20240701345l4

Årsredovisning

för

Svenska Kunskapsförskolan Koncept AB

559143-3510

Räkenskapsåret

2023–01–01 – 2023–12–31

Fastställelseintyg

Undertecknad styrelseledamot i Svenska Kunskapsförskolan Koncept AB intygar att resultaträkningen och balansräkningen i årsredovisningen har fastställts på årsstämma 17/6 2024. Årsstämman beslutade att godkänna styrelsens förslag till resultatdisposition.

Jag intygar också att innehållet i årsredovisningen och revisionsberättelsen stämmer överens med originalen.

Stockholm 24/6 2024

Carl Lindstrand

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Årsredovisning

för

Svenska Kunskapsförskolan Koncept AB

559143-3510

Räkenskapsåret

2023–01–01 – 2023–12–31

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Styrelsen för Svenska Kunskapsförskolan Koncept AB avger följande årsredovisning för räkenskapsåret 2023–01–01 – 2023–12–31.

Årsredovisningen är upprättad i svenska kronor, SEK. Om inte annat särskilt anges, redovisas alla belopp i hela kronor (kr). Uppgifter inom parentes avser föregående år.

Förvaltningsberättelse

Allmänt om verksamheten
Svenska Kunskapsförskolan Koncept AB bildades 2017. Bolaget bedriver förskoleverksamhet på ett antal platser runt om i Sverige och äger även aktier i ett dotterbolag.

Svenska Kunskapsförskolan Koncept AB ingick i en mervärdesskattegrupp som kommittent tom år 2022. Fr o m år 2023 ingår bolaget som kommissionär i Norlandia Förskolor AB:s mervärdeskattegrupp istället. Effekten av kommissionärsavtalet innebär att det ekonomiska resultatet av kommisionärsbolagens verksamhet på balansdagen överförs till kommittenten. Till följd av detta beskattas kommissionärernas resultat hos kommittenten.

Bolaget ingår i en cashpool för koncernen, varvid bolagets bankmedel redovisas som en skuld eller fordran till koncernbolag. Cashpoolen ägs av Norlandia Health & Care Group AS

Företaget har sitt säte i Uppsala län, Uppsala kommun.

Väsentliga händelser under räkenskapsåret
Som ett led i att samla verksamheten så har under året sammanlagt 8 st av bolagets dotterbolag fusionerats in i Svesnka Kunskapsförskolan Koncept AB samtidigt har tre nya förskolor öppnats under året. .

Ägarförhållanden
Bolaget ägs av Norlandia förskolor AB org nr 556729-3765 som tillhör den norska koncernen Norlandia Health and Care Group AS org nr 917 933 367.
För mer information om koncernförhållanden, se not 10

Flerårsöversikt (Tkr)	**2023**	**2022**	**2021**	**2020**
Nettoomsättning	169 813	53 722	771	0
Resultat efter finansiella poster	-24 172	-17 721	3 663	-1 426
Soliditet (%)	32	14	18	14

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper not 1

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Förändringar i eget kapital

	Aktie-kapital	Balanserat resultat	Årets resultat	Totalt
Belopp vid årets ingång	500 000	20 613 273	-17 721 492	**3 391 781**
Disposition enligt beslut av årsstämman		-17 721 492	17 721 492	**0**
Fusionsresultat		-476 450		**-476 450**
Årets resultat			7 750 000	**7 750 000**
Belopp vid årets utgång	**500 000**	**2 415 331**	**7 750 000**	**10 665 331**

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	2 415 331
årets vinst	7 750 000
	10 165 331
disponeras så att	
till aktieägare utdelas	7 750 000
i ny räkning överföres	2 415 331
	10 165 331

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

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Resultaträkning

	Not	2023-01-01 -2023-12-31	2022-01-01 -2022-12-31
	1		
Rörelsens intäkter			
Nettoomsättning		169 812 940	53 721 600
Övriga rörelseintäkter		1 758 834	2 617 716
		171 571 774	**56 339 316**
Rörelsens kostnader			
Övriga externa kostnader		-82 164 933	-29 603 545
Personalkostnader	2	-110 211 479	-40 336 434
Avskrivningar och nedskrivningar av materiella och immateriella anläggningstillgångar		-2 852 872	-892 148
		-195 229 284	**-70 832 127**
Rörelseresultat		**-23 657 510**	**-14 492 811**
Resultat från finansiella poster			
Övriga ränteintäkter och liknande resultatposter		234 081	22 463
Räntekostnader och liknande resultatposter		-748 998	-414 457
Resultat överfört från kommissionärsbolag		0	-2 836 687
Summa finansiella intäkter och kostnader		**-514 917**	**-3 228 681**
Resultat efter finansiella poster		**-24 172 427**	**-17 721 492**
Bokslutsdispositioner	3	6 208 529	0
Resultat före skatt		**-17 963 898**	**-17 721 492**
Resultat överfört till kommittent		25 713 898	0
Årets resultat		**7 750 000**	**-17 721 492**

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Balansräkning

	Not	2023-12-31	2022-12-31
	1		
TILLGÅNGAR			
Anläggningstillgångar			
Materiella anläggningstillgångar			
Inventarier, verktyg och installationer	4	10 770 336	7 587 304
		10 770 336	**7 587 304**
Finansiella anläggningstillgångar			
Andelar i koncernföretag	5, 6	25 000	3 722 998
Andra långfristiga fordringar		75 000	0
		100 000	**3 722 998**
Summa anläggningstillgångar		**10 870 336**	**11 310 302**
Omsättningstillgångar			
Kortfristiga fordringar			
Kundfordringar		3 915 012	266 385
Fordringar hos koncernföretag		11 451 967	5 626 312
Övriga fordringar		200 981	966 181
Förutbetalda kostnader och upplupna intäkter		9 243 367	3 619 841
		24 811 327	**10 478 719**
Kassa och bank		3 864 795	3 219 933
Summa omsättningstillgångar		**28 676 122**	**13 698 652**
SUMMA TILLGÅNGAR		**39 546 458**	**25 008 954**

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Balansräkning

	Not	2023-12-31	2022-12-31
	1		
EGET KAPITAL OCH SKULDER			
Eget kapital	7		
Bundet eget kapital			
Aktiekapital		500 000	500 000
		500 000	**500 000**
Fritt eget kapital			
Balanserad vinst eller förlust		2 415 331	20 613 272
Årets resultat		7 750 000	-17 721 492
		10 165 331	**2 891 780**
Summa eget kapital		**10 665 331**	**3 391 780**
Obeskattade reserver	8	1 541 471	0
Kortfristiga skulder			
Leverantörsskulder		12 244 593	5 857 049
Skulder till koncernföretag		3 248 004	11 407 168
Aktuella skatteskulder		0	339 960
Övriga skulder		4 471 521	1 833 778
Upplupna kostnader och förutbetalda intäkter		7 375 538	2 179 219
Summa kortfristiga skulder		**27 339 656**	**21 617 174**
SUMMA EGET KAPITAL OCH SKULDER		**39 546 458**	**25 008 954**

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Noter

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar
Årsredovisningen är upprättad i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Intäktsredovisning
Allmänt
Intäkter har tagits upp till verkligt värde av vad som erhållits eller kommer att erhållas och redovisas i den omfattning det är sannolikt att de ekonomiska fördelarna kommer att tillgodogöras bolaget och intäkterna kan beräknas på ett tillförlitligt sätt.

Offentliga bidrag
Offentliga bidrag som inte är förenade med krav på framtida prestation redovisas som intäkt när villkoren för att få bidraget är uppfyllda. Offentliga bidrag som är förenat med krav på framtida prestationer redovisas som intäkt när prestationen är utförd.Har bidragen tagits emot innan villkoren för att redovisa intäkt uppfyllts, redovisas erhållet bidrag som skuld. Offentligt bidrag som avser stöd för att täcka kostnader redovisas som övriga intäkter och ej som t ex minskad personalkostnad

Redovisningsprinciper för enskilda balansposter

Anläggningstillgångar
Materiella anläggningstillgångar
Materiella anläggningstillgångar redovisas till anskaffningsvärde minskat med ackumulerade avskrivningar enligt plan och eventuella nedskrivningar. I anskaffningsvärdet ingår förutom inköpspriset även utgifter direkt hänförliga till förvärvet. Tillkommande utgifter som uppfyller tillgångskriteriet räknas in i tillgångens redovisade värde. Utgifter för löpande underhåll och reparationer redovisas som kostnad i den period när de uppkommer.

Materiella anläggningstillgångar tas bort från balansräkningen vid utrangering, försäljning eller när några framtida ekonomiska fördelar inte väntas från användningen av tillgången eller komponenten. Den vinst eller förlust som uppkommer när en materiell anläggningstillgång tas bort från balansräkningen redovisas som en övrig rörelseintäkt eller övrig rörelsekostnad.

Nedskrivning och avskrivning av anläggningstillgångar
Vid varje balansdag analyserar koncernen de redovisade värdena för anläggningstillgångar för att fastställa om det finns någon indikation på att dessa tillgångar har minskat i värde. Finns det sådan indikation beräknas tillgångens återvinningsvärde. Om återvinningsvärdet understiger redovisat värde görs en nedskrivning som redovisas som kostnad i resultaträkningen.

Avskrivning sker linjärt över den förväntade nyttjandeperioden med hänsyn till väsentligt restvärde. Följande avskrivningsprocent tillämpas:

Materiella anläggningstillgångar

Inventarier	10 - 20%

Finansiella instrument
Allmänt
Finansiella instrument värderas utifrån anskaffningsvärdet. Instrumentet redovisas i balansräkningen när

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bolaget blir part i instrumentets avtalsmässiga villkor. Finansiella tillgångar tas bort från balansräkningen när rätten att erhålla kassaflöden från instrumentet har löpt ut eller överförts och bolaget har överfört i stort sett alla risker och förmåner som är förknippade med äganderätten. Finansiella skulder tas bort från balansräkningen när förpliktelserna har reglerats eller på annat sätt upphört.

Andelar i dotterföretag
Andelar i dotterföretag redovisas till anskaffningsvärde efter avdrag för eventuella nedskrivningar. I anskaffningsvärdet ingår köpeskillingen som erlagts för aktierna samt förvärvskostnader. Eventuella kapitaltillskott läggs till anskaffningsvärdet när de uppkommer.

Kundfordringar/kortfristiga fordringar
Kundfordringar och kortfristiga fordringar redovisas som omsättningstillgångar till det belopp som förväntas bli inbetalt efter avdrag för individuellt bedömda osäkra fordringar.

Låneskulder och leverantörsskulder
Låneskulder och leverantörsskulder redovisas initialt till anskaffningsvärde efter avdrag för transaktionskostnader. Skiljer sig det redovisade beloppet från det belopp som ska återbetalas vid förfallotidpunkten periodiseras mellanskillnaden som räntekostnad över lånets löptid med hjälp av instrumentets effektivränta. Härigenom överensstämmer vid förfallotidpunkten det redovisade beloppet och det belopp som ska återbetalas.

Nedskrivningsprövning av finansiella anläggningstillgångar
Vid varje balansdag bedöms om det finns indikationer på nedskrivningsbehov av någon av de finansiella anläggningstillgångarna. Nedskrivning sker om värdenedgången bedöms vara bestående och prövas individuellt.

Leasingavtal
Leasingavtal klassificeras som finansiell eller operationell leasing. Finansiell leasing föreligger då de ekonomiska riskerna och förmånerna som är förknippade med ägandet i allt väsentligt är överförda till leasetagaren. I övriga fall föreligger operationell leasing. Företaget redovisar samtliga leasingavtal, såväl finansiella som operationella, som operationella leasingavtal. Operationella leasingavtal redovisas som en kostnad linjärt över leasingperioden.

Inkomstskatter
Allmänt
Total skatt utgörs av aktuell skatt och uppskjuten skatt. Skatter redovisas i resultaträkningen, utom då underliggande transaktion redovisas direkt mot eget kapital varvid tillhörande skatteeffekter redovisas i eget kapital.

Aktuell skatt
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

Ersättningar till anställda
Allmänt
Ersättningar till anställda avser alla former av ersättningar som företaget lämnar till de anställda. Kortfristiga ersättningar utgörs av bland annat löner, betald semester, betald frånvaro, bonus och ersättning efter avslutad anställning (pension). Kortfristiga ersättningar redovisas som kostnad och en skuld då det finns en legal eller informell förpliktelse att betala ut en ersättning till följd av en tidigare händelse och en tillförlitlig uppskattning av beloppet kan göras.

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Pensioner - avgiftsbestämda pensionsplaner
I företaget finns endast avgiftsbestämda pensionsplaner. Som avgiftsbestämda planer klassificeras planer där fastställda avgifter betalas och det inte finns förpliktelser att betala något ytterligae utöver dessa avgifter. Utgifterna för premierna redovisas som en kostnad när de anställda utför de tjänster som ligger till grund för förpliktelsen.

Ersättningar vid uppsägningar
Ersättning vid uppsägningar, i den omfattning ersättningen inte ger företaget några framtida ekonomiska fördelar, redovisas som en skuld och en kostnad när företaget har en legal eller informell förpliktelse

Nyckeltalsdefinitioner
Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

Resultat efter finansiella poster
Resultat efter finansiella intäkter och kostnader men före bokslutsdispositioner och skatter.

Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutning.

Not 2 Medelantalet anställda

	2023-01-01 -2023-12-31	**2022-01-01 -2022-12-31**
Medelantalet anställda	202	73

Bolaget har ett nytt beräkningssätt av medelantalet anställda under året. Även jämförelsetalen är justerade.

Not 3 Bokslutsdispositioner

	2023-01-01 -2023-12-31	**2022-01-01 -2022-12-31**
Förändring av överavskrivningar	-1 541 471	0
Mottagna koncernbidrag	7 750 000	0
	6 208 529	**0**

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Not 4 Inventarier, verktyg och installationer

	2023-12-31	2022-12-31
Ingående anskaffningsvärden	9 032 398	0
Inköp	4 369 690	4 510 840
Fusion	2 448 383	4 521 558
Utgående ackumulerade anskaffningsvärden	**15 850 471**	**9 032 398**
Ingående avskrivningar	-1 445 094	0
Årets avskrivningar	-2 537 398	-320 167
Fusion	-1 097 643	-1 124 927
Utgående ackumulerade avskrivningar	**-5 080 135**	**-1 445 094**
Utgående redovisat värde	**10 770 336**	**7 587 304**

Not 5 Andelar i koncernföretag

	2023-12-31	2022-12-31
Ingående anskaffningsvärden	13 547 998	5 565 100
Inköp	0	322 898
Aktieägartillskott	0	7 660 000
Utgående ackumulerade anskaffningsvärden	**13 547 998**	**13 547 998**
Ingående nedskrivningar	-9 825 000	-575 000
Återförda nedskrivningar	200 000	375 000
Fusioner	-3 897 998	-9 625 000
Utgående ackumulerade nedskrivningar	**-13 522 998**	**-9 825 000**
Utgående redovisat värde	**25 000**	**3 722 998**

Not 6 Specifikation andelar i koncernföretag

Namn	Kapital-andel	Rösträtts-andel	Antal andelar	Bokfört värde
Kunskapsförsk Lidingö AB	100	100	25 000	25 000
				25 000

	Org.nr	Säte
Kunskapsförsk Lidingö AB	559232-2639	Stockholms län

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Not 7 Disposition av vinst eller förlust

	2023-12-31
Förslag till vinstdisposition	
Styrelsen föreslår att till förfogande stående vinstmedel:	
balanserad vinst	2 415 331
årets vinst	7 750 000
	10 165 331
disponeras så att	
till aktieägare utdelas	7 750 000
i ny räkning överföres	2 415 331
	10 165 331

Not 8 Obeskattade reserver

	2023-12-31	2022-12-31
Ackumulerade överavskrivningar	1 541 471	0
	1 541 471	**0**

Not 9 Eventualförpliktelser

	2023-12-31	2022-12-31
Borgen för dotterbolag avseende hyreskontrakt	0	182 293 750
Garantiförpliktelser	3 838 645	3 207 395
	3 838 645	**185 501 145**

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Not 10 Uppgifter om ägarförhållande

Bolaget är ett helägt dotterbolag till Norlandia Förskolor org nr 556729-3765, som bedriver likartad verksamhet och tillhör den norska koncernen Norlandia Health and Care Group AS org nr 917 933 367

Företaget är moderföretag men med hänvisning till undantagsreglerna i årsredovisningslagen 7 kap 2§ upprättas ingen egen koncernredovisning.

Norlandia Health & Care Group AS, med säte i Oslo, Norge, upprättar den minsta koncernredovisningen och kan hämtas på Norlandias hemsida, www.norlandia.no. Den största koncernredovisningen upprättas av Hospitality Invest AS, org nr 985 096 546, med säte i Oslo, Norge och kan hämtas på www.hospitalityinvest.no

Den dag som framgår av min elektroniska underskrift

Kristin Voldsnes
Ordförande

Jennie Gränsbacke

Carl Lindstrand

Vår revisionsberättelse har lämnats den dag som framgår av min elektroniska underskrift

KPMG AB

Mikael Ekberg
Auktoriserad revisor

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Revisionsberättelse

Till bolagsstämman i Svenska Kunskapsförskolan Koncept AB, org. nr 559143-3510

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Svenska Kunskapsförskolan Koncept AB för år 2023.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Svenska Kunskapsförskolan Koncept ABs finansiella ställning per den 31 december 2023 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet Revisorns ansvar. Vi är oberoende i förhållande till Svenska Kunskapsförskolan Koncept AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen ansvarar även för den interna kontroll som den bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen för bedömningen av bolagets förmåga att fortsätta verksamheten. Den upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

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Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens förvaltning för Svenska Kunskapsförskolan Koncept AB för år 2023 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet Revisorns ansvar. Vi är oberoende i förhållande till Svenska Kunskapsförskolan Koncept AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Göteborg den dag som framgår av elektronisk underskrift

KPMG AB

Mikael Ekberg
Auktoriserad revisor

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SEALED BY Verified S1MHRQ3NA-R1EP2C53EA

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Activity log

RECIPIENT	ACTION*	TIMESTAMP (CET)	METHOD	DETAILS
Carl Henrik Widell Lindstrand	**Signed**	**04.06.2024 17:28**	**eID**	**Swedish BankID (DOB: 1972/10/17)**
carl.lindstrand@lindstrand.se	Authenticated	04.06.2024 17:28	High	Swedish BankID (SSN: 197210170051)
Kristin Voldsnes	**Signed**	**04.06.2024 19:11**	**eID**	**Norwegian BankID (DOB: 63/02/13)**
Kristin.Voldsnes@norlandia.com	Authenticated	04.06.2024 19:10	High	Norwegian BankID (SSN: 13026345019)
Jennie Charlotta Gränsbacke	**Signed**	**05.06.2024 08:32**	**eID**	**Swedish BankID (DOB: 1977/05/25)**
Jennie.Gransbacke@norlandia.com	Authenticated	05.06.2024 08:31	High	Swedish BankID (SSN: 197705251689)
MIKAEL EKBERG	**Signed**	**05.06.2024 18:01**	**eID**	**Swedish BankID (DOB: 1964/11/11)**
mikael.ekberg@kpmg.se	Authenticated	05.06.2024 18:01	High	Swedish BankID (SSN: 196411115576)

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NHC Group
Annual Report 2023

Norlandia Health & Care Group AS



NHC

Content

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INTEGRATION SERVICES
The state requires all asylum centers to offer a program for pre-school age children who don't go to kindergarten, like here in Hovelsåsen.

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Being the welfare innovator

"Across all our divisions, we strive to be a reference point for society. Key to that vision is to make employees proud and users satisfied. More than ever, there are new technologies and new methods available which can allow for great developments in the years ahead. We are thrilled to be a welfare innovator during these exciting times, ultimately contributing to making society more sustainable."

CEO remarks

We truly have become a leading welfare provider in the Nordics, with a significant footprint across Northern Europe. As we grow bigger, we notice that our investments in competence and quality can be allocated across a larger base, thus bringing the benefits of economies of scale to our end users. Going into 2024 with annual revenues effectively approaching 12 billion Norwegian kroner is proof of the trust placed in our companies and our people. Across a range of areas, society and individuals have needs which we have been selected to fulfill. As the growth in the number of people with needs continues to outpace the number of people available to serve them, the innovations, flexibility, efficiencies, and commitment to quality we offer will just become even more important. We recognize that the bar has been raised as to what is sustainable to the communities in which we operate: we must deliver on quality expectations within given constraints of funds and competencies available. A tough challenge, but that is what we are here for.

One thing that changed in 2023 was that we ratcheted up our innovation efforts across countries and divisions. New organizations were put in place, new mandates given. Through breakthroughs big and small, we expect to steadily increase the value we bring to customers. In the next pages, look for a sampling of concrete examples from the last few years of innovations from different parts of the company.

In Sweden, we observe hopeful signs that major labour unions are adopting a more pragmatic approach to private entities in Swedish welfare. We value the foundation for ongoing positive dialogue with Kommunal (Sweden's largest labour union) regarding key future issues and common challenges, especially in elderly care. Kommunal has publicly emphasized the need for private and public collaboration to develop elderly care and ensure equitable conditions for all providers, both private and public. We believe that transparent dialogue is crucial for addressing the future and enhancing care for Sweden's elderly population.

In Norway, municipal elections were held in September. The role of commercial providers in the welfare sector was indeed a persistent theme during the election campaigns. Especially for that reason, we were pleased to see political parties supportive of our activities performing well in a great number of places. We also anticipate a more favorable operational climate in several of these municipalities. To a greater extent than in the past, we let our voice be heard during the campaign season. We do not really desire to be a political player, but the need to counter claims with which we strongly disagree necessitated a certain degree of involvement. Over time, rhetoric evolves, sometimes in a positive direction. Given underlying fundamentals, such as the aging population and skilled-employees scarcity in our markets, we anticipate a more favorable political climate. With strong ethics, solid relations, and well-regarded services we are in a position to be a useful provider. Our topline growth is indeed evidence that we are a much needed partner for public decisionmakers.

Through breakthroughs big and small, we expect to steadily increase the value we bring to customers.

Climate change is one of the greatest challenges of our time. NHC takes this concern very seriously and our bond, issued in Q2 21, is sustainability-linked with specific ESG commitments. We wish and expect to be judged by our stakeholders on our ability to live up to our stated expectations for ESG performance. We work to reduce our emissions, protect the environment, and empower employees and customers to make more sustainable choices in their daily lives. The extreme weather we have seen over the last years in many parts of the world is a powerful reminder that all members of society must renew, intensify, and increase their commitments to actions which contribute to a sustainable environment. The COP28 UN Climate Change Conference which finished up in Dubai in December importantly acknowledged that fossil fuels were the cause of the warming climate for the first time. The final decision text from the conference called for the "transitioning away from fossil fuels in energy systems, in a just, orderly and equitable manner" to achieve net-zero emissions by 2050. NHC is absolutely contributing to this transitioning.

As a global community, we are worryingly short of the needed progress towards the Paris climate goals. I believe everyone – both individuals and organizations – must adopt the mindset and the resulting behaviors to contribute above and beyond what one may consider a "fair share" to reducing our climate burden. Across our divisions, we work on four prioritized areas within sustainability. We seek to minimize environmental impact by optimizing energy consumption, promoting recycling, and using eco-friendly materials. We strive to deliver sustainable services to customers by fostering community engagement and using renewable resources. We derive strength from true workplace diversity, taking care to recruit broadly and train with an inclusivity mindset. With this approach, we want to create a culture where all employees feel

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valued, respected, and able to give their unique perspective. Finally, we believe a market economy where we create value for all stakeholders is an environment to strive for.

2023 was the first full year when artificial intelligence (AI) truly dominated the attention of leaders within government and business. A report issued by NHO, the major Norwegian employer organization, estimated that generative AI could increase the average annual productivity growth from 0,6% to 1,3% in the period 2023 – 2040, with a peak of 2,1% in 2030. While putting a number on such an uncertain outcome is courageous, it is easy to see early evidence of productivity gains from this technology. Most employees of NHC do complex work which would put them in the category of knowledge workers; as such, we should expect their performance to be augmented using AI.

The health personnel commission in Norway chaired by Gunnar Bovim and the still active productivity commission in Sweden headed by Hans Lindblad (with a considerably broader mandate) both signal a need for increased productivity within our sectors. With smarter organization of services and more intense use of technology our societies must achieve a massive increase in productivity. On the flip side, we should see the emergence of a sustainability index by which service offerings are measured against available resources in the future: manpower, competencies, funds. Our strategic plan commits us to being on the forefront of productivity development.

We are deeply committed to being an attractive employer. In 2023, new efforts to attract and retain the right people climbed even higher on our agenda. We hear from recent hires that they made the decision to join based on career opportunities due to our size and breadth of operations, confidence in our ability to meet obligations and criteria for working conditions due to our scale, and our strong commitment to competence development at all levels of the organization.

In all our divisions, we saw new, creative initiatives in how we recruit. Preschool Netherlands fundamentally redesigned interaction with applicants, Aberia Norway pioneered audio in recruiting, Preschool Norway mobilized for unprecedented campus presence. To name just a few. We are better at sharing recruiting competence between divisions and expect further initiatives going forward; we are increasingly able to finely target groups of age segments and distinct competencies.



On December 13, we received the great news that we had won the legal case against the municipality of Oslo on the topic of reservations for non-profit entities. The previous city council aimed to ensure that no nursing homes were operated by private entities, only by the municipality and non-profit organizations. Therefore, they reserved a large nursing home tender exclusively for non-profits, preventing private companies from participating. We believed this to be contrary to the so-called procurement directive and the EEA Agreement on free competition. The Oslo District Court sought an advisory opinion from the EFTA Court on whether it is legal to favor non-profit organizations in operating health and care institutions. The EFTA Court's response was that it could be legal, but only under certain conditions. The case was then processed in the Oslo District Court in November and December of last year, where it was assessed whether these conditions were met. The judgment which was issued establishes that the conditions for reserving the above-mentioned competition for long-term care places in nursing homes for non-profit organizations were not met. This was partly because the reservation did not meet the condition of budgetary efficiency, and partly because the reservation does not appear as a necessary or proportionate measure. It should be noted that at the time of writing, an appeal has been filed. That said, the current court decision clearly supports the requirement for consistency and equal conditions, and even more importantly, it drives home the principle of real and unconditional focus on the end user.

In the spring of 2023, we completed the operational integration of Swedish Frösunda into NHC Group. Most significantly, our Individual & Family division (of which Aberia in Norway constitute a major part) was reorganized to incorporate Frösunda, with its very large and important operations within personal assistance & disability. The integration of the two companies has long been in the making. Frösunda and NHC have been under the same ownership since 2018, and a significant range of back-office synergies had already been realized. Our owners had repeated contact with the Frösunda owners even before 2018 about the possibility of a business combination, as they foresaw synergies and strength in joined forces. Now, we have realized a major leap in scale, scope, and synergies, making us one of the leading enterprises in the Nordics with a growing footprint in Europe.

Our preschool operation in Poland continues to evolve. Bialystok, a preschool with 200+ children, has been recognized as the best preschool in the region two years in a row. We established ourselves in a new city in Poland with the opening of a large new unit in Gdansk in August.

In Finland, we have partnered with the University of Jyväskylä to provide select employees with a program that is part of the early childhood education degree. This opens the opportunity to apply for teacher studies completed alongside work, known as the national 1000+ program. We have made their path easier: We formed our own Norlandia group, offered working hours for studies and paid the fees. Many employees have been motivated to participate; several groups of teacher students have graduated. Most of our students have applied to continue toward a degree.

A strong commitment to sustainability in the broadest sense has been evident in our preschools for years, under the banner of Go Green. Our preschools in Norway in 2023 formalized their cooperation with the organization Green flag and decided that the preschools will work toward Green flag certification.

In March, we opened a generation concept in Norrtälje in Sweden, Lilla & Stora Rospiggen. At this facility, we have a preschool and a nursing home in the same building. Children and elderly residents interact naturally and benefit from each other's company.

Within preschools, Quest is very much established as a much-anticipated tradition. For the current year, Water & oceans is the theme. Last year it was Colors. Quest entails deep-dives into aspects of the chosen theme which each local preschool finds interesting. All our hundreds of preschools in Poland, the Netherlands, Finland, Sweden, and Norway participate. Much joy, learning and curiosity is being sparked, both among children and employees.

Oksenøya nursing home in Bærum just outside of Oslo opened in February of 2023. It is an extraordinary building, and we are making it a showcase for the excellence in care we offer.

In Finland we have now opened four nursing homes/ generation units. Tuusula, the first one of these to open, scored an unprecedented 100 on the so-called Net promoter score (NPS) survey, a measure of the degree to which one would recommend a provider to others. Our pioneering franchise home care operation Allna will launch a personal screen-based follow-up by nurses in the second quarter of 2024.

Within Care Sweden, a research-oriented nursing home within GoCo Health Innovation City in Gothenburg opened in February of 2024. The location and approach of this nursing home opens the possibility of research-driven cooperation with a range of new organizations.

True to our aspiration of being a welfare innovator, the Care division in Sweden has pioneered untraditional activities for the elderly. At Gutasund nursing home in Uppsala, significant resources have been invested in training employees as yoga instructors. The physical ambience of the yoga studio has also been carefully considered. This new form of exercise has been warmly embraced by residents. Now, the division is pushing the innovation further, by introducing Virtual reality (VR) as part of the yoga experience.

The educational program "Confident professionals in Aberia and Aurora" reached its peak last spring, with gatherings for both managers and employees. The Aberia Academy is being further developed, to ensure an optimal onboarding process.

Our newly built facility for Aberia near Moss, Norway was officially opened right before summer, the product of excellent cooperation between NHC Property and the division Individual & Family. Innovative solutions for the benefit of both users and employees result from our unique insights.

With the influx of Ukrainian refugees to Norway, the interpretation services within Hero saw all time high demands. A major interpretation contract with the police districts in Norway was awarded with a september start.

The accommodation services in Norway within Hero saw a modest decline in revenues, as the services mix shifted from temporary acute services to ordinary long-term contracts. As of March 2024, we operate 35 accommodation centers in Norway. In Germany, accommodation services grew 236% year over year. We now operate 9 reception centers in Germany.

Our company is experiencing a high volume of project inquiries, reflecting strong market demand for our specialized expertise in property development. We find ourselves in a fortunate position within the real estate market, less affected by the downturns that have impacted the sector more broadly. We are not just keeping pace but are actively expanding, particularly with new projects underway in Norway and Sweden. This expansion is part of our broader strategy to professionalize and enhance our operations, drawing on the pool of talent and expertise we have cultivated, not only locally but across our international markets as well.

One notable property project that highlights our approach to smart public-private partnerships is the Myklebust project in Herøy municipality. With preschool overcapacity in the area, we were able to repurpose part of a preschool building to a facility for children with special needs. This initiative serves as a benchmark for how private and public sectors can collaborate effectively, combining strengths to deliver projects that are both innovative and community-centric. Our activities in Sweden are also ramping up, especially in the so-called LSS area, which relates to facilities for users with certain functional impairments, reflecting our

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commitment to broadening our impact and reaching more communities through thoughtful development projects. "Voksentoppen" is another ambitious project we're undertaking, providing Aberia with an Oslo based property cluster for providing respite care related to users with a range of disabilities.

To spearhead our property development efforts and integrate them more closely with our overarching corporate strategy, we've recently appointed Erlend Haugseth as the CEO of our Property Division. Erlend's inclusion in the NHC Group management team is a strategic move, anticipated to drive our property development ambitions forward with renewed focus and energy. Under his guidance, we're set to advance our project portfolio significantly, further solidifying our position as a leader in the property development sector.

The devastating war in Ukraine has now entered its third year. Employees from all our companies supported the organization Misto dobra in Ukraine with money and activities last year. Misto dobra is an organization operating in Western Ukraine to provide shelter and care to orphans and women. The war has resulted in an explosion in the necessity for their services. Employees of our company travelled there on two occasions in 2023 and brought back emotional stories of immense need. I am glad that our company has been able to help the organization directly financially, and that we also see a great desire among employees to contribute.

Across all our divisions, we strive to be a reference point for society. Key to that vision is to make employees proud and users satisfied. More than ever, there are new technologies and new methods available which can allow for great developments in the years ahead. We are thrilled to be a welfare innovator during these exciting times, ultimately contributing to making society more sustainable.

Regards,



Yngvar Tov Herbjørnssønn
CEO



Aberia therapist Johan Holand with one of the children in Misto Dobra, November 2023.

CARE

We contribute to people having a good life every day, whether they are in nursing homes or patient hotels, have personal assistance, or home care. We do this by providing person-centered care based on more than twenty years of experience.

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Some of our brands

Preschools

Norlandia PRESCHOOL

KIDSA

wekita

Integration services

HERO

Individual & family

frösunda

aberia

aurora OMSORG

Property

NHC PROPERTY

Care

norlandia care

äldreliv

Alina



PRESCHOOLS

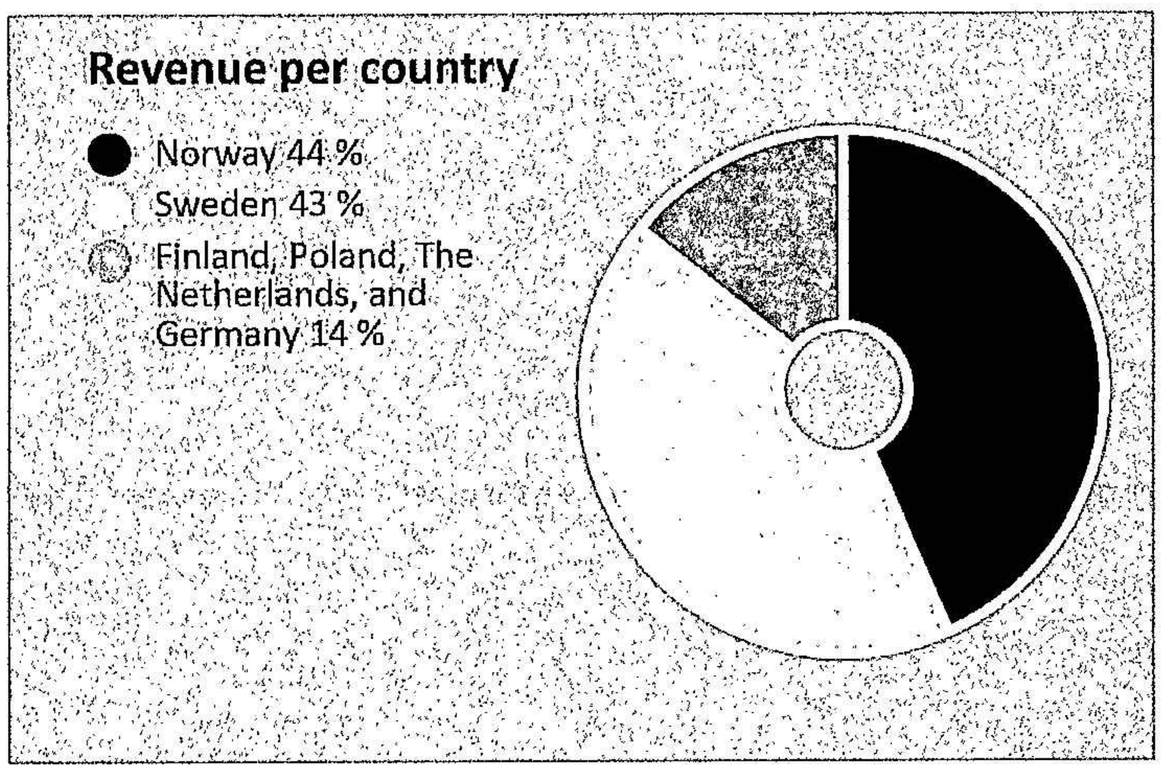
We create a safe environment where children can learn and grow. A good start in childhood is of lifelong value to society.

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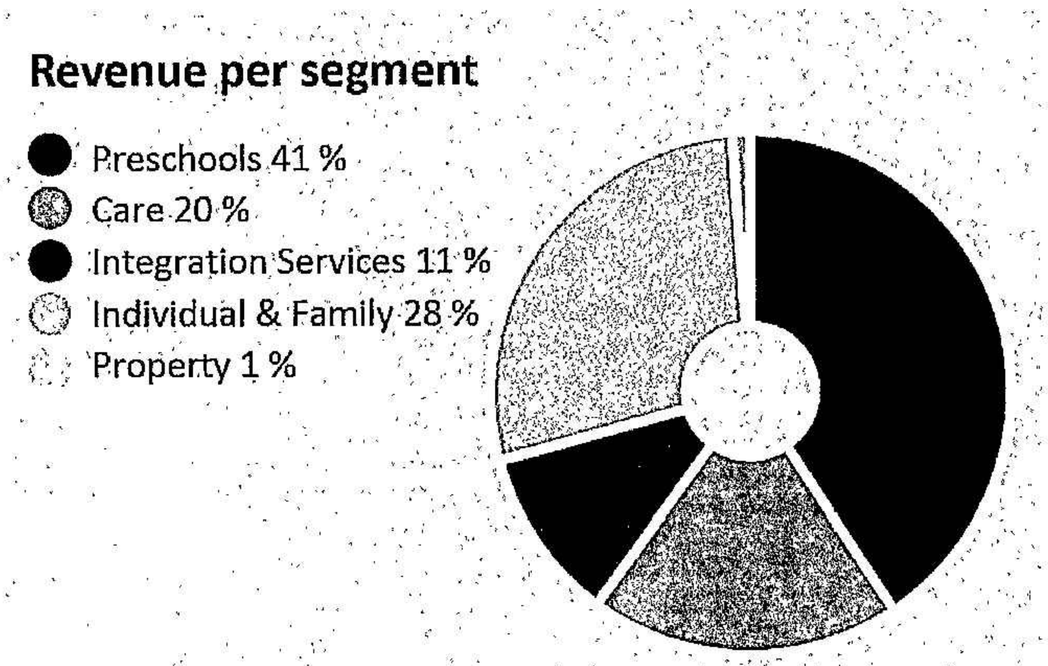
19,000
EMPLOYEES

33,000
USERS

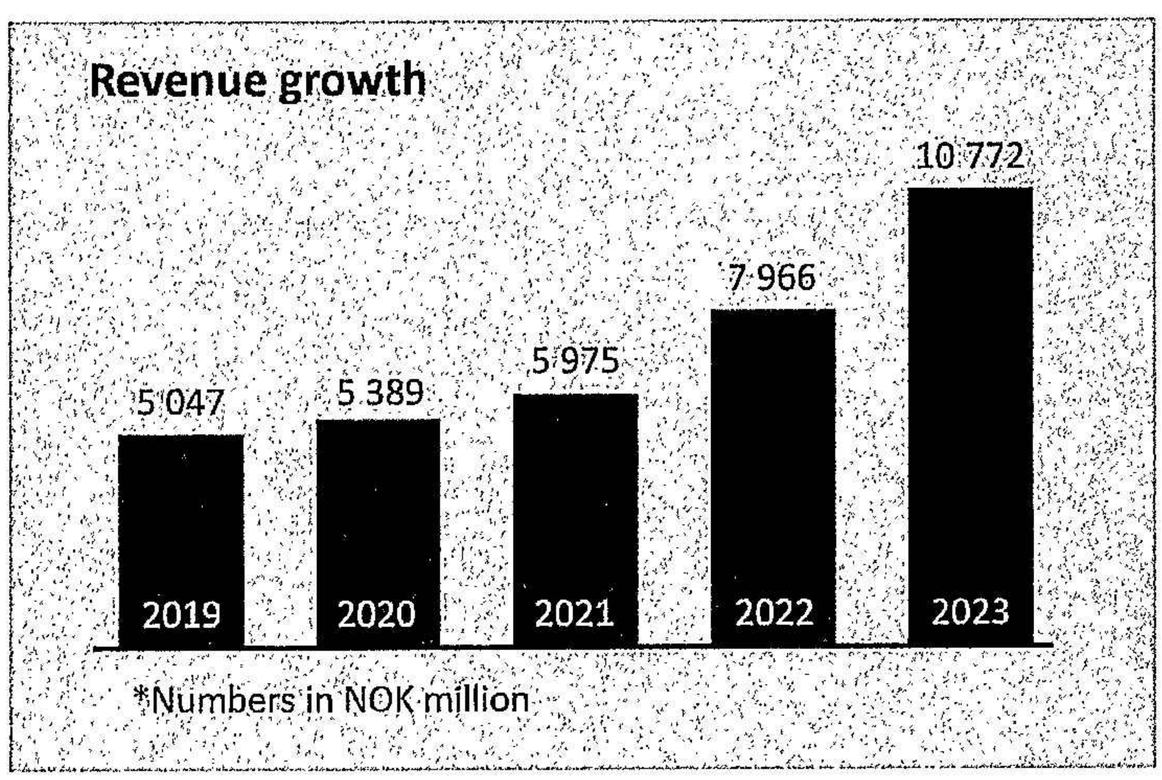
Revenue per country



Revenue per segment



Revenue growth



*Numbers in NOK million

725
UNITS

Segments

Preschools
Preschools
Out of school care
Generation concept

Care
Elderly care
Patient hotels
Home care
Generation concept

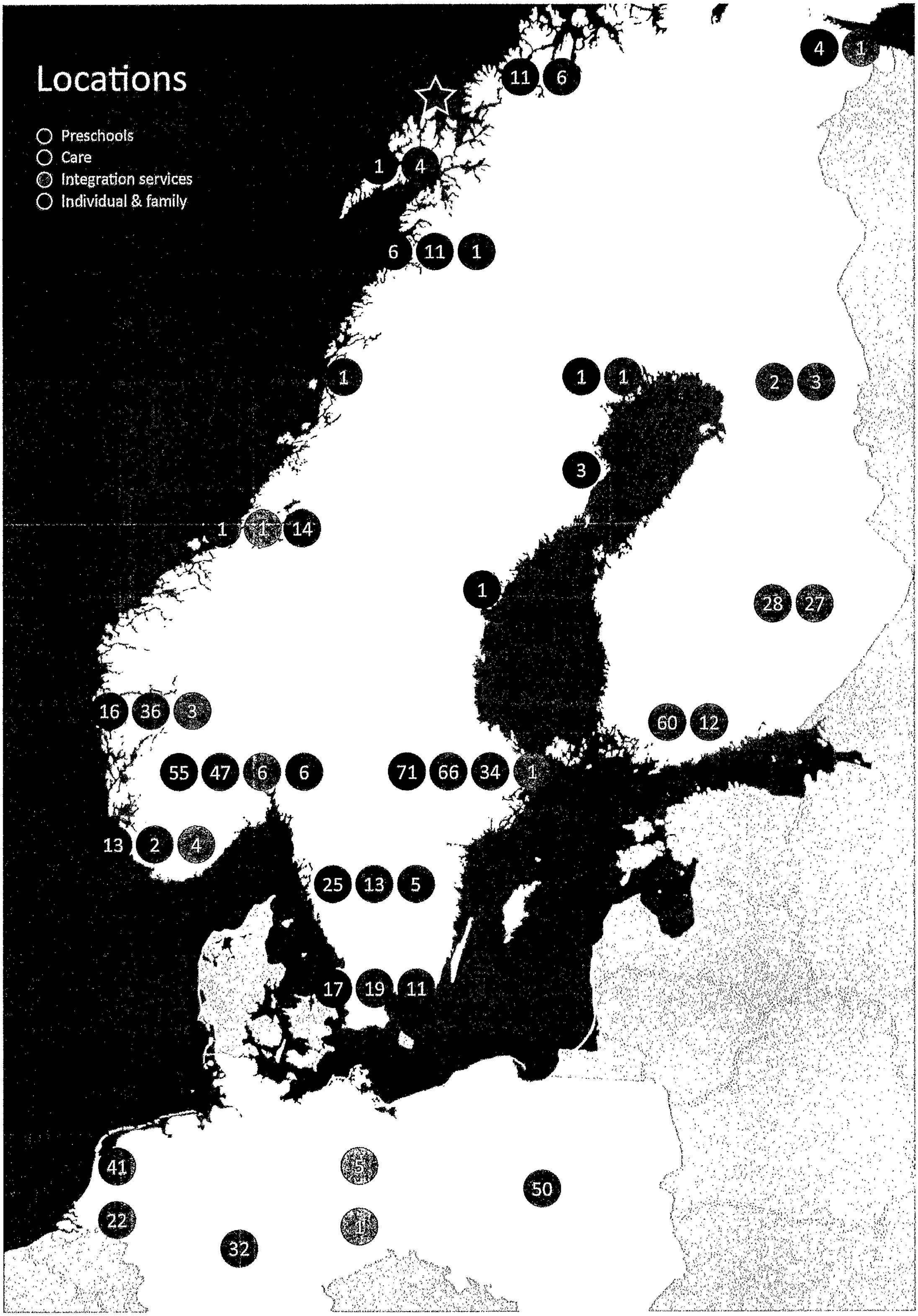
Integration services
Reception centres/ accommodation
Interpretation services

Individual & family
Child care/foster homes
Assisted living
Personal assistance (BPA)
Rehabilitation

Property
Development, acquisition and sale of real estate

Locations

- Preschools
- Care
- Integration services
- Individual & family

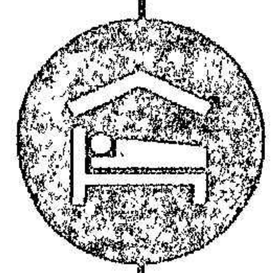


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Group history

1990

The two brothers, Kristian and Roger Adolfsen, acquire their first hotel







1995

Kristian and Roger Adolfsen acquire twelve hotels between 1990 and 1995 and establish the Norlandia brand in 1995

1997

Norlandia Care AS was established as a spin off from Norlandia Hotels & Resorts together with Claes Forsberg, Tommie Borsand and Nina Torp Høisæter

2007

The Nordic private equity company FSN Capital acquires 45% of Norlandia Care AS

2008

Kristian and Roger Adolfsen and partners establish preschool company ACEA Holding AS together with Even Carlsen and Benn Eidissen

2010

Kristian and Roger Adolfsen establish Aberia Healthcare together with Nina Torp Høisæter

2011

Norlandia Care buys out FSN Capital. Norlandia Care Group AS (NCG) is created as a merger between Norlandia Care AS and ACEA Holding AS

2014

The owners acquire a majority stake of integration services company Hero Group from ISS

2015

NCG acquires Kosmo, a major Swedish elderly care operator

NCG acquires 100% of preschool company Kidsa

2016/2017

Kristian and Roger Adolfsen acquire all minority stakes in NCG, Hero, Aberia and Kidsa and merge them to form the NHC Group

2018

The owners acquire Swedish health care operator Frösunda. While Frösunda is not part of NHC, there is increasing cooperation between the two companies

2019

NH Europe is established as a joint venture (JV). NHC owns 49% and Hospitality Invest owns 51% of the company. NH Europe is operated by NHC and has acquired several preschool chains in the Netherlands, Finland and Sweden.

2020

Our Front line heros fought corona

2021

NHC aquires preschool company Gnist and 100 % of NH Europe

Issuance of Sustainability linked bond

2022

Aquistion of Kunskapsförskolan

2023

Frösunda fully integrated in NHC

The welfare innovator

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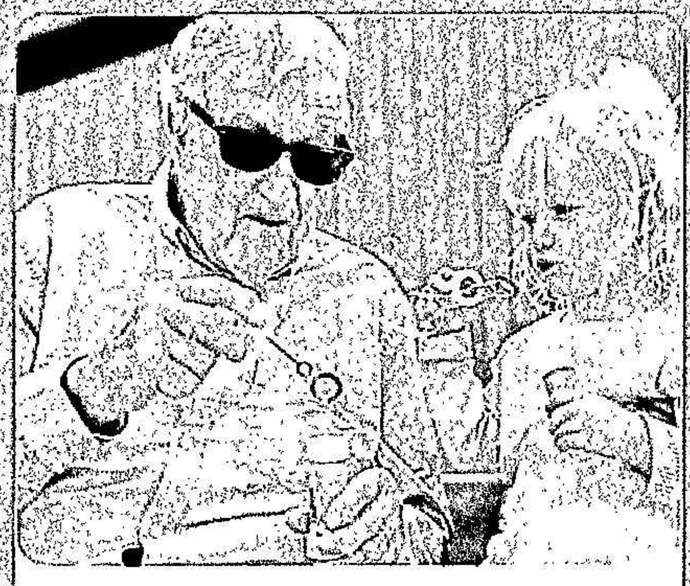
STIMULATING CURIOSITY

QUEST is an annual event in our preschools. Over months, children and employees explore, learn and share about aspects of that year's Quest theme. The theme is new every year. The core purpose of Quest is to stimulate curiosity in children and employees. In the last few years, the themes have been Water & oceans, Color, Being together, and Heroes. All our preschools in Poland, the Netherlands, Finland, Sweden, and Norway participate in Quest.



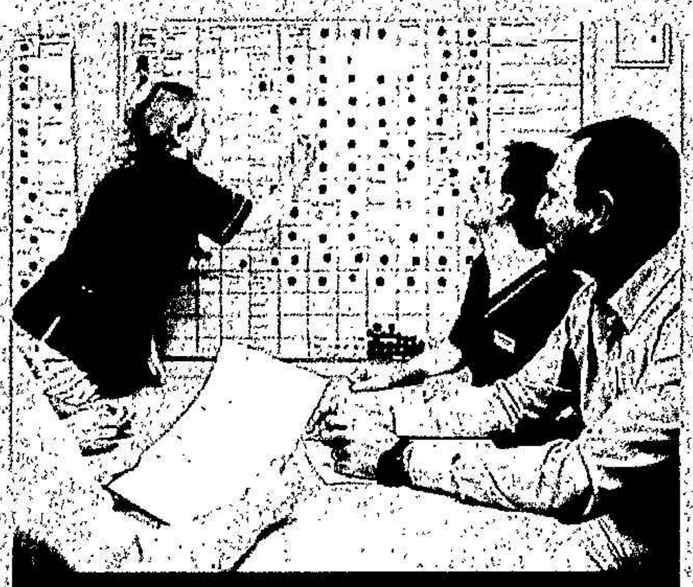
CONCEPTUAL ARCHITECTURE

Aberia and NHC Property have collaborated on the development of a new type of building that improves everyday quality of life for our residents and staff. Actively abandoning an institutional feel, the building has the welcome ambience of a residence and is tailored to the needs of our target group with careful thought given to material selection, lighting, overview possibilities, flexibility, and conditions for good experiences.



BRIDGING GENERATIONS

Our first foray into a generation concept was done in Tuusula, Finland. Within a specifically constructed building, elderly residents and children in a preschool coexist for great mutual benefit. We have spread the concept to Sweden, and at our unit Rospiggen in Norrtälje, the generations meet in a natural way. Health-promoting physical activities, small excursions, storytelling sessions, singing & music, conversations, baking, and meal preparations are done together. A lively living environment is the result.



INTERNATIONAL RECOGNITION

In cooperation with the Directorate of health in Norway, Oppsalhjemmet nursing home developed boards with a format which facilitated that important clinical information about residents was rapidly and precisely conveyed between staff. The boards became the centerpiece of what are called board meetings. The practice received international attention and have spread to man other nursing homes.



HEALTHIER KIDS

JUMP is a resource for physical activity in our preschools. Originally developed in Sweden under the name Skuttet, JUMP was further enriched by internal and external contributors in Norway. JUMP provides a systematic approach to stimulating a wide range of motor skills in kids with a diverse set of suggested activities. Ultimately, JUMP contributes to cognitive and social skills in kids.



PALLIATIVE PIONEER

"Five Choices for Dignity" is a tool for capturing end of life choices for nursing home residents. This pioneering project introduced a document designed to empower residents by allowing them to outline their preferences for palliative care, medical treatment, human care, who doctors should consult when residents aren't able to express themselves, and end-of-life wishes. The guidelines are now used in many other places in Norway.



SOUNDS LIKE SUCCESS

Aberia's massive focus on recruitment power and employee satisfaction is yielding results. One of the innovations is audio-based job advertisements. Thousands of candidates have listened to our podcasts where employees talk about the joy, motivation, and content of the job.



VIRTUAL YOGA – REAL RESULTS

At Gutasund nursing home in Uppsala, we have taken a very thorough approach to introducing yoga to the residents. Significant resources have been invested in training employees to appropriately lead the yoga sessions. Special care has also been given to the design and contents of the physical space of the dedicated yoga studio. A next step has been taken by using Virtual reality (VR) to further enrich the yoga experience.



DIGITAL ON-BOARDING

With reception centers spread all over Norway, Hero has had a special incentive to innovate in the use of digital tools for training of employees. Hero has developed 7 different specially adapted courses for the platform Learnifier. Especially the courses for new employees and for reception managers have been valuable. Using images, text, and videos, the courses provide a good initial orientation and introduction to the company.



LGBTQI CHAMPION

As the first nursing home in Sweden, Hanveden provides an LGBTQI-sensitized offering for individuals in need of somatic care and support in an open and inclusive living environment. Whether you are gay, bisexual, transgender, queer, intersex, or simply feel a strong affinity with the LGBTQI world – everyone is welcome with us. Employees at Hanveden are certified by the Swedish national LGBTQI association to ensure that we meet the specific needs and desires of this community.



TRAINING FOR SAFETY

Systematic and innovative competence development makes Aberia a focal point of the industry caring for people with special needs. Aberia has developed its own school – the Aberia Academy – that offers, among other things, theoretical and physical training in injury prevention and averting harm. Our instructor, Stine Haugen, drills the staff in all imaginable variations of physical outbursts. This provides the service recipients and employees with the safety and security they need.



MEANINGFUL MEALS

MatMedSmak is our food and meal concept in the preschools. Realizing that food is much more than nutrition, we train employees to use the meal situation to facilitate social interaction and have conversations. We are curious about new taste experiences, the origin of the food on our plate, and the methods of production and preparation. We involve the children in the preparation of meals as much as possible.

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INDIVIDUAL & FAMILY

By creating security and meeting others with respect, we give people the support, assistance and resources they need in their life situations.

Board of directors



Kristian A. Adolfsen

FOUNDER AND
CHAIRMAN OF THE BOARD OF DIRECTORS
Kristian has an MBA from the University of Wisconsin and a Master of Science in Business Administration from the Norwegian Business School, BI (sivil-økonom). He has more than 30 years of business experience. He has founded a number of companies within the Adolfsen Group and holds several directorships.



Roger Adolfsen

FOUNDER AND
MEMBER OF THE BOARD OF DIRECTORS
Roger has an MBA from the University of Wisconsin and a Master of Science in Business Administration from the Norwegian Business School, BI (sivil-økonom). He has more than 30 years of business experience. He has founded a number of companies within the Adolfsen Group and holds several directorships.



Ingvild Myhre

MEMBER OF THE BOARD OF DIRECTORS
Ingvild qualified as a Chartered Electro-Engineer at the Norwegian University of Science and Technology (NTNU). She was formerly the Managing Director of Alcatel Telecom, Telenor Mobile and Network Norway. Ingvild is currently self-employed. She has had, and continues to hold, a number of directorships in public and private enterprises.

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The board of directors' report 2023

COMPANY
Norlandia Health & Care Group AS ("NHC") is a leading Nordic provider of care services operating within the five segments; Preschools, Care, Integration Services, Individual & Family and Real Estate. The parent company is headquartered in Oslo, Norway.

OPERATIONS
Preschools
The Preschools segment includes the preschool activities within Norlandia and Kidsa. Per year-end 2023, Norlandia Preschools and Kidsa Barnehager *operates 435 preschool units in Norway*, Sweden, Finland, Netherlands, Poland and Germany, an increase of 14 units year-on-year. 32 of the units are owned 50% and operated by Wekita (Germany) and consolidated as an associated company. The demographic development in population varies within each country, Our operations are mainly centrally located within urban areas.

Care
Norlandia Care provides services within institutional elderly care, patient hotels and home care services in Norway, Sweden and Finland. As of year-end 2023, 63 elderly care homes were operated by Norlandia, of which 43 were in Sweden, 2 were in Norway and 6 was in Finland. 18 of the homes were own-management projects, including a Generation Concept (preschool and elderly care). Norlandia also operates 1 patient hotels in Norway, and 1 in Finland. Additionally, Norlandia has home care services in Finland, Norway, and Sweden.

Integration Services
The integrations services are offered through Hero Group AS. The company was established in 1987 and has grown to become one of the largest private providers of care services related to forced migrants, refugees and asylum seekers in Norway. In addition, Hero operates several reception centers in Germany. The group has extensive *competence and experience acquired* through near 40 years of operations. The service offering includes reception centers for asylum seekers and interpretation services.

With the tragedy of the war in Ukraine, Hero has been central in the Government's effort to provide accommodation for Ukrainian refugees. With the long-term experience and resources across segments, Hero has succeed to offer security for many of the victims in this tragedy. There is high activity within Hero as acute accommodation is scaling down and replaced by an increasingly number of *long-term contracts*.

Individual & Family
The services within the Individual & Family segment are provided by Aberia and as from February Frösunda Omsorg and Frösunda Personlig Assistans. The division is a leading Nordic provider of health-, welfare- and care services for children and young as well as people with physical and mental disabilities. The group was established in 2010 and has grown to become a significant player in the Nordic market. The services are divided in three main areas: services related to childcare institutions and foster homes; care services for people within all age groups with physical and mental disabilities; and respite care and personal assistance. Most of the contracts in the group are with the government, municipalities, or city district authorities.

Real Estate
NHC Property is a real estate developer for Norlandia Health & Care Group (NHC). As part of NHC's business model, NHC Property develops or acquires care related real estate, for NHC operations. Normally, the various properties will subsequently be divested based on a long-term lease contract with NHC.

COMMENTS TO THE CONSOLIDATED FINANCIAL STATEMENTS
The Group's revenues increased from NOK 7,934.1 million in 2022 to NOK *10,696.4 million in 2023 primarily* explained by Frösunda entering the group.
Profit from operations came in at NOK 434.2 million in 2023, down from NOK 476.6million in 2022. Net finance amounted to NOK -482.2 million for the year, influenced by net unrealized currency loss of NOK 7.0 million. Consequently, net profit decreased from NOK 169.5 million in 2022 to NOK -25.8 million in 2023.

IFRS-16 was adopted on 1st January 2019, and had a net effect on profit before tax, of NOK -98.8 million in 2023. *This is explained by increased* depreciation charges of NOK 798.1 million, finance charges of NOK 209.5 million and a reduction of real estate gains of NOK 24.8 million, partially offset by reduced leasing expenses of NOK 933.5 million.
The Group generated cash flow from operating activities of NOK 1,258.3 million in 2023 up from NOK 956.2 million in 2022, positively affected by change in working capital. Net cash flow from investing activities amounted to NOK -43.6 million, up from NOK -98.8 million in 2022, explained by lower proceeds from sale of assets and cash balance from acquired business. Financing cash flows amounted to NOK -1,154.7 million, down from NOK -882.9 million in 2022, the difference mainly explained by repayment of debt and increased lease in 2023.

As of 31.12.2023, the Group had a cash balance of NOK 346.0 million, up from NOK 271.7million one year prior. In addition, the Group has a revolving credit facility of NOK 350 million with DNB. As of 31st December 2023, NOK 289.7 million was drawn.

The Group had total assets of NOK 13,133.4 million per year-end 2023, compared to NOK 9,766.5 million in 2022. Total non-current liabilities amounted to 9,277.3 million, significantly up from 2022, with the increase reflecting lease liabilities and tap-issue *from bond.*

Per 31st December 2023, the Group's total equity amounted to NOK 952.1 million, up from NOK 601.2 million in 2022.
The Group's financial position is sound and adequate to settle short-term obligations with the Group's liquid assets.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by EU.

COMMENTS TO THE PARENT COMPANY FINANCIAL STATEMENTS
Operating profit for the parent company amounted to NOK -15.0 million in 2023, down from NOK -7.8 million in 2022. Net financial items decreased from NOK 161.2 million in 2022, to NOK 76.3 million in 2023, reflecting interest paid on the bond offset by received group contributions. Net income amounted to NOK 47.3 million in 2023, down from NOK 122.0 million in 2022.

Total assets per 31.12.2023 were NOK 3,966.5 million mainly consisting of shares in subsidiaries which were an increase from NOK 2,732.3 million as of 31.12.2022.

Total liabilities per 31.12.2023 were NOK 2,715.0 million, which consisted of the listed NOK and SEK bond issues (adjusted for issuing costs). In addition, the parent company had short-term liabilities to group companies of NOK 48.7 million.

Total equity per 31.12.2023 amounted to NOK 1,251.4 million, up from NOK 805.7 million in 2022.

Use of Alternative Performance Measures
Alternative Performance Measures (APM) is understood as a financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework.

Norlandia Health & Care Group reports certain alternative performance measures in its financial reports as a supplement to the financial statements reported in accordance with IFRS.

The APMs are used consistently over time and accompanied by comparatives for the corresponding previous periods. Definitions: EBITDA: Earnings Before Interest, Tax, Depreciation and Amortization EBIT: Earnings Before Interest and Tax, Total Net Debt: As used in the incurrence test; total interest bearing debt less cash and cash equivalents.

The Group also use adjusted EBITDA to exclude the effects from IFRS 16, as these figures are relevant for monitoring capital and reporting to stakeholders.

Going concern
In accordance with the Norwegian Accounting Act §3-3a, we confirm that the financial statements have been prepared under the assumption of a going concern. This assumption is based on profit forecasts for 2024 and the Group's long-term strategic forecasts. The Group's economic and financial position is sound.

Future challenges and market outlook
The war in Ukraine is clearly a tragic humanitarian crisis, and along with the rest of the world, we at NHC are shocked by the developments that are unfolding. Hero, as Norway's largest operator of immigration and refugee centers, is consequently very much affected and central in the Government's ambition to establish accommodation for Ukrainian refugees. The number of refugees are still at a high level and the Government expect 35.000 arrivals in 2024. The work is continuing with intense focus and Hero aim to adapt to meet the current need.

While Covid-19 is receiving less public attention, it remains an uncertainty and risk going forward. The pandemic had a negative financial impact and all our markets and operations were affected in some degrees. For 2023 primarily the Elderly Care is affected through slow growth in occupancy, as the number of death among seniors have been high during the last years. This affect negatively as NHC has added new openings the last years and unites have not yet matured.

Additionally, the regulatory framework has a significant influence on the Group and our ability to deliver services with high quality. Political risk is therefore present as major shifts may have a significant impact in the way we deliver our services. Currently, these risks are clearly most evident in Norway. In December 2022, Norlandia filed a lawsuit in cooperation with other participants in the market to challenge the level of previous subsidies, and the regulation which governs these subsidies to be declared void. The lawsuit is based on a claim of disparate treatment of public and private preschools and aims at strengthening the preschools in order to treat children equally, independent of ownership, going forward.

In September, the Norwegian municipal election was held, and we regard the results highly positive, both in terms of certain local outcomes yielding a favorable climate for private providers and especially acknowledging the majority of the population's provable positiveness towards freedom of choice within welfare services. In an article published in Q4 2023, the important labor union
Kommunal in Sweden acknowledges the crisis within Swedish welfare and addressed the need for private and public cooperation to ensure quality, discarding the previously stated ambition of zero profits within welfare. This is necessary to establish sustainable and predictable conditions for serious service providers and most importantly ensuring an attractive workplace with competitive salary
levels for employees. Regardless of these positive events in the two most important markets for the Group, we continue to actively take steps to limit our exposure to unfavorable political- and market shifts through diversification across services, countries, and

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municipalities. In our view the political risk is at a low point in terms of financial impact for the Group. We see favorable opportunities and expect high organic growth in the years to come.

High inflation in all the countries where we operate and increasing interest rates impact the Group's profitability. Increased salaries, electricity prices and general costs have a negative effect on this year's results, as the current price level in most of our agreements does not take the currently increased cost level into account. We do, however, regard the weakened profitability in some segments as temporary, considering that most of the cost increases experienced in 2022 and 2023 over time will be reflected in future agreements through renegotiations or index clauses. In addition, we experience challenges related to staff shortages, in line with the overall market, and address this by new recruiting and retention practices.

Within Preschools; 2023 has been challenging due to the rapid inflation which is yet not fully compensated in the prices and shortage of staff. In 2022 NHC completed the acquisition of a Swedish preschool chain, Kunnskapsförskolan, consisting of 9 large operational units and 18 units under construction. With larger units we experience a longer period for the unit to mature. While this growth will have negative impact on our short-term financial performance, it strengthens both the long-term growth and diversification of our operations.

Our other international operations continue to perform well, with solid growth in revenues and profitability, despite inflation and tight labor market. The ramp-up phase in Poland is ongoing and occupancy is showing steady growth. We expect Poland to be a profitable operation going forward. Overall, the Preschools segment is progressing well, and we will continue to target effective and sticky growth in all our international markets.

Wekita, consisting of 32 units in Germany, is owned 50% by NHC and are consolidated as an associated company.

The Care segment continued to be heavily affected by Covid-19 in 2023, and occupancy levels in Sweden, by far our biggest market, are still below pre-Covid levels. In addition, the lack of personnel and high inflation have an unfavorable impact on financial performance. Over time, we expect that most of these cost increases will be reflected in future agreements through index clauses and our intensified discussions with municipalities regarding renegotiations of prices.

The long-term fundamentals for Care remain strong, although the short-term outlook is challenging. An official report from the Government on personnel within care clearly states a dramatically increase in number of elderly people, with no increase in personnel. The future cere services need to adopt these trends and need innovations.

We strongly believe that both the capacity and quality innovations provided by the private welfare companies will be required, in order to meet the growing demand for elderly care services, also with respect to quality.

Our operation in Norway is limited due to the low number of tender contracts. With the political change in several of the main Municipalities, we do except an increasing number of tenders for the coming years. E.g. Oslo Municipality has already announced several contracts to be tendered during 2024. In Oslo the tender for Home care services was won, and we expect positive financial development with the new contract.

In Finland, our operations have steady growth with several new openings during 2023. We will have some start-up cost for the new openings, but remain confident that these unites will contribute positively, once matured.

In Sweden, competition is intense and profit margins are thin. Although efficient operations and normalized occupancy will enable positive profitability, a shift towards own management operations is required and ongoing in order to see a meaningful improvement of profit margins. Sweden is highly influenced by the rapid inflation and the lack of personnel. Mitigating these effects is the top priority for the division in the short term. As we strongly believe in the long-term fundamentals, we currently retain some strategical positions even with some short-term losses.

Integration Services has been challenging since 2016 and up util 2021. We have retained our position as we believe there is a high strategical value in the position Hero has created over decades. With the outbreak of the war in Ukraine, this strategical position has had a crucial role in Norway´s ability to provide safety to refugees.

Accommodation Services in Norway opened more than 40 acute refugee centers with capacity to house over 10,000 refugees. A considerable share of these centers opened less than a week after UDI (The Norwegian Directorate of Immigration) first signaled the need for emergency preparedness. Through a collective effort from the whole NHC organization, Hero demonstrated an impressive ability to rapidly provide much needed support in a highly emergent situation, and we saw the full effect from this major upscaling from Q2 22 and onwards. Although the majority of the acute reception centers opened in 2022 have been closed and replaced by long-term ordinary reception centers, we expect continued high activity in the short term. Hero currently operates several ordinary reception centers in Norway and is the only company with frame-agreements in all regions. Further, there are multiple ongoing and planned tenders by UDI to prepare for a continued high number of refugees expected to arrive in Norway in 2024, both from Ukraine and other countries. UDI estimates a total number of 35,000

refugees in 2024, which is in line with the 2023 figures.

Germany have experienced a significant inflow of refugees during 2022 and 2023, and not only related to the war in Ukraine. We are operating a growing number of reception centers and have a meaningful profitability. We are actively pursuing various tender opportunities and remain comfortable in our position and the potential upside in a large and attractive market.

The Interpretation segment has gone through a comprehensive re-organization the recent years. The operations are growing and hit record high levels in numbers of assignments and solid profitability.

Through proactivity in all our markets and backed by the current performances and outlook, Hero is positioned to deliver solid revenues and healthy profitability also when the Ukrainian crisis ends. As everyone else, Hero intensely wishes for the Russian aggression and brutalities in Ukraine to end. For as long as it takes, Hero will remain a mobilized tool for immigration authorities to host asylum seekers and migrants in a respectful and dignified way.

In Norway, Aberia and Aurora omsorg continue the strong development, both in terms of revenue and profitability. The majority of the growth has been achieved organically through tender wins within our core operations. Further, the segment has been through a major restructuring to stream-line operations and focus its portfolio, implying that lossmaking
operations have been terminated or divested. The core operations are strong on quality and reputation, profitable and growing, and the segment is clearly moving in the right direction and should be generating healthy profitability going forward.

Following the acquisition of Frösunda in Sweden, our Individual & Family segment significantly increasing the segment's turnover and providing more stability in terms of profitability and diversification. We regard the consolidation as a perfect fit combining highly complementary competencies across the organizations in Norway and Sweden, with unrealized synergy potential, and have great expectations for the segment going forward.

2023 was another solid year for the Real Estate segment. During 2023 we have continued to develop our portfolio of properties and successfully secured financing for further growth and successfully closed transactions to secure further growth. Besides cash flow and profitability, most importantly, we expect the segment to support NHC's operating companies through access to good properties and solid long-term operations.

With a growing need for services within welfare, we observe a strong demand for social infrastructure that we provide within our Real Estate division. The number of elderly people is increasing, and the current capacity is significantly lower than the future requirements. Existing infrastructure especially within Care and Preschools in the mature markets is aging and needs to be replaced by new modern
buildings suited to provide high quality welfare services. With the future lack of personnel, new innovations are needed, to provide better and more efficient infrastructure and social meeting points. NHC Property has a well-diversified pipeline with both long- and short-term projects, including existing concepts and innovative property projects. The overall market for commercial real estate has been heavily challenged throughout 2023 with significant yield increases across real estate segments. Increasing interest rates and unstable economic conditions globally have dried up both the transaction and development markets in general. Although we have seen a slight softening in yields in our sales processes, we note that we outperform the overall markets significantly in terms of yield increase. NHC is regarded as a solid lease counterpart with a healthy portfolio and good diversification. Furthermore, we still experience high demand for our properties and healthy returns on investments. We believe this is a result of our companies being perceived as solid long-term tenants, strong company history, rational investment strategy and long-term collaborations.

FINANCIAL RISK

Overall view on objectives and strategy

The Group is exposed to financial risk in different areas, including exchange rate risk, market risk, credit risk and liquidity risk. The Group is continuously assessing these risks.

Market risk

The Group's business, results of operations and financial conditions depend principally upon conditions prevailing for childcare, individual and family (i.e. private foster homes, assisted living, user controlled personal assistance and rehabilitation) and elderly care services in the Nordic region. The individual and family segment is highly dependent on single orders made by the municipalities, and to some extent the North-European region, in particular, public policies and the political climate.

Furthermore, the demand for the Group's services is dependent on inter alia the birth rates and the longevity in the regions where the Group operates. Integration services will in addition to political decisions be affected by geopolitical situations which may lead to reduced number of immigrants and asylum seekers. Demand for private care services may decrease depending on a number of demographic and economic factors, including (but not limited to) birth rates, immigration, need for elderly care etc.

Up until the Ukrainian war, the intake of immigrants and asylum seekers was very limited in all countries in which the Group operates. If these countries implement politics which directly or indirectly limits the intake of immigrants and asylum seekers even further, this

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could have a material adverse effect on the Group. However, it should be noted that the current geopolitical situation with the war in Ukraine has a material impact on the demand for the Group's facilities and the Group's profits. Currently there is a high demand for the Group's services, especially within the Integration Services segment, leading to a profitable business. It can be expected that the demand for the Group's facilities and the profits will normalize when the war in Ukraine ceases. A different demographic development than previously seen, can have a material adverse effect on the future market which may negatively affect the Group's profitability and financial situation.

Exchange rate risk
The Group has operations in Norway, Sweden, Finland, the Netherlands, Germany and Poland. Currency fluctuations may have a negative effect on the Group's financial conditions and results of operations. The Group is predominantly exposed to the SEK/NOK exchange rate as the financial statements are presented in NOK and more than 40% of revenues are generated in SEK. However, the Group has a corresponding share of costs in SEK and about 50% of its bond debt is denominated in SEK, both representing natural hedges to the operations.

The Group has a growing exposure to the EUR/NOK exchange rate as operations in the Netherlands, Finland and Germany are growing. The Group is monitoring the exposure and may consider hedging this exposure in the future.

The Group is further exposed to changes in interest rates as most long-term debt in the Group is subject to floating interest rates. The Group has not established any interest rate hedging mechanisms.

Credit risk
The risk of losses on receivables is considered very low in the Group as a considerable part of revenues is towards governmental entities and municipalities. The Group has not yet experienced significant losses on receivables.

Liquidity risk
The Group's liquidity is sound, enabling each Group company to handle short-term obligations. The Group will continue to experience large movements in working capital, which will affect the cash position on any given month.

CORPORATE GOVERNANCE

NHC is a limited liability company organized under Norwegian law with a governance structure based on Norwegian corporate law. The Company's corporate governance model is structured to provide a foundation for long-term value creation through an efficient organization with solid management. A manual covering standards and routines for relevant corporate governance matters has been prepared by the administration and approved by the Board of Directors.

The Company has a one-tier board with three directors, including the two largest shareholders and one independent director. The governance structure is further based on the Norwegian Code of Practice for Corporate Governance and the Company is continuously seeking to adopt a larger part of the recommendations.
NHC publishes four interim financial statements in addition to the ordinary annual financial statements.

The financial statements shall satisfy legal and regulatory requirements and be prepared in accordance with the adopted accounting policies and be published according to the schedule adopted by the Board. The Group's Audit Committee consists of two board members.

Closing of accounts, financial reporting and key risk analysis are provided monthly to the Group Management. These monthly reports also include financials per segment, which are analyzed and addressed against set budgets.

In connection with closing of accounts for the various segments, business review meetings are held to identify risk factors and measures linked to important accounting items or other factors. The management also has separate meetings with the external auditor to review such risk factors and measures.

The Group has risk management processes in place within each subsidiary, which are adapted to fit the size, complexity and risk profile of each entity. The routines focus on managing risks as well as identifying opportunities.

THE WORKING ENVIRONMENT AND THE EMPLOYEES

The number of employees in the Group amounted to ~19,000 in 2023. The working environment is considered to be good and efforts for improvements are made on an ongoing basis. The Group aims to be a workplace with equal opportunities and seeks to prevent gender discrimination in all aspects of our operations.

Leave of absence is an important performance indicator and is measured throughout the Group's operational entities, but not on a consolidated basis. In 2023, there is still a high level of leave of absence, as reflected in the overall market.

We will encourage and empower our staff to be proactive on sustainable development matters both at work and in the community. We will strive to achieve a high degree of diversity in our working environment in all areas of NHC operations.

In relation to gender equality, NHC operates in segments which traditionally have been dominated by female employees. With that in mind, we seek a balanced representation of genders both in first line, middle manager, and senior leadership positions. Currently our gender balance at the senior level is as follows: Line CEOs (n=9): 30% women; country managers (n=15): 58% women; extended management group (n=56):

46% women. In sum, we are doing quite well and will keep up our attention on this important matter.

NORWEGIAN TRANSPARENCY ACT

In July 2022, the Norwegian Transparency Act (Nw. *Åpenhetsloven*) came into force. The Act requires enterprises to conduct due diligence assessments, i.e. they must look at both their own business, their supply chain and their business partners to find out where the major risks are. The assessment must be carried out in accordance with the OECD Guidelines for Multinational Enterprises and must publish an account of these due diligence assessments at an annual basis.

AS the NHC Group is a provider of health and care services, the group is exposed to a low level of human rights risks and decent working conditions in its own workforce. Risk is many related to third party contractors through products/services it purchases.

The formal Transparency Act statement, with results from the risk assessments and gap analysis, were made available on www.nhcgroup.org. The statement for 2023 will be published on NHC's website before 30 June 2024 and can then be downloaded from www.nhcgroup.org.

ENVIRONMENTAL REPORT

The Group's operations are not harmful to the environment and are not regulated by any special licenses related to waste handling. NHC Group will meet or exceed all legal requirements and be a good steward of all resources that falls under our company's influence and ensure that all potential adverse impacts of our operations on the environment are identified and appropriately managed.

As of 2023 our divisions – Preschools, Care and Hero Tolk (a part of Hero group) – are partly or fully certified on ISO 14001:2015. Preschools, Care and Hero Group are also ISO 9001:2015 certified. See also our ESG-report where we document our deep and wide range of environmental and sustainability actions and programs, together with ever evolving new initiatives. What is good for the environment, is good for NHC – we strive to do our share.

The Group's ESG initiatives signify our unwavering commitment to sustainability. Transitioning from CSR to ESG reporting, we've established a dedicated task force and conducted comprehensive materiality analysis. Our renewed vision as a welfare innovator and reference point for society guides our actions. We prioritize stakeholder expectations, evidenced by our green financing model and ISO-14001 certification. Our commitments focus on reducing value chain emissions, enhancing diversity and inclusion, ensuring workforce protection, designing sustainable solutions, and fostering economic value creation. We invite stakeholders to engage with us as we continue to strive for excellence in sustainability.

ALLOCATION OF INCOME IN THE PARENT COMPANY

Norlandia Health & Care Group AS' result for 2023 ended at NOK 47.3 million. The Board of Directors has proposed the net profit of Norlandia Health & Care Group AS to be allocated as follows: NOK 47.3 million to other equity.

INSURANCE FOR BOARD MEMBERS AND GENERAL MANAGER

The Group has insurance for members of the Board of Directors, CEO and managers for subsidiaries for liability incurred from the Group or any third party related to responsible actions or neglect in their role as board members or executive management of the Group.

Oslo, 29 April 2024
Board of Directors of Norlandia Health & Care Group AS

Kristian A. Adolfsen
Chairman of the Board

Roger Adolfsen
Member of the Board

Ingvild Myhre
Member of the Board

Yngvar Tov Herbjørnssønn
CEO

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Statement from the Board of Directors

Norlandia Health & Care Group AS' consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB®) and endorsed by the European Union (EU), and the additional Norwegian disclosure requirements following the Norwegian Accounting Act as of 31.12.2023. The separate financial statements for Norlandia Health & Care Group AS have been prepared in accordance with the Norwegian Accounting Act and Norwegian accounting standards as of 31.12.2023. The Board of Directors report for the group and the parent company is in accordance with the requirements of the Norwegian Accounting Act and Norwegian accounting standard, as of 31.12.2023.

To the best of our knowledge:

- The consolidated and separate annual financial statements for 2023 have been prepared in accordance with applicable accounting standards.
- The consolidated and separate annual financial statements give a true and fair view of the assets, liabilities, financial position, and result of operations as a whole as of 31.12.2023, for the Group and the Parent company.

The Board of Directors' report for the Group and the Parent company include a true and fair review of:

- The development and performance of the business and the position of the Group and the Parent company.
- The principal risks and uncertainties the Group and the Parent company face.

Oslo, 29 April 2024
Board of Directors of Norlandia Health & Care Group AS

Kristian A. Adolfsen
Chairman of the Board

Roger Adolfsen
Member of the Board

Ingvild Myhre
Member of the Board

Yngvar Tov Herbjørnssønn
CEO

Consolidated Statement of Comprehensive Income

Norlandia Health & Care Group - for the year ended 31 December 2023

(NOK 1 000)	Note	2023	2022
Operating revenues	4	10 696 424	7 934 106
Other income	4	75 742	32 276
Total operating revenues and other income		**10 772 166**	**7 966 382**
Cost of goods and services sold		(351 190)	(353 244)
Personnel expenses	5, 21	(7 639 998)	(4 985 897)
Depreciation, amortisation and impairment losses	8, 9, 12	(932 055)	(634 712)
Other operating expenses	24	(1 414 750)	(1 515 888)
Operating profit/(loss)		**434 173**	**476 641**
Finance income	6	11 301	3 268
Finance expense	6, 12	(486 349)	(301 200)
Net foreign exchange gains/(losses)	6	(6 974)	24 828
Net financial items		**(482 022)**	**(273 104)**
Share of net income from associated companies	11, 12	806	1 266
Profit/(loss) before taxes		**(47 043)**	**204 803**
Income taxes	7	12 500	(35 266)
Net income		**(34 543)**	**169 537**

Other comprehensive income

Net income		**(34 543)**	**169 537**
Items that may be subsequently reclassified to profit or loss			
Currency translation differences		44 617	(5 163)
Items that will not be subsequently reclassified to profit or loss			
Remeasurements of defined benefit pension plans	19	10 643	(10 042)
Income taxes related to defined benefit pension plans	16	(3 016)	2 209
Total other comprehensive income, net of taxes		**52 244**	**(12 996)**
Total comprehensive income		**17 701**	**156 541**
Net income attributable to:			
Equity holders of the parent company		(39 047)	169 396
Non-controlling interests		4 505	141
Total comprehensive income attributable to:			
Equity holders of the parent company		19 492	157 988
Non-controlling interests		(1 792)	(1 447)

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Consolidated Statement of Financial Position

Norlandia Health & Care Group - for the year ended 31 December 2023

ASSETS

(NOK 1 000)	Note	2023	2022
Non-current assets			
Property, plant and equipment	8	957 868	791 988
Right-of-use assets	12	6 548 205	5 171 842
Goodwill	9	3 175 224	1 994 598
Intangible assets	9	522 742	529 718
Deferred tax asset	16	224 964	109 543
Investment in associated companies	11	34 471	25 613
Other investments	3	21 346	25 403
Other non-current receivables	13, 21, 19	17 687	40 482
Total non-current assets		**11 502 508**	**8 689 186**
Current assets			
Inventories		7 742	5 552
Trade receivables	13	746 772	417 364
Other current receivables	13	530 433	382 672
Cash and cash equivalents	22	345 984	271 721
Total current assets		**1 630 931**	**1 077 309**
Total assets		**13 133 439**	**9 766 495**

Consolidated Statement of Financial Position

Norlandia Health & Care Group - for the year ended 31 December 2023

EQUITY AND LIABILITIES

(NOK 1 000)	Note	2023	2022
Equity			
Share capital	14	496 053	312 000
Other equity		448 625	288 937
Total equity attributable to owners of the parent		**944 679**	**600 937**
Non-controlling interest		(1 160)	235
Total equity		**943 519**	**601 172**
Liabilities			
Pension liabilities	19	1 364	6 279
Borrowings	15, 23	2 617 746	2 115 610
Lease liabilities	12	6 297 807	4 996 237
Deferred tax liabilities	16	218 311	146 421
Other non-current liabilities	20, 21	142 105	30 001
Total non-current liabilities		**9 277 333**	**7 294 548**
Trade payables	17	347 000	190 976
Borrowings	15, 23	381 600	71 388
Lease liabilities	12	764 107	531 245
Taxes payable	16	11 846	13 982
Other current liabilities	17	1 408 032	1 063 184
Total current liabilities		**2 912 586**	**1 870 775**
Total liabilities		**12 189 920**	**9 165 323**
Total equity and liabilities		**13 133 439**	**9 766 495**

Oslo, 29 April 2024

Board of Directors of Norlandia Health & Care Group AS

Kristian A. Adolfsen
Chairman of the Board

Roger Adolfsen
Member of the Board

Ingvild Myhre
Member of the Board

Yngvar Tov Herbjørnssønn
CEO

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Consolidated Statement of Changes in Equity

Norlandia Health & Care Group - for the year ended 31 December 2023

	Attributable to equity holders of the parent							
(NOK 1 000)	Share capital	Share premium	Other paid in equity	Retained earnings	Translation differences	Total equity to holders of the parent	Non-controlling interests	Total equity
Equity as of 1 January 2022	**312 000**	**167 784**	**-**	**(35 170)**	**16 360**	**460 974**	**11 000**	**471 974**
Net income	-	-	-	169 396	-	169 396	141	169 537
Other comprehensive income	-	-	-	(7 832)	(3 576)	(11 408)	(1 587)	(12 996)
Total comprehensive income	**-**	**-**	**-**	**161 564**	**(3 576)**	**157 988**	**(1 447)**	**156 541**
Contributions by and distributions to owners								
Group contribution to owner	-	-	-	(20 000)	-	(20 000)	-	(20 000)
Distribution to non-controlling interests	-	-	-	-	-	-	(214)	(214)
Transactions with non-controlling interests	-	-	-	1 976	-	1 976	(9 106)	(7 130)
Equity 31 December 2022	**312 000**	**167 784**	**-**	**108 369**	**12 784**	**600 937**	**234**	**601 172**
Equity 1 January 2023	**312 000**	**167 784**	**-**	**108 369**	**12 784**	**600 937**	**234**	**601 172**
Net income	-	-	-	(39 047)	-	(39 047)	4 505	(34 543)
Other comprehensive Income	-	-	-	7 627	50 913	58 540	(6 296)	52 244
Total comprehensive Income	**-**	**-**	**-**	**(31 421)**	**50 913**	**19 492**	**(1 792)**	**17 701**
Contributions by and distributions to owners								
Capital increase	184 053	204 406	-	-	-	388 459	-	388 459
Group contribution from owner	-	-	10 005	-	-	10 005	-	10 005
Effect of business combination under common control	-	-	-	(74 214)	-	(74 214)	-	(74 214)
Distribution to non-controlling interests	-	-	-	-	-	-	(144)	(144)
Transactions with non-controlling interests	-	-	-	-	-	-	541	541
Equity 31 December 2023	**496 053**	**372 190**	**10 005**	**2 734**	**63 697**	**944 679**	**(1 160)**	**943 519**

Consolidated Statement of Cash Flow

Norlandia Health & Care Group - for the year ended 31 December 2023

(NOK 1 000)	Note	2023	2022
Cash flows from operating activities			
Profit/(loss) before taxes		(47 043)	204 803
Adjustments for:			
Depreciation and amortisation	8, 9, 12	932 055	634 712
Share of net income from associated companies	11	(806)	(1 266)
Gain/(loss) on sale of real estate and business		(74 709)	(32 276)
Net financial items		482 022	273 104
Changes in working capital			
Increase/(decrease) in trade and other receivables		(212 170)	(201 993)
Increase/(decrease) in inventories		(2 190)	2 598
Increase/(decrease) in trade and other payables		260 735	85 368
Increase((decrease) in provisions and employee benefits		8 421	18 541
Cash generated from operations		**1 346 315**	**983 591**
Income taxes paid		(33 169)	(27 342)
Net cash flows from operating activities		**1 313 147**	**956 249**
Investing activities			
Proceeds from sale of assets		60 327	181 697
Purchases of property, plant and equipment	8	(244 341)	(196 509)
Net investment in shares in associates and other investments	11, 20	(8 011)	(17 171)
Net investment in shares in subsidiaries	20	62 676	(69 166)
Net changes in financial receivables		19 282	(102)
Interest received		11 618	2 470
Net cash used in investing activities		**(98 449)**	**(98 781)**
Financing activities			
Repayments of non-current borrowings to finance institutions	15, 23, 18	(144 855)	(69 281)
Repayments of current borrowings to finance institutions	15, 18	-	(27 180)
Proceeds of current borrowings to finance institutions	15, 18	298 167	-
Proceeds from non-current borrowings from finance institutions	15, 18	34 136	17 518
Repayment of current bond	15, 18	(657 043)	-
Proceeds from non-current bonds	15, 18	501 371	-
Interest paid	6	(462 408)	(285 260)
Repayment of lease liabilities		(724 033)	(491 307)
Payment to non-controlling interests		-	(7 130)
Distribution to non-controlling interests		-	(213)
Group contribution to owners		-	(20 000)
Net cash (used in)/from financing activities		**(1 154 665)**	**(882 852)**
Net increase in cash and cash equivalents		60 032	(25 384)
Cash and cash equivalents at beginning of year	22	271 721	301 186
Exchange (losses)/gains on cash and cash equivalents		14 231	(4 082)
Cash and cash equivalents at end of year		**345 984**	**271 721**

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Notes to the consolidated statements

1. CORPORATE INFORMATION AND ACCOUNTING POLICIES

1.1 Corporate information

The consolidated financial statements of Norlandia Health & Care Group (the Group) consist of Norlandia Health & Care Group AS and its subsidiaries. Norlandia Health & Care Group AS is a multinational company headquartered in Oslo,.Norway. The Group operates in fields such as health care, preschools, integration services, individual and family services and real estate. The Group aspires to be the welfare innovator and driver of positive change, and as such improve people's lives through pioneering of new ideas and methods.

Norlandia Health & Care Group AS was established in December 2016. This was done by transferring the shares in Norlandia Care Group AS, Hero Group AS, Aberia Healthcare AS and Kidsa Barnehager AS, from Hospitality Invest to a newly incorporated and 100% owned subsidiary. The Group is owned by Hospitality Invest AS, Stork Industries AS and Cowry EV AS with Hospitality Invest AS being the majority owner as well as the ultimate parent company registered and domiciled in Oslo, Norway.

The consolidated financial statements of Norlandia Health & Care Group AS were authorised for issue in accordance with the Board of Directors' resolution on 29 April 2024 and can be downloaded from Norlandia Health & Care Groups' website www.nhcgroup.org.

1.2 Significant accounting policies

Basis of preparation

The consolidated financial statements of Norlandia Health & Care Group AS and its subsidiaries have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB®) and endorsed by the European Union (EU), and the additional Norwegian disclosure requirements following the Norwegian Accounting Act.

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

The consolidated financial statements have been prepared under the historical cost convention, as modified by valuing financial derivative instruments at fair value through profit or loss.

The preparation of financial statements in compliance with adopted IFRS requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements and their effect are disclosed in note 2.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

New standards, interpretations, and amendments

There are no changes in, or new accounting standards that have had a material effect for the Group´s financial statements for 2023.

Applied principles for the Group

Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns. The consolidated financial statements present the results of the company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

Business Combinations

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. Any goodwill that arises is tested annually for impairment.

The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

Business combinations under common control
There is currently no specific guidance on accounting for common control transactions that involve the transfer of control over one or more businesses under IFRS Standards, as IFRS 3 Business Combinations does not address the appropriate accounting for business combinations under common control. In the absence of specific guidance, the Group has developed and selected an appropriate accounting policy using the hierarchy described in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors as used in earlier years as well when this was relevant.

Considering relevant facts and circumstances for common control transactions, the principles used and assessed by the management is broadly described as predecessor accounting. The principles of predecessor accounting are that assets and liabilities of the acquired entity are stated at predecessor carrying values, and fair value measurement is not required. No new goodwill arises in predecessor accounting. Any difference between the consideration given and the aggregate carrying value of the assets and liabilities of the acquired entity at the date of the transaction is included in equity in retained earnings.

A prospective presentation method is applied, where the acquired entity's results and balance sheet are incorporated prospectively from the date on which the business combination between entities under common control occurred.

Non-controlling interests
Non-controlling interests are measured initially at their proportionate share of the acquiree's identifiable nets assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Investment in associates
NHC Group has investments in associates, which are entities in which the Group has significant influence but no control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investment in associated are accounted for using the equity method of accounting, after initially being recognised at cost.

Cash and cash equivalents
Cash and cash equivalents include cash in hand, deposits held at call with banks and other short term highly liquid investments with original maturities of three months or less. The Group's cash pool system is offset, with cash and overdrafts within the same cash pool system presented net.

Revenue recognition
Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount which reflects the consideration which the Group expects to be entitled to in exchange for those goods or services.

The Group's revenue from contracts with customers mainly comprise of services delivered. The Group also has some sales of goods, primarily food in preschools and in cantinas, which are immaterial to the total revenues and recognised as the food is served and is not disaggregated. As described below, the Group has multiple revenue streams in accordance with the segment it operates in, and has assessed the following performance obligations to exist for the contract with customers:

<u>Preschools</u>
This is the operation of kindergartens and accounts for almost half of the revenue. The operation is based on municipal approval of the individual kindergarten where the company's revenue consists of payment from the municipalities and payment from parents. Most of the payments are from the municipalities. Both are based on regulations where rates are updated annually. The transaction price is based on an amount per child within different age groups and is based on periodically counts of the actual number of children attending the respective kindergarten. The parents apply and choose kindergarten. Parents may change kindergarten at short notice, in which way parental payments stop. Payments from municipalities can be changed in the event of major changes in activity during the year.

What is promised to the customer is a kindergarten offer in accordance with applicable laws and regulations and adopted frameworks. The customer receives and consumes the benefits of the services as the kindergarten fulfils the performance obligation. The performance obligation is the promise to transfer to the customer a series of distinct services that are substantially the same and that have the same pattern of transfer to the customer. The revenue is recognised per day the kindergarten is open. Any adjustment in the number of children is a variable consideration that is allocated to the month in question. For the Norwegian operations, the payments are mainly received in advance in the beginning of the quarter four times each year, which also implies that there are no contract

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balances of significance at year-end. For the other countries payments is received every month. Parental payments take place every month.

Care

This is the operation of nursing homes and patient hotels, as well as the provision of home care services and other practical assistance. The contracts related to the operation of nursing homes and patient hotels have a duration of 5-7 years. For the home care services, the contract duration is 3-5 years.

For the operation of nursing homes in Norway, fixed monthly payments are received based on the number of places for which the nursing home is dimensioned, regardless of whether the places are in use or not. In Sweden the revenue varies per month due to the occupancy and number of days in the actual month. There are different types of places, short-term and dementia. For patient hotels, consideration is received based on actual occupancy, while for home care the consideration is determined based on the actual number of hours delivered. There is no minimum purchase beyond the agreed fixed monthly operating subsidy for nursing homes.

The performance obligation to the customer is to provide the respective services within the framework and guidelines set by the municipality as the client and central health authorities. The agreement is met through the 24/7 operation of nursing homes and patient hotels, as well as through delivery of the number of hours requested by users within the framework agreements related to the home care services. The customer receives and consumes the benefits of the services as the company satisfies the performance obligations.

For nursing homes, the company stands ready every day to deliver according to the agreed capacity. Although the actual number of seats used may vary slightly from day to day, a place does not stand empty for long, and it is considered that the legal requirement is met for each day that passes and revenue is recognised straight-line over the year.

For patient hotels and home care, there is no minimum purchase and no firm consideration. Everything is variable and the consideration can be attributed to the actual booking and the number of hours, which is also when the performance obligations are satisfied, and revenue is recognised. In practice, for patient hotels and home care, revenue is recognised at an amount equal to the transaction price we are entitled to invoice (IFRS 15.B16). Invoicing takes place in arrears for the current month, which means that there are no contract balances of significance at year-end.

Integration services

This is the operation of asylum reception, performance of interpreting services and language teaching. The duration of the contracts related to the operation of asylum reception is mainly 3 years. Interpreting services are mainly performed based on orders for individual assignments. For language teaching, access per course/course group is granted. Each course normally has a duration of one year.

For the operation of asylum reception, regular annual payment is received, and a variable part is paid based on the actual number of residents. The consideration for interpreting service is based on either fixed hourly rate or price per word when translating document. For language teaching, a fee per course is received. What is promised to the customer is to operate the asylum centers in accordance with the current guidelines of the public authorities, the provision of interpreting services, as well as the implementation of training activities. The performance obligations are satisfied through the 24-hour operation of asylum reception, through the provision of interpretive services based on actual demand and implementation of the course activities stipulated in the respective tenders.
The customer receives and consumes the benefits of the services as the company satisfies the performance obligations.
For asylum centers, the company stands ready to deliver 24 hours of services each day, against fixed consideration. We are in a serial assessment where every day is distinct, and the fixed consideration is recognised each day on a straight-line basis. In addition, there are variable considerations related to actual use. The variable consideration is allocated to the actual use.

For the interpreting service there are small orders delivered over a short period. The interpreting service is recognised according to the hours performed or the number of words executed. In practice, revenue is recognised by an amount equal to the transaction price we are entitled to invoice (IFRS 15.B16). Consideration for courses is recognised as the courses are held. Courses make up an insignificant part of revenue, and in practice the courses are assumed to be held evenly over the agreed period and are recognized accordingly. For the operation of the asylum centers, invoicing is mainly for the current month. For interpreting service, the billing takes place within 30 days after delivery. Generally, when it comes to language teaching, 80% of the consideration is received at the start of the course. However, as it accounts for a small share of the Group's total activities, this does not provide any contract balances of significance at year-end.

Individual & Family

This is mainly the operation of childcare and child welfare services, including services associated with user-led personal assistance (BPA). Framework agreements for these services may run over several years. The user may choose a care place and have the option to change the selection after a period, a maximum of one year. There are framework agreements where the customer makes call-offs, and payment takes place according to actual use. There are minimum purchases in some agreements, mainly in child protection.

For the operation of care, the price is agreed per day/weekend/day for the number of places that are used. For child welfare services, it is agreed on a minimum purchase and a number of additional places to be available without purchase obligation. The price is agreed per place per day and varies depending on whether the space is within the minimum purchase or not and whether this space is used or not. For BPA, the framework agreement is entered into based on the number of hours granted by the municipality, where the consideration consists in price per hour delivered.

What is promised to the customer is to operate the service offering in accordance with applicable law and regulations. The performance obligation is satisfied through the 24-hour operation of care, as well as child welfare institutions. For BPA, the promise is satisfied through the delivery of actual requested hours. The customer receives and consumes the benefits as the company satisfies the performance obligation. For all services within the segment, the company stands ready to provide requested places or services every day, against variable consideration. We are in a serial assessment where every day is distinct, and the variable consideration is allocated to the actual use. Where there is a minimum purchase, a consideration for the relevant 24/7 will be received at the relevant rates for the used and not used seats, and these are directly related to standing ready to deliver the relevant 24/7. In practice, the revenue is *recognised by an amount equal to the amount we are entitled to invoice (IFRS 15.B16). Billing takes place both in advance and in arrears* for the current month depending on the type of service, which implies that there are no contract balances of significance at year-end.

Dividend

Dividend income is recognized in the income statement on the date that the Group's right to receive payment is established.

Intangible assets and goodwill

A significant part of the intangible assets in the Group relates to goodwill. Intangible assets also include customer contracts and trademarks in addition to other intangible assets.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets in the acquired subsidiary at the date of acquisition. Goodwill is classified as an intangible asset. Contingent consideration is included in cost at its acquisition date fair value and, in the case of contingent consideration classified as a financial liability, remeasured subsequently through profit or loss. Direct costs of acquisition are recognised immediately as an expense.

Goodwill and trademarks are not amortized. At the acquisition date, goodwill and trademarks are allocated to each group of cash generating units expected to benefit from the synergies. Impairment is determined by assessing the recoverable amounts of the group of cash generating unit's which the goodwill and trademarks relates. Please refer to note 10 for further information about impairment.

Intangible assets with definitive lifetime acquired individually are measured initially at cost and recognised as an intangible asset when the Group has control over the asset, future economic benefits are expected to flow to the Group and the cost can be measured reliably. The cost to be capitalised as part of the assets includes direct and incremental costs. The cost of intangible assets required in a business combination is the fair value at the date of acquisition. Following that initial recognition, intangible assets are carried at cost less accumulated amortisation and any impairment losses. The straight-line amortisation method is used for the intangible assets with definitive lifetime as this best reflects the consumption of the assets. The useful lives and amortisation methods are reviewed at least annually.

Segment reporting

The Group has five strategic divisions, which are its reportable segments: Preschools, Care, Integration Services, Individual & Family and Real Estate. Activities that do not fall naturally within these segments are bundled in Other/Eliminations.

The segment reporting is consistent with the financial information which is regularly reviewed by the Group management and the Board of Directors. The ultimate decision maker is the Board of Directors, including the CEO. The Board and the CEO is responsible for allocating resources to each segment as well as monitor the performance within each segment.

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Foreign currency

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

The consolidated financial statements are presented in NOK, which is also the functional currency of the parent company.

All values are rounded to the nearest thousands, except where otherwise indicated. Applied currency rate for translation into Norwegian Kroner in the financial statements are retrieved from Norges Bank. The income statement is translated by average currency rates for the year based on weighted daily rates, while the statement of financial position is translated at the exchange rate at the reporting date.

Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rate of monetary assets and liabilities denominated in foreign currencies are recognised as financial items in the income statement.

Financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Group has not designated any of its financial assets as hedging instruments or held to maturity.

The Group's accounting policy for each category of financial assets is as follows:

a) Fair value through profit or loss

This category comprises only in-the-money derivatives (see "Financial liabilities" section for out-of-money derivatives). They are carried in the statement of financial position at fair value with changes in fair value recognised in the consolidated statement of comprehensive income in the finance income or expense line.

b) Financial assets at amortised cost

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g., trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

The group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all financial assets at amortised cost. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

The Group's Financial assets at amortised comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position.

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within loans and borrowings in current liabilities on the consolidated statement of financial position.

Financial liabilities

The Group classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. None of the Group's financial liabilities are designated as hedging instruments.

Other than financial liabilities in a qualifying hedging relationship (see below), the Group's accounting policy for each category is as follows:

a) Fair value through profit or loss

This category comprises derivatives. They are carried in the consolidated statement of financial position at fair value with changes in fair value recognised in the consolidated statement of comprehensive income. The Group does not hold or issue derivative instruments for speculative purposes but may from time to time hold such position for hedging purposes. Other than these derivative financial instruments, the Group does not have any liabilities held for trading nor has it designated any financial liabilities as being at fair value through profit or loss.

b) Amortised cost

Borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statement of financial position. Interest expense in this context includes initial transaction costs and premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

Retirement benefits: Defined contribution schemes

Contributions to defined contribution pension schemes are charged to the consolidated statement of comprehensive income in the year to which they relate.

Retirement benefits: Defined benefit schemes

Defined benefit scheme surpluses and deficits are measured at: "the fair value of plan assets at the reporting date; less plan liabilities calculated using the projected unit credit method discounted to its present value using yields available on high quality corporate bonds that have maturity dates approximating to the terms of the liabilities.

Actuarial gains and losses are recognized in other comprehensive income as they arise.

Current and deferred income taxes

Income tax expense comprises income taxes payable and deferred income tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In such case, the tax is also recognised in other comprehensive income or directly in equity respectively. Current tax is calculated in accordance with the tax laws and regulations enacted or substantively enacted at the balance sheet date in the countries in which the Group's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax laws are subject to interpretation. Based on management's assessment, a provision is made for expected tax payments when necessary.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the reporting date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- the same taxable group company; or
- different group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Dividends and group contributions

Proposed dividend and group contributions are not recognised as a liability until the Group has an irrevocable obligation to pay the dividend, which is normally after approval by the annual general assembly.

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Property, plant and equipment

Items of property, plant and equipment are initially recognised at cost. As well as the purchase price, cost includes directly attributable costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognised within provisions.

Freehold land is not depreciated. Depreciation on assets under construction does not commence until they are complete and available for use. Depreciation is provided on all other items of property, plant and equipment so as to write off their carrying value over their expected useful economic lives. Expected useful economic is as follows:

Land and buildings	20 - 30 years
Furniture, fixtures and equipment	3 - 20 years

Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Weighted average cost is used to determine the cost of ordinarily interchangeable items.

Provisions

The Group has recognised provisions for liabilities of uncertain timing or amount including those for warranty claims, leasehold dilapidations, potential earn-outs, and legal disputes. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date, discounted at a pre-tax rate, value of money, and risks specific to the liability.

Leases

The Group as a lessee

The Group leases most of its preschools, offices, nursing homes, houses, and hotels, which represent future obligations for the Group. Alle material lease agreements are recognised in the statement of financial position as an interest-bearing debt. This also requires recognition of the corresponding asset as a right-of-use asset.

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease of the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the lease commencement date, the Group recognises a lease liability and corresponding right-of-use asset for all lease agreements *in which it is the lessee, except for the following exemptions applied:*

- Short-term leases (defined as 12 months or less)
- Low value assets

For these leases, the Group recognises the lease payments as other operating expenses in the income statement when they incur.

The Group implemented IFRS 16 using the modified retrospective approach without restating comparative information. Hence, at initial application 1 January 2019, the Group recognised a significant lease liability and corresponding right-of-use asset, while the equity remained unchanged.

Lease liabilities

The lease liability is recognised at the commencement date of the lease. The Group measures the lease liability at the present value of the lease payments for the right to use the underlying asset during the lease term that are not paid at the commencement date. The lease term represents the non-cancellable period of the lease, together with periods covered by an option either to extend or to terminate the lease when the Group is reasonably certain to exercise this option. Many of the Group's lease contracts includes an option to prolong the lease. The Group has not included any such prolonging due to the uncertainty related to the long remaining lease.

The Group presents its lease liabilities as separate line items in the statement of financial position.

Right-of-use assets

The Group measures the right-of use asset at cost, less any accumulated depreciation and impairment losses, adjusted for any remeasurement of lease liabilities.

Sale and leaseback transactions

The Group regularly transfer properties to third parties and lease it back. The Group has for all such transactions so far determined that the transfers shall be accounted for as sales according to the requirements in IFRS 15. The Group consequently measures the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset that relates to the right of use retained by the Group. Accordingly, the Group recognises only the amount of any gain or loss that relates to the rights transferred to the buyer-lessor.

See note 4 for further information.

Transactions with related parties

Transactions with related parties are carried out with terms and conditions that are no more favourable than those available, or which might reasonably be expected to be available, in similar transactions between independent parties. Related parties are identified to be the key management personnel for the Group, shareholders, and associates.

Cash flow statement

The cash flow statement is derived using the indirect method. Cash flows from investing and financing activities are presented separately. Interest income and interest expenses are presented as part of investing and financing activities, respectively.

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes certain estimates and assumptions regarding the future. Estimates and assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Such judgements and estimates are based on the facts and information available to the management of the Group. Changes in facts and circumstances may require the revision of previous estimates, and actual results could differ from these estimates.

Key sources of estimation uncertainty – critical accounting estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised. The estimates considered to be most significant for the Group are set out below:

(a) Goodwill and trademarks

Carrying values of goodwill and trademarks with indefinite useful lives are reviewed for impairment annually or more frequently if there are indicators of a decrease in value below carrying amounts. The recoverable amount is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the choice of a discount rate in order to calculate the present value of the cash flows. More information including carrying values is included in note 10. Any significant modification of market conditions could translate into an inability to recover the carrying amounts of non-financial assets; and result in an impairment charge in the income statement.

Regarding the Care segment where the estimate shows most uncertainty, we have visibility on improved profitability from 2024 and onwards through multiple factors:

i. Occupancy within our own management units in Sweden and Finland, that combined represents a material part of Care's turnover, steadily increased throughout 2023 and we expect the trend to continue based on growing demand backed by demographics. At normalized occupancy levels these units should generate higher profits than ordinary tender contracts and in 2023 they were loss making, hence representing a great upside potential.
ii. We have discontinued certain loss-making operations and have exit options on other areas that are currently loss making but for now kept on the premise of need for immediate improvement.
iii. The historically high-cost inflation recent years will to a greater extent be accounted for in the 2024 and future price levels, resulting in improved profitability when inflation rates go down.
iv. And along with these effects we have through an internally established program initiated multiple measures to improve our operational efficiency and reducing sick leave.

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(b) Useful lives of property, plant and equipment and intangible assets

Depreciation expenses are based on management's estimates of depreciation method, useful life and residual value. Estimates may change due to competition, changes in market conditions, geopolitical developments, climate change and other factors. Property, plant and equipment are depreciated to residual value over the asset's expected useful life on a straight-line basis. Useful life period for fixed assets is between 3 – 30 years. The Group amortizes intangible assets with a limited useful life using the straight-line method over the periods 3 – 20 years. More information is included in note 8 and note 9.

(c) Right-of-use-assets (ROU) and lease liability

Recognition of both ROU and lease liability require the choice of a discount rate in order to calculate the present value of the cash flows. More information on how the interest rate is estimated is included in note 12.

(d) Deferred tax assets

Deferred tax assets related to tax losses carried forward are recognised to the extent that expected future income for the respective company will be sufficient over the medium term to utilize those losses. This requires an estimate to be made of the expected future income of the company concerned. Estimates of future income tax may change over time, and this could result in changes to the carrying value of deferred tax assets. Further details of the recognised deferred tax assets are given in note 16.

Critical judgements in applying the Group's accounting policies

(a) Right-of-use-assets (ROU) and lease liability: lease term

Determining the lease term can involve significant judgement for lease contracts with extension or termination options, as an assessment of whether or not it is reasonably certain that the lease period will be extended is required. The broader economics of the contract and not only contractual termination payments are basis for such assessment. The Group leases most of its offices, hotels, preschools, nursing homes and houses. Lease agreements typically run for 10+ years within preschools and Care and less for the other segments. Preschools represent more than 56% of the total right-of-use assets in the Group, while Care represents around 29%. Contracts normally include an option to prolong the lease. The Group does not include extension options in the length of the lease term due to the uncertainty related to the long remaining lease. Further details are given in note 12.

3. FINANCIAL INSTRUMENTS - RISK MANAGEMENT

The Group is exposed through its operations to the following financial risks:

- Credit risk
- Fair value or cash flow interest rate risk
- Foreign exchange risk
- Other market price risk
- Liquidity risk

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

- Trade receivables
- Cash and cash equivalents
- Trade and other payables
- Bank overdrafts
- Floating-rate bank loans

A summary of the financial instruments held by category is provided below:

Financial assets	Financial assets at fair value through profit or loss		Financial assets at amortised cost		Non-financial assets	
(NOK 1 000)	**2023**	**2022**	**2023**	**2022**	**2023**	**2022**
Cash and cash equivalents	-	-	345 984	271 721	-	-
Trade receivables	-	-	746 772	417 364	-	-
Other current receivables (note 13)	-	-	303 865	229 127	226 568	153 544
Other non-current receivables	-	-	17 687	40 482	-	-
Other investments	21 346	25 403	-	-	-	-
Total financial assets	**21 346**	**25 403**	**1 414 307**	**958 694**	**226 568**	**153 544**

Financial liabilities	Financial liabilities at fair value through profit or loss		Financial liabilities at amortised cost		Non-financial liabilities	
(NOK 1 000)	**2023**	**2022**	**2023**	**2022**	**2023**	**2022**
Trade and other current payables	-	-	1 755 033	1 254 160	-	-
Borrowings	-	-	2 999 347	2 185 931	-	-
Lease liabilities	-	-	7 061 914	5 527 482	-	-
Total financial liabilities	**-**	**-**	**11 816 294**	**8 967 573**	**-**	**-**

General objectives, policies and processes

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The regulatory framework has a significant influence for the Group and our ability to deliver services with high quality. Political risk is therefore present as major shifts may have a significant impact on the way we deliver our services.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

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Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from credit sales. It is Group policy, implemented locally, to assess the credit risk of new customers before entering contracts. Such credit ratings are taken into account by local business practices.

Most of the Group's revenues are from (public) authorities. Credit risk related to these customers are minimal.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with minimum rating "A" are accepted.

Further disclosures regarding trade and other receivables are provided in note 13.

Market risk

Market risk can be defined as the risk that the Group's income and expenses, future cash flows or fair value of financial instruments will fluctuate because of changes in market prices of financial instruments.

Fair value and cash flow interest rate risk

The Group is exposed to cash flow interest rate risk from long-term borrowings at variable rate. The Group has currently no Group policy restricting the level of interest risk exposure. The level of interest risk is monitored centrally. Local operations are not permitted to borrow long-term from external sources. Although the board accepts that this policy neither protects the Group entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with variability in interest payments, it considers that it achieves an appropriate balance of exposure to these risks.

During 2023 and 2022, the Group's borrowings at variable interest rate were denominated in NOK and SEK.

Based on the various scenarios the Group has the possibility to manage its cash-flow interest rate risk by using floating-to-fixed interest rate swaps. The Group has not pursued an active strategy in order to mitigate any interest rate risk. Normally the Group has raised long-term borrowings at floating rates and only to a minor extent swapped them into fixed.

Sensitivity

A change in the interest rate curve will result in a changed interest cost for the net exposure will have a significant impact on the Group financial statements. The effect on interest payments for a 0.5% change is presented below.

(NOK 1 000)	Interest expense	Effect on P&L	Effect on Equity
Effect of a 0.5% increase	14 997	11 697	11 697
Effect of a 0.5% decrease	(14 997)	(11 697)	(11 697)

Foreign exchange risk

The Group has operations in Norway, Sweden, Finland, Netherland and Poland, and is therefore exposed to fluctuations of foreign currency rates.

With regards to translational exposure, NHC Group faces risk arising from the translation of subsidiaries whose functional currency differs from the presentation currency of the Group. Translational exposure does not give rise to an immediate cash effect, however as it may impact the Group's financials, it is closely monitored. The Group seeks to mitigate balance sheet exposure by funding assets with borrowing denominated in the same currency. The exposure related to equity of foreign subsidiaries is generally not hedged.

The Group is predominantly exposed to the SEK/NOK exchange rate as around 43% of revenues are generated in SEK. However, the Group has a corresponding share of costs in SEK and about 49% of its bond is denominated in SEK, both representing natural hedges to the operations. The Group has a small but growing exposure to the EUR/NOK exchange rate as operations in the Netherlands and Finland are growing (note 4), however this represents a natural hedge to the growing investments. The Group is monitoring the exposure and currency protections measures may be allowed to prevent situations of financial distress, in those cases where the exposure cannot be effectively reduced by use of operational hedges.

The effect from the bond issued if the NOK/SEK currency change is presented below.

(NOK 1 000)	Currency effect	Effect on P&L	Effect on Equity
Effect of SEK weakens of 1.0% toward NOK	11 020	8 596	8 596
Effect of SEK strengthen of 1.0% toward NOK	(11 020)	(8 596)	(8 596)

The Group is further exposed to the risk that medium/long-term trend shifts in exchange rates might affect its competitive position. This strategic currency exposure is regularly monitored, but as the exposure is currently relatively limited it is not actively hedged.

Other market price risk

There is no other significant marked risk exposure on financial instruments.

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The Board receives rolling 12-month cash flow projections on a monthly basis as well as information regarding cash balances. At the end of the financial year, these projections indicated that the Group expected to have sufficient liquid resources to meet its obligations.

The liquidity risk of each Group entity is managed centrally by the Group treasury function. A major focus for the treasury function is to ensure that there is sufficient liquidity for downpayment on non-current borrowings when they are due. The Group treasury assesses the terms for borrowings on a ongoing basis, when needed the necessary adjustments are put into place.

The following table sets out the contractual maturities of financial liabilities:

(NOK 1 000)	Between 1 and 12 months	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 5 years	Over 5 years	**Total**
At 31 December 2023						
Trade and other current payables	1 755 033	-	-	-	-	1 755 033
Borrowings	292 997	2 367 877	31 228	62 559	402 756	3 157 418
Lease liabilities	971 264	801 545	801 545	1 603 090	4 200 262	8 377 707
Total	**3 019 294**	**3 169 422**	**832 773**	**1 665 649**	**4 603 019**	**13 290 157**

(NOK 1 000)	Between 1 and 12 months	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 5 years	Over 5 years	**Total**
At 31 December 2022						
Trade and other current payables	1 254 160	-	-	-	-	1 254 160
Borrowings	170 584	154 545	1 857 040	218 433	287 008	2 687 610
Lease liabilities	687 528	589 177	589 177	1 178 355	3 526 325	6 570 563
Total	**2 112 272**	**743 723**	**2 446 217**	**1 396 788**	**3 813 333**	**10 512 333**

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Capital Disclosures

The Group monitors "adjusted capital" which comprises all components of equity (i.e., share capital, share premium, non-controlling interest, retained earnings) and net interest-bearing debt. Adjusted EBITDA and adjusted capital is excluding the effects from IFRS 16.

The Group's objectives when maintaining capital are:
"to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk."

The Group sets the amount of capital it requires in proportion to risk. The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the debt to capital ratio and debt to adjusted EBITDA. Net debt is calculated as total borrowings (excluding lease liabilities) as shown in the consolidated statement of financial position, less cash and cash equivalents. Adjusted EBITDA is the reported EBITDA adjusted for the effects from IFRS 16.

The Group's strategy is to preserve a strong cash base and achieve an equity ratio of approximately 10% and maintain net interest-bearing debt below 4x adjusted EBITDA. As per end of 2023 and 2022 the equity ratio was above the target. The net interest-bearing debt ratio was above target due to acquisitions during 2023 and increased property portfolio. The objective of this strategy is to secure access to financing at reasonable cost by maintaining a high credit rating. As per end of 2022 the ratio was below target. The ratios on 31 December 2023 and on 31 December 2022 were as follows:

(NOK 1 000)	**2023**	**2022**
Borrowings, including real estate debt	2 999 347	2 185 931
Less: cash and cash equivalents	345 984	271 721
Net interest-bearing debt excl lease liabilities	**2 653 363**	**1 914 210**
Total equity	**943 519**	**601 172**
EBITDA (adjusted) *	**457 463**	**500 628**
Total capital (excluding IFRS 16 leasing)	**6 071 524**	**4 239 013**
Equity ratio (%)	15,5 %	14,2 %
Net interest bearing debt/EBITDA	5,8	3,8

EBITDA (adjusted) is defined as EBITDA adjusted for IFRS 16 effects. A reconciliation is shown in note 4.
Total capital is defined as total equity and liabilities, adjusted for leasing liabilities. A reconciliation is presented below:

(NOK 1 000)	**2023**	**2022**
Total equity and liabilities	13 133 439	9 766 495
Non-current leasing liabilities	6 297 807	4 996 237
Current lease liabilities	764 107	531 245
Total capital (excluding IFRS 16 effects)	**6 071 524**	**4 239 013**

4. SEGMENT INFORMATION, REVENUE AND OTHER OPERATING INCOME

The Group has five strategic divisions, which are its reportable and operating segments. The segments are managed separately and reflects the internal reporting. In addition, there are owner cost at group level which are not allocated. The reportable segments are:

- Preschools - operates preschools with children in Norway, Sweden, Finland, the Netherlands and Poland and represent the largest segment within the Group. The Group has long history within the Nordic markets with Norway and Sweden representing more than half of the revenue.

- Care – provides individually focused elderly care and has grown to become a leading private operator of nursing homes, home care and patient hotels in the Nordics. In addition, the Group has in recent years entered the home care market. After the acquisition of Brado Group in January 2023, the Swedish operations is now one of the largest private operators with Sweden representing more than half of the revenue.

- Integration services – provides care services related to immigrants and asylum seekers in the world and being one of the leading private operators. Main services are Reception centres, Education and Interpretation services. Norway is the largest operation representing more than half of revenue.

- Individual & family - provides health-, welfare- and care services for children and people with physical and mental disabilities in the Nordics. Services included are Child care institutions and foster homes, assisted living and user controlled personal assistance (BPA). The segments has become a significant player in the Nordics.

- Real Estate - strategic part of the care business and the development of property is considered a separate segment as it invests, develops and divests properties to support the operations and growth of the Group.

The segments result is defined as operating result adjusted for IFRS 16. The chief operating decision maker is the Board of Directors, including the CEO. The Board and the CEO is responsible for allocating resources to each segment as well as monitor the performance within each segment. Other activities/eliminations consist of activities in the holding companies, group eliminations and IFRS 16 effects, presented in separate table below. A measure of total assets and liabilities for each reportable segment is not regularly provided to the chief operating decision maker and as a consequence only the statement of income are included in the figures below.

2023	Preschools	Care	Integration services	Individual & Family	Real Estate	Other / Eliminations	Tota
Operating revenues	4 440 035	2 122 042	1 164 690	3 066 781	23 975	(121 098)	10 696 424
Other income	647	13	10	1 007	98 813	(24 748)	75 742
Total	**4 440 681**	**2 122 055**	**1 164 700**	**3 067 788**	**122 788**	**(145 846)**	**10 772 166**
Cost of goods and services sold	(132 952)	(26 418)	(122 238)	(58 368)	(212)	(11 002)	(351 190
Personnel expenses	(3 007 377)	(1 689 662)	(376 779)	(2 430 548)	(12 882)	(122 749)	(7 639 998
Depreciation and amortisation	(74 943)	(22 214)	(10 462)	(18 249)	(6 732)	(799 455)	(932 055
Other operating expenses	(1 095 789)	(489 262)	(483 138)	(455 766)	(46 195)	1 155 400	(1 414 750
Operating profit/(loss)	**129 620**	**(105 502)**	**172 083**	**104 856**	**56 767**	**76 348**	**434 173**
				-			
Net financial items	**(16 818)**	**34 973**	**(9 354)**	**(92 083)**	**(13 804)**	**(384 937)**	**(482 022**
Share of net income from associated companies	806	-	-	-	-	-	806
Profit/(loss) before taxes	**113 608**	**(70 529)**	**162 729**	**12 773**	**42 963**	**(308 589)**	**(47 043**

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Specification of Other / Eliminations

2023	Other	IFRS 16	Eliminations	Tota
Operating revenues	188 024	-	(309 122)	(121 098
Other income	7	(24 755)	-	(24 748
Total	**188 031**	**(24 755)**	**(309 122)**	**(145 846**
Cost of goods and services sold	(10 950)	-	(52)	(11 002
Personnel expenses	(126 443)	-	3 693	(122 749
Depreciation and amortisation	3 854	(798 095)	(5 215)	(799 455
Other operating expenses	(83 427)	933 520	305 307	1 155 400
Operating profit/(loss)	**(28 934)**	**110 671**	**(5 388)**	**76 348**
Net financial items	**70 048**	**(209 487)**	**(245 498)**	**(384 937**
Share of net income from associated companies	-	-	-	-
Profit/(loss) before taxes	**41 114**	**(98 816)**	**(250 886)**	**(308 589**

2022	Preschools	Care	Integration services	Individual & Family	Real Estate	Other / Eliminations	Total
Operating revenues	3 664 656	1 763 918	1 471 353	1 031 491	58 685	(55 997)	7 934 106
Other income	(186)	-	378	73	62 591	(30 580)	32 276
Total	**3 664 471**	**1 763 918**	**1 471 731**	**1 031 564**	**121 275**	**(86 577)**	**7 966 382**
Direct cost of goods and services	(111 805)	(25 797)	(172 410)	(41 784)	(152)	(1 296)	(353 244)
Personell expenses	(2 412 659)	(1 400 782)	(248 963)	(816 969)	(7 123)	(99 401)	(4 985 897)
Depreciation and amortisation	(74 598)	(11 352)	(4 752)	(13 158)	(3 078)	(527 773)	(634 712)
Other operating expenses	(884 010)	(366 050)	(864 509)	(142 767)	(41 452)	782 901	(1 515 888)
Operating profit/(loss)	**181 398**	**(40 063)**	**181 097**	**16 886**	**69 469**	**67 853**	**476 641**
Net financial items	**(58 109)**	**26 011**	**(8 264)**	**(1 949)**	**(6 996)**	**(223 797)**	**(273 104)**
Share of net income from associated companies	1 266	-	-	-	-	-	1 266
Profit/(loss) before taxes	**124 555**	**(14 052)**	**172 834**	**14 937**	**62 474**	**(155 943)**	**204 803**

Specification of Other / Eliminations

2022	Other	IFRS 16	Eliminations	Total
Operating revenues	158 494	-	(214 491)	(55 997)
Other income	-	(30 604)	24	(30 580)
Total	**158 494**	**(30 604)**	**(214 467)**	**(86 577)**
Direct cost of goods and services	(1 483)	-	186	(1 296)
Personell expenses	(102 351)	-	2 950	(99 401)
Depreciation and amortisation	3 786	(526 505)	(5 054)	(527 773)
Other operating expenses	(69 698)	641 329	211 270	782 901
Operating profit/(loss)	**(11 252)**	**84 220**	**(5 115)**	**67 853**
Net financial items	**167 890**	**(152 492)**	**(239 194)**	**(223 797)**
Share of net income from associated companies	-	-	-	-
Profit/(loss) before taxes	**156 638**	**(68 272)**	**(244 309)**	**(155 943)**

Operating revenues by geography	2023	2022
Norway	4 682 762	4 577 704
Sweden	4 567 198	2 244 460
International	1 543 588	1 109 255
Real Estate/Other/Elimination	(97 124)	2 688
Total revenues by geography	**10 696 424**	**7 934 106**

2023	Preschools	Care	Integration services	Individual & Family	Other / Eliminations
Norway	48%	14%	89%	39%	0%
Sweden	24%	76%	1%	61%	0%
International	28%	9%	10%	0%	0%
Real Estate/Other/Elimination	0%	0%	0%	0%	100%
Total revenues by geography	**100%**	**100%**	**100%**	**100%**	**100%**

2022	Preschools	Care	Integration services	Individual & Family	Other / Eliminations
Norway	50%	23%	97%	88%	0%
Sweden	23%	72%	1%	12%	0%
International	27%	5%	3%	0%	0%
Real Estate/Other/Elimination	0%	0%	0%	0%	100%
Total revenues by geography	**100%**	**100%**	**100%**	**100%**	**100%**

Other income	2023	2022
Gain on sale of assets	98 813	62 591
Deferred gain from sale leaseback and booked as reduced ROU	(24 755)	(30 604)
Gain on sale of business	-	-
Other	1 684	289
Total other income	**75 742**	**32 276**

Sale leaseback transactions

Gain on sale of assets in 2023 and 2022 relates to sale and leaseback transactions of property acquired or developed. The assets subject to the transactions were buildings used in the Preschool reporting segment. In connection with the transactions a lease contract was entered into. The lease term was 10 years, with an option for an extension of 10 more years.

IFRS 16 adjustments

The segments result is defined as operating result adjusted for IFRS 16. The table below specify the IFRS 16 adjustment per accounting line and illustrates the effects for profit and loss as if right of use assets and lease liabilities had not been capitalized in accordance with IFRS 16, and no gain on sale and lease-back had been eliminated, and instead all lease payments had been expensed.

(NOK 1 000)	2023	IFRS 16 effects	2023 Adjusted	2022	IFRS 16 effects	2022 Adjusted
Operating revenues	10 696 424	-	10 696 424	7 934 106	-	7 934 106
Other income	75 742	24 755	100 497	32 276	30 604	62 880
Total	**10 772 166**	**24 755**	**10 796 921**	**7 966 382**	**30 604**	**7 996 986**
Direct cost of goods and services	(351 190)	-	(351 190)	(353 244)		(353 244)
Personell expenses	(7 639 998)	-	(7 639 998)	(4 985 897)		(4 985 897)
Depreciation and amortisation	(932 055)	798 095	(133 961)	(634 712)	526 505	(108 207)
Other operating expenses	(1 414 750)	(933 520)	(2 348 270)	(1 515 888)	(641 329)	(2 157 218)
Operating profit/(loss)	**434 173**	**(110 671)**	**323 502**	**476 641**	**(84 220)**	**392 421**
Net financial items	**(482 022)**	**209 487**	**(272 535)**	**(273 104)**	**152 492**	**(120 611)**
Share of net income from associated comp	806	-	806	1 266	-	1 266
Profit/(loss) before taxes	**(47 043)**	**98 816**	**51 773**	**204 803**	**68 272**	**273 075**

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5. PERSONNEL EXPENSES

(NOK 1 000)	Note	2023	2022
Personnel expenses (including directors) comprise:			
Wages and salaries		(5 944 027)	(3 926 875)
Defined contribution pension cost		(395 461)	(336 259)
Defined benefit pension income/(cost)	19	(7 156)	63 634
Other benefits		(96 102)	(70 632)
Social security contributions and similar taxes		(1 196 651)	(715 165)
Remuneration to Board of Directors		(600)	(600)
Total personnel expenses		**(7 639 998)**	**(4 985 897)**
Number of employees (FTE)		12 024	8 502

Name	**2023**	**2022**
Yngvar Tov Herbjørnssønn (CEO)	4 943	4 508
Total compensation	**4 943**	**4 508**

The group was established in December 2016 and no key management group has been identified for the years 2023 and 2022.
There are no agreements for any severance pay to the CEO or members of the Board.

Audit fees

The following amounts have been recognised as audit fees and related services during the period

	2023	**2022**
Audit	(16 145)	(9 904)
Tax services	(288)	(214)
Attestation services	(1 990)	(1 391)
Other services	(1 119)	(1 155)
Total	**(19 543)**	**(12 664)**

6. NET FINANCIAL ITEMS

(NOK 1 000)	**2023**	**2022**
Interest received on bank deposits and receivables	11 618	2 470
Other finance income	(317)	798
Total finance income	**11 301**	**3 268**
Interest expense on financial liabilities measured at amortised cost	(273 535)	(142 926)
Interest expense on lease liability	(209 487)	(152 492)
Other financial expenses	(3 327)	(5 781)
Total finance expense	**(486 349)**	**(301 200)**
Net foreign exchange gains/(losses)	**(6 974)**	**24 828**
Net financial items	**(482 022)**	**(273 104)**

7. TAX EXPENSE

(NOK 1 000)	Note	2023	2022
Current tax expense			
Current tax on profits for the year		30 221	32 790
Adjustment of prior year's income taxes		1 077	-
Total current tax		**31 298**	**32 790**
Deferred tax expense			
Changes in temporary differences	16	(43 799)	2 476
Total deferred tax		**(43 799)**	**2 476**
Income tax		**(12 500)**	**35 266**

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in Norway applied to profits for the year are as follows:

	2023	2022
Profit for the year	(34 543)	169 537
Income tax expense	(12 500)	35 266
Profit before income taxes	**(47 043)**	**204 803**
Expected tax charge based on the standard rate of Norwegian corporation tax at the domestic rate of 22 %	(10 350)	45 057
Tax rates outside of Norway different from 22%	3 570	-
Permanent differences	(3 045)	(8 517)
Effect of unrecognised deferred tax assets	(2 676)	(1 273)
Total tax expense	**(12 500)**	**35 266**

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8. PROPERTY, PLANT AND EQUIPMENT

(NOK 1 000)	Land and buildings	Work in progress	Furniture, fixtures and equipment	Total
Historical cost				
Historical cost at 1 January 2022	566 632	35 174	579 901	1 181 708
Acquisitions through business combinations	122 714	4 048	6 203	132 965
Additions	95 308	24 618	76 582	196 509
Disposals	*(106 618)*	*(17 840)*	(15 333)	*(139 792)*
Reclassification/transfer	-	-	(12)	(12)
Effect of movement in exchange rates	4 092	27	1 082	5 202
Balance at 31 December 2022	682 129	46 027	648 424	1 376 581
Accumulated depreciation and impairment losses				
Acc. depreciation and impairment at 1 January 2022	(156 179)	-	(362 134)	(518 314)
Depreciation	(19 035)	-	(50 180)	(69 215)
Impairment loss / reversal of impairment loss	-	-	10	10
Disposals	(4 226)	-	10 855	6 628
Disposal - Intercompany +/-	-	-	460	460
Reclassification/transfer	-	-	128	128
Effect of movement in exchange rates	(3 383)	-	(908)	(4 291)
Balance at 31 December 2022	(182 824)	-	(401 769)	(584 593)
Closing balance at 1 January 2022	**410 453**	**35 174**	**217 767**	**663 394**
Closing balance at 31 December 2022	**499 306**	**46 027**	**246 655**	**791 988**
Historical cost				
Historical cost at 1 January 2023	682 129	46 027	648 424	1 376 581
Acquisitions through business combinations	273 213	-	10 910	284 123
Additions	94 370	36 115	113 856	244 341
Disposals	(253 870)	(18 131)	(1 944)	(273 945)
Reclassification/transfer	(27 524)	2 779	24 745	-
Effect of movement in exchange rates	11 251	84	11 111	22 446
Balance at 31 December 2023	779 571	66 874	807 102	1 653 546
Accumulated depreciation and impairment losses				
Acc. depreciation and impairment at 1 January 2023	(182 824)	-	(401 769)	(584 593)
Depreciation	(22 708)	-	(69 852)	(92 560)
Impairment loss / reversal of impairment loss	-	-	(31)	(31)
Disposals	4 062	(8 383)	930	(3 390)
Reclassification/transfer	18 043	(15 344)	(2 700)	-
Effect of movement in exchange rates	(5 442)	(239)	(9 423)	(15 104)
Balance at 31 December 2023	(188 869)	(23 965)	(482 844)	(695 679)
Closing balance at 1 January 2023	**499 306**	**46 027**	**246 655**	**791 988**
Closing balance at 31 December 2023	**590 702**	**42 909**	**324 257**	**957 868**

Property, plant and equipment pledged as security for liabilities.

	2023	2022
Land and buildings, including work in progress	633 610	545 333

Current estimates of useful economic life of fixed assets are as follows:

Land	Indefinite
Building	20 - 30 years
Work in progress	Not applicable
Furniture, fixtures and equipment	3 -20 years

9. GOODWILL AND INTANGIBLE ASSETS

(NOK 1 000)	Goodwill	Customer contracts	Trademarks	Other intangible assets	Total
Historical cost					
Historical cost at 1 January 2022	1 858 921	534 205	173 196	64 058	2 630 380
Acquisitions through business combinations	70 023	1 150	-	-	71 172
Additions	15 661	-	-	3 342	19 003
Disposals	(156)	-	-	(2 060)	(2 217)
Effect of movement in exchange rates	4 911	(2 729)	-	(438)	1 745
Balance at 31 December 2022	**1 949 359**	**532 625**	**173 196**	**64 902**	**2 720 083**
Accumulated amortisation and impairment losses					
Acc. amortisation and impairment at 1 January 2022	47 262	(187 053)	-	(20 881)	(160 673)
Amortisation	-	(24 615)	-	(11 337)	(35 952)
Impairment loss / reversal of impairment loss	(3 040)	-	-	-	(3 040)
Disposals	-	-	-	583	583
Effect of movement in exchange rates	1 017	2 466	-	(169)	3 315
Balance at 31 December 2022	**45 239**	**(209 202)**	**-**	**(31 805)**	**(195 767)**
Closing balance at 1 January 2022	**1 906 183**	**347 151**	**173 196**	**43 176**	**2 469 707**
Closing balance at 31 December 2022	**1 994 598**	**323 424**	**173 196**	**33 098**	**2 524 316**
Historical cost					
Historical cost at 1 January 2023	1 949 359	532 625	173 196	64 902	2 720 083
Acquisitions through business combinations	1 110 840	-	-	6 390	1 117 230
Additions	5 365	-	-	17 702	23 067
Disposals	-	-	-	(3 579)	(3 579)
Effect of movement in exchange rates	73 429	6 327	-	3 733	83 489
Balance at 31 December 2023	**3 138 994**	**538 953**	**173 196**	**89 148**	**3 940 290**
Accumulated amortisation and impairment losses					
Acc. amortisation and impairment at 1 January 2023	45 239	(209 202)	-	(31 805)	(195 767)
Amortisation	(0)	(24 092)	-	(8 119)	(32 211)
Impairment loss / reversal of impairment loss	(9 185)	-	-	-	(9 185)
Disposals	-	-	-	2 022	2 022
Effect of movement in exchange rates	177	(5 953)	-	(1 406)	(7 182)
Balance at 31 December 2023	**36 231**	**(239 247)**	**-**	**(39 307)**	**(242 324)**
Closing balance at 1 January 2023	**1 994 598**	**323 424**	**173 196**	**33 098**	**2 524 316**
Closing balance at 31 December 2023	**3 175 224**	**299 705**	**173 196**	**49 841**	**3 697 966**

The Group has no contractual commitments for development costs.

Impairment losses in 2022 and 2023 relates to dissolved companies, where the booked goodwill was taken as an impairment loss following the dissolvement.

Current estimates of useful economic life of intangible assets are as follows:

Goodwill	Indefinite
Customer contracts	3 -20 years
Trademarks	Indefinite
Other intangible assets	3 -7 years

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10. IMPAIRMENT TESTING OF GOODWILL AND TRADEMARKS

At acquisition, goodwill and trademarks are allocated to the operating segments they belong to, as specified below. The operating segments are the same as the reporting segments, as described in note 4. The managing directors within a segment operate across countries to provide synergies and provide business opportunities between countries. Hence, the Group performs the impairment testing on a group of cash generating units that comprise the operating segments below.

Goodwill and trademarks are allocated as follows between four operating and reporting segments:

Specification of goodwill

(NOK 1 000)	**2023**	**2022**
Preschools	1 187 427	1 128 006
Care	579 270	576 532
Integration services	128 653	127 300
Individual & family	1 279 875	162 761
Total goodwill	**3 175 224**	**1 994 598**

Specification of trademarks

(NOK 1 000)	**2023**	**2022**
Preschools	118 463	118 463
Care	29 616	29 616
Integration services	-	-
Individual & family	25 117	25 117
Total trademarks	**173 196**	**173 196**

Impairment testing for reporting and operating segments containing goodwill and trademarks

Cash flow projections and assumptions

Group management reviews the carrying value of the cash generating units annually or more frequent if there is an indication that an asset may be impaired. A value in use approach is used to determine recoverable amount. Reviews are based on comparing the net present value (NPV) of projected future cash flows with the carrying value of the assets considering circumstances which could affect the asset value. The NPV is calculated by discounting estimated cash flows for the next five years based on the companies' updated forecast/budget for the coming year and the management's projection for the next four years based on economic prognoses. Expected future cash flows are based on forecasted EBITDA deducted for capital expenditures, tax effects on operating profit and changes in net working capital. Subsequently the terminal value is used, calculated by Gordon's model.

The total required rate of return used to discount cash flows is calculated as a weighted average return on equity and the required rate of return of interest-bearing debt. The input data of the discount rate was chosen by individual assessment of each parameter. Information from representative sources, peer groups etc. was used to determine the best estimate. This calculation utilises an estimate of the risk-free interest rate, risk premium, beta and the liquidity premium.

The majority of the Groups revenues are tightly linked with development in the general cost inflation and wage settlements in the countries we operate, although with a lag effect as prices normally are adjusted 1-2 years after the cost increases occur. Consequentially, EBITDA can fluctuate in periods with unstable inflation, but over time we regard these effects to be neutralized to a great extent. Further, most of our operations have price models depending on occupancy, and based on thorough demographical analysis in all areas, we see an overall great demand for our services. Personnel costs account for the majority of the Groups cost base, and usually contractually fixed with our counterparties. Through frequent reviews, we monitor that both staffing ratios and salary levels are in accordance with contractual requirements to deliver high quality and sustainable profitability. Maintenance related capital expenditure is constantly monitored and through systematically follow-up, we have a strong understanding on future needs in terms of capital expenditure related to our lease contracts.

For the fiscal years 2023 and 2022 the value in use for the cash generating units are based on the following key assumptions:

2023	Preschools	Care	Integration Services	Individual & Family
Growth rate	2,0 %	2,0 %	2,0 %	2,0 %
Discount rate after tax	6,8 %	6,8 %	6,8 %	6,8 %

2022	Preschools	Care	Integration Services	Individual & Family
Growth rate	2,0 %	2,0 %	2,0 %	2,0 %
Discount rate after tax	6,9 %	6,9 %	6,9 %	6,9 %

The Group has in the calculations applied estimated cash flows after tax and corresponding discount rate after tax. The recoverable amounts would not change significantly if pre-tax cash flows and pre-tax discount rate had rather been applied.

Sensitivities

The Group has carried out sensitivity analysis by considering changes in EBITDA and discount rates to test whether changes in key assumptions would result in impairment. These are considered the most important assumptions for the long-term expectations. The management's present plans and forecasts as well as the market's expectations have also been taken into consideration.

The long-term assumptions are assessed on an ongoing basis and the assumptions applied in future impairment tests may vary from those applied for the fiscal year 2023. The Group has a continuously review process, which includes sensitivity analysis and analysis of actual results achieved compared to long-term assumptions, to assess whether the long-term base case assumptions continue to correctly reflect expectations.

The following sensitivity analysis were carried out to test whether changes in key assumptions would result in an impairment (decline in cash flows, increase in discount rate):

2023	Preschools	Care	Integration Services	Individual & Family
Changes in cash flows	56,9 %	25,7 %	83,3 %	99,9 %
Changes in discount rates	6,6 %	1,5 %	32,7 %	3,5 %

2022	Preschools	Care	Integration Services	Individual & Family
Changes in cash flows	50,0 %	13,0 %	80,0 %	66,0 %
Changes in discount rates	5,1 %	0,7 %	22,1 %	10,1 %

The sensitivity analysis shows that the reporting segment Care is somewhat sensitive for changes in the parameters, and the Group will monitor closely the development each quarter the following year. At the same time the Board of Directors are comfortable with the level of recognized goodwill and the expected development for the Care business going forward. The carrying value of goodwill for the reporting segment Care was NOK 579.3 million on 31 December 2023 (NOK 576.5 million 31 December 2022).

Based the impairment testing, management believes that there is no need for impairment of the carrying value of goodwill and trademarks as of 31 December 2023.

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11. SUBSIDIARIES AND ASSOCIATES

List of subsidiaries

Norlandia Health & Care Group AS was established in December 2016. This was done by transferring the shares in Norlandia Care Group AS, Hero Group AS, Aberia Healthcare AS and Kidsa AS, from Hospitality Invest to a newly incorporated 100% owned subsidiary (Norlandia Health & Care Group AS).

The material subsidiaries of Norlandia Health & Care Group AS, all of which have been included in these consolidated financial statements are as follows:

	Country of incorporation	Place of office	Ownership interest	
Name			**2023**	**2022**
Norlandia Care Group AS	Norway	Bodø	100%	100%
Kidsa Drift AS	Norway	Bergen	100%	100%
Hero Group AS	Norway	Stavanger	100%	100%
Aberia AS	Norway	Oslo	100%	100%
NHC Eiendom AS	Norway	Oslo	100%	100%
Care Properties AS	Norway	Oslo	100%	100%
NHC Services AS	Norway	Moss	100%	100%
NH Europe Holding AS	Norway	Oslo	100%	100%
Brado AB	Sweden	Tanumshede	100%	
Material operating companies				
Norlandia Barnehagene AS	Norway	Oslo	100%	100%
Norlandia Barnehagene II AS	Norway	Oslo	100%	100%
Kidsa Barnehager AS	Norway	Bergen	100%	100%
Norlandia Barnehagedrift AS	Norway	Oslo	100%	100%
Norlandia Förskolor AB	Sweden	Stockholm	100%	100%
Kids2Home Förskolor AB (former: Kids2Home AB)	Sweden	Stockholm	100%	100%
Norlandia Päiväkodit Oy	Finland	Helsinki	100%	100%
Preschools Netherlands Holdings B.V.	Netherlands	Utrecht	100%	100%
Norlandia Nederland B.V.	Netherlands	Utrecht	100%	100%
Norlandia Care Norge AS	Norway	Oslo	100%	100%
Norlandia Hjemmeomsorg AS	Norway	Oslo	100%	100%
Norlandia Care OY	Finland	Tampere	100%	100%
Norlandia Care AB	Sweden	Stockholm	100%	100%
Norlandia Care Kosmo AB (former: Kosmo AB)	Sweden	Stockholm	100%	100%
Hero Norge AS	Norway	Stavanger	100%	100%
Aberia Ung AS	Norway	Moss	100%	100%
Aberia Omsorg AS	Norway	Moss	100%	100%
Aurora Omsorg AS	Norway	Moss	100%	100%
Aberia Personlig Assistans SB (former: Marcus Assistans AB)	Sweden	Örebro	100%	100%
Frösunda Omsorg AB	Sweden	Stockholm	100%	
Frösunda Personlig Assistans AB	Sweden	Malmö	100%	
Frösunda Äldreomsorg AB	Sweden	Göteborg	100%	

The table below shows the material associated companies held by the Group, which is accounted for using the equity method. As of 31 December 2023, Norlandia Preschools AS holds a 50% ownership in Wekita GmbH, which is a German company operating in the Preschool segment.

(NOK 1 000)	**2023**	**2022**
Investment in associates as of 01.01	**25 613**	**31 076**
Share of net income from associated companies	806	1 266
New investment in associates	8 052	-
Disposal of investment associates	-	(6 729)
Investment in associates as of 31.12	**34 471**	**25 613**

12. LEASES

Lease contracts

The Group leases most of its offices, hotels, preschools, nursing homes and houses. Lease agreements typically run for 10+ years within preschools and less for the other segments. Preschools represent more than 56% of the total right-of-use assets in the Group, while Care represents around 29%. Contracts normally include an option to prolong the lease. The Group has not included any such prolonging due to the uncertainty related to the long remaining lease. To determine the discount rate, the Group have considered three key components: reference rate, financing spread adjustment and lease specific adjustment. The interest rate is estimated per country and varies between 2.5-6.9%, depending on duration in years. The interest rate is updated on an annual basis, and in most instances the updated rate is mainly used for new contracts entered into the applicable year. Contracts with less than a 12-month obligation or payments related to revenue are not capitalized. Lease payments are subject to annual KPI adjustment.

(NOK 1 000)	**2023**	**2022**
Right of use asset		
Balance at 1 January	5 171 842	4 186 467
New contracts	770 506	825 061
Acquired through business combinations	830 199	319 096
Remeasurement or amendments	315 364	334 895
Depreciation	(798 095)	(526 505)
Exchange differences	258 389	32 828
Year ended 31 December	**6 548 205**	**5 171 842**
Maturity analysis lease liabilities - undiscounted cash flows		
Less than one year	971 264	687 528
One to five years	3 206 180	2 356 709
More than five years	4 200 262	3 526 325
Total undiscounted lease liabilities 31 December	**8 377 707**	**6 570 563**
Classification of lease liabilities in the statement of financial position		
Non-current	6 297 807	4 996 237
Current	764 107	531 245
Total lease liabilities	**7 061 914**	**5 527 482**
Lease expenses not included in lease liabilities		
Short-term lease expenses	(256 260)	(639 907)

Acquisition of subsidiary in 2023 relates to the acquisition of Frösunda. The majority of these contracts concern rents for nursing homes for the elderly and for people with disabilities. The lease agreements typically run for 10-15 years.

Payments for short term leases are mainly related to the rental of refugee centers for the operating segment Integration Services. In 2022 the Group opened more than 40 acute refugee centers following the war outbreak in Ukraine. All these acute centers were based on short-term contracts, most of them operating on a 3-month basis. The majority of these have been replaced by long-term ordinary centers during the first half of 2023. By the end of 2023, only a few centers are based on short-term contracts. Variable lease expenses and lease expenses related to leases of low value assets are not significant for the Group.

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13. TRADE AND OTHER RECEIVABLES

(NOK 1 000)	Note	2023	2022
Trade receivables		766 491	428 120
Less: provision for impairment of trade receivables		(19 719)	(10 756)
Trade receivables - net		**746 772**	**417 364**
Prepaid expenses		210 915	149 878
Prepaid public duties		15 653	3 667
Group contribution receivable from owner		-	102 673
Other current receivables		303 865	126 455
Total other current receivables		**530 433**	**382 672**
Other non-current receivables		**17 687**	**40 482**
Total receivables classified as loans and receivables		**1 294 892**	**840 518**

The fair values of trade and other receivables classified as loans and receivables are not materially different to their carrying values.
The Group does not hold any collateral as security.

Movements on the Group provision for impairment of trade receivables are as follows:

(NOK 1 000)	2023	2022
At 1 January	**(10 756)**	**(13 025)**
Provided during the year	(12 723)	(3 261)
Reversal of provisions prior years	3 759	5 529
At 31 December	**(19 719)**	**(10 756)**

The movement on the provision for impaired receivables has been included in the other operating expenses line in the consolidated statement of comprehensive income.
Other classes of financial assets included within trade and other receivables do not contain impaired assets.

(NOK 1 000) **Aging analysis on trade receivables**	**Total**	Not due (less than 30 days)	30-60 days	60-90 days	More than 90 days
2023	**766 491**	676 692	47 695	3 535	38 569
2022	**428 120**	395 616	14 320	2 439	15 744

14. SHARE CAPITAL, SHAREHOLDERS, DIVIDENDS AND RESERVES

Share capital	**2023**	**2023**	**2022**	**2022**
(Amounts in NOK)	Number	NOK	Number	NOK
Ordinary shares of NOK 10.4 each	*47 697 448*	*496 053 459*	*30 000 000*	*312 000 000*
Total	**47 697 448**	**496 053 459**	**30 000 000**	**312 000 000**

Shareholders
Each share gives the shareholder one voting right.

Hospitality Invest AS	46 266 525	97,00%
Stork Industries AS	715 462	1,50%
Cowry EV AS	715 462	1,50%
Total	**47 697 448**	**100,00%**

Kristian A. Adolfsen holds, directly and indirectly, 46.64 % of the shares in Hospitality Invest AS

Roger Adolfsen holds, directly and indirectly, 46.63% of the shares in Hospitality Invest AS
Yngvar Tov Herbjørnssønn holds, directly and indirectly, 100% of the shares in Cowry EV AS

The following describes the nature and purpose of each reserve within equity:

Reserve	Description and purpose
Share premium	Amount subscribed for share capital in excess of nominal value.
Retained earnings	All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

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15. BORROWINGS

The book value and fair value of loans and borrowings are as follows: *(NOK 1 000)*	Book value 2023	Fair value 2023	Book value 2022	Fair value 2022
Non-Current				
Interest-bearing debt	2 617 746	2 617 746	2 115 610	2 115 610
Total non-current interest-bearing debt	**2 617 746**	**2 617 746**	**2 115 610**	**2 115 610**
Current				
Interest-bearing debt	381 600	381 600	71 388	71 388
Total current interest-bearing debt	**381 600**	**381 600**	**71 388**	**71 388**

The currency profile of the Group's loans and borrowings is as follows:

(Currency in 1 000 NOK)	**2023**	**2022**
NOK	1 891 344	1 442 754
SEK	1 108 003	744 245
Total	**2 999 347**	**2 186 998**

Borrowings as of 31.12.2023	Interest	**Amount**	**Due date**
Bond loans	NIBOR/STIBOR +5.75%	2 271 536	2025
Current overdraft facilities	NOWA + margin	289 687	
Property debt outside ringfence structure	2.42%-5.76%	394 288	2023-2050
Other debt/property debt		43 836	
Total		**2 999 347**	

Borrowings as of 31.12.2022	Interest	**Amount**	**Due date**
Bond issued 2021	NIBOR/STIBOR +5.75%	1 674 233	2025
Revolving credit facility	NIBOR + margin	106 245	
Property debt outside ringfence structure	0.897%-2.438%	394 070	2023-2050
Other debt/property debt		12 449	
Total		**2 186 998**	

Bond

In January 2023 the Group successfully placed a senior secured bond issue of equivalent to NOK 522 million under the Group's existing senior secured bond framework with ISINs NO001099792 (the "NOK-tranche" and NO0010997943 (the "SEK tranche"). The subsequent bond issue, split between a subsequent issue of NOK 180 million in the NOK-tranche, and a subsequent issue of SEK 352 million in the SEK-tranche of the bond.

The existing senior secured bond was refinanced in 2021 due in May 2025. This bond consists of a 950 million NOK tranche and a 750 million SEK tranche.

As per December 2023 MNOK 14.1 were unamortised borrowing costs (31 December 2022 MNOK 15.5). Subsidiaries are pledged as collateral together with a majority of material operating companies. See note 3, 18 and 23 for further information regarding the bond.

Overdraft facilities

In March 2023, the long-term credit facility was repaid. In replacement, the Group secured a short-term overdraft facility of NOK 350 million by DnB. NOK 289.7 million was drawn as per 31 December 2023 (MNOK 106.2 as of 31 December 2022 under the old revolving credit facility).

Property debt outside ringfence structure

The majority of the property debt outside the ringfence structure is financed through Husbanken. The ringfence structure relates to the companies that are defined in the bond agreement, while some real estate companies outside this structure are allowed to draw external debt. In addition to the loans in Husbanken, the Group has some financing through Sparebanken Møre, Sparebanken 1 Ringerike Hadeland and BN Bank. As of 31 December 2023, the amount totaled to MNOK 394.3 (NOK 395.3 as of 31 December 2022).

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16. DEFERRED TAX

Deferred tax is calculated in full on temporary differences under the liability method using a tax rate of 22 %.
The movement on the deferred tax account is as shown below:

(NOK 1 000)	**2023**	**2022**
At 1 January	(36 878)	(27 718)
Tax expense	43 799	2 476
Recognised in other comprehensive income	(3 016)	2 209
Sum	**3 905**	**(23 032)**
Arising on business combination	2 748	(13 845)
At 31 December	**6 652**	**(36 878)**

Deferred tax assets have been recognised in respect of all tax losses and other temporary differences giving rise to deferred tax assets where the directors believe it is probable that these assets will be recovered.

The movements in deferred tax assets and liabilities (prior to the offsetting of balances within the same jurisdiction as permitted by IAS 12 during the period are shown below.

The table below outlines the Group's net deferred tax liability, amounts recognised in profit or loss and amounts recognised in other comprehensive income are as follows:

(NOK 1 000)	Net DTA/(DT)	(Charged)/ credited to profit or loss	(Charged)/ credited to equity or from BC	Net DTA/(DT)	(Charged)/ credited to profit or loss	(Charged)/ credited to equity or from BC
Tax effect of temporary differences	**2023**	**2023**	**2023**	**2022**	**2022**	**2022**
Fixed assets	59 062	107 226	2 748	(50 912)	32 281	(13 845)
Accounts receivable	450	(924)	-	1 374	(682)	-
Inventory	(136)	(136)	-	-	-	-
Pensions	(2 511)	(675)	(3 016)	1 179	(20 126)	2 209
Profit and loss account	(75 221)	(73 364)	-	(1 857)	460	-
Other differences	47 833	2 607	-	45 226	(3 251)	-
Tax loss carried forward	13 760	8 350	-	5 410	(7 926)	-
Tax asset/(liabilities)	**43 237**	**43 084**	**(268)**	**420**	**756**	**(11 636)**
Unrecognised deferred tax asset	(36 584)	715	-	(37 299)	1 720	-
Net tax assets/(liabilities)	**6 652**	**43 799**	**(268)**	**(36 878)**	**2 476**	**(11 636)**

(NOK 1 000)

Net deferred tax assets/(liabilities)	**2023**	**2022**
Deferred tax assets	224 964	109 543
Deferred tax liabilities	(218 311)	(146 421)
Net deferred tax assets/(liabilities)	**6 652**	**(36 878)**

The unused tax losses and deductible temporary differences can be carried forward indefinitely. Deferred tax assets are recognized as an asset as the Group expects to utilize these with expected profit in the coming years. For 2020 and onward the Group has decided not to recognize a tax asset related to the deferred interest charges as these may only be carried forward for 10 years and it is uncertain that these may be utilized. Other differences in the table above is mainly related to interest carry forwards.

17. TRADE AND OTHER CURRENT LIABILITIES

(NOK 1 000)	**2023**	**2022**
Trade payables	347 000	190 976
Tax and social security payments	505 053	279 264
Other current liabilities	902 979	783 920
Total trade and other current liabilities, excluding borrowings, classified as financial liabilities measured at amortised cost	**1 755 033**	**1 254 160**

Book values approximate to fair value at 31 December 2023 and 2022.

18. SUPPORTING STATEMENT OF CASH FLOWS

	Non-current loans and borrowings	**Current loans and borrowings**	**Lease liabilities**	**Total**
At 1 January 2022	**2 124 400**	**51 037**	**4 466 806**	**6 642 243**
Cash flows	(51 762)	(27 180)	(491 307)	(570 249)
Net amounts from purchase and sale of companies	64 872	39 876	319 096	423 844
Effects of foreign exchange	(21 900)	-	33 145	11 245
Interests accrued in period	-	7 655	-	7 655
Addition/remeasurements	-	-	1 199 742	1 199 742
At 31 December 2022	**2 115 610**	**71 388**	**5 527 482**	**7 714 480**
Cash flows	390 652	(358 876)	(724 033)	(692 257)
Net amounts from purchase and sale of companies	27 404	648 487	895 001	1 570 892
Effects of foreign exchange	84 080	-	255 752	339 833
Interests accrued in period	-	20 601	-	20 602
Addition/remeasurements	-	-	1 107 712	1 107 712
At 31 December 2023	**2 617 746**	**381 600**	**7 061 914**	**10 061 261**

19. RETIREMENT BENEFITS

At 31.12.2023, a total of 12,441 employees in the Group are included in a defined contribution plan. The plan is in accordance with the laws and regulations concerning obligatory pension plans. The costs in connection with the plan are recognized in accordance with premiums paid. The Group's defined benefit plan at the end of 2023 includes 59 employees. In 2022 the defined benefit plans for the Preschools in Norway were replaced by a defined contribution plan. The change had a positive effect in both Q1 and Q4, and compensation is being paid as salary for those the qualify. The plan involves lifelong pension from 67 years. Defined benefit plans give rise to defined future payments. These are mainly dependent on the number of years of service, salary level at retirement and the level of payments received from Social Security. The obligations are covered by an insurance company.

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(NOK 1 000)	**2023**	**2022**
Pension costs for defined contribution schemes	395 461	336 259

Details of the Group's defined benefit schemes are as follows:

	2023	**2022**
Fair value of plan assets	33 120	57 210
Present value of funded obligations	21 797	63 488
Net pension obligations	**(11 324)**	**6 279**

Reconciliation of plan assets	**2023**	**2022**
At 1 January	57 210	422 610
Expected return	720	2 954
Contributions by Group	9 072	18 787
Benefits paid	(285)	(1 153)
Actuarial gain/(loss)	4 114	(12 464)
Settlements	(37 488)	(373 240)
Administration fees	(222)	(285)
At 31 December	**33 120**	**57 210**

Reconciliation of plan liabilities	**2023**	**2022**
At 1 January	63 488	522 795
Interest cost	832	3 837
Current service cost	5 938	31 087
Benefits paid	(285)	(1 153)
Actuarial (gain)/loss	(6 529)	(2 422)
Social security tax	(395)	(637)
Settlements	(41 252)	(490 019)
At 31 December	**21 797**	**63 488**

	2023	**2022**
Actuarial gains and losses recognised in OCI	**10 643**	**(10 042)**

Pension cost (defined benefit plan)	**2023**	**2022**
Current service cost	5 938	(65 874)
Net interest cost	112	(158)
Administration costs	222	537
Accrued social security tax	885	1 861
Net pension cost/(income)	**7 156**	**(63 634)**

Principal actuarial assumptions	**31.12.2023**	**31.12.2022**
Discount rate on plan liabilities	3,7 %	3,2 %
Expected increase in pensionable salary	3,8 %	3,8 %
Future G-increase	3,5 %	3,5 %
Future pension increase	2,9 %	1,7 %
Turnover	8,7 %	8,7 %
Social security tax	14,1 %	14,1 %

20. BUSINESS COMBINATIONS

Acquisitions under common control during 2023

In Q1 23 NHC Group acquired control over Frösunda Omsorg AB ("Frösunda") including its parent company Brado AB ("Brado"), which was defined as a business combination under common control as the ultimate owners of both NHC Group and Brado Group are the same.

Frösunda was founded in 1994 and have become a leading supplier of private care services in Sweden. The Group is a diversified care operator within Disability, Personal Assistance and Elderly Care, which significantly strengthens NHC's operations within the Individual and Family and Care segments.

In addition, the Group acquired control over the shares in Agito Norway, Agito Sverige AB and Agito Nordic AB as of late December 2023. This transaction was also defined as a business combination under common control and resulted in a net effect booked against retained earnings of NOK 31.4 million. As this transaction was not material for the Group, the carrying values are not shown below.

The table below shows the carrying values of assets and liabilities from Brado Group included in NHC Group from the acquisition date:

Allocation of purchase value of Brado AB Group

(NOK million)	**Book value**
Goodwill	1 108,4
Other intangible assets	6,5
Deferred tax asset	16,1
Property plant and equipment	21,5
Right-of-use-assets	838,8
Total non-current assets	**1 991,2**
Receivables	294,2
Cash and cash equivalents	129,9
Total current assets	**424,1**
Deferred tax liability	5,0
Non-current lease liability	766,3
Other non-current liabilities	19,1
Total non-current liabilities	**790,3**
Current interest-bearing debt	688,1
Current lease liability	128,7
Other current liabilities	339,3
Total non-current liabilities	**1 156,2**
Total net assets purchased	468,8
Total consideration*	511,6
Effect of business combination under common control, equity	**(42,8)**

*Part of the consideration was settled as a way of a seller's credit of NOK 388.5 million which were transported to the ultimate parent company Hospitality Invest AS, and then converted to equity in NHC as shown in the statement of equity. In addition, an earn-out element of NOK 102 524 680 was recognized as a non-current liability at the time of the acquisition. The future payment is dependent on the future performance of the Brado Group up until 2025.

Other acquisitions during 2023

The Group acquired control over the shares in some small Norwegian companies during 2023, mainly preschools. None of these acquisitions were material for the Group, hence the purchase price allocation is not presented for these.

Acquisitions during 2022

Acquisitions during 2022 have been primarily within the preschool segment within Sweden and Norway, with the purchase of the Swedish Group Svenska Kunskapsförskolan Koncept AS being the largest. All business combinations during 2022 resulted in an

addition to intangible assets of total MNOK 86.8, right-of-use assets of MNOK 319.1 and property, plant and equipment of MNOK 133.0.

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21. TRANSACTIONS WITH RELATED PARTIES

In addition to the transactions described in note 11, the financial statements include the following transactions with related parties.

Related party	Relation to the Group
Kristian Adolfsen	Shareholder in Hospitality Invest AS, board member in the Group
Roger Adolfsen	Shareholder in Hospitality Invest AS, board member in the Group
Hospitality Invest AS	Major shareholder 97%
Pioneer Property Group ASA	Significant ownership interest from the same shareholders
Personalhuset Staffing Group AS	Significant ownership interest from the same shareholders
Älvbäck Fastighets AB	Significant ownership interest from the same shareholders
Abros Invest AB	Significant ownership interest from the same shareholders
Otiga Group AS	Significant ownership interest from the same shareholders
Otiga Group Management AS	Significant ownership interest from the same shareholders

(NOK 1 000)

Transaction with related parties	2023	2022
Receivables from related parties		
Älvbäck Fastighets AB	4 048	3 598
Otiga Group Management AS	5	-
Liabilities to related parties		
Hospitality Invest AS	29 833	28 959
Abros Invest AB	102 525	-
Otiga Group AS	18 747	-
Personalhuset Staffing Group AS	14 787	-
Interest received		
Älvbäck Fastighets AB	128	-
Rent of properties from related parties		
Rent of properties from Pioneer Property Group ASA	7 517	2 333
Purchase of personnel services from related parties		
Purchase of personnel services from Personalhuset Staffing Group AS	17 925	28 498

22. CASH AND CASH EQUIVALENTS

(NOK 1 000)	2023	2022
Cash related to payroll tax withholding	3 198	1 343
Unrestricted cash	342 786	270 378
Total cash and cash equivalents	**345 984**	**271 721**

23. DESCRIPTION OF INCURRENCE COVENANT AND FINANCIAL COVENANT

The senior secured bond issued in December 2021 includes an incurrence covenant and a financial covenant. Certain actions and transactions, for example issuance of new debt and payment of dividends, is subject to the satisfaction of an incurrence test. The incurrence test is considered satisfied provided that:

Total Net Debt / EBITDA (as defined in the Bond agreement) = not greater than 3.25 (3.00 for payment of dividends) for the group of companies included in the ring fence as defined by the bond agreement, see also note 15.

The financial covenant requires the Group to at all time satisfy a minimum liquidity of NOK 100.000.000, including not utilized overdraft credit facilities.

24. OTHER OPERATING EXPENSES

(NOK 1 000)	**2023**	**2022**
Lease expense and cost related to premises	(664 654)	(907 077)
Rental of office machinery	(43 282)	(29 861)
Software and operating materials	(334 799)	(307 735)
Professional fees	(123 749)	(72 067)
Office cost and travelling expenses	(147 387)	(98 403)
Sales and administrative cost	(40 286)	(23 847)
Other expenses	(60 594)	(76 898)
Other operating expenses	**(1 414 750)**	**(1 515 888)**

25. EVENTS AFTER THE REPORTING DATE

No known material events have occurred after the balance sheet date which would have had any effect on the reported figures as of 31 December 2023.

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Income statement

Norlandia Health & Care Group AS - for the year ended 31 December 2023

NOK 1 000	Note	2023	2022
Operating revenues		4 712	7 035
Personnel expenses	8	(2 578)	(2 340)
Other operating expenses	8	(17 150)	(12 447)
Operating profit/(loss)		**(15 017)**	**(7 752)**
Finance income	6, 10	335 320	261 794
Finance expense	10	(209 527)	(124 119)
Net foreign exchange gains/(losses)	10	(49 505)	23 527
Net financial items		**76 289**	**161 202**
Profit/(loss) before taxes		**61 272**	**153 450**
Income taxes	2	(13 991)	(31 405)
Net income/(loss)		**47 281**	**122 045**
Allocated to other equity	3	47 281	122 045
Total allocation of net income/(loss) for the period		**47 281**	**122 045**

Statement of financial position

Norlandia Health & Care Group AS - for the year ended 31 December 2023

(NOK 1 000)	Note	31.12.2023	31.12.2022
ASSETS			
Investment in subsidiaries	5	2 165 402	1 665 128
Loans to group companies	6	1 073 279	503 501
Total non-current assets		**3 238 681**	**2 168 628**
Current group receivables	6	689 975	522 008
Other current receivables		127	5 263
Cash and cash equivalents	9	37 667	36 419
Total current assets		**727 768**	**563 691**
Total assets		**3 966 450**	**2 732 319**
EQUITY AND LIABILITIES			
Share capital	3, 4	496 053	312 000
Share premium reserve	3	372 190	167 784
Other paid-in capital	3	10 005	-
Total restricted equity		**878 248**	**479 784**
Retained earnings	3	373 159	325 878
Total equity		**1 251 407**	**805 662**
Bond loans	7	2 220 187	1 643 486
Non-current interest-bearing debt	7	-	106 245
Non-current non-interest-bearing debt	11	102 525	-
Total non-current liabilities		**2 322 712**	**1 749 731**
Trade payables		263	-
Current liabilities to group companies	6	48 679	142 751
Current overdraft facilities	7	289 687	0
Other current liabilities		53 702	34 175
Total current liabilities		**392 331**	**176 926**
Total liabilities		**2 715 043**	**1 926 657**
Total equity and liabilities		**3 966 450**	**2 732 319**

Oslo, 29 April 2024

Board of Directors of Norlandia Health & Care Group AS

Kristian A. Adolfsen
Chairman of the Board

Roger Adolfsen
Member of the Board

Ingvild Myhre
Member of the Board

Yngvar Tov Herbjørnssønn
CEO

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Cash flow statement

Norlandia Health & Care Group AS - for the year ended 31 December 2023

(NOK 1 000)	Note	2023	2022
Cash flow from operations			
Profit/(loss) before taxes		61 272	153 450
Net financial items	7	(76 289)	(161 202)
Change in trade creditors		263	(946)
Change in other provisions		40 079	4 146
Net cash flow from operations		**25 325**	**(4 552)**
Net loans to subsidiaries	6	(569 778)	242 051
Net cash flow from investments		**(569 778)**	**242 051**
Cash flow from financing			
Proceeds from current borrowings		289 687	-
Repayment of non-current borrowings		(106 245)	-
Proceeds from non-current bonds		501 371	-
Interest received	7	93 976	38 686
Interest paid	7	(206 678)	(123 497)
Payment of group contribution	3	-	(20 000)
Net group receivables	6	(26 410)	(141 989)
Net cash flow from financing		**545 701**	**(246 800)**
Net change in cash and cash equivalents	9	1 248	(9 301)
Cash and cash equivalents at the beginning of the period	9	36 419	45 720
Cash and cash equivalents at the end of the period		**37 667**	**36 419**

Notes to the financial statements 2023

1. ACCOUNTING POLICIES

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

Operating income
Revenues from sale of services are recognised in the income statement once the delivery has taken place.

Taxes
The tax charge in the income statement includes both payable taxes for the period and changes in deferred tax. Deferred tax is calculated as 22 % of temporary differences which exist between accounting and tax values of assets and liabilities, and any carry forward losses for tax purposes at the year-end. Taxable and deductible temporary differences that reverse or may reverse in the same period are offset and reported net. Deferred tax on the excess value associated with acquisitions of subsidiaries is not settled.

Classification of balance sheet items
Assets intended for long term ownership or use have been classified as fixed assets. Fixed assets are valued at cost. They are recorded in the statement of financial position and depreciated over the estimated economic lifetime of the asset. Fixed assets are written down to recoverable amount when decreases in value are expected to be permanent. The recoverable amount is the highest amount of net realizable value and value in use. Value in use is the present value of future cash flows associated with the asset. Impairment losses are reversed when the basis for impairment no longer exists. Other assets are classified as current assets. Current assets and current liabilities are normally considered to be due within one year from the balance sheet date, as well as those connected to the trading cycle. Current assets are valued at the lower of cost and fair value.

Debtors
Trade debtors and other debtors are recognised in the balance sheet at nominal value after provision for bad debts. The bad debts provision is made on basis of an individual assessment of each debtor.

Investments in subsidiaries
Subsidiaries are companies in which the parent company has control, and thus the power to govern the financial and operating policies, generally by owning more than half of the voting capital.

The cost method is applied as a principle for the investment in subsidiaries and associated companies in the company accounts. The cost price is increased when funds are added through capital increases or when group contributions are made to subsidiaries. Dividends received are initially taken to income. Dividends exceeding the portion of retained equity after the purchase are reflected as a reduction in purchase cost.

Dividend/group contribution from subsidiaries are reflected in the same year as the subsidiary makes a provision for the amount. Dividend from other companies is reflected as financial income when it has been approved.

Foreign Currencies
Conversion of foreign companies is done by translating the balance sheet to the closing rate, and the income statement to the average exchange rate. Any significant transactions are translated at the transaction date.

Financial risk
For assessing the company's financial risks, see the discussion in the annual report.

Cash Flow statement
The cash flow statement has been prepared using the indirect method.

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2. INCOME TAXES

(NOK 1 000)	**2023**	**2022**
This year's income taxes		
Payable tax	(13 991)	(31 405)
Changes in deferred taxes	-	-
Income taxes	**(13 991)**	**(31 405)**
Taxable income:		
Profit/(loss) before taxes	61 272	153 450
Permanent differences	429	600
Changes temporary differences	2 624	5 979
Cut interest deduction	-	-
Provided intra-group contribution to subsidiaries	(64 324)	(142 751)
Taxable income before losses carried forward	***(0)***	***17 278***
Utilised losses carried forward	-	(17 278)
Taxable income:	**(0)**	**(0)**
Payable tax in the balance:		
Payable tax on this year's result	-	-
Total payable tax in the balance	**-**	**-**
Calculation of effective tax rate		
Profit/(loss) before taxes	61 272	153 450
Calculated tax on profit/(loss) before taxes	(13 480)	(33 759)
Tax effect of permanent differences	94	(132)
Tax effect of not booked deferred tax asset	-	2 486
Tax on prior year's result	(606)	-
Total	**(13 991)**	**(31 405)**
Effective tax rate	22%	22%

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

	2023	**2022**
Other differences	12 266	14 889
Total	**12 266**	**14 889**
Accumulated loss to be brought forward	-	-
Interest cost carried forward	(180 950)	(180 950)
Unrecognized in deferred tax	168 684	166 060
Basis for calculation of deferred tax	**0**	**(0)**
Deferred tax asset, 22%	**0**	**(0)**

3. EQUITY

(NOK 1 000)	Share capital	Share premium	Other paid-in capital	Retained earnings	Total equity
Equity as of 01.01.2023	**312 000**	**167 784**	**-**	**325 878**	**805 662**
Capital increase	184 053	204 406	-	-	388 459
Group contribution from ultimate parent	-	-	10 005	-	10 005
Net income/(loss)	-	-	-	47 281	47 281
Equity as of 31.12.2023	**496 053**	**372 190**	**10 005**	**373 159**	**1 251 407**

(NOK 1 000)	Share capital	Share premium	Other paid-in capital	Retained earnings	Total equity
Equity as of 01.01.2022	**312 000**	**167 784**	**-**	**223 833**	**703 617**
Group contribution to ultimate parent	-	-	-	(20 000)	(20 000)
Net income/(loss)	-	-	-	122 045	122 045
Equity as of 31.12.2022	**312 000**	**167 784**	**-**	**325 878**	**805 662**

4. SHARE CAPITAL AND SHAREHOLDERS

Share capital

(Amounts in NOK)	2023 Number	2023 NOK	2022 Number	2022 NOK
Ordinary shares of NOK 10.4 each	47 697 448	496 053 459	30 000 000	312 000 000

Shareholders

Each share gives the shareholder one voting right	Number	Ownership	Nominal Value	In balance
Hospitality Invest AS	46 266 524	97,00%	10,4	481 171 850
Stork Industries AS	715 462	1,50%	10,4	7 440 805
Cowry EV AS	715 462	1,50%	10,4	7 440 805
Total	**47 697 448**	**100,00%**	**10,4**	**496 053 459**

The company has one class of shares and all shares have equal voting rights.

The shares held by the board of directors / CEO, ref. The Norwegian accounting law § 7-26:

	Number	Ownership
Kristian A. Adolfsen (through Hospitality Invest)	22 246 090	46,64%
Roger Adolfsen (through Hospitality Invest)	22 241 320	46,63%
Yngvar Tov Herbjørnssønn (through Cowry EV AS)	715 462	1,50%

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5. INVESTMENT IN SUBSIDIARIES

Investments in subsidiaries are recognised according to the cost method.

(NOK 1 000)		Ownership/			Balance
Subsidiaries	Location	voting right	Equity (100%)	Result (100%)	sheet value
Norlandia Care Group AS	Bodø	100%	368 662	41 415	969 160
Kidsa Drift AS	Bergen	100%	208 034	7 339	220 446
Hero Group AS	Stavanger	100%	91 316	105 180	155 051
Aberia AS	Oslo	100%	102 985	48 495	193 952
Care Properties AS	Oslo	100%	27 547	(11 357)	61 508
NHC Eiendom AS	Oslo	100%	10 168	(6 386)	17 344
NHC Services AS	Moss	100%	3 022	695	3 968
NH Europe Holding AS	Oslo	100%	58 400	5 150	58 400
Brado AB	Tanumshede, Sweden	100%	185 354	1 951	485 574
Balance sheet value 31.12.					**2 165 402**

6. TRANSACTIONS WITH RELATED PARTIES

(NOK 1 000)	**2023**	**2022**
Receivables from related parties		
Group contribution	241 345	327 121
Current group receivables	448 630	194 887
Non-current loans to group companies	1 073 279	503 501
Total receivable related parties	**1 763 254**	**1 025 509**
Payables to related parties and subsidiaries		
Group contribution	18 847	142 751
Current group liabilities to ultimate parent	29 833	-
Total payables related parties	**48 679**	**142 751**
Income from subsidiaries		
Group contribution	241 345	224 449
Interest income	93 976	37 345
Interest received from related parties	**335 320**	**261 794**

7. INTEREST-BEARING DEBT

(NOK 1 000)	**2023**	**2022**
Non-current liabilities		
Bond loans	2 234 253	1 658 975
Prepaid finance fee bond	(14 066)	(15 489)
Revolving credit facility	-	106 245
Total non-current liabilities	**2 220 187**	**1 749 731**
Current liabilities		
Current overdraft facilities	289 687	0

The bond is subject to Interest NIBOR/STIBOR +5.75%.
The maturity date of the bond loan is May 2025.

Balance sheet value of assets placed as security:		
Subsidiaries	2 165 402	1 665 128
Total	**2 165 402**	**1 665 128**

In addition to its own subsidiaries, several of subsidiaries of the subsidiaries are placed as security for bond obligation.

8. PERSONNEL EXPENSES

(NOK 1 000)	**2023**	**2022**
Personnel expenses (including directors) comprise:		
Wages and salaries	(1 693)	(1 525)
Social security contributions and similar taxes	(285)	(215)
Remuneration to Board of Directors	(600)	(600)
Total personnel expenses	**(2 578)**	**(2 340)**

Number of employees (FTE)	-	-

The company had no employees during 2023 and 2022. Wages and salary paid is for Group CEO (part of total compensation as presented in note 5 of consolidated accounts).

Audit fees
The following amounts have been recognised as audit fees and related services during the period

(NOK 1 000)	**2023**	**2022**
Audit	(868)	(490)
Attestation services	(87)	-
Other services	(597)	(591)
Total	**(1 552)**	**(1 081)**

9. CASH AND CASH EQUIVALENTS

(NOK 1 000)	**2023**	**2022**
Restricted cash	4 017	3 876
Unrestricted cash	33 650	32 543
Total cash and cash equivalents	**37 667**	**36 419**

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10. NET FINANCIAL ITEMS

(NOK 1000)	**2023**	**2022**
Interest income	93 976	37 345
Income from investment	241 345	224 449
Total finance income	**335 320**	**261 794**
Interest expenses	(206 678)	(123 497)
Other financial expenses	(2 849)	(622)
Total finance expense	**(209 527)**	**(124 119)**
Net foreign exchange gains/(losses)	**(49 505)**	**23 527**
Net financial items	**76 289**	**161 202**

11. OTHER NON-CURRENT LIABILITIES

In Q1 23 the company acquired Brado Group. The purchase price consisted of an earn out element of NOK 102 524 680. The future payment is dependent on the future performance of the Brado Group up until 2025.

12. EVENTS AFTER THE REPORTING DATE

No known material events have occurred after the balance sheet date which would have had any effect on the reported figures as of 31 December 2023.

Independent auditor's report

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To the General Meeting of Norlandia Health & Care Group AS

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Norlandia Health & Care Group AS, which comprise:

- the financial statements of the parent company Norlandia Health & Care Group AS (the Company), which comprise the statement of financial position as at 31 December 2023, the income statement, and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and

- the consolidated financial statements of Norlandia Health & Care Group AS and its subsidiaries (the Group), which comprise the statement of financial position as at 31 December 2023, the statement of comprehensive income, statement of changes in equity and statement of cash flows 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 the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and

- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 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.

Our opinion is consistent with our additional report to the Audit Committee.

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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KPMG refers to the Norwegian firm of KPMG AS.

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To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided.

We have been the auditor of the Company for 6 years from the election by the general meeting of the shareholders on 26 June 2018 for the accounting year 2018.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Refer to note 9 Goodwill and Intangible Assets and note 10 Goodwill and Impairment

The key audit matter	***How the matter was addressed in our audit***
The Group has over several years acquired businesses resulting in significant goodwill and intangible assets such as customer contracts, licenses and trademarks. As of 31 December 2023, the Group has goodwill of NOK 3 175 million and other intangible assets of NOK 523 million. Management performed an impairment assessment of goodwill and intangible assets by determining the value in use of the Group's operating segments. Determining the value in use requires significant management judgement by making assumptions about future cash flows. Due to the materiality of these assets to the financial statement as a whole and the inherent uncertainty and subjectivity involved in forecasting and discounting future cash flows, this is considered to be a key audit matter.	Our audit procedures in this area included: • Assessing management's process and results for identification, consistent treatment and classification of operating segments; • Evaluating management's assessment of impairment indicators; • Where impairment indicators were identified or where impairment testing was required, assessing if the models used to calculate value in use are appropriate and mathematically accurate; • Assessing the discount rate utilized in cash flow forecasts with reference to available market data for selected assets tested; • Evaluating the historical accuracy of management's budgets and forecasts in order to challenge management on the current year cash flow forecasts; • Evaluating and challenging management on the growth assumptions in the cash flow forecasts; • Evaluating the adequacy and appropriateness of the disclosures in the financial statements related to the carrying value of goodwill and intangible assets.

Other information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. 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 nor the other information accompanying the financial statements.

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In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise appears to be materially misstated.

We are required to report if there is a material misstatement in the Board of Directors' report or the other information accompanying the financial statements. 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 as included in the Board of Director's report.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements of the Company use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations. The consolidated financial statements of the Group use the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

Per-Otto Dahlen Hansen (PODH-WEB) 2026-02-25 14:04:47 UTC

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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.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Report on Compliance with Requirement on European Single Electronic Format (ESEF)

Opinion
As part of the audit of the financial statements of Norlandia Health & Care Group AS, we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report, with the file name 549300FBOBWU7L8EH481-2023-12-31-en , have been prepared, in all material respects, in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format, and iXBRL tagging of the consolidated financial statements.

In our opinion, the financial statements, included in the annual report, have been prepared, in all material respects, in compliance with the ESEF regulation.

Management's Responsibilities
Management is responsible for the preparation of the annual report in compliance with the ESEF regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary.

Personlig dokument

Auditor's Responsibilities
Our responsibility, based on audit evidence obtained, is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in compliance with ESEF. We conduct our work in compliance with the International Standard for Assurance Engagements (ISAE) 3000 – 'Assurance engagements other than audits or reviews of historical financial information'. The standard requires us to plan and perform procedures to obtain reasonable assurance about whether the financial statements included in the annual report have been prepared in compliance with the ESEF Regulation.

As part of our work, we have performed procedures to obtain an understanding of the Company's processes for preparing the financial statements in compliance with the ESEF Regulation. We examine whether the financial statements are presented in XHTML-format. We evaluate the completeness and accuracy of the iXBRL tagging of the consolidated financial statements and assess management's use of judgement. Our procedures include reconciliation of the iXBRL tagged data with the audited financial statements in human-readable format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 29 April 2024

KPMG AS

Mona Kristin Lien
State Authorised Public Accountant
(This document is signed electronically)

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Lien, Mona Kristin
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