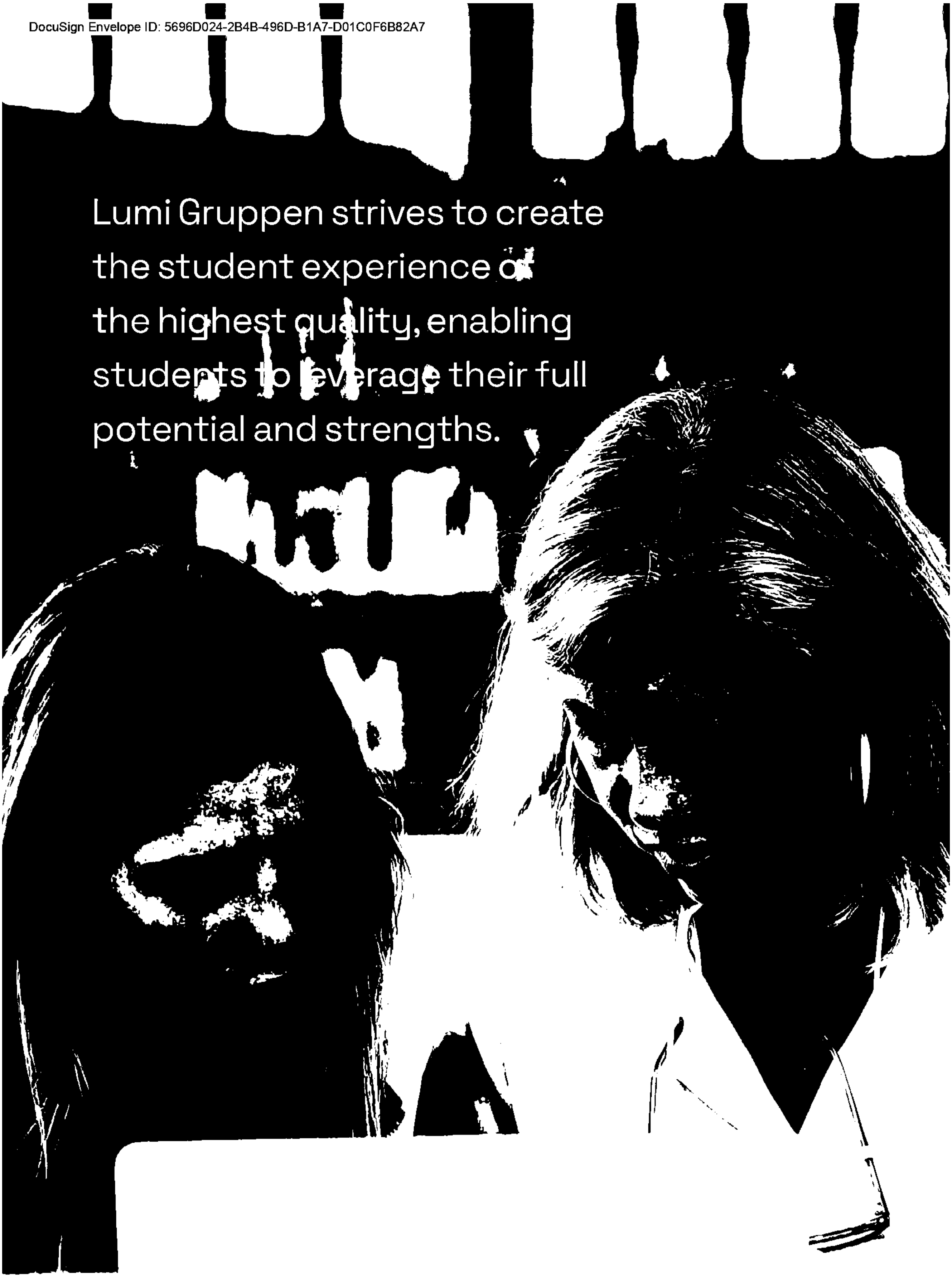
In my mind, there is no doubt that this market will provide growth opportunities for innovative providers of quality educational services. As a leading education group in Norway, Lumi Gruppen is ready to seize these opportunities in 2024 and the years to come!

Erik Brandt, CEO

Key financial and operational figures

NOK MILLION	23	Restated 22	Change 22 - 23
STATEMENT OF PROFIT OR LOSS			
Total income	**423**	515	-18%
Payroll expenses	**220**	248	-11%
Payroll expenses in per cent of revenue	**52%**	48%	4 pp
Other operating expenses	**113**	126	-10%
Other operating expenses in per cent of revenue	**27%**	24%	3 pp
EBITDA	**90**	141	-36%
EBITDA margin	**21%**	27%	-6 pp
Depreciation and amortisation expenses	**55**	55	-1%
Impairment	**270**	4	6 582%
Operating profit/loss (–) (EBIT)	**-235**	82	-388%
EBIT margin	**-56%**	16%	-72 pp
Net Financial Items	**39**	30	32%
Profit/loss (-) before income tax	**-274**	52	-627%
Income tax	**2**	11	-84%
Profit/loss (-) for the period	**-276**	41	-778%
Earnings per share	**-5.46**	1.13	-583%
FINANCIAL POSITION			
Capital expenditures	**10**	18	-43%
— Fixed assets	**3**	4	-22%
— Development cost for new programmes	**7**	14	-48%
Net cash flow from operations	**33**	73	-55%
Total Assets	**1 018**	1 190	-14%
Equity	**450**	538	-16%
Equity %	**44%**	45%	-1 pp
Cash Position	**68**	29	133%
OPERATIONAL KPIS			
Average number of employees (FTEs)	**222**	247	-10%
Sick-leave	**5.3%**	4.4%	0.9 pp
Number of campuses Sonans	**9**	12	-25%
Number of campuses ONH	**1**	1	0%
Number of students	**7 666**	9 084	-16%

1 Restated following change in accounting principle for marketing expenses, refer to note 25 of the Consolidated Financial Statements


Lumi Gruppen strives to create the student experience of the highest quality, enabling students to leverage their full potential and strengths.

Board of Directors' report

Lumi Gruppen is a leading player in the Norwegian education market.

The Group comprises the parent company, Lumi Gruppen AS ("the Company"), and its subsidiaries: Lumi Services AS, Sonans Privatgymnas AS (Sonans), Oslo Nye Høyskole AS (ONH), ONH Education AS (ONHE), and Oslo Nye Fagskole AS (ONF).[2] The operating segments within the Group are ONH (including ONHE and ONF) and Sonans. The Company is headquartered together with Sonans at Pilestredet 56, Oslo.

The largest operating segment in the Group is Oslo Nye Høyskole (ONH), a university college offering bachelor programmes, annual programmes, master's programmes, and single-subject courses in psychology, health, social sciences, and business and administration. Most programmes are available both on campus in Oslo and online. Sonans provides high-quality teaching in high school subjects for private candidates, with a significant online platform in addition to campuses across Norway. ONH Education facilitates student transfers to partner universities abroad, primarily focusing on studies in medicine and physiotherapy. Lumi Services AS organises shared services such as IT, HR and finance on behalf of the operating segments. This arrangement allows for better resource utilisation across segments, resulting in a cost-efficient provision of such functions and services.

LUMI GRUPPEN'S VISION

Lumi Gruppen strives to create the highest quality student experience, enabling students to leverage their full potential and strengths.

LUMI GRUPPEN'S MISSION

We work tirelessly to create a motivating and inspiring learning environment, committed to using flexible and engaging delivery models to achieve the best possible results for our students.

The year in brief

Throughout 2023, Oslo Nye Høyskole (ONH) demonstrated sustained growth, while Sonans experienced an increasingly challenging market.

ONH improved profitability through a combination of revenue growth and lower investment levels, resulting in a more stable cost development. Revenue growth was driven by new programmes, particularly within the online segment, and an increased share of recurring revenues. ONH surpassed 3 000 students for the first time, reflecting its ongoing expansion. Looking forward, ONH is gearing up to relocate to new, larger and more modern facilities in the latter half of 2024.

The vocational initiative within Lumi Gruppen, previously named Norwegian School of Technology, was fully integrated with ONH, with plans for course launches in the second half of 2024. This integration is designed to enhance operational efficiency while maintaining a separate legal entity named Oslo Nye Fagskole (ONF).

In contrast to ONH, Sonans encountered challenges due to the decline in private candidate volumes that started in 2022. Sonans responded by implementing cost-saving measures to mitigate the revenue decline and introduced an enhanced credit collection policy, resulting in significantly lower bad debt expenses and improved liquidity. Despite these cost-cutting measures, Sonans maintained strong scores in alumni surveys, indicating sustained programme quality and keeping its competitive position in a challenging market environment.

The Group successfully raised NOK 200 million through a private placement and subsequent offering in the first half of 2023. Of this amount, NOK 130 million was used to reduce bank debt from NOK 430 million to NOK 300 million. Additionally, a subordinated loan of NOK 52 million from the Group's majority shareholder Lola Bidco AS was further used to reduce the bank debt. These measures, combined with cost-cutting initiatives, stabilised the Group's financial position, reduced leverage and ensured sufficient liquidity.

2 Norwegian School of Technology is currently in the process of changing its name to Oslo Nye Fagskole (ONF) and ONF is therefore used when referring to the vocational initiative in Lumi Gruppen.

Market development

The higher education market remained stable in 2023, with the number of applicants to higher education similar compared to 2022. With a steady supply of admission places and a flat volume development, the number of applicants per admission place (the demand gap) remained unchanged. However, there was a positive market shift for online programmes, resulting in increased demand as the balance between online and campus-based programmes shifted. With a diverse portfolio of online programmes, ONH has secured a robust position in this market and has managed to grow amidst a softer market environment.

For Sonans, a key metric is the proportion of students without admission offers. This ratio has declined in recent years, indicating that more students have secured admission. Combined with a buoyant labour market and increased youth workforce participation, this has led to significantly lower enrolment figures, compounded by the aftermath of the Covid-19 pandemic's disruption of exams.

In recent years, the vocational education market has experienced significant growth in both applicant numbers and available admission places, particularly in fields such as technology, business administration, and health. Lumi Gruppen sees this as an attractive market opportunity and intends to enter this market with Oslo Nye Fagskole (ONF, previously named NTech), which will offer technology courses starting from the academic year 2024/2025. ONF plans to introduce a broader range of programmes, similar to those already offered by ONH.

Regulatory

The Group does not receive any direct public funding and therefore operates purely on a commercial basis. However, regulations in the education market may impact business operations and hence the demand for the Group's educational services.

Oslo Nye Høyskole (ONH):
Due to capacity constraints at NOKUT (the Norwegian Agency for Quality Assurance in Education), there is a delay in the approval and accreditation process, which affects the launch of new programmes for all market players, including ONH and ONF. If the situation does not improve, this will negatively impact future growth prospects.

Sonans:
In December 2022, a government-appointed committee presented its recommendations for a new system of admission rules. These recommendations suggested a more limited opportunity to retake exams, partially replacing the private candidate scheme with an admission test. The Ministry of Education and Research published a whitepaper to the parliament on the 5th of April, stating its opinion and conclusions regarding the new admission rules. The whitepaper does not propose any significant changes to the private candidate scheme that could affect Sonans' services or students, nor does it suggest any restrictions on how many times an exam can be retaken. The whitepaper will also serve as the basis for a parliamentary process, which may influence the final conclusions and legislation. However, it is not expected that this will result in any significant changes compared to the initial whitepaper.

Segment reviews

OSLO NYE HØYSKOLE (ONH)

In 2023, ONH improved its profitability through a combination of revenue growth and lower investment levels, resulting in a more stable cost development. The revenue growth was primarily driven by new programmes, notably within the online segment, and an increased share of recurring revenues from multi-year programmes. Additionally, ONH reached a milestone by surpassing 3 000 students for the first time. Looking ahead, ONH is preparing to relocate to new, larger facilities in the latter half of 2024, reflecting the university college's commitment to expanding its educational offerings and strengthening its position in the market.

ONH received approval of its quality system from NOKUT and, at the same time, recognition of the standard of the quality system and how it is integrated at the university college. The quality system is key for maintaining the accreditation of study programmes and will also contribute to an improved competitive position as it will have a positive impact on reputation as well as brand.

Following the approval of the quality system, ONH applied to NOKUT for institutional accreditation at the start of 2024, aiming to be granted self-accreditation rights. This will enable the university college to independently develop, approve, and launch programmes up to the bachelor's level, bypassing the conventional NOKUT process that currently causes delays in the introduction of new programmes. The institutional accreditation process would typically be expected to be completed within 12-18 months, but it is now more uncertain due to capacity constraints at NOKUT. Most likely, the accreditation could be in place by late 2025, with the possibility of launching new programmes from the academic year 2026/2027.

The launch of the vocational initiative, NTech, in 2023 did not recruit enough students to commence the accredited two-year programme in Web App Development and Design. Consequently, the vocational tech initiative was fully integrated with ONH by the end of 2023, with plans for a relaunch in the second half of 2024. This integration aims to capitalise on synergies across brand, academic resources and administration, enhancing both its commercial and operational aspects. The vocational initiative will still be organised as a separate legal entity with the new name Oslo Nye Fagskole (ONF).

ONH will continue to focus on volume growth by expanding the programme portfolio, enhancing marketing efforts, and developing the online platform. These initiatives will continue to increase the number of students in current and new programmes, including continuously launching shorter programmes like annual units and single subjects. These programmes are derived from existing bachelor programmes, offering lower costs compared to developing entirely new bachelor programmes. By further increasing the share of revenue from bachelor programmes, revenue predictability will improve, and operational risk will be reduced.

ONH Financials

For the year, revenue reached NOK 223.6 million, marking a growth of 15.3 per cent. This growth is mainly coming from the expansion of new online programmes and a higher share of recurring revenues.

Total expenses amounted to 149.9 million, compared to NOK 147.1 million in the preceding year. The stable trend in expenses reflects the implementation of the cost programme finalised in 2022, coupled with a reduced investment level following a period of substantial investments in new programmes over the past two to three years.

Operating profit (EBIT) reached NOK 61.1 million, a notable increase from the previous year's figure of 36.8 million, resulting in a corresponding margin of 27 per cent up 8 percentage points from last year.

SONANS

Sonans encountered challenges due to the ongoing decline in private candidate volumes and responded by implementing cost-saving measures to mitigate the revenue decline. In addition, Sonans introduced an enhanced credit collection policy, resulting in significantly lower bad debt expenses and improved liquidity. In 2023, Sonans made the strategic decision to close an additional three campuses, consolidating operations in the Greater Oslo region. Currently, Sonans operates nine campuses, in addition to the digital campuses Live and Online. Measures have been implemented to reduce operational expenses across the remaining campuses, yielding positive results. It is anticipated that these measures will contribute an annual savings of approximately NOK 8-10 million when fully implemented in 2024. The size and the value of the measures implemented over the past two years demonstrate the flexibility and stability of Sonans' operating model. If volumes remain at current levels in the upcoming academic year 2024/2025, it should still be feasible to generate a modest profit.

In the decade preceding the Covid-19 pandemic, Sonans experienced an average annual sales growth of 12 per cent. This suggests a strong and enduring demand for higher education in the future. This perspective is reinforced by a comprehensive report from Statistics Norway published in late 2022, which highlighted the growing significance of private candidate schemes in the Norwegian educational landscape. According to the report, 62 per cent of first-time private candidates did not possess any diploma before enrolling in a private candidate school. Additionally, nearly half of these candidates were 25 years or older, indicating that private candidate schools offer significant opportunities for individuals seeking a life change. Notably, 80 per cent of private candidates either secured admission to higher education or gained employment upon completing their studies, showcasing the success of private candidate schools in providing new pathways for individuals.

Despite prioritising cost-cutting measures over the last two years to offset lost revenues, Sonans has consistently achieved high scores in student surveys assessing its programme offerings and teachers. This demonstrates that the quality has remained intact during this transitional period, suggesting that Sonans has likely maintained its competitive position and is well prepared when the market recovers.

Sonans intends to maintain its investment in sales and marketing efforts to strengthen its market position. It is essential for Sonans to remain prominent in the minds of students considering exam preparation courses and to offer quality counselling to aid them in reaching their goals.

Sonans Financials

For the year, revenue reached NOK 199.8 million, marking a decline of 37.6 per cent. This decline is attributed to the post-COVID-19 market setback, a decrease in students without a place of admission, and a robust job market.

Total expenses amounted to NOK 158.5 million, compared to NOK 216.0 million in the preceding year. The significant reduction of NOK 57.5 million in expenses is a result of the cost programmes implemented to mitigate the revenue decline and a more efficient operating model, including a reduction in the number of campuses and a sustained higher share of online students. In addition, expenses were reduced by the implementation of an enhanced credit collection policy, resulting in significantly lower bad debt expenses compared to the year before.

Operating profit (EBIT) reached NOK 2.3 million, reflecting a decrease from the previous year's figure of NOK 58.0 million.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There was a positive market shift for online programmes, resulting in increased demand as the balance between online and campus-based programmes shifted.

Programme development

The Group has continued the development of new courses and programmes in 2023. Most of the development costs are related to ONH. In 2023, NOK 7.1 million in development costs were capitalised, compared to NOK 13.7 million in 2022.

Financial review

(last year in brackets)

Total income for the Group declined by 17.8 per cent in 2023, ending at NOK 422.8 million (NOK 514.6 million). ONH experienced a solid increase in revenues from new and existing programmes in 2023, with growth of 15.3 per cent, bringing revenue to NOK 223.6 million (NOK 194.0 million). However, for Sonans, revenue declined by 37.6 per cent, ending at NOK 199.8 million (NOK 320.3 million). This decrease can be attributed to the post-Covid market setback, fewer students without a place of admission, and a robust job market leading to reduced student volumes in the private candidate market.

Total operating expenses, excluding depreciation and amortisation, for the Group amounted to NOK 333.1 million (NOK 373.6 million). This reflects a decrease of NOK 40.5 million compared to the previous year. The primary reason for this decline is the cost reduction programmes implemented in 2023 for Sonans, coupled with a lower investment level in ONH, resulting in a more stable development in personnel expenses. Additionally, bad debt expenses were significantly reduced compared to last year due to the implementation of an enhanced credit collection policy.

Operating expenses in 2023 include transaction expenses associated with the voluntary cash offer from Hanover Investors, represented by Lola Bidco AS, amounting to NOK 5.2 million. Additionally, restructuring expenses amounted to NOK 5.6 million and were related to the Sonans campus network and severance pay for personnel in group functions. Finally, the restatement of marketing expenses in 2022 and change of recognition method resulted in an additional expense of NOK 1.8 million in 2023. Excluding these items, the underlying decrease in operating expenses was NOK 53.0 million.

The operating profit (EBIT) for the Group was NOK -235.3 million (NOK 81.7 million), and the profit before tax for the Group was NOK -274.4 million (NOK 52.1 million). The significant decline in EBIT is attributed to the lower revenues, further impacted by the impairment of goodwill for Sonans, amounting to NOK 270.3 million.

Total investment in fixed assets for the Group in 2023 was NOK 2.9 million (NOK 3.8 million). The Group also invested in new educational offerings reported as intangible assets in 2023 with a total of NOK 7.1 million (NOK 13.7 million).

Total cash and bank deposits as at 31 December 2023 for the Group were NOK 67.6 million (NOK 29.0 million). The Year end typically represents a seasonal low point in terms of the cash balance for the Group as most payments from students are received in the beginning of the year and the early second half of the same year. The Group has a revolving credit facility (RCF) in the amount of NOK 70 million which covers working capital requirements during the year. The Group's liquidity situation is considered sufficient as at 31 December 2023.

Cash flow from operations for the Group was positive by NOK 33.1 million (NOK 73.2 million).
Short-term liabilities as at December 31 2023 amounted to 27.4 per cent (20.5 per cent) of all debt in the Group. The financial position in the Group was satisfactory, including the Group's ability to pay short-term debt at the due date.

Total assets at the end of the year for the Group were NOK 1 018.1 million (NOK 1 189.8 million) and the equity ratio as at 31 December 2023 was 44.2 per cent (45.2 per cent).

In the opinion of the Board, the income statement, balance sheet and notes presented give a true and fair view of the Company's position and profit from activities in 2023. The Board of Directors is not aware of any other matters relevant for assessing the Company besides what is stated in this annual report.

Events after the balance sheet date

There have been no material events after the reporting period that might significantly affect the annual consolidated financial statements for 2023.

Other relevant information

TTo accommodate future growth, ONH signed a lease agreement for new premises at Adamstuen (previously Veterinærhøyskolen) in January 2024. The move is anticipated to result in an additional NOK 8-10 million per year in premises costs, commencing in 2025. Additionally, there are expected to be some one-off expenses related to the relocation to new premises, with the majority anticipated to be incurred in 2024.

Going concern

The annual financial statements are prepared under the assumption of a going concern. Despite economic challenges, both the Company and the Group maintain a stable financial position with sufficient liquidity and access to credit facilities to support ongoing operations. Cost-saving measures and strategic initiatives have been implemented to enhance profitability and ensure long-term sustainability. Additionally, the Company and the Group are actively monitoring market conditions and implementing appropriate strategies to mitigate risks.

The Group has prepared a liquidity budget covering the next twelve months. The liquidity budget ensures that the Group can meet its obligations when due. The Group has a revolving credit facility (RCF) of NOK 70 million (see note 20), which was undrawn as of 31 December 2023.

Management monitors liquidity and working capital, and has good visibility of seasonal fluctuations, which reduces the risk of any unexpected shortage of funds. Liquidity risk management, a liquidity budget with sufficient headroom, combined with the available liquidity reserves, substantiates the going concern assumption.

On 16 October 2023, the Group announced a rights issue to raise gross proceeds of approximately NOK 53 million. However, the rights issue was not approved by the extraordinary general meeting. Instead, the need for additional funds to fulfil the obligations in the new loan agreement was resolved by a subordinated loan from the majority shareholder, Lola Bidco AS. According to the loan agreement for the subordinated loan, a down payment of a minimum of 50% is to take place before the ordinary general meeting and no later than 30 June 2024. The Group is presently assessing the repayment alternatives, and the Group's majority shareholder has already confirmed its support, given that the down payment will be done fully or partly with proceeds from a share issue.

Business risk

Historically, the Group's key markets have been robust and stable, as the demand for education has not been significantly affected by financial and macroeconomic changes. However, the pandemic and the subsequent post-Covid market setback for Sonans, coupled with a strong job market, resulted in a challenging financial situation. This necessitated a business restructuring to align costs with lower volumes.

There are still no firm signs that the market situation has stabilised. However, the intake for the academic year 2023/2024 showed a somewhat lower decline compared to the previous year, and there's an expectation that the job market will normalise over time. As one of the leading players in the Norwegian education market, the Group is now well positioned for a market recovery that will rapidly translate into improved profits.

Looking ahead, the Group sees growth opportunities in the planned launch of ONF as well as ONH, which is growing and gaining market share. However, as mentioned in the regulatory section, capacity constraints at NOKUT (the Norwegian Agency for Quality Assurance in Education) are resulting in delays in the approval and accreditation process, which affects the launch of new programmes for all market players, including ONH and ONF. If the situation does not improve, this will negatively impact future growth prospects.

Financial risk

The Group is exposed to financial risk in various areas, especially interest rate risk. In 2023, the Group successfully refinanced its bank loan and reduced its debt by NOK 180 million, utilising funds from the private placement and the subordinated loan of NOK 52 million provided by the Group's majority shareholders. As of 31 December 2023, the Group had a bank loan of NOK 250 million, subject to a financial covenant. Financial risk is now considered moderate, with sufficient headroom for the leverage covenant and other terms outlined in the new financing agreement. Due to the continued transition and market setback for Sonans, which persisted into 2023, the Group agreed to a covenant reset for the academic year 2023/2024 (Q3-23 to Q2-24) as part of the new financing agreement.

Market and operational risk

The Group operates in a competitive market subject to changing technologies and shifting customer needs and expectations. Like all businesses, the Group is exposed to the general economic climate in the markets where it operates. The Group's exposure to market and operational risks is limited by several characteristics: a resilient business model over time, high volumes not being dependent on large single customers, a wide range of attractive study programmes, investment in e-learning solutions adapted to market needs, and high student satisfaction across study programmes.

The demand for higher education is strong in Norway, and Lumi Gruppen is one of the market-leading providers of private education. Through a combination of high student satisfaction, focus on quality, and a unique learning concept, the Group has established a competitive edge and is well positioned to exploit market opportunities going forward.

However, the post-Covid market setback was challenging for the Group and particularly for Sonans in both 2022 and 2023, resulting in a weaker operating margin due to a short to mid-term fixed cost structure. As a result, Sonans has implemented several measures related to strengthening the educational offering and reducing the cost base. The latter included closing three campuses in 2022 and an additional three campuses in the second half of 2023. With a stronger offering and an adjusted cost base, it is likely that Sonans will improve its performance during 2024.

ONH experienced solid growth in 2023 and has outlined a strategy to continue the positive development in 2024 and beyond. The university college intends to launch additional bachelor programmes and expects to see positive demand for those, both for campus students and online students. This strategy may, however, face negative impacts in the short to mid-term due to the current capacity constraints at NOKUT, resulting in delays in the accreditation process for new programmes. Given the current situation, new programmes planned or under development would most likely not be approved before late 2025 or the beginning of 2026, with a possible first launch in the academic year 2026/2027.

Credit risk

Credit risk, representing the potential for students to default on tuition fee payments, amounted to NOK 66.3 million as of 31 December 2023, compared to NOK 36.5 million for the Group last year (excluding intercompany receivables). Other current receivables mainly consist of prepaid expenses. The Board of Directors deems credit risk to be acceptable given the credit control measures implemented by the Group, including but not limited to ID verification, credit checks, and invoicing and collection services provided by a professional external service provider.

Liquidity risk

The Group's liquidity is considered satisfactory, and available cash provides sufficient liquidity to meet operational needs and finance investments. The Group ensures adequate liquidity by managing cash flow forecasts and closely monitoring cash inflows and outflows. In addition to cash flow from operations, the Group's liquidity position is secured through a credit facility with Nordea. As of 31 December 2023, the undrawn amount of the revolving credit facility (RCF) was NOK 70 million.

Corporate social responsibility and ESG

The Group's approach to sustainability is primarily Social (S)-oriented, considering the nature of the business. However, Environmental (E) and Governance (G) aspects are becoming increasingly important, and the Group is committed to supporting development together with customers and suppliers.

In 2022, The Transparency Act entered into force, making it mandatory for certain Norwegian companies to conduct due diligence assessments on human rights in value chains. The report for 2024 will be published on www.lumigruppen.no no later than 30 June 2024.

OUR ALIGNMENT AND CONTRIBUTION TO THE UN SUSTAINABLE DEVELOPMENT GOALS

The United Nations' Sustainable Development Goals (SDGs) are a fundamental part of the Group's operations and strategy. The SDGs are a global call to action to end poverty, protect the planet, and ensure that all people enjoy peace and prosperity. The 17 goals and 169 targets encompass the social, economic and environmental dimensions of sustainable development, providing an internationally agreed framework to build an inclusive, sustainable, and resilient future for people and the planet.

KEY SDGS FOR THE GROUP

Healthy work environment (SDG 8)
Providing safe and healthy working conditions for its employees is a priority for Lumi Gruppen. The Group has a direct and indirect ability and responsibility to minimise the risks of health issues, etc. The Group's Code of Conduct covers various areas such as human rights, gender equality, business ethics, supplier relationships, labour standards, and environmental responsibility.

The Group is committed to being an employer of choice and conducts employee surveys at least once a year to gauge employees' engagement and satisfaction. The Group's target for 2024 is to achieve an 80% response rate with an employee engagement target of 8 (out of 10).

Business ethics and integrity (SDG 8)
The Group has zero tolerance for corruption. The Group does not operate in any countries with a higher perceived corruption risk according to the Corruption Perception Index (CPI).

Quality education (SDG 4)
Ensuring inclusive and equitable quality education and promoting lifelong learning opportunities for all is key to the Group's strategy. Norway has one of the world's best education systems, with tools in place to ensure that everyone has equal access to higher education. At the same time, society still faces several challenges related to a lack of key competencies. The digital shift, increased focus on climate change, and an ageing population require an enhancement of knowledge. As a result, society needs more people to partake in higher education and continuing education.

Lumi Gruppen ensures that people receive the right education at the right time. By providing this service, we reduce the risk of unemployment and a lack of qualified workers. We strive to ensure that our education programmes are of the highest quality and that our students reach the goals they have set for themselves. Lumi facilitates lifelong learning through flexible education and contributes to ensuring society has a workforce for the future.

Climate impact management (SDG 13)
Although the Group does not actively measure its emissions, it sets reduction targets in relation to travel costs and the use of paper. The Group also aims to include requirements for landlords in new lease agreements to commit to measures that will contribute to reduced energy use.

Environmental reporting
The Company's activities or the activities of the companies in the Group have limited negative environmental impact.

Personnel
During 2023, the Group had an average of 394 employees, performing 226 full-time annual equivalents. In comparison, there were 469 employees and 271 full-time annual equivalents in 2022. The working environment is considered good, with ongoing improvement measures, particularly focusing on workplace facilitation through continuous assessment for enhancement.

Health
In 2023, the Group recorded a total sick leave of 5.3 per cent, compared to 4.4 per cent in 2022. Short-term sick leave accounted for 1.5 per cent, with 0.9 per cent for 1-16 days and 0.6 per cent for 17 days to 8 weeks. Long-term sick leave (more than 8 weeks) stood at 3.8 per cent. Notably, there were no reported accidents during the financial year 2023.

Equality
The Group aims to establish a workplace where full equality between women and men is realised. The personnel handbook applicable to the Group explicitly prohibits discrimination in all aspects of working conditions. Management works to ensure gender-neutral treatment concerning salary, promotions, and recruitment.

The Group's ethical guidelines emphasise fostering a discrimination-free work environment based on religion, colour, gender, age, national or ethnic origin, or disabilities.

Of the Group's 394 employees, 197 are women. Top management consists of three men and one woman. The shareholder-elected board consists of four men and one woman.

Salaries for all employees have been scrutinised, revealing that, on average, men earn higher salaries than women across all categories. However, in categories such as principals and administration, women have higher average pay than men, while men earn more in other categories.

A gender equality report, as per paragraph 26a of the Equality and Anti-Discrimination Act, has been prepared and made available on the Group's website, www.lumigruppen.no. The report provides relevant data on gender equality within the Group, outlines efforts to identify discrimination risks, and details strategies for improving gender equality.

Management and board

At the extraordinary general meeting on 1 November 2023, Ashkan Senobari, Fred Lundqvist and Giles Smyth were elected as new board members of Lumi Gruppen AS.

Insurance

The Group and Lumi Gruppen have liability insurance for the board and executive management, covering indemnity for financial loss arising from personal managerial liability, including personal liability for the Company's debts resulting from any claims initially made against the Company.

Shareholder relations

As of 31 December 2023, Lumi Gruppen had a share capital of NOK 23 201 402 allocated to 55 241 433 shares with a face value of NOK 0.42. By the end of 2023, the Group held 193 814 treasury shares, with a closing price of NOK 13.95. The Company had 333 shareholders, with the 20 largest shareholders representing 90.4 per cent of the shares. Additionally, 97 shareholders owned 10 000 shares or more by the end of 2023. The largest shareholder held a 50.8% stake.

Outlook

The market development for Lumi Gruppen is correlated and connected to several macroeconomic drivers, including demand for higher education and the strength of the labour market. The labour market has been robust the past year, with particularly high participation among the younger people that Lumi Gruppen targets. This remains the case, but a weakening of the job market could lead to higher demand for the Group's services going forward. Following the successful efficiency programmes with significant cost reductions, a more favourable market situation for the Group should rapidly improve the financial performance and profitability of its operations.

Parent company — Lumi Gruppen AS

Lumi Gruppen AS is the holding company for the Group's legal entities. The Company is listed on the Euronext Growth Oslo under the ticker "LUMI". The parent company, Lumi Gruppen AS, has two employees. Lumi Gruppen AS' operating profit for the year was NOK -17.6 million (compared to NOK -14.3 million). The net financial result for the year was NOK 33.1 million in 2023 (NOK 3.4 million), entirely derived from income from subsidiaries. Profit before tax ended at NOK 15.6 million (NOK -10.9 million).

PROPOSAL FOR ALLOCATION OF PROFIT FOR THE YEAR

The Board of Directors will propose to the general meeting the following allocation of profit for the year in the parent company Lumi Gruppen AS for 2023 (in NOK 1 000):

Profit for the year:	NOK 12 162
Transferred to other equity:	NOK 12 162

Oslo, Norway 9 April 2024
The Board of Directors and Management

Helge Midttun
Chair

Bente Sollid Storehaug

Ashkan Senobari

Giles Smyth

Fred Lundqvist

Anne Dahle

Erik Brandt
CEO

IFRS Consolidated financial statements

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Consolidated statement of profit or loss

NOK 1000	Note		Restated 2022
Revenue		**420 866**	511 915
Government grants		**694**	1 528
Other operating income		**1 232**	1 171
Total income	4,5	**422 792**	514 614
Payroll expenses	6	**219 730**	247 856
Depreciation and amortisation expenses	8,9,10	**54 642**	55 282
Impairment	7,9	**270 344**	4 046
Other operating expenses	11,25	**113 354**	125 774
Total operating expenses		**658 071**	432 959
Operating profit/loss (-) (EBIT)	5,25	**-235 279**	81 655
Interest income		**2 337**	587
Financial income		**1 508**	472
Interest expense		**-34 703**	-27 168
Financial expense		**-8 262**	-3 480
Net financial items	12	**-39 120**	-29 589
Profit/loss (-) before income tax	25	**-274 399**	52 066
Income tax	13,25	**1 848**	11 346
Profit/loss (-) for the period	25	**-276 247**	40 720
Basic/diluted earnings per share (NOK)	14	**-5.46**	1.13

3 Restated following change in accounting principle for marketing expenses, refer to note 25.

Consolidated statement of comprehensive income

NOK 1000	Note		Restated 2022
OTHER COMPREHENSIVE INCOME			
Items not reclassified to profit or loss:			
Remeasurement of defined benefit pension liabilities - decrease/(increase)		-	1 570
Related tax effects		-	-345
Other comprehensive income for the period		-	1 224
Total comprehensive income for the period		**-276 247**	41 944
TOTAL COMPREHENSIVE INCOME IS ATTRIBUTABLE TO			
Owners of Lumi Gruppen AS		**-276 247**	41 944

Consolidated statement of financial position

NOK 1000	Note		Restated 31.12.22	Restated 31.12.21
NON-CURRENT ASSETS				
Deferred tax asset	13,25	**9 493**	10 394	6 337
Goodwill	7	**686 688**	957 032	957 032
Other intangible assets	8	**28 895**	27 895	18 248
Right-of-use assets	9	**184 595**	123 964	136 160
Property, plant and equipment	10	**7 675**	10 415	13 063
Investments in shares	17	**1 679**	1 619	1 559
Total non-current assets		**919 025**	1 131 319	1 132 398
CURRENT ASSETS				
Trade receivables	15	**27 083**	22 601	22 345
Earned, not invoiced		-	1 826	40 541
Other current receivables	16,25	**4 313**	4 991	3 927
Cash and bank deposits		**67 647**	29 031	63 505
Total current assets	17	**99 042**	58 448	130 318
Total assets		**1 018 067**	1 189 767	1 262 718

NOK 1000	Note		Restated 31.12.22	Restated 31.12.21
EQUITY				
Share capital	18	**23 201**	15 201	15 201
Share premium		**651 218**	470 218	470 218
Treasury stock		**-81**	-81	-81
Other reserves		-	-	-1 224
Retained earnings		**-223 913**	52 359	47 650
Total equity	25	**450 425**	537 698	531 764
NON-CURRENT LIABILITIES				
Pension liabilities		-	-	2 319
Non-current interest-bearing liabilities	19,20,21	**257 452**	418 592	437 292
Non-current lease liabilities	9,20	**154 825**	99 955	99 426
Total non-current liabilities	17	**412 277**	518 546	539 037
CURRENT LIABILITIES				
Current interest-bearing liabilities	19,20,21	**41 000**	10 000	-
Current lease liabilities	9,20	**45 355**	38 408	46 200
Trade creditors	20	**8 236**	5 230	2 052
Tax payable	13	**946**	14 911	15 815
Public duties payable		**15 680**	16 137	18 189
Unearned revenue	22	**6 689**	11 075	76 462
Other current debt		**37 459**	37 763	33 199
Total current liabilities	17	**155 364**	133 523	191 917
Total liabilities		**567 642**	652 070	730 954
Total equity and liabilities		**1 018 067**	1 189 767	1 262 718

Oslo, Norway 9 April 2024
The Board of Directors and Management

Helge Midttun
Chair

Bente Sollid Storehaug

Ashkan Senobari

Giles Smyth

Fred Lundqvist

Anne Dahle

Erik Brandt
CEO

Consolidated statement of changes in equity

NOK 1 000						
2023						
Balance at 1 January 2023 Restated	15 201	470 218	-81	-	52 359	**537 698**
Capital increase 16.03.2023	7 000	168 000	-	-	-	**175 000**
Capital increase 15.05.2023	1 000	24 000	-	-	-	**25 000**
Costs booked directly in equity	-	-11 000	-	-	-	**-11 000**
Profit/loss (-) for the year	-	-	-	-	-276 247	**-276 247**
Other equity changes	-	-	-	-	-25	**-25**
Equity at 31 December 2023	**23 201**	**651 218**	**-81**	**-**	**-223 913**	**450 425**
2022						
Balance at 31 December 2021	15 201	470 218	-81	-1 224	60 697	**544 811**
Restatement of marketing expenses	-	-	-	-	-13 048	**-13 048**
Balance at 1 January 2022 Restated	15 201	470 218	-81	-1 224	47 650	**531 764**
OCI	-	-	-	1 224	-	**1 224**
Dividend	-	-	-	-	-36 000	**-36 000**
Profit/loss (-) for the year restated	-	-	-	-	40 720	**40 720**
Other equity changes	-	-	-	-	-10	**-10**
Equity at 31 December 2022 Restated	15 201	470 218	-81	-	52 359	**537 698**

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Consolidated statement of cash flow

NOK 1000	Note		Restated 2022
CASH FLOW FROM OPERATIONS			
Profit/loss (-) before income taxes		**-274 399**	52 066
Adjustments for			
— Taxes paid in the period		**-14 913**	-16 180
— Gain/loss from sale of property, plant and equipment		**29**	-
— Interest expense		**36 852**	28 464
— Interest paid		**-24 991**	-18 014
— Interest paid - leasing		**-9 896**	-6 635
— Interest income		**-2 337**	-587
— Interest received		**2 337**	587
— Depreciation		**54 642**	55 282
— Impairment		**270 344**	4 046
— Change in trade receivable, earned not invoiced and unearned revenue		**-7 042**	-26 928
— Change in trade creditors		**3 006**	3 178
— Differences in expensed pensions and payments in/out of the pension scheme		-	-415
— Change in other current assets and liabilities		**-498**	-1 632
Net cash flow from operations		**33 134**	73 232
CASH FLOW FROM INVESTMENTS			
Proceeds from sale of property, plant and equipment		**131**	-
Purchase of property, plant and equipment		**-2 932**	-3 779
Purchase of intangible assets and capitalised development cost		**-7 124**	-13 743
Payment to buy shares in other companies		**-85**	-60
Net cash flow from investments		**-10 010**	-17 582
CASH FLOW FROM FINANCING			
Proceeds from the issuance of new liabilities to shareholders	23	**52 000**	-
Payment of principal portion of lease liabilities	23	**-41 818**	-44 124
Repayment of liabilities to financial institutions	23	**-180 000**	-10 000
Repayment of other loans		**-2 413**	-
New equity received		**200 000**	-
Costs directly booked in equity		**-11 000**	-
Transaction costs		**-1 277**	-
Payment of dividend		-	-36 000
Net cash flow from financing		**15 492**	-90 124
Net change in cash and cash equivalents		**38 616**	-34 474
Cash and cash equivalents at the beginning of the period		**29 031**	63 505
Cash and cash equivalents at the end of the period		**67 647**	29 031
Unused operational credit facilities in addition		**70 000**	70 000

Notes to the consolidated financial statements

1 General information

Lumi Gruppen AS (the Company), is the parent company of the Lumi Group (the Group) and is a limited liability company incorporated and domiciled in Norway, with its head office at Bislett, Oslo. The shares of the Company are admitted to trading on Euronext Growth in Oslo, Norway with the ticker "LUMI".

The Group is a leading player in the Norwegian education market. The Group consists of the parent company Lumi Gruppen AS and its subsidiaries Lumi Services AS, Sonans Privatgymnas AS (Sonans), Oslo Nye Høyskole AS (ONH), ONH Education AS, Oslo Nye Fagskole AS[4] (ONF) and Oslo NF AS. The operating companies/segments in the Group are Sonans, ONH and ONH Education.

2 Basis of preparation

The consolidated financial statements of the Group are prepared in accordance with IFRS® Accounting Standards as endorsed by the European Union (EU) and Norwegian authorities and effective as of 31 December 2023. The Group also provides disclosures as specified under the Norwegian Accounting Act ("Regnskapsloven").

The financial statements are prepared on a historical cost basis, except for certain financial instruments, which are measured at fair value. Preparation of the financial statements requires management to make estimates and assumptions that affect amounts reported. Actual results may differ. Rounding differences may occur between the financial statements and the note disclosures.

The Group financial statements are presented in NOK. All entities in the Group have NOK as their functional currency and there are no foreign exchange differences upon consolidation.

These consolidated financial statements are prepared on a going concern basis.

3 Material accounting policies

The following descriptions of accounting principles apply to the Group's 2023 financial statements, including all comparative figures. Specific accounting principles are described in the relevant notes.

Foreign currency transactions
Currency gains or losses are included in financial income or financial expense, respectively.

Government grants
Government grants are recognised as income in the statement of profit or loss.

New pronouncements not yet adopted
None of the issued, not yet effective, accounting standards, amendments or interpretations are expected to have significant effects for the Group's financial reporting.

Critical estimates and significant judgments
Material exercise of judgment and estimates relate to the following matters:

- Estimation uncertainty: Valuation of goodwill, see note 7.
- Judgement: Extension options in lease contracts, see note 9.
- Estimation uncertainty: Loss accrual for trade receivables, see note 15.

4 Norwegian School of Technology is currently in the process of changing its name to Oslo Nye Fagskole (ONF) and ONF is therefore used when referring to the vocational initiative in Lumi Gruppen.

4 Revenue from contracts with customers

The Group earns revenue via the delivery of educational services. Services are delivered both on campus and online. Services are delivered over time to the campus students and the online students who buy a course with unlimited access to the course content in the contract period.

Educational revenue is earned over time (not at a point in time) and is allocated across the academic year as services are delivered. Invoicing for the educational services is done at the beginning of each school semester. Invoices sent in the autumn semester are in some instances for both the semester and for the entire academic year fees. This creates the posting of the deferred revenue in the statement of financial position (a contract liability). This contract liability is always current, as the revenue will be earned within a maximum of nine months after the date of the invoice.

Specification of revenue and income

NOK 1000		2022
DISAGGREGATION OF REVENUE		
Educational services	**420 866**	511 915
— of which campus	**183 946**	272 493
— of which online	**236 919**	239 422
Government grants	**694**	1 528
Other income	**1 232**	1 171
Total income	**422 792**	514 614

During the fall semester of 2022, Sonans observed an increase in bad debt related to receivables. A review of unpaid claims revealed heightened losses associated with a certain type of full-year contracts. For these contracts entered into during the fall of 2022, Sonans assessed whether they met the recognition criteria in IFRS 15. For a selection of contracts where no payments had been received for the fall semester, it was assessed that the likelihood of receiving consideration related to the spring semester was low, and consequently, the corresponding revenue could not be recognised. A similar assessment was conducted for full-year contracts entered into in the beginning of 2023 for the calendar year 2023. The revenue is recognised in subsequent periods if the consideration is received.

In 2023, NOK 12.7 million related to full-year contracts was not recognised in Sonans due to low probability of collecting the amounts owed. The revenue not recognised is booked as a liability in the statement of financial position. The invoiced amount is impaired in line with the ECL-model, see note 15.

In order to reverse the negative trend in credit loss, Sonans implemented stricter procedures related to credit checks in 2023. The measures have shown an effect on credit losses, and the proportion of revenues that does not meet the recognition criteria in IFRS 15 is expected to be significantly reduced from 2024.

5 Segments

The Group has identified its segments as Sonans, Oslo Nye Høyskole (incl. ONH Education) and Oslo Nye Fagskole. The new school, Oslo Nye Fagskole (previously Norwegian School of Technology), which is a practical IT vocational school, was given accreditation from the Norwegian Agency for Quality Assurance in Education (NOKUT) in December 2022. The school will be launched during 2024, targeting its first enrolment of students for the academic year 2024/2025. Starting from 2024 Oslo Nye Fagskole will be included as part of the segment Oslo Nye Høyskole. This is following changes in the organisation including integration of Oslo Nye Fagskole with Oslo Nye Høyskole. The integration is designed to enhance operational efficiency. The Group's Board of Directors is the chief operating decision maker.

The segment information is presented below

NOK 1000						
2023						
Total income	199 755	223 636	-	33 827	-34 426	**422 792**
- of which management fee	-	-	-	33 140	-33 140	-
Total expenses	158 547	149 890	8 447	50 627	-34 426	**333 085**
- of which management fee	22 560	9 710	260	610	-33 140	-
Depreciation and amortisation	38 929	12 681	666	2 365	-	**54 642**
Impairment	-	-	-	-	270 344	**270 344**
EBIT	2 278	61 065	-9 114	-19 164	-270 344	**-235 279**
2022 RESTATED						
Total income	320 347	194 027	-	42 313	-42 073	**514 614**
- of which management fee	-	-	-	42 313	-42 313	-
Total expenses	215 964	147 404	2 619	49 717	-42 073	**373 631**
- of which management fee	35 853	4 538	1 500	422	-42 313	-
Depreciation and amortisation	42 302	9 840	9	2 332	800	**55 282**
Impairment	4 046	-	-	-	-	**4 046**
EBIT	58 034	36 783	-2 628	-9 736	-800	**81 655**

5 Previously NTech

6 Employee benefit expense

Specification of employee benefit expenses

NOK 1 000		2022
Salaries	**175 764**	196 754
Social security fees	**27 658**	30 396
Pension expenses	**11 725**	12 159
Other remuneration	**4 583**	8 547
Total	**219 730**	247 856
Average full-time employees	**222**	247

Renumeration to the CEO and the Board of Directors

NOK 1 000		2022		2022
Salaries including bonus/board fee	**2 488**	2 327	**1 542**	1 849
Pension expenses	**83**	76	-	-
Other remuneration	**4**	9	-	-
Total	**2 576**	2 412	**1 542**	1 849

No loans or securities have been granted to the CEO, chair or other related parties. Bonus to the CEO is based on the achieved EBITDA compared to budget in 2023 and qualitive performance compared to the targets set. Bonus paid out to the CEO in 2023 amounted to NOK 251 277 (2022 NOK 200 000). The CEO is entitled to 12 months' salary if the employment contract is terminated.

Pensions

The Group is obligated to follow the stipulations in the Norwegian Mandatory Occupational Pensions Act. The Group's pension scheme adheres to the requirements, as set in the Act. The Group has a defined contribution scheme which covers a total of 243 full-time equivalents in 2023 (278 in 2022). The defined contribution scheme is financed from the Group's operations. The Group's payments are recognised in the consolidated statement of profit or loss as an employee benefit expense for the year to which the contribution applies.

7 Goodwill

At 31 December 2023 and 2022, goodwill is related to acquired subsidiaries, and the cash generating units are identified as Sonans and Oslo Nye Høyskole.

NOK 1 000			
COST			
Cost at 1 January 2023	211 688	745 344	**957 032**
Cost at 31 December 2023	211 688	745 344	**957 032**
AMORTIZATION AND IMPAIRMENT			
Accumulated at 1 January 2023	-	-	-
Impairment	-	270 344	**270 344**
Accumulated at 31 December 2023	-	270 344	**270 344**
Carrying amount at 31 December 2023	211 688	457 000	**686 688**

Impairment test 2023

Sonans and ONH revenues for the academic year are largely determined by the autumn intake. The autumn intake for CGU Sonans came in at a lower level than expected, and as a result of this an impairment test was performed for this CGU at 30 June 2023. No impairment indicators were identified for CGU Oslo Nye Høyskole, and no impairment test was performed for ONH at 30 June 2023. Impairment testing is performed by calculating value-in-use as a discounted cash flow (DCF).

The impairment test performed at 30 June 2023 for Sonans estimated that the recoverable amount of the goodwill in the CGU was NOK 475 million. As this was below the carrying value of NOK 745 million, an impairment of NOK 270 million was recognised at 30 June 2023.

With respect to the impairment testing made for the goodwill allocated to the CGU Sonans at 31 December 2023, the DCF is based upon the assumption that the private candidate market over the coming years will normalise and eventually return closer towards historical levels in terms of student volumes. Further, it is expected that a material share of the cost reduction programme implemented in 2022 and further cost measures implemented in 2023 will continue to have an impact during the coming years since these measures includes changes in operations that are not temporary in nature. Lastly, Sonans will continue to develop its educational offering, and this will also include commercial aspects that will reduce the impact of migration across channels.

The DCF at 31 December 2023 is based on the budget for the academic year 2023/2024 and a forecast is made for the following five academic years. The forecast period takes into account annual growth in prices, salaries, and other costs of 2.5%. Payroll cost increases proportional to the increase in student volumes, as student volumes drives the number of classes and teacher FTEs. The forecast set by management shows a return to historical levels of EBITDA for Sonans given a return of the private candidate market towards historical levels combined with implemented cost measures in Sonans.

For CGU Sonans, no further impairment was recognised as a result of the full impairment test performed at 31 December 2023. For CGU ONH, a full impairment test was performed at 31 December 2023 indicating no impairment for this segment in 2023.

Key assumptions with the measurement of value in use *(enterprise value)*

Measurement of the enterprise value for the CGUs is most sensitive for the following assumptions:

Discount rate

The discount rate is based on a weighted average cost of capital methodology (WACC). The nominal discount rate is based on the Group's estimated capital cost measured as the weighted average of the costs for the Group's equity and debt. The WACC considers the interest rate of the debt, the risk-free interest rate, the debt-to-total-assets ratio, risk premium and an equity risk premium. Beta and debt ratio are based on an average of the applied industry group and a peer group.

Growth rates

Growth rates applied in the impairment testing for goodwill are based on management's expectations for market developments. Based on available information and management's market expertise, the expectation is a slight increase in growth rate over the coming years with a flat and moderate growth when calculating the terminal value in the DCF model. Management expectations are based on historical trends and publicly available industry analyses. As is the case with expectations with an element of uncertainty, there can be a need for adjustments to the estimates in future periods.

The following key assumptions were used for the value-in-use calculations for CGU Sonans and ONH at 30 June 2023 and 31 December 2023:

- WACC (after tax) 10.9% (11.3% at 31 December 2022)
- Terminal growth rate 2.75% (3.22% at 31 December 2022).

Sensitivity analysis

The impairment test performed for Sonans at 30 June 2023 resulted in an impairment of NOK 270 million. The impairment left no headroom between value-in-use and book value. In the second half of 2023, the Group implemented further cost measures in Sonans, strengthening the forecasted cash flow from the CGU and creating a headroom between value-in-use and book value in the full impairment test performed at 31 December 2023. The cost measures are mainly related to renegotiation of lease contracts.

In December 2022, a government-appointed committee presented its recommendations for a new system of admission rules. These recommendations suggested a more limited opportunity to retake exams, partially replacing the private candidate scheme with an admission test. The Ministry of Education and Research published a whitepaper to the parliament on the 5 April 2024, stating its opinion and conclusions regarding the new admission rules. The whitepaper does not propose any significant changes to the private candidate scheme that could affect Sonans' services or students, nor does it suggest any restrictions on how many times an exam can be retaken. The whitepaper will also serve as the basis for a parliamentary process, which may influence the final conclusions and legislation. However, it is not expected that this will result in any significant changes compared to the initial whitepaper.

The Group has prepared a sensitivity analysis of the impairment tests for both Sonans and ONH to changes in the key assumptions which are the terminal growth rate and WACC. This analysis indicates that reasonable changes in the assumptions will not cause the aggregate carrying amount to exceed the recoverable amount.

8 Other intangible assets

The Group is continuously investing in its study programmes. The development costs are mainly internal costs for the personnel responsible for the development and the commercialisation of the study programmes. Development costs are amortised over a five-year period from the launch of the study programmes.

Impairment of intangible assets

Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment assessments are made at the programme level.

Development of study programmes

Study programmes are being developed in all three segments, Sonans, ONH and ONF. The majority of developed study programmes in 2023 are related to development of master and bachelor programmes in the ONH segment. The development of study programmes is continuous.

In segment ONH, NOK 4.3 million (2022: NOK 7.7 million) was added as development cost in 2023, pertaining to a one-year course, five bachelor's degree programmes and one master's degree programme. The development cost in 2023 will start amortisation in the 2024 spring or fall semester, depending on when the development is completed.

In segment ONF, NOK 1.4 million (2022: NOK 2.2 million) was added as development cost in 2023. The development is related to the study programmes originally intended for start-up fall 2023 but postponed to 2024. Amortisation started in the fall semester 2023.

In segment Sonans, NOK 1.4 million (2022: NOK 3.5 million) was added as development cost in 2023, pertaining to the curriculum renewal ("fagfornyelsen"). The amortisation of this development started in 2022.

NOK 1000	
COST	
Cost at 1 January 2022	**19 759**
Additions	**13 446**
Cost at 1 January 2023	**33 205**
Additions	**7 124**
Cost at 31 December 2023	**40 329**
AMORTISATION AND IMPAIRMENT	
Accumulated at 1 January 2022	**2 311**
Amortisation for the year	**2 999**
Accumulated at 1 January 2023	**5 310**
Amortisation for the year	**6 125**
Accumulated amortisation at 31 December 2023	**11 435**
Carrying amount at 31 December 2022	**27 895**
Carrying amount at 31 December 2023	**28 895**
Amortization method	Linear
Estimated useful life	5 years

9 Leasing

The Group leases are primarily office and school buildings and office equipment.

Interest rate
Lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for the Group's leases, the leasing entity's incremental borrowing rate is used.

To determine the incremental borrowing rate, Lumi:

- Uses, where possible, recent third-party financing received by the entity as a starting point, adjusted to reflect changes in financing conditions since third-party financing was received,
- Uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Lumi, which does not have recent third-party financing, and
- Makes adjustments specific to the lease, e.g., term and security.

The average interest rate applied to lease contracts recognised in 2022 or previous years was 5.02%. For new leases in 2023, the average interest rate applied was 7.44%. The weighted average interest rate for lease contracts at 31 December 2023 was 6.90%.

Significant lease options:
ONH renewed its lease contract at the current campus at Lovisenberg in 2023. The contract period was for one year, with an option for annual extensions of one year up to 10 years. At the start of the new lease contract in 2023, management assessed the lease term to ten years, and subsequently assessed and modified the lease period to five years.

Sublease
Sonans signed in 2023 an agreement to sublease a part of the campus in Oslo for the remainder of the lease period. The sublease will commence and be recognised in 2024.

Impairment
In the fourth quarter of 2022, an impairment of NOK 4.0 million was recognised in the statement of profit or loss. The impairment was related to change in use of leased buildings following the decision to close two campuses after the end of the academic year 2022/2023.

New leases
In 2023 Sonans entered into a renewal of the lease contract for the campus in Oslo. The value of the right-of-use asset upon recognition in 2023 was NOK 120 million. The new lease is for a 10-year period.

In January 2024 ONH entered into a lease agreement for new premises at Adamstuen. ONH will move to these locations at the end of 2024, and the lease agreement will be recognised in 2024. Estimated right-of-use asset upon recognition is NOK 110 million. The current lease contract at Lovisenberg was terminated with one year notice in January 2024, and will be modified to reflect the shortened lease term in January 2024 and derecognised in January 2025. The Lovisenberg lease was recognised as a five-year lease, but the contract could be cancelled by either party with a one year notice period. There were no penalties for terminating the lease.

Disposals
Disposals in 2023 are mainly related to modification of the lease contract for the ONH Lovisenberg campus following the renegotiation of this contract, with amendment of estimated lease term from ten to five years, and modification of the Sonans lease contract in Bergen.

Amounts recognized in the statement of profit or loss

NOK 1000		2022
Depreciation of right-of-use assets	**43 005**	45 024
Impairment of right-of-use assets	-	4 046
Interest expense	**9 896**	6 635
Expenses relating to short-term leases	**136**	168
Expenses relating to leases of low value	**1 064**	496

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Maturity profile lease liability

NOK 1 000 at 31 December					
2023					
Lease liabilities	54 447	90 623	63 821	80 509	**289 399**
2022					
Lease liabilities	40 717	59 441	41 560	19 819	**161 537**

Amounts recognised in the statement of financial position

NOK 1 000		31.12.22
RIGHT-OF-USE ASSETS		
Premises	**182 313**	120 100
Equipment	**2 282**	3 864
Total	**184 595**	123 964
LEASE LIABILITIES		
Current	**45 355**	38 408
Non-current	**154 825**	99 955
Total	**200 180**	138 362

NOK 1 000			
Carrying amount at 1 January 2022	131 872	4 288	**136 160**
Additions	41 844	1 605	**43 449**
Disposals	-6 099	-475	**-6 575**
Depreciation	-43 470	-1 554	**-45 024**
Impairment	-4 046	-	**-4 046**
Carrying amount at 31 December 2022	120 100	3 864	**123 964**
Carrying amount at 1 January 2023	120 100	3 864	**123 964**
Additions	153 589	-	**153 589**
Disposals	-49 953	-	**-49 953**
Depreciation	-41 423	-1 582	**-43 005**
Carrying amount at 31 December 2023	182 313	2 282	**184 595**
Depreciation method	Linear	Linear	Linear
Useful life	In line with lease contract	In line with lease contract	In line with lease contract

10 Property, plant and equipment

NOK 1000				
COST				
Cost at 1 January 2023	13 246	376	46 258	**59 880**
Additions	1 354	-	1 579	**2 932**
Disposals	-	-	296	**296**
Cost at 31 December 2023	14 600	376	47 541	**62 517**
DEPRECIATIONS AND IMPAIRMENT				
Accumulated at 1 January 2023	12 417	-	37 049	**49 466**
Depreciation	456	-	5 057	**5 513**
Disposals	-	-	136	**136**
Accumulated at 31 December 2023	12 873	-	41 970	**54 843**
Carrying amount at 31 December 2022	830	376	9 209	**10 415**
Carrying amount at 31 December 2023	1 728	376	5 571	**7 675**
Depreciation method	Linear	n/a	Linear	
Estimated useful life	In line with lease contract		3-5 years	

11 Other operating expenses

NOK 1000		Restated 31.12.22
Premises expenses	**20 417**	20 696
Credit loss expense	**16 966**	29 203
Marketing	**29 480**	29 345
IT expenses and licences	**11 212**	17 820
Professional services	**17 530**	10 591
Other office expenses	**10 852**	12 161
Other expenses	**6 898**	5 959
Total other operating expenses	**113 354**	125 774
SPECIFICATION OF AUDITOR'S FEE (INCL. VAT)		
Statutory audit	**1 313**	1 229
Other assurance services	**128**	28
Tax advisory services (incl. technical assistance with tax return)	-	229
Other assistance	**27**	899
Total	**1 468**	2 384

The entities in the Group are not entitled to deduct VAT on costs incurred.
Hence all operating expenses are including VAT.

12 Financial items

Financial income includes interest earned on bank accounts and other interest-bearing financial assets. Financial expense includes interest expense on interest-bearing liabilities to shareholders and financial institutions, and interest expense on lease liabilities. Foreign currency exchange gains and losses are immaterial.

Other financial expenses in 2023 includes a change of control fee of NOK 5.18 million to Nordea as a consequence of the change of control that took place in August 2023 with Lola Bidco AS achieving a 50.7% stake in the Company. See also note 19.

NOK 1000		2022
Interest income	**2 337**	587
Other financial income	**1 508**	472
Financial income	**3 846**	1 059
Interest expense	**34 703**	27 168
— of which interest on leasing	***9 896***	*6 627*
Other financial expense	**8 262**	3 480
Financial expense	**42 966**	30 648
Net financial items	**-39 120**	-29 589

13 Taxes

All Group companies are in the same Norwegian tax regime and are allowed to offset deferred tax assets and liabilities, which has resulted in a net deferred tax asset in 2022 and 2023 for the Group.

NOK 1000		Restated 2022
SPECIFICATION OF INCOME TAX EXPENSE		
Income tax payable	**948**	15 744
Income tax payable - directly booked in equity	-	-334
Deferred tax income/expense	**901**	-4 065
Total income tax expense	**1 848**	11 346
SPECIFICATION OF DEFERRED TAX BALANCES		
Tangible assets	**-5 973**	-4 684
Trade receivables	**-20 690**	-6 840
Lease liabilities	**184 595**	123 964
Right-of-use assets	**-200 180**	-138 362
Tax losses carried forward	-	-10 874
Other temporary differences	**-1 197**	-10 743
Net temporary differences and tax losses carried forward basis	**-43 445**	-47 539
Temporary differences not recognised in statement of financial position	**297**	297
Basis for calculation of deferred tax	**-43 148**	-47 242
Net temporary differences and tax losses carried forward	**-9 493**	-10 393
CHANGES IN NET DEFERRED TAX ASSETS / LIABILITIES		
As of 1 January	**-10 394**	-6 337
Recognised in the statement of profit/(loss)	**901**	-4 065
Other	-	9
As of 31 December	**-9 493**	-10 394
RECONCILIATION OF EFFECTIVE TAX RATE		
Profit/loss (-) before income tax	**-274 399**	52 066
Expected income tax assessed at the tax rate for the Group: 22% (2022 - 22%)	**-60 368**	11 454
Adjusted for the tax effect of the following items:		
— Non-deductible goodwill impairment	**59 476**	-
— Other permanent differences	**65**	-100
— Change in temporary differences booked to equity	**2 673**	-
— Other	**2**	-9
Income tax expense (income)	**1 848**	11 346
Effective tax rate	**-1%**	22%

Tax losses carried forward relate only to Norwegian entities.
Due to this, there is no time limit related to when the tax losses may be utilised.

14 Earnings Per Share (EPS)

The Group does not hold any financial instruments or share options that would have a dilutive effect on EPS; basic and diluted EPS are therefore the same amount.

The calculations of earnings per share from operations attributable to the ordinary equity holders of the Company are based on the following net profit/loss (-) and share data:

NOK 1 000		Restated 2022
Profit/loss (-) for the period	**-276 247**	40 720
Weighted-average ordinary shares outstanding for the period	**50 566**	36 000
Basic/diluted earnings per share (NOK)	**-5.46**	1.13

15 Trade receivables

A trade receivable is a financial asset initially recognised at its transaction price, subsequently accounted for at amortised cost and is reviewed for impairment on an ongoing basis based on an expected credit loss model (ECL). The Group's business model for trade receivables is to hold the receivables to collect the contractual cash flows.

The Group applies the simplified lifetime approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade receivables. The expected loss rates are based on payment profiles and customer contracts in the previous years. Most of the Group's revenue is invoiced at the beginning of each school semester with receivables due mid-September and mid-January. Trade receivables are grouped into ageing categories and the expected loss rates assigned to each overdue category reflect the Group's ability to collect the receivables. Sonans accounts for approximately 75% of the total gross trade receivables for the Group and has a loss allowance that constitutes approximately 81% of the total loss allowance. Separate ECL models have been developed for Sonans and ONH with expected credit losses by ageing category. The credit-loss percentages are shown in the tables below.

The ECL models applied at 31 December 2023 are based on historical loss rates for Sonans and Oslo Nye Høyskole, for Sonans in the period 2018-November 2023, and for ONH 2020-November 2023. Loss rates are calculated based on invoices transferred to debt collection. As ONH has had growth in 2023 and was the segment with highest sales, the ECL model for ONH is presented in the notes for 2023.

Historically Sonans and ONH have sold uncollected receivables at the end of the academic year. This was not the case after the academic year 2022/2023. The ECL-model for 2023 reflects this change. The ECL model for 2022 included sales of uncollected receivables to Intrum Capital at the end of the academic year. Due to this change, the 2023 model includes older ageing categories compared to 2022.

The ageing category more than 40 days reflects the average time being 41 days from a receivable is due until it is transferred to debt collection.

NOK 1 000		31.12.22
Trade receivables	**66 321**	36 459
— of which Sonans	**49 551**	28 659
— of which ONH [6]	**14 007**	5 799
Loss allowance	**-39 238**	-13 858
— of which Sonans	**-31 807**	-11 197
— of which ONH [6]	**-7 330**	-2 561
Total trade receivable, net	**27 083**	22 601

Movements in the loss allowance for expected credit losses for the Group:

NOK 1 000		2022
Balance at 1 January	**13 858**	14 009
Provision for expected credit losses through profit and loss	**16 966**	20 126
Provision for expected credit losses for revenue not recognised	**7 938**	-
Amounts written off during the year as uncollectable	**-75**	-41 012
Collection of previous written off receivables	**550**	20 736
Balance at the end of the year	**39 238**	13 858

Basis for the loss allowance for Sonans and ONH

NOK 1 000 at 31 December									
SONANS 2023									
Expected loss rate	6.2 %	9.0 %	38.4 %	53.2 %	65.8 %	66.3 %	72.6 %	69.3 %	
Gross carrying amount - trade receivables	1 328	322	503	6 568	2 694	21 801	14 112	2 223	**49 551**
Loss allowance - trade receivables	82	29	193	3 494	1 772	14 457	10 240	1 541	**31 807**
ONH 2023									
Expected loss rate	6.2 %	6.4 %	19.5 %	42.6 %	64.2 %	65.4 %	74.7 %	72.1 %	
Gross carrying amount - trade receivables	12	1 012	52	6 332	131	3 767	2 478	222	**14 007**
Loss allowance - trade receivables	1	65	10	2 695	84	2 465	1 851	160	**7 330**
SONANS 2022									
Expected loss rate	4.7%	6.9%	37.7%	49.6%	57.7%				
Gross carrying amount - trade receivables	3 650	3 226	4 495	10 687	6 600				**28 659**
Loss allowance - trade receivables	170	223	1 693	5 301	3 810				**11 197**

6 Not including ONH Education AS

As described in note 4, in 2023 NOK 12.7 million related to full-year contracts was not recognised as revenue in Sonans due to low probability of collecting the amounts owed.

A receivable and contract liability are recognised at the point in time where there is an unconditional right to payment. For the invoices of NOK 12.7 million where Sonans subsequently determined that all requirements for having a contract with customers according to IFRS 15 were not satisfied, it did not derecognise the receivables and contract liability. Instead they are included gross in the statement of financial position, but it has recognised the NOK 7.9 million loss allowance as a reduction to both the receivables and contract liabilities, with net zero recognised to profit or loss.

16 Other receivables and prepaid expenses

NOK 1000		Restated 31.12.22
Prepaid expenses	**4 108**	4 198
Other debtors	**204**	793
Total other receivables	**4 313**	4 991

Prepaid expenses mainly consist of prepaid costs related to premises.

From the financial year 2023, Lumi Gruppen has changed its accounting principle for marketing expenses, see note 25.

17 Financial assets and financial liabilities

NOK 1000			31.12.22
FINANCIAL ASSETS			
Investment in shares	FVTPL	**1 679**	1 619
Trade receivables	FAAC	**27 083**	22 601
Financial assets included in Other current receivables	FAAC	**204**	793
Cash and cash-equivalents	FAAC	**67 647**	29 031
Total financial assets		**96 613**	54 043
FINANCIAL LIABILITIES			
Non-current liabilities to financial institutions	FLAC	**231 718**	418 592
Non-current liabilities to shareholders	FLAC	**25 734**	-
Non-current lease liabilities	FLAC	**154 825**	99 955
Current liabilities to financial institutions	FLAC	**15 000**	10 000
Current liabilities to shareholders	FLAC	**26 000**	-
Current lease liabilities	FLAC	**45 355**	38 408
Trade creditors	FLAC	**8 236**	5 230
Total financial liabilities		**506 868**	572 184

Categories:
FAAC — Financial Assets at Amortised Costs
FVTPL — Fair Value Through P&L
FLAC — Financial Liabilities at Amortised Costs

Investments in shares

Investments in shares is a financial asset comprised of immaterial (both as a per cent of shares outstanding and kroner amount) holdings in non-listed entities. Investments in shares are originally recognised at fair value at the amount of the purchase price paid to acquire the shares and are subsequently recognised at fair value.

18 Share capital and shareholder information

Share capital

Ordinary shares	55 241 433	0.42	23 201 402
Total	**55 241 433**		**23 201 402**

Shareholders

At 31 December 2023				
1	The Bank of New York Mellon SA/NV	Nominee	20 504 212	37.1
2	Euroclear Bank S.A./N.V.	Nominee	7 511 792	13.6
3	Pareto Aksje Norge Verdipapirfond	Ordinary	3 772 937	6.8
4	J.P. Morgan SE	Nominee	3 046 609	5.5
5	Verdipapirfondet Holberg Norge	Ordinary	2 733 333	4.9
6	The Northern Trust Comp, London Br	Nominee	2 189 896	4.0
7	Forsvarets Personellservice	Ordinary	1 550 540	2.8
8	Melesio Invest AS	Ordinary	1 420 709	2.6
9	Valorem AS	Ordinary	1 217 000	2.2
10	CMDC AS	Ordinary	980 000	1.8
11	Wenaas EFTF AS	Ordinary	885 714	1.6
12	VJ Invest AS	Ordinary	608 198	1.1
13	Ginko AS	Ordinary	600 000	1.1
14	Dyvi Invest AS	Ordinary	593 696	1.1
15	Cawa Invest AS	Ordinary	520 000	0.9
16	Cortex AS	Ordinary	440 000	0.8
17	Goldman Sachs International	Nominee	383 685	0.7
18	Varner Equities AS	Ordinary	366 216	0.7
19	Bit For Bit Huset AS	Ordinary	325 895	0.6
20	Jacob Hatteland Holding AS	Ordinary	290 780	0.5
Rest			5 300 221	9.6
Total			**55 241 433**	**100.0**

Lola Bidco AS controls the majority of the shares in Lumi Gruppen AS, with an ownership of 28 016 004 shares (50.7%) through the nominee accounts The Bank of New York Mellon SA/NV and Euroclear Bank S.A./N.V.

Lumi Gruppen AS has not purchased or sold own shares in 2023.

19 Interest-bearing liabilities

Current and non-current liabilities to financial institutions are financial liabilities, primarily bank loans, and are recognised initially at fair value and subsequently at amortised cost using the effective interest rate method to measure interest expense on the loans.

The liabilities to financial institutions are loan facilities from Nordea. Lumi Gruppen announced changes to its financing agreement as a consequence of the change of control that took place in August 2023 with Lola Bidco AS achieving a 50.7% stake in the Company. These terms included a repayment of NOK 50 million of the NOK 300 million facility. This repayment was secured through a loan from Lola Bidco AS of NOK 52 million.

The current loan agreement has the following terms:

- The loan is arranged as two term loans, Term Loan A ("TLA") of NOK 50 million and Term Loan B ("TLB") NOK 200 million
- Current revolving credit facility ("RCF") of NOK 70 million
- TLA and RCF margin range from 300 bps to 450 bps
- TLB margin range 350 bps to 500 bps
- Biannual instalments to TLA of NOK 7.5 million until termination date
- Termination date 15 August 2026

The covenant profile from Q4 2023 (31 December 2023) and the following quarters is set as follows:

- Covenant (NIBD / EBITDA) for quarters Q4 2023 – Q2 2024: 4.5x, 3.6x and 5.1x
- Thereafter, flat at 3.0x in Q1 and Q3, and 4.0x in Q2 and Q4 to account for seasonal working capital fluctuations

The covenant is tested quarterly. At 31 December 2023, the leverage ratio was 3.42. The ratio is calculated based on NGAAP (excluding IFRS 16) and including adjustments of EBITDA from non-recurring items up to 15%. The leverage ratio is calculated as total net debt/EBITDA.

On 17 November 2023, Lumi Gruppen signed a new unsecured subordinated loan agreement for loan financing in the amount of NOK 52 million provided by Lola Bidco AS, securing the repayment of NOK 50 million to Nordea. The loan has been entered into on an arms-length basis and with terms in line with the Nordea Term Loan Facility A.

As a consideration for the loan, an annual interest rate is charged, subject to adjustments to ensure that the interest rate payable under the loan agreement shall correspond to the interest rate that would have been payable if the loan had remained outstanding under (and added to) the Nordea Term Loan A Facility (the facility with the lowest margin across the Nordea Facilities) for the same period.

Lumi Gruppen AS shall repay an amount equal to the lower of the then outstanding loan and all other amounts then outstanding under the loan agreement and NOK 26 million plus any accrued interest on the loan on the earlier of the date occurring one week prior to the annual general meeting of the Company for the year 2024 and 30 June 2024. Lumi Gruppen shall repay the then remaining outstanding loan together with all accrued interest on 16 September 2026 or, if later, the first business day after the termination date under the Nordea Loan Facility.

NOK 1000		31.12.22
INTEREST-BEARING LIABILITIES		
Non-current liabilities to financial institutions	**231 718**	418 592
Current liabilities to financial institutions	**15 000**	10 000
Non-current liabilities to shareholders	**25 734**	-
Current liabilities to shareholders	**26 000**	-
Total interest-bearing liabilities	**298 452**	428 592
SPECIFICATION OF INTEREST-BEARING LIABILITIES		
Total amount borrowed	**302 000**	430 000
Capitalised bank fees	**-3 548**	-1 408
Total interest-bearing liabilities	**298 452**	428 592
COLLATERAL AND GUARANTEES		
Nominal value of debt with collateral security		
Liabilities to financial institutions	**250 000**	430 000
Total	**250 000**	430 000
Book value of collateral pledged		
Accounts receivable	**27 083**	17 461
Office machinery and equipment	**7 675**	5 293
Total	**34 758**	22 754

For additional information see note 20 — Financial risk management for maturities of liabilities to financial institutions.

20 Financial risk management

The most significant financial risks which affect the Group are credit risk, liquidity risk and market risk related to interest rate risk, described further below. All Group companies are Norwegian entities with a functional currency of NOK.

There is little to no Group exposure to foreign exchange currency gains and losses. Management performs continuous evaluations of these risks and related processes established to manage them within the Group.

Market risk — interest rate risk	Borrowings with floating interest rates	Cash flow forecasting sensitivity analysis
Credit risk	Cash and cash equivalents, trade receivables	Ageing analysis credit ratings
Liquidity risk	Current and non-current liabilities	Rolling cash flow forecasts

Risks related to the Group's financial situation

Loan obligations
The Group has a loan facility where requirements are set for the financial condition and actions (covenants) for the Group and/or a Group company, such as maximum leverage requirements, dividend restrictions and change of control provisions. The change of control provisions gives the lender an option to terminate the loan facility agreement. Further, as security for its loan obligations, the Group has provided guarantees, pledged its shares in several subsidiaries, its material operating assets and monetary claims under certain intra-group loan agreements in favour of the relevant finance parties. No guarantee can be given that the Group will meet all covenants at any time, or that the finance parties will waive one or more to avoid a breach. This can mean that loan repayments are accelerated by the finance parties who can force a refinancing or sale of property, or otherwise enforce its pledges, to cover the loan. Net debt is also used as part of the assessment for financial covenants compliance (leverage ratio), see also note 19.

Interest rate fluctuations
A high proportion of the Group's debt is bank debt and will thus be exposed to interest rate fluctuations. Periods of rapid increases in interest rates will entail a negative impact on the Group's cash flows valuations of underlying assets and results. The outlook for the long-term interest rate paths will also affect the value development of the portfolio return investors can expect.

Liquidity risk
There is a risk that cash flows fluctuate, and that the Group fails in assessing and monitoring the funds needed for its operations and there is also a risk that the Group will not have sufficient cash flow and liquidity to finance its operations and future growth as well as for the payments of its debt as they fall due. If the Group's operating income is not sufficient to service its current or future indebtedness, the Group may be forced to take actions such as reducing or delaying its business activities, acquisitions, investments, or capital expenditures, selling assets, restructuring, or refinancing its debt or seeking additional equity. There is a risk that the Group may not be able to affect any of these remedies on satisfactory terms, or at all.

Going concern
The annual financial statements are prepared under the assumption of a going concern. Despite economic challenges, both the Company and the Group maintain a stable financial position with sufficient liquidity and access to credit facilities to support ongoing operations. Cost-saving measures and strategic initiatives have been implemented to enhance profitability and ensure long-term sustainability. Additionally, the Company and the Group are actively monitoring market conditions and implementing appropriate strategies to mitigate risks.

The Group has prepared a liquidity budget covering the next twelve months. The liquidity budget ensures that the Group can meet its obligations when due. The Year end typically represents a seasonal low point in terms of the cash balance for the Group as most payments from students are received in the beginning of the year and the early second half of the same year. The Group has a revolving credit facility (RCF) of NOK 70 million, which was undrawn as of 31 December 2023.

Management monitors liquidity and working capital, and has good visibility of seasonal fluctuations, which reduces the risk of any unexpected shortage of funds. Liquidity risk management, a liquidity budget with sufficient headroom, combined with the available liquidity reserves, substantiates the going concern assumption.

On 16 October 2023, the Group announced a rights issue to raise gross proceeds of approximately NOK 53 million. However, the rights issue was not approved by the extraordinary general meeting. Instead, the need for additional funds to fulfill the obligations in the new loan agreement was resolved by a subordinated loan from the majority shareholder, Lola Bidco AS. According to the loan agreement for the subordinated loan, a down payment of a minimum of 50% is to take place before the ordinary general meeting and no later than 30 June 2024. The Group is presently assessing the alternatives for repayment, and the Group's majority shareholder, Lola Bidco AS, has already confirmed its support for a down payment in case this will be done fully or partly with proceeds from a share issue.

The Board of Directors and managing director believe that there is no material uncertainty regarding the Group's ability to continue as a going concern.

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Maturities of financial liabilites

NOK 1 000 at 31 December								
2023								
Non-current lease liabilities	-	49 788	40 835	35 371	28 449	80 509	234 952	154 825
Non-current interest-bearing liabilities	23 863	38 047	259 944	-	-	-	321 853	257 452
Current interest-bearing liabilities	42 488						42 488	41 000
Current lease liabilities	54 447						54 447	45 355
Trade creditors	8 236						8 236	8 236
Total financial liabilities	**129 034**	**87 835**	**300 778**	**35 371**	**28 449**	**80 509**	**661 976**	**506 868**
2022								
Non-current lease liabilities	-	30 051	29 390	22 108	19 452	19 819	120 820	99 955
Non-current interest-bearing liabilities	-	10 000	410 000	-	-	-	420 000	418 592
Current interest-bearing liabilities	12 398						12 398	12 398
Current lease liabilities	40 717						40 717	38 408
Trade creditors	5 230						5 230	5 230
Total financial liabilities	**58 346**	**40 051**	**439 390**	**22 108**	**19 452**	**19 819**	**599 165**	**574 582**

Future debt arrangements could limit the Group's liquidity and flexibility
Any future debt arrangements could limit the Group's liquidity and flexibility in obtaining additional financing and/or in pursuing other business opportunities. Further, the Group's future ability to obtain bank financing or to access the capital markets for any future debt or equity offerings may be limited by the Group's financial condition at the time of such financing or offering, as well as by adverse market conditions related to, for example, general economic conditions and contingencies and uncertainties that are beyond the Group's control. Failure by the Group to obtain funds for future capital expenditures could impact the Group's results, financial condition, cash flows and/or prospects.

Credit risk
The Group's credit risk arises from cash and cash equivalents as well as outstanding receivables.

Trade receivables: The risk of financial loss due to the non-payment or delayed payment from students is a significant risk in the Group's operations. To mitigate this risk, the Group has implemented measures in the operating entities. The measures are targeted based on the nature of the business. For Sonans these measures include credit policies and credit assessments. For ONH the key elements of the process include credit policies and admission requirements. The majority of students receive funding from Lånekassen, which ensures financing for the students and reduces credit risk for the Group. The Group does not have significant credit risk associated with a single counterparty, but the aggregated credit risk is higher due to the large volume of students invoiced. The Group is continuously monitoring credit exposure as part of the risk management strategy.

Cash and cash equivalents: The counterparties for the Group's cash deposits are large banks which are solid. The Group assesses that there are no material credit risks associated with these deposits.

Capital management
The Group's objectives for capital management are to ensure that it maintains sufficient free liquidity with regards to cash and cash equivalents to support its business and obligations as well as having sufficient flexibility to invest in attractive investment opportunities. The Group manages its capital structure considering changes in economic and actual conditions, and the development in the Group's underlying business. To manage seasonal liquidity fluctuations, the Group has an available revolving credit facility of NOK 70 million available. The Group's equity ratio was 44.2% in 2023 and 45.2% in 2022 (restated).

21 Related parties

Balances and transactions between the Company and its subsidiaries, which are related parties to the Company, have been eliminated on a consolidated basis.

On 17 November 2023 Lumi Gruppen entered into a NOK 52 million loan agreement with majority shareholder Lola Bidco AS. The loan has been entered into on an arms-length basis and with terms in line with the Nordea Term Loan Facility A. Refer to note 19 for further details on the loan agreement between Lumi Gruppen and Lola Bidco AS.

There are no other significant related party transactions for Lumi Gruppen in 2022 or 2023.

NOK 1000			2022
PROFIT OR LOSS ITEMS			
Shareholders	Interest expense	**-426**	-
FINANCIAL POSITION ITEMS			
Shareholders	Non-current interest-bearing liabilities	**25 734**	-
Shareholders	Current interest-bearing liabilities	**26 000**	-
Shareholders	Other current debt	**426**	-

22 Unearned revenue

Accounting principles
Unearned revenue consists of pre-paid tuition fees, and these fees are non-refundable for the students.

NOK 1000		2022
To be earned within 6 months	**6 689**	11 075
Total unearned revenue	**6 689**	11 075

23 Statement of cash flow

The Group uses the indirect method to present cash flows from operating activities. Interest paid, interest and dividends received are included in cash flows from operating activities.

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following on 31 December:

NOK 1000		31.12.22
Bank deposits	**67 647**	29 031
Restricted cash balances	-	-
Total cash and cash equivalents	**67 647**	29 031
Unused overdraft facilities:	**70 000**	70 000

Changes in liabilities arising from financing activities:

Changes in liabilities arising from leasing

NOK 1000		31.12.22
Balance at the beginning of the period	**138 362**	145 626
CASH CHANGES		
Payments to lessor	**-41 818**	-44 124
NON-CASH CHANGES		
Additions	**153 589**	43 449
Disposals	**-49 953**	-6 589
Balance at the end of the period	**200 180**	138 362
Current portion	**45 355**	38 408
Non-current portion	**154 825**	99 955

Liabilities from financial institutions

NOK 1 000		31.12.22
Balance at the beginning of the period	**434 259**	440 561
CASH CHANGES		
Repayment of loans	**-180 000**	-10 000
Bank fees	**-3 895**	-
NON-CASH CHANGES		
Accrued interest	**-496**	2 398
Capitalised bank fees	**2 022**	1 300
Balance at the end of the period	**251 891**	434 259
Current portion	**20 173**	15 668
Non-current portion	**231 718**	418 592

Liabilities from shareholders

NOK 1 000		31.12.22
Balance at the beginning of the period	-	-
CASH CHANGES		
New loans	**52 000**	-
Bank fees	**-274**	-
NON-CASH CHANGES		
Accrued interest	**426**	-
Capitalised bank fees	**8**	-
Balance at the end of the period	**52 160**	-
Current portion	**26 426**	-
Non-current portion	**25 734**	-

24 Contingent liabilities and commitments

The Group has entered into one material lease agreement for premises with commencement date in 2024, and no material lease agreements for premises with commencement dates in 2025 and forward. Refer to note 9 for details on the lease agreement with commencement date in 2024.

25 Change of principle of marketing expenses

From the financial year 2023, Lumi Gruppen has changed its accounting principle for marketing expenses. Previously marketing expenses were booked according to a matching principle where costs were expensed in the same period as the related income. Accordingly, marketing expenses incurred were booked as prepaid expenses and expensed during the semester(s) the marketing campaign targeted for recruitment. This principle is now changed, and the new principle is to expense marketing expenses when they occur. The change made aligns the Group's principles to IFRS. Previous periods are restated to be comparable, and the effect is booked directly to equity in the ingoing balance for 2022. The effect of the change in principle in the statements of profit and loss and statement of financial position is presented in the table below.

NOK 1000	2022
Reported other operating expenses	130 351
Adjustment for changes in accounting principle	-4 577
Restated other operating expenses	125 774
Reported EBIT	77 078
Adjustment for changes in accounting principle	4 577
Restated EBIT	81 655
Reported profit/loss (-) before tax	47 489
Adjustment for changes in accounting principle	4 577
Restated profit/loss (-) before tax	52 066
Reported tax expense	10 339
Adjustment for changes in accounting principle	1 007
Restated tax expense	11 346
Reported profit/loss (-) after tax	37 150
Adjustment for changes in accounting principle	3 570
Restated profit/loss (-) after tax	40 720

NOK 1000		31.12.21
Reported other current receivables	**17 142**	20 655
Adjustment for changes in accounting principle	**-12 151**	-16 728
Restated other current receivables	**4 991**	3 927
Reported deferred tax asset	**7 721**	2 657
Adjustment for changes in accounting principle	**2 673**	3 680
Restated deferred tax asset	**10 394**	6 337
Reported equity	**547 175**	544 812
Adjustment for changes in accounting principle	**-9 478**	-13 048
Restated equity	**537 698**	531 764

26 Events after the reporting period

In January 2024 ONH entered into a lease agreement for new premises at Adamstuen. ONH will move to these locations at the end of 2024, and the lease agreement will be recognised in 2024. The current lease contract at Lovisenberg was modified and cancelled in January 2024, and will be derecognised in 2025.

Lumi Gruppen AS financial statements

Lumi Gruppen AS statement of profit or loss and comprehensive income

NOK 1000	Note		2022
Income		-	-
Total income		-	-
Payroll expenses	4	**7 566**	9 983
Depreciation and amortisation expenses	5	**5**	3
Other operating expenses	6	**9 998**	4 287
Total operating expenses		**17 569**	14 274
Operating profit/loss (-) (EBIT)		**-17 569**	-14 274
Income from subsidiaries	7	**38 254**	3 426
Interest income		**775**	-
Financial income		**9**	1
Interest expense		**-716**	-
Financial expense		**-5 192**	-19
Net financial items	8	**33 130**	3 408
Profit/loss (-) before income tax		**15 561**	-10 865
Income tax	9	**3 399**	-2 390
Profit/loss (-) for the period		**12 162**	-8 475
OTHER COMPREHENSIVE INCOME			
Total comprehensive income for the period		**12 162**	-8 475

Lumi Gruppen AS statement of financial position

NOK 1 000	Note		31.12.22
NON-CURRENT ASSETS			
Deferred tax asset	9	-	2 389
Property, plant and equipment	5	**59**	13
Investments in subsidiaries	10	**481 649**	481 649
Total non-current assets		**481 708**	484 052
CURRENT ASSETS			
Receivables from Group companies	7	**289 232**	24 541
Other current receivables	12	**154**	246
Cash and bank deposits		**2 423**	-5
Total current assets	11	**291 809**	24 782
Total assets		**773 516**	508 834

NOK 1000	Note		31.12.22
EQUITY			
Share capital		**23 201**	15 201
Share premium		**654 596**	473 596
Treasury stock		**-81**	-81
Retained earnings		**29 787**	17 625
Total equity		**707 504**	506 342
NON-CURRENT LIABILITIES			
Deferred tax	9	**64**	-
Non-current interest-bearing liabilities	13	**25 734**	-
Total non-current liabilities		**25 798**	-
CURRENT LIABILITIES			
Current interest-bearing liabilities	13	**26 000**	-
Trade creditors	13	**3 723**	306
Tax payable	9	**946**	-
Public duties payable		**456**	401
Liabilities to Group companies	7	**6 902**	-
Other current debt		**2 188**	1 785
Total current liabilities	11	**40 215**	2 492
Total liabilities		**66 012**	2 492
Total equity and liabilities		**773 516**	508 834

Oslo, Norway 9 April 2024
The Board of Directors and Management

Helge Midttun
Chair

Bente Sollid Storehaug

Ashkan Senobari

Giles Smyth

Fred Lundqvist

Anne Dahle

Erik Brandt
CEO

Lumi Gruppen AS statement of changes in equity

NOK 1000					
2023					
Balance at 1 January 2023	15 201	473 596	-81	17 625	**506 342**
Capital increase 16.03.2023	7 000	168 000	-	-	**175 000**
Capital increase 15.05.2023	1 000	24 000	-	-	**25 000**
Costs booked directly in equity	-	-11 000	-	-	**-11 000**
Profit/loss (-) for the year	-	-	-	12 162	**12 162**
Equity at 31 December 2023	23 201	654 596	-81	29 787	**707 504**
2022					
Balance at 1 January 2022	15 201	473 596	-81	26 100	**514 816**
Profit/loss (-) for the year	-	-	-	-8 475	**-8 475**
Equity at 31 December 2022	15 201	473 596	-81	17 625	**506 342**

The share capital consists of 55 241 433 shares with a par value of NOK 0.42.
See note 18 to the consolidated financial statement for details on shareholders.

Lumi Gruppen AS statement of cash flow

NOK 1000	Note		2022
CASH FLOW FROM OPERATIONS			
Profit/loss (-) before income taxes		**15 561**	-10 865
Adjustments for			
— Taxes paid in the period		-	-15 815
— Interest expense		**716**	-1
— Interest paid		**0**	1
— Interest income		**-775**	-
— Interest received		**120**	-
— Depreciation		**5**	3
— Change in trade creditors		**3 416**	293
— Group contribution from subsidiaries, not received in cash		**-38 254**	-3 426
— Change in other current assets and liabilities		**-39 037**	65 673
Net cash flow from operations		**-58 247**	35 863
CASH FLOW FROM INVESTMENTS			
Purchase of fixed assets		**-51**	-
Loans to subsidiaries		**-180 000**	-
Net cash flow from investments		**-180 051**	-
CASH FLOW FROM FINANCING			
Proceeds from the issuance of new liabilities to financial institutions		**52 000**	-
Costs directly booked in equity		**-11 000**	-
New equity received		**200 000**	-
Transaction costs		**-274**	-
Payment of dividend		-	-36 000
Net cash flow from financing		**240 726**	-36 000
Net change in cash and cash equivalents		**2 428**	-137
Cash and cash equivalents at the beginning of the period		**-5**	132
Cash and cash equivalents at the end of the period		**2 423**	-5
Unused operational credit facilities in addition		-	-

Lumi Gruppen AS
Notes to the financial statements

1 General Information

Lumi Gruppen AS (the Company), is the parent company of the Lumi Group (the Group) and is a limited liability company incorporated and domiciled in Norway, with its head office at Bislett, Oslo. The shares of the Company are admitted to trading on Euronext Growth in Oslo, Norway with the ticker "LUMI".

2 Basis of preparation

The financial statements of the Company are prepared in accordance with the Accounting Act section 3-9 and the regulation for simplified application of International Financial Reporting Standards ("simplified IFRS") issued by the Ministry of Finance 7 February 2022.

The financial statements are prepared on a historical cost basis. Preparation of the financial statements requires management to make estimates and assumptions that affect amounts reported. Actual results may differ. Rounding differences may occur between the financial statements and the note disclosures.

The functional currency of the Company is the Norwegian krone (NOK).

The Company's financial statements are prepared on a going concern basis.

3 Significant accounting policies

Principles for recognition and measurement are in accordance with IFRS and the policies are applied as described in the consolidated financial statements, except as specified in the regulation for simplified IFRS. The option in the regulation for simplified IFRS which the Company has utilised in recognition and measurement and which differs from the consolidated financial statements is:
— Dividends and group contribution

Dividends and group contributions are recognised in accordance with the Accounting Act, which entails that dividends and group contributions are recognised in the reporting period to which they relate.

4 Employee benefit expense

Specification of employee expenses

NOK 1000		2022
Salaries	**6 280**	6 256
Social Security fees	**1 109**	733
Pension expenses	**114**	115
Other remuneration	**63**	2 879
Total	**7 566**	9 983
Average full-time employees	**2**	2

Salaries includes renumeration to the Board of Directors. Other renumeration in 2022 includes the hire of interim management resources including VAT. For remuneration to the CEO and the Board of Directors, see note 6 in the consolidated financial statements.

Pensions
Lumi Gruppen AS has a defined contribution scheme which covers two full-time equivalents in 2023 (two in 2022). The defined contribution scheme is financed from the Group's operations. Payments to the pension scheme are recognised in the statement of profit or loss as an employee benefit expense for the year to which the contribution applies.

5 Property, plant and equipment

NOK 1000	
COST	
Cost at 1 January 2023	**17**
Additions	**51**
Cost at 31 December 2023	**68**
DEPRECIATIONS AND IMPAIRMENT	
Accumulated at 1 January 2023	**4**
Depreciation	**5**
Accumulated at 31 December 2023	**9**
Carrying amount at 31 December 2022	**13**
Carrying amount at 31 December 2023	**59**
Depreciation method	Linear
Estimated useful life	3-5 years

6 Other operating expenses

NOK 1 000		31.12.22
Premises expenses	**5**	-
IT expenses and licences	**545**	80
Professional services	**9 125**	4 019
Other office expenses	**45**	26
Other expenses	**277**	163
Total other operating expenses	**9 998**	4 287
SPECIFICATION OF AUDITOR'S FEE (INCL. VAT)		
Statutory audit	**434**	337
Other assurance services	**51**	-
Tax advisory services	-	57
Other assistance	-	771
Total	**485**	1 165

7 Related parties

NOK 1 000			2022
PROFIT OR LOSS ITEMS			
Group parties	Purchases of services *	**-530**	-150
Group parties	Income from subsidiaries, received group contribution	**38 254**	3 426
Group parties	Interest income	**655**	-
Group parties	Interest expense	**-290**	-
Shareholders	Interest expense	**-426**	-
Total related party profit or loss items		**37 663**	3 276
BALANCE SHEET ITEMS			
Group parties	Other current receivables	**289 232**	24 541
Group parties	Other current debt	**6 902**	-
Group parties	Intercompany trade creditors	**75**	13
Shareholders	Non-current interest-bearing liabilities	**25 734**	-
Shareholders	Current interest-bearing liabilities	**26 000**	-
Shareholders	Other current debt	**426**	-

*Presented within other operating expenses.

On 17 November 2023 Lumi Gruppen entered into a loan agreement with majority shareholder Lola Bidco AS of NOK 52 million. The loan has been entered into on an arms-length basis and with terms in line with the Nordea Term Loan Facility A. Refer to note 13 for further details on the loan agreement between Lumi Gruppen and Lola Bidco AS. There are no other significant related party transactions for Lumi Gruppen in 2022 or 2023.

8 Financial items

Financial income includes interest earned on bank accounts and other interest-bearing financial assets, and group contribution from subsidiaries in the Group. Financial expense includes interest expense on interest-bearing liabilities to shareholders and other interest-bearing liabilities. Foreign currency exchange gains and losses are immaterial.

Other financial expenses in 2023 include a change of control fee of NOK 5.18 million to Nordea as a consequence of the change of control that took place in August 2023 with Lola Bidco AS achieving a 50.7% stake in the Company. See also note 19 to the consolidated financial statements.

NOK 1000		2022
Income from subsidiaries	**38 254**	3 426
Interest income from subsidiaries	**655**	-
Other interest income	**120**	-
Other financial income	**9**	1
Financial income	**39 038**	3 427
Interest expense to subsidiaries	**290**	-
Interest expense on loan to shareholders	**426**	-
Other interest expense	**0**	-
Other financial expenses	**5 192**	19
Financial expenses	**5 908**	19
Net financial items	**33 130**	3 408

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9 Taxes

NOK 1000		2022
SPECIFICATION OF INCOME TAX EXPENSE		
Income tax payable	**946**	-
Deferred tax income/expense	**2 453**	-2 390
Total income tax expense	**3 399**	-2 390
SPECIFICATION OF DEFERRED TAX BALANCES		
Tangible assets	**23**	13
Tax losses carried forward	-	-10 874
Other temporary differences	**266**	-
Net temporary differences and tax losses carried forward basis	**289**	-10 861
Temporary differences not recognised in statement of financial position	-	-
Basis for calculation of deferred tax	**289**	-10 861
Net temporary differences and tax losses carried forward	**64**	-2 389
CHANGES IN NET DEFERRED TAX ASSETS / LIABILITIES		
As of 1 January	**-2 389**	1
Recognised in the statement of profit/(loss)	**2 453**	-2 390
As of 31 December	**64**	-2 389
RECONCILIATION OF EFFECTIVE TAX RATE		
Net income/(loss) before tax	**15 561**	-10 865
Expected income tax assessed at the tax rate for the Company 22% (2022 - 22%)	**3 423**	-2 390
Adjusted for the tax effect of the following items:		
— Other permanent differences	**-25**	-
Income tax expense (income)	**3 399**	-2 390
Effective tax rate	**21.8 %**	22.0 %

10 Subsidiaries

NOK 1000					
Lumi Services AS	Oslo	100 %	17 532	46 700	**481 649**
OWNED BY SUBSIDIARIES					
Sonans Privatgymnas AS	Oslo	100 %	2 149	-2 259	
Oslo Nye Høyskole AS	Oslo	100 %	174 494	61 160	
ONH Education AS	Oslo	100 %	30 061	5 299	
Oslo Nye Fagskole AS [7]	Oslo	100 %	53	-7 416	
Oslo NF AS	Oslo	100 %	30	-	

Lumi Services AS holds 100% of the shares in Sonans Privatgymnas AS, Oslo Nye Høyskole AS, Oslo Nye Fagskole AS and Oslo NF AS. Oslo Nye Høyskole AS holds 100% of the shares in ONH Education AS. Lumi Services AS merged with Lumi Bidco AS with effect from 1 January 2023 with Lumi Services AS being the acquiring entity.

11 Financial assets and financial liabilities

Investment in subsidiaries
Investment in subsidiaries is recognised using the cost method. In accordance with the cost method, the investment is recognised at historical cost less any impairment. Group contributions to subsidiaries are recognised as part of cost of investment.

NOK 1000			31.12.22
FINANCIAL ASSETS			
Investment in subsidiaries	FAAC	**481 649**	481 649
Receivables from group companies	FAAC	**289 232**	24 541
Financial assets included in Other current receivables	FAAC	-	101
Cash and cash equivalents	FAAC	**2 423**	-5
Total financial assets		**773 304**	506 287
FINANCIAL LIABILITIES			
Non-current interest-bearing liabilities to shareholders	FLAC	**25 734**	-
Current interest-bearing liabilities to shareholders	FLAC	**26 000**	-
Liabilities to group companies	FLAC	**6 902**	-
Trade creditors	FLAC	**3 723**	306
Total financial liabilities		**62 359**	306

Categories:
FAAC — Financial Assets at Amortised Costs
FLAC — Financial Liabilities at Amortised Costs

7 Norwegian School of Technology AS is currently in the process of changing its name to Oslo Nye Fagskole AS.

12 Other receivables and prepaid expenses

NOK 1000		31.12.22
Prepaid expenses	**154**	145
Other debtors	-	101
Total other receivables	**154**	246

13 Interest-bearing liabilities and financial risk management

NOK 1000		31.12.22
INTEREST-BEARING LIABILITIES		
Non-current liabilities to shareholders	**25 734**	-
Current liabilities to shareholders	**26 000**	-
Total liabilities to shareholders	**51 734**	-
SPECIFICATION OF LIABILITIES TO SHAREHOLDERS		
Total amount borrowed	**52 000**	-
Capitalised bank fees	**-266**	-
Total liabilities to shareholders	**51 734**	-

Financial risk management
The most significant financial risks affecting the Company are liquidity risk and market risk related to interest rate risk, described further below. Management performs continuous evaluations of these risks and related processes established to manage them within the Group. See note 20 in the consolidated financial statements for details.

Maturities of financial liabilites

NOK 1000				
2023				
Non-current liabilities to shareholders	2 395	30 091	32 485	25 734
Current liabilities to shareholders	26 998	-	26 998	26 000
Trade creditors	3 723	-	3 723	3 723
Total financial liabilities	**33 115**	**30 091**	**63 206**	**55 457**
2022				
Trade creditors	306	-	306	306
Total financial liabilities	**306**	**-**	**306**	**306**

14 Contingent liabilities and commitments

Lumi Gruppen AS has no contingent liabilities and commitments as of 31 December 2023.

15 Events after the reporting period

There are no events after the reporting period to be disclosed.

KP

MG

KP

MG

Corporate governance

Lumi Gruppen's corporate governance is based on the Company's Articles of Association and the Company's values as resolved by the Board of Directors with the aim of realising the Company's long-term goals, and to ensure progress and control.

Through sound corporate governance, the Company aims to build trust and ensure sustainable operations and financing of its business.

BOARD OF DIRECTORS

The Board of Directors of the Company shall annually revise and oversee the overall strategy and business plan for the Company and approve the annual budget for the next year. The Board of Directors has established a separate audit committee and a compensation committee.

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

— Decide on general business and management principles of the Company.

— Decide on strategy and risk policies of the Company.

— Supervise the performance of the Company, the Executive Management and secure the proper organisation of the Company.

— Review the Company's financial position, capital resources and reporting on financials and performance.

— Appoint the CEO.

The Board of Directors will convene at least six times per year.

EXECUTIVE MANAGEMENT

The Executive Management is responsible for the day-today management of the Company in accordance with the instructions provided by the Board of Directors, among others comprising:

— Manage the Company's business and operations and develop strategies to be approved by the Board of Directors.

— Implement the strategy for the Company and execute on investments and divestments.

— Develop the organisational structure of the Company and allocate resources.

— Drive and monitor the performance of the Company.

— Prepare internal and external financial reporting.

— Establish internal policies and procedures for relevant topics, such as finance, IT etc.

— Oversee risk management and internal control.

— Report to the Board of Directors.

RISK MANAGEMENT AND INTERNAL CONTROL

The framework for the internal control and risk management of the Company is structured with the aim to allow the business to be run in a way that is healthy, proper and consistent with the following objectives:

i. Internal control: to assure that all company policies and standards are up to date, communicated and implemented.
ii. Risk management: to identify and manage essential risks related to the execution of the Company's strategy and operations, and to demonstrate that the Company actively manages risks in order to deliver the best possible service to customers, protect the value of the business, safeguard future earnings and reduce costs associated with risk events.

The responsibility for the quality and appropriateness of the Company's internal control and risk management rests with the Board of Directors, while the Executive Management is responsible for identifying and analysing material risks, and for the general development of the system. The Executive Management shall further provide the Board of Directors with reports on exposures and the utilisation of the framework on a continuous basis.

Lumi facilitates lifelong learning through flexible education and contribute to ensuring society has a workforce for the future.

Alternative performance measures (APM)

The Group reports its financial results in accordance with IFRS accounting principles as issued by the IASB and as endorsed by the EU. However, management believes that certain Alternative Performance Measures (APMs) provide management and other users with additional meaningful financial information that should be considered when assessing the Group's ongoing performance. These APMs are non-IFRS financial measures and should not be viewed as a substitute for any IFRS financial measure. Management, the Board of Directors and the long-term lenders regularly use APMs to understand, manage and evaluate the business and its operations. These APMs are among the factors used in planning for and forecasting future periods, including assessing compliance with financial covenants. Alternative Performance Measures reflect adjustments based on the following items used in the annual report:

EBITDA
EBITDA is a measure of earnings before deducting depreciation and amortisation expenses and net financial items and taxes. The Group has presented this APM because it considers it to be an important supplemental measure to understand the overall picture of profit generation in the Group's operating activities.

EBIT
EBIT is a measure of earnings before deducting net financial items and taxes. The Group has presented this APM because it considers it to be an important supplemental measure to understand the overall picture of profit generation in the Group's operating activities.

Net debt
Current and non-current borrowings for the period (excluding property lease liabilities recognised under IFRS 16) less cash and cash equivalents for the period. Net debt is a non-IFRS financial measure, which the Group considers to be an APM, and this measure should not be viewed as a substitute for any IFRS financial measure. The Group has presented this APM as it is a useful indicator of the Group's indebtedness, financial flexibility and capital structure because it indicates the level of borrowings after taking into account cash and cash equivalents within the Group's business that could be utilised to pay down the outstanding borrowings. Net Debt is also used as part of the assessment for financial covenant compliance.

Leverage ratio
Net debt divided by last twelve months Adjusted EBITDA before impact of IFRS 16.

Capital expenditure
Capital expenditure (capex) is a measure of total investment in the period both in the operations and in development of new business. Capital expenditures consist of both maintenance capex and development capex and the source of capex is the Statement of cash flows.

LUMI GRUPPEN

LUMI SERVICES AS

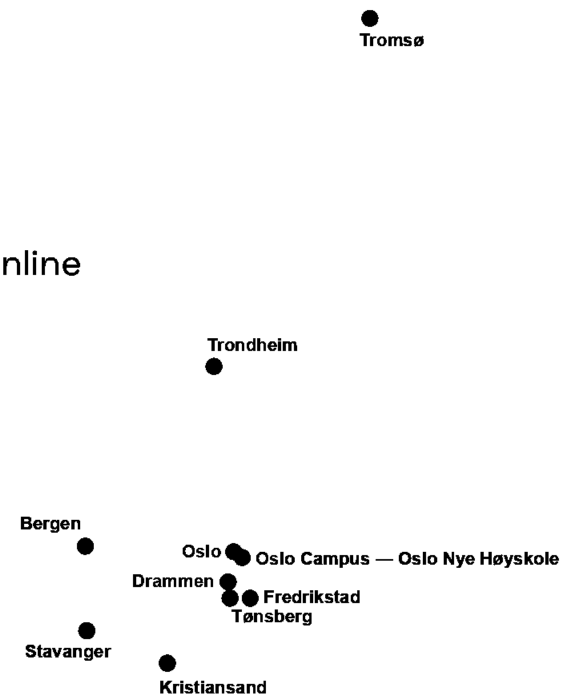
OSLO NYE HØYSKOLE AS

SONANS PRIVATGYMNAS AS

ONH EDUCATION AS

OSLO NYE FAGSKOLE AS [8]

Both local presence with campuses and online offering



8 Norwegian School of Technology is currently in the process of changing its name to Oslo Nye Fagskole AS

Lumi Gruppen

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Website
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ir@lumigruppen.no

Management

Erik Brandt
Chief Executive Officer

Martin Prytz
Chief Financial Officer & Investor Relations

Marit Aamold Trysnes
Managing Director Sonans

Morten Danielsen
Managing Director ONH

Board of Directors

Helge Midttun
Chair

Bente Sollid Storehaug
Director

Ashkan Senobari
Director

Giles Smyth
Director

Fred Lundqvist
Director

Anne Dahle
Employee Representative

Financial calendar

Half-year Report H2 2024
15 August 2024

LUMI GRUPPEN

Skatteetaten

Vår dato	Din/Deres dato	Saksbehandler
21.01.2019	02.11.2018	Henning Stokke
800 80 000	Din/Deres referanse	Telefon
Skatteetaten.no	Ronny Lysmen	800 80 000
Org.nr	Vår referanse	Postadresse
974761076	2019/5227881	Postboks 9200 Grønland 0134 OSLO

PRICEWATERHOUSECOOPERS AS
Postboks 6365
7492 TRONDHEIM

Tillatelse til å utarbeide årsberetning og årsregnskap på engelsk språk

Vi viser til deres brev av 2. november 2018 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for følgende selskap:

Org.nr. 919 871 237 — Sonans Holding AS
Org.nr. 919 871 245 — Sonans Holdco AS
Org.nr. 919 871 326 — Sonans MidcoAS
Org.nr. 919 871 253 — Sonans Bidco AS

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering selskapene nevnt ovenfor dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at opplysningene som vedtaket baserer seg på 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 gjengis:

Selskapsstrukturen for de aktuelle selskapene er som følger:

- *EMK Capital LLP, morselskap*
- *Sonans Holding AS, heleid datter av EMK Capital LLP*
- *Sonans Holdco AS, heleid datter av Sonans Holding AS*
- *Sonans Midco AS, heleid datter av Sonans Holdco AS*
- *Sonans Bidco AS, heleid datter av Sonans Midco AS*

Konsernet er et heleid av det engelske selskapet EMK Capital LLP, med hovedkontor London, *Storbritannia. De norske selskapene er igjen 100 % eier av Sonans Gruppen (heleid datter av Sonans Bidco AS) som er en ledende privat aktør innen utdanning og arbeidsmarkedstiltak i Norge. Selskapene i konsernet er pålagt av sin ultimate eier å utarbeide årsregnskap og årsberetning på engelsk.*

Med bakgrunn i at den ultimate eier er fra UK og styret har engelsktalende styrerepresentanter er man avhengig av å motta regnskapsrapporter på engelsk for å forstå innholdet. Årsregnskapene til Sonans Holding AS skal konsolideres inn i konsernregnskapet til EMK Capital LLP og av hensyn til dette formålet er det behov for at regnskapene kan avlegges på engelsk. Sonans konsernet er finansiert gjennom lån fra Nordea. Nordea vurderes som en aktør som ikke er avhengig av å lese årsregnskap og årsrapporter på norsk.

På denne bakgrunn er det etter vår oppfatning ingen som blir berørt negativt av at årsregnskapet og årsberetningen utarbeides kun på engelsk.

Som det fremgår ovenfor, er eierne og regnskapsbrukerne engelskspråklige. Sonans Bidco AS, Sonans Midco AS, Sonans Holdco AS og Sonans Holding AS er som nevnt pålagt av konsernet å presentere regnskapsinformasjonen sin på engelsk.

En norsk oversettelse vil kun ha til formål å oppfylle regnskapslovens språkkrav.

Skattedirektoratets 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 m.v., 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 og lokalsamfunnet.

Det er etter Skattedirektoratets 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.

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at selskapene eierkrets er begrenset, og at selskapenes ultimate morselskap er utenlandsk. Selskapene har også utenlandske styremedlemmene. I tillegg opererer selskapene i en internasjonal bransje. Videre er det vektlagt at alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Torstein Kinden Helleland
seniorrådgiver
Juridisk avdeling, næring
Skattedirektoratet

Henning Stokke

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.