

EXEMPTION DOCUMENT



Havyard Group ASA

(a Norwegian public limited liability company)

Listing of 47,206,166 consideration shares issued in connection with the acquisition of HG Group AS and the 50% shares in BKS Holding AS not already owned by HG Group AS

This exemption document (the "**Exemption Document**") has been prepared by Havyard Group ASA, a Norwegian public limited liability company (*Nw. allmennaksjeselskap* or ASA) ("**Havyard**" or the "**Company**", and together with its consolidated subsidiaries, the "**Group**"), in connection with the listing (the "**Listing**") on Oslo Børs, a regulated market being part of Euronext and operated by Oslo Børs ASA (the "**Oslo Stock Exchange**"), of 47,206,166 new shares in Havyard, each with a par value of NOK 0.05 (the "**Consideration Shares**"), issued as partial consideration in connection with the Company's acquisition of 100% of the shares in HG Group AS, a Norwegian limited liability company with business registration number 927 197 456 and registered business address at Handelslandsvegen 75, 5451 Valen, Kvinnherad, Norway ("**HGG**"), and the 50% of the shares in BKS Holding AS, a Norwegian limited liability company with business registration number 923 489 576 and registered business address at Sunde industriområde 3, 5450 Sunde i Sunnhordland, Kvinnherad, Norway ("**BKS**"), not already owned by HGG (together "**HG Group**") (the "**Acquisition**").

The Company's existing shares are, and the Consideration Shares will be, listed on the Oslo Stock Exchange under the ticker code "HYARD". Except where the context requires otherwise, references in this Exemption Document to "**Shares**" will be deemed to include the existing ordinary shares of the Company and the Consideration Shares. The Shares and the Consideration Shares are recorded and registered in the Euronext central securities depository in Norway, Euronext Securities Oslo ("**ESO**"), in book-entry form. All Shares rank in parity with one another and carry one vote.

This Exemption Document is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "EU Prospectus Regulation"), and therefore it has not been subject to scrutiny and approval by the relevant competent authority as set out in Article 20 of Regulation 2017/1129. This Exemption Document serves as a prospectus equivalent document for the purpose of listing the Consideration Shares to be issued in connection with the Acquisition, cf. the EU Prospectus Regulation Article 1 (5) point (e).

THIS EXEMPTION DOCUMENT DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO BUY, SUBSCRIBE OR SELL THE SECURITIES HEREIN, AND NO SECURITIES ARE BEING OFFERED OR SOLD PURSUANT TO THIS EXEMPTION DOCUMENT.

The date of this Exemption Document is 7 September 2022.

IMPORTANT INFORMATION

This Exemption Document has been prepared by Havyard in connection with the listing of the Consideration Shares and serves as a prospectus equivalent document, cf. Article 1 (5) point (e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council, of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2014/71/EC, as amended, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act (the “**EU Prospectus Regulation**”). This Exemption Document has been prepared solely in the English language.

The contents of this Exemption Document have been prepared on the basis of the European Commission's delegated regulation (EU) 2021/528 of 16 December 2020 supplementing the EU Prospectus Regulation as regards the minimum information content of the document to be published for a prospectus exemption in connection with a takeover by means of an exchange offer, a merger or a division.

This Exemption Document does not constitute an offer of, or an invitation to purchase, any of the Shares described herein, and no Shares are being offered or sold pursuant to this Exemption Document in any jurisdiction. All inquiries relating to this Exemption Document must be directed to Havyard. No other person is authorized to give any information about, or to make any representations on behalf of Havyard or HG Group in connection with the Acquisition. If any such information is given or representation made, it must not be relied upon as having been authorized by Havyard. The information contained herein is as of the date hereof and is subject to change, completion and amendment without further notice. The publication of this Exemption Document shall not under any circumstances create any implication that there has been no change in Havyard, HG Group or BKS Holding's affairs or that the information set forth herein is correct as of any date subsequent to the date hereof. No person is authorised to give information or to make any representation in connection with the Acquisition other than as contained in this Exemption Document.

The contents of this Exemption Document are not to be construed as legal, business or tax advice. Each reader of this Exemption Document should consult with his or her own legal, business or tax advisor as to legal, business or tax advice. If you are in any doubt about the contents of this Exemption Document, you should consult your stockbroker, bank manager, lawyer, accountant or other professional advisor.

Readers are expressly advised that the Shares are exposed to financial and legal risk and they should therefore read this Exemption Document in its entirety, in particular Section 1 "Risk Factors".

The distribution of this Exemption Document may in certain jurisdictions be restricted by law. Persons in possession of this Exemption Document are required to inform themselves about and to observe any such restrictions. No action has been taken or will be taken in any jurisdiction by Havyard, HG Group or BKS Holding that would permit the possession or distribution of this Exemption Document, in any country or jurisdiction, where specific action for that purpose is required. This Exemption Document is not for publication or distribution, in whole or in part, directly or indirectly, in the United States or any other jurisdiction where such publication or distribution would violate applicable laws or rules or would require additional documents to be completed or registered or require any measure to be undertaken in addition to the requirements under Norwegian law. In particular, neither the Consideration Shares nor any other securities referenced in this Exemption Document, including any of the Shares issued by Havyard, have been registered or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the United States, and as such neither the Consideration Shares nor any other securities referenced in this Exemption Document, including the Shares, may be offered or sold, directly or indirectly, in the United States except pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offering of securities in the United States.

This Exemption Document is governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Exemption Document.

All Sections of the Exemption Document should be read in context with the information included in Section 3 "General Information".

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1 RISK FACTORS

1.1 Introduction

An investment in the Company involves inherent risk. Investors should carefully consider the risk factors and all information contained in this Exemption Document, including the financial information and related notes incorporated by reference hereto. The risks and uncertainties described in this Section 1 are the material known risks and uncertainties faced by the Group as of the date hereof, and represents those risk factors that the Company believes to represent the most material risks for investors. An investment in the Company is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment.

The risk factors included in this Section 1 are presented in a limited number of categories, where each risk factor is placed in the most appropriate category based on the nature of the risk it represents. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties in that risk factor are not genuine and potential threats, and they should therefore be considered prior to making an investment decision. If any of the following risks were to materialize, either individually, cumulatively or together with other circumstances, it could have a material adverse effect on the Group and/or its business, results of operations, cash flows, financial condition and/or prospects, which may cause a decline in the value and trading price of the Shares, resulting in loss of all or part of an investment in the Company's Shares. Additional factors of which the Company is currently unaware, or which it currently deems not to be material risks, may also have corresponding negative effects.

1.2 Risk factors related to the transaction

1.2.1 Integration risk

If the Group is not able to successfully integrate HG Group's business, or if there are delays in integrating the businesses to drive the expected synergies promptly, the anticipated benefits of the acquisition may not be realized fully or at all or may take longer to realize than expected.

1.2.2 Risks related to the performance of the new business resulting from the Acquisition

The Company believes that the acquisition of HG Group will result in certain benefits, including development as a fully integrated service provider for Norwegian onshore/ offshore industry, strengthen a well-diversified product- and market portfolio and utilization of potential synergies between group companies. However, to realize these anticipated benefits, the businesses of the Group and that of HG Group must be successfully integrated. The success of the Acquisition will depend on the Group's ability to realize these anticipated benefits from combining the businesses of Havyard and HG Group. The Group may fail to realize the anticipated benefits of the acquisition for a variety of reasons, including the following:

- failure to successfully manage relationships with customers, distributors and suppliers;
- failure of customers to accept new products or to continue as customers of the Group;
- revenue attrition in excess of anticipated levels;
- failure to leverage the increased scale of the combined Company quickly and effectively;
- potential difficulties integrating and harmonizing financial reporting systems;
- the loss of key employees;
- extended costs involved to incorporate the two businesses;

1.3 Risks related to the Group's business and the industry in which it operates

1.3.1 Environmental risks

The Company faces environmental risks, both risks relating to pollution at sites which the Company operates from caused by the Company and its predecessors in the past and risks relating to compliance with existing environmental legislation. The yard site owned by Havyard Leirvik AS has been utilized for industrial purposes for decades, including in periods when the attention to pollution and contamination was lower than it is today. Two sediment analyses of certain limited areas at the seabed at the yard site conducted by Havyard Leirvik AS in 2014 and 2016 show that the sediments contain contaminated compounds and where several of the contaminated compounds found led to a classification of the relevant areas as the highest/most serious condition level. Also certain limited environmental surveys onshore have been performed, which all made findings of contaminated compounds in the group.

Pursuant to existing environmental legislation, environmental authorities may impose the Group not only to monitor and supervise pollution caused by it or at sites operated by it, but also to remove or reduce the effects of any pollution caused by it or at sites operated by it.

Pollution and environmental damage may generally not be fully insurable, and any costs incurred to remove or reduce the effects of any pollution caused by historical operations will not be insurable. Any pollution or environmental damage or any orders against the Group to monitor, supervise, remove and/or reduce pollution could lead to disruptions in the Group's production, limit the Group's ability to utilize its properties as it desires and could have a material adverse effect on the Group's financial position and/or results of operations.

1.3.2 Demand for maritime technologies

The demand for maritime technologies depends on underlying industries that are vulnerable to external factors outside of the Group's control. In particular, the demand for major reconstruction work of vessels and associated maritime technologies is dependent on the activity within the different industries and segments, which are in turn dependent on factors including, but not limited to, worldwide economic and political conditions, levels of supply and demand, the policies of the Organization of Petroleum Exporting Countries ("OPEC"), advances in exploration and development technology, and the availability and exploitation of alternate fuel sources. The demand for vessels within fisheries and aquaculture is dependent on regulatory frameworks and other factors. A decline in the demand for maritime technologies will have a negative impact on the demand for the Group's products, technologies and services.

1.3.3 Availability of contracts with satisfactory margins

The Group is dependent on successfully competing for, and winning, contracts offering a satisfactory profit margin in order to maintain revenues and profitability. The contracts are entered into in a competitive market where the Group competes on product quality, overall service offering, financing, and price. A deterioration of the Group's ability to deliver competitive products, technologies and services could have a significant adverse effect on the Group's business and results of operations in the future.

1.3.4 Risks of significant market disruptions

Significant disruptions in the world financial markets, changes in regulations, and factors contributing to instability in financial and commercial markets such as war, military tension and terrorist attacks, political and economic instability or other similar factors could have a negative effect on the Group's business and results of operations in the future.

1.3.5 *Margin pressure, cost overruns and delays*

The products and services offered by the Group are characterized by complex projects with a high technological content and highly customized orders. When entering into contracts, the Group has risks on its margin between the agreed fixed price of the finished product or service, and the costs involved in completing such product or service. In particular, when performing major reconstruction work or customized work, there is an element of uncertainty involved in the cost or time involved in such construction which may have a significant adverse effect on the Group's results of operations.

1.3.6 *Contractual risks*

In addition to the contractual risk elements described throughout this Section 1, there is a risk of contracts being terminated by the Group's clients. The contractual regulation of the client's right to terminate is in accordance with industry practice. In case of termination for default, the Group will be liable for the costs incurred prior to termination in addition to its own loss of profit. Further, the Group generally seeks to limit the overall liability for breach of contract. The majority of the Group's contracts include a provision on limitation of liability, but this is not achievable in all contract negotiations. A rightful claim for breach of contract could have a significant adverse effect on the Group's business and results of operations in the future.

1.3.7 *Dependence of external suppliers*

The Group makes use of third party suppliers, manufacturers and service providers, some of which (including the Turkish hull manufacturer Cemre) have been important long term providers. The Group does not, however, view its ability to operate as dependent on any specific such provider and believes that the potential inability of any such provider to provide products or services to the Group would not have a material effect on the Group as other suppliers could be found. A failure by one or more of these third parties to satisfactorily provide the agreed equipment or services on time may have an adverse impact on the Group's ability to perform its obligations under building contracts. These risks could result in reduced revenue or, in some cases, significant losses for the Group, which would have a material adverse effect on the Group's financial position and/or results of operations.

1.3.8 *Guarantee claims and performance guarantees*

When supplying maritime technologies, the Group provides a functionality guarantee for the product for a specified period of time after delivery. The Group makes allocation for such guarantees in its accounts. There can be no assurance, however, that the allocations made will be sufficient to meet all potential guarantee claims, and a rightful claim could have a material adverse effect on the Group's financial position.

1.3.9 *Counterparty risks*

By the nature of the business in maritime construction, the Group receives payments from its clients in accordance with agreed milestones where a significant part of the payment will be made upon delivery of the product. If at such time the client is unable or unwilling to make payment, the Group will be exposed to the value of the product and may not be able to earn the contracted revenue under the contract. Although the Group seeks to mitigate such risk by contracting with financially sound counterparties, there could be situations where a failure by clients to make payments could have a material adverse effect on the Group's financial position and/or results of operations.

1.3.10 *Abuse of intellectual property*

A part of the Group's revenues is derived from the sale of products, technologies and services with important elements of intellectual property rights (IPR) developed by the Group. The Group's strategy for IPR protection has so far not included registration of such IPR, as the Group has relied on offering clients and attractive combination of design and associated expertise at competitive prices and also to some extent on the protection given under the Norwegian Marketing Practices Act and similar foreign legislation. Still, there is always a risk that the Group's IPR may be abused in a manner which could have a material adverse effect on the Group's competitive position and

hence on its results of operations in the future. Furthermore, the Group may be faced with allegations of third party IPR infringements performed by the Group.

1.3.11 Risk of accidents, injury and damage to property

The Group is involved in business activities which could lead to accidents, injury to personnel, and damage to property, despite of the focus on safety. If such accidents, injury or damage were to occur, there may be risk that insurance will not adequately cover the responsibility of the Group. Any such claim could have a material adverse effect on the Group's financial position and/or results of operations.

1.3.12 Availability of adequate insurance

The Group has procured adequate insurance coverage for its operation risks in line with market practice, including, but not limited to, insurance for personnel, property and liability. The Group's insurance policies and contractual rights to indemnity may not adequately cover the Group's losses, or may have exclusions of coverage for some losses. In line with industry practice, the Group does not have insurance coverage or rights to indemnity for all kinds of risks. If a significant accident or other event occurs which is not fully covered by insurance or contractual indemnity, it could adversely affect the financial position, results of operations and cash flows of the Group.

1.3.13 Availability of key personnel

The Group's ability to continue to attract, retain and motivate key personnel, and other senior members of the management team and experienced personnel will have an impact on the Company's operations. The market demand for skilled personnel is high, and the loss of the services of one or more of these individuals without adequate replacements or the inability to attract new qualified personnel at a reasonable cost could have a material adverse effect. If competition for qualified personnel were to intensify in the future, the Group may experience increases in costs or limits on operations.

1.4 Risks related to the shares

1.4.1 The market price of the Shares may fluctuate significantly in response to a number of factors

The share price of publicly traded companies can be highly volatile. The price at which the Shares may be quoted and the price which shareholders may realise for their Shares will be influenced by a large number of factors, some specific to the Group and its operations and some which may affect the industry as a whole or stock exchange listed companies generally. These factors include those referred to in this Section 1 "Risk Factors", as well as the Group's financial performance, the impact of shareholders being released from lock-in restrictions, stock market fluctuations and general economic conditions. Share price volatility arising from such factors may adversely affect the value of an investment in the Shares. The market price of the Shares may not reflect the underlying value of the Group's net assets.

The trading price of the Shares could fluctuate significantly in response to a number of factors beyond the Group's control, including, but not limited to, quarterly variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, or any other risk discussed herein materializing or the anticipation of such risk materializing.

In recent years, the global stock markets have experienced extreme price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies. Those changes may occur without regard to the operating performance of these companies. The price of the Company's Shares may therefore fluctuate based upon factors that have little or nothing to do with the Group, and these fluctuations may materially affect the price of its Shares.

1.4.2 *Future sales of Shares by the Company's major shareholders or any of its primary insiders may depress the price of the Shares*

The market price of the Shares could decline as a result of sales of a large number of Shares in the market or the perception that such sales could occur, or any sale of Shares by any of the Company's major shareholders or primary insiders from time to time. Such sales, or the possibility that such sales may occur, might also make it more difficult for the Company to issue or sell equity securities in the future at a time and at a price it deems appropriate.

1.4.3 *Shareholders may not be able to exercise their voting rights for Shares registered in a nominee account*

Beneficial owners of the Shares that are registered in a nominee account or otherwise through a nominee arrangement (such as through brokers, dealers or other third parties) may not be able to exercise voting rights and other shareholder rights as readily as shareholders whose Shares are registered in their own names with the VPS prior to the Company's General Meetings. The Company cannot guarantee that beneficial owners of the Shares will receive the notice for a general meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote their Shares in the manner desired by such beneficial owners. Any persons that hold their shares through a nominee arrangement should consult with the nominee to ensure that any Shares beneficially held are voted in the manner desired by such beneficial owner.

1.4.4 *Dilution*

Shareholders not participating in future share issues may be diluted. Should the Company decide on an issue of securities with preferential rights for existing shareholders, such rights may not be available for shareholders in the U.S. and in any other jurisdictions where delivery of such rights may be restricted or be subject to registration filings or similar. Should such rights not be available for shareholders, these shareholders will not be able to realise any potential profits on subscription rights or preferential allocation rights, and these shareholders may be diluted as a result. The Company may in the future issue warrants and/or options to subscribe for Shares, including (without limitation) to certain advisers, employees, directors, senior management and consultants. The exercise of such warrants and/or options would result in dilution of the shareholdings of other investors.

1.4.5 *Limitations on the ability to make claims against the Company*

The Company is a Norwegian public company limited by shares organised under the laws of Norway. The Company's directors and executive officers are residents of Norway. As a result, it may be difficult for investors in other jurisdictions to affect service of process upon the Company, its affiliates or its directors and executive officers in such other jurisdictions or to enforce judgments obtained in other jurisdictions against the Company, its affiliates or its directors and executive officers.

1.4.6 *The Company's investors outside of Norway are subject to exchange rate risk*

The Shares are traded in NOK and any investor outside of Norway, who wishes to invest in the Shares, or to sell Shares, will be subject to an exchange rate risk which may cause additional costs to the investor.

1.5 Risks related to the Group's financial situation

1.5.1 *General financial risk*

The Group's primary sources of liquidity in addition to operational cash flows are equity capital and debt financing. The Group monitors and manages the financial risks related to the operations of the Group through internal reports and analyses. However, the Group is exposed to various risks such as market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk, and no assurances can be given that the monitoring of such risks will be adequate or sufficient.

1.5.2 Availability of funding

The Group is dependent upon having access to short term funding. There can be no assurance that the Group may not experience net cash flow shortfalls exceeding the Group's available funding sources nor can there be any assurance that the Group will be able to raise new equity, or arrange new borrowing facilities, on favourable terms and in amounts necessary to conduct its ongoing and future operations, should this be required.

1.5.3 Market risk management and foreign currency risk management

NOK is the functional currency of the Company and all its subsidiaries. The Group is exposed to foreign currency risks related to its operations. The Group's cash-flows are primarily in NOK and EUR. As such, the Group's earnings are exposed to fluctuations in the foreign currency market for NOK in relation to EUR. To mitigate this risk, the Company implements hedging arrangements for major cash-flows in foreign currency where instruments like forward contracts are used to hedge the exchange rate risk. Contracts are entered into when treasury finds it in line with the overall currency risk strategy.

2 RESPONSIBILITY FOR THE EXEMPTION DOCUMENT

This Exemption Document has been prepared by Havyard Group ASA in connection with the listing of the Consideration Shares.

The Board of Directors of Havyard Group ASA accepts responsibility for the information contained in this Exemption Document. The members of the Board of Directors confirm that to the best of their knowledge, the information contained in this Exemption Document is in accordance with the facts and that the Exemption Document makes no omission likely to affect its import.

7 September 2022

The Board of Directors of Havyard Group ASA

Even Matre Ellingsen

Chairman of the Board

Vegard Sævik

Board member

Rune Skarveland

Board member

Anne Sofie Myrmel Bruun-Olsen

Board member

Ellen Merete Hanetho

Board member

Jan Olav Gjerde

Board member

Geir Helge Nordstrand

Board member

3 GENERAL INFORMATION

This Section provides general information on the presentation of financial and other information, as well as the use of forward-looking statements, in this Exemption Document. You should read this information carefully before continuing.

3.1 Cautionary Note regarding Forward-looking Statements

This Exemption Document includes forward-looking statements that reflect the Company's current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, such as the terms "anticipates", "assumes", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "should", "will", "would" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements are not historic facts. They appear, among other areas, in Section 5 "*Business overview – the Group*", and include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, financial strength and position of the Group, operating results, liquidity, prospects, growth, the implementation of strategic initiatives, as well as other statements relating to the Group's future business development and financial performance, and the industry in which the Group operates, such as, but not limited to, statements relating to:

- the Group's strategy, outlook and growth prospects;
- the Group's operational and financial objectives, including statements as to the Company's medium or long-term growth, margin, and dividend policy;
- the competitive nature of the business in which the Group operates and the competitive pressure and competitive environment in general;
- earnings, cash flow, dividends and other expected financial results and conditions;
- the expected growth and other developments of the industries which the Group operates;
- the Group's planned investments;
- forecasts; and
- the Group's liquidity, capital resources, capital expenditures, and access to funding.

Prospective investors in the Shares are cautioned that forward-looking statements are not guarantees of future performance and that the Group's actual financial position, operating results and liquidity, and the development of the industry in which the Group operates, may differ materially from those made in, or suggested, by the forward-looking statements contained in this Exemption Document. The Company cannot guarantee that the intentions, beliefs or current expectations upon which its forward-looking statements are based will occur.

By their nature, forward-looking statements involve, and are subject to, known and unknown risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements.

The risks that are currently known to the Company and which could affect the Group's future results and could cause results to differ materially from those expressed in the forward-looking statements are discussed in Section 1 "Risk Factors".

The information contained in this Exemption Document identifies additional factors that could affect the Group's financial position, operating results, cash flows, liquidity and performance. Prospective investors in the Shares are urged to read all Sections of this Exemption Document for a more complete discussion of the factors that could affect the Group's future performance and the industry in which the Group operates when considering an investment in the Company.

These forward-looking statements speak only as of the date on which they are made. The Company undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information,

future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on the Company's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Exemption Document.

3.2 Presentation of Financial Information

3.2.1 *Historical financial information related to Havyard*

The Company has published consolidated audited financial statements as of and for the year ended 31 December 2021 with comparable numbers for 2020 (the "**Havyard Financial Statements**") and an unaudited interim financial report for the six month period ended 30 June 2022 (the "**Havyard Interim Report**"). The Havyard Financial Statements and Havyard Interim Report are incorporated into this Exemption Document by reference, see Section 8.4 "Incorporated by reference".

The Havyard Financial Statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and have been audited by the Company's independent auditor PricewaterhouseCoopers AS.

The Acquisition (as elaborated in Section 4 "The Acquisition") was completed on 29 June 2022. The Havyard Interim Report reflects the combined group's financial position as per 30 June 2022, and the Acquisition will be fully consolidated into the Company's annual report for the full year ending on 31 December 2022. The financial information of the combined Company going forward will be prepared in accordance with IFRS.

Havyard Production sp.z.o.o. ("**HP**"), which is a Polish company owned 50% by Havyard, has received an audit opinion that indicates that there is a material uncertainty that may cast significant doubt on HP's ability to continue as a going concern as the company is dependent on entering into future contracts in order to continue its operations. Furthermore, the company's activity has been reduced during the Covid-19 pandemic. Havyard Production sp.z.o.o. was a wholly owned company of Havyard until January 2022 when 50% of the shares were disposed of. The uncertainty related to going concern is not considered material for the Havyard Financial Statements.

3.2.2 *Historical financial information for target group*

Havyard is considered to have a complex financial history as referred to in Article 18(3) of the Commission Delegated Regulation (EU) 2019/980, as it through the Acquisition has made a significant financial commitment, in the sense that it has undertaken a transaction that has given rise to a variation of more than 25% relative to its total assets (117% variation as of 31 December 2021). As a consequence, and in accordance with Article 4(1) of the Commission Delegated Regulation (EU) 2021/528, the Company has decided to include additional financial information in this Exemption Document about the most important companies in the target group, being HGG, BKS and Fossberg Kraft AS ("**Fossberg Kraft**"), for all companies the audited financial statements as per and for the year ended 31 December 2021 with comparable numbers for 2020 (separately the "**BKS Consolidated Financial Statements**", the "**HGG Separate Financial Statements**", the "**Fossberg Kraft Consolidated Financial Statements**", and together the "**HG Group Financial Statements**"). The HG Group Financial Statements are appended hereto as Appendix C.

3.2.3 *Pro forma financial information*

The unaudited pro forma financial information included in Section 6 consists of the pro forma condensed statement of financial position as of 31 December 2021 which has been prepared as if the Acquisition had taken place on 31 December 2021 and the unaudited pro forma condensed income statement for the year ended 31 December 2021 which has been prepared as if the Acquisition had taken place on 1 January 2021. The pro forma financial information is based upon, derived from, and should be read in conjunction with the Havyard Financial Statements and the HG Group Financial Statements. The Independent Practitioner's Assurance Report on Pro Forma Financial Information prepared is included in Appendix B to this Exemption Document.

3.3 Presentation of other information

3.3.1 Industry and market data

This Exemption Document contains statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group's business and the industries and markets in which it operates. Unless otherwise indicated, such information reflects the Company's estimates based on analysis, research and surveys of multiple sources, including data compiled from professional organisations and analysts and information otherwise derived from other third party sources, such as annual financial statements and other presentations published by listed companies operating within the same industry as the Company. Unless otherwise indicated in the Exemption Document, the basis for any statements regarding the Company's competitive position in the future is based on the Company's own assessment and knowledge of the potential market in which it may operate. The relevant information and data is sourced herein as **"Company Information"**.

The Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified, however, source references to websites shall not be deemed as incorporated by reference to this Exemption Document.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified and neither the Company nor any third party can give any assurances as to the accuracy or completeness of market data contained in this Exemption Document. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

The Company cautions prospective investors not to place undue reliance on the above mentioned data. Unless otherwise indicated in the Exemption Document, any statements regarding the Group's competitive position are based on the Company's own assessment and knowledge of the market in which it operates.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Exemption Document (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Company's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 1 "Risk Factors" and elsewhere in this Exemption Document.

3.3.2 Other information

In this Exemption Document, all references to **"NOK"** are to the lawful currency of Norway and all references to **"EUR"** are to the lawful currency of the European Union. No representation is made that the NOK or EUR amounts referred to herein could have been or could be converted into NOK or EUR, as the case may be, at any particular rate, or at all. The Havyard Financial Statements and HG Group Financial Statements are presented in NOK.

In this Exemption Document all references to **"EU"** are to the European Union and its Member States as of the date of this Exemption Document; and all references to **"EEA"** are to the European Economic Area and its member states as of the date of this Exemption Document.

Certain figures included in this Exemption Document have been subject to rounding adjustments (by rounding to the nearest whole number or decimal or fraction, as the case may be). Accordingly, figures shown for the same category presented in different tables may vary slightly. As a result of rounding adjustments, the figures presented may not add up to the total amount presented.

4 THE ACQUISITION

4.1 Introduction and description of the Acquisition

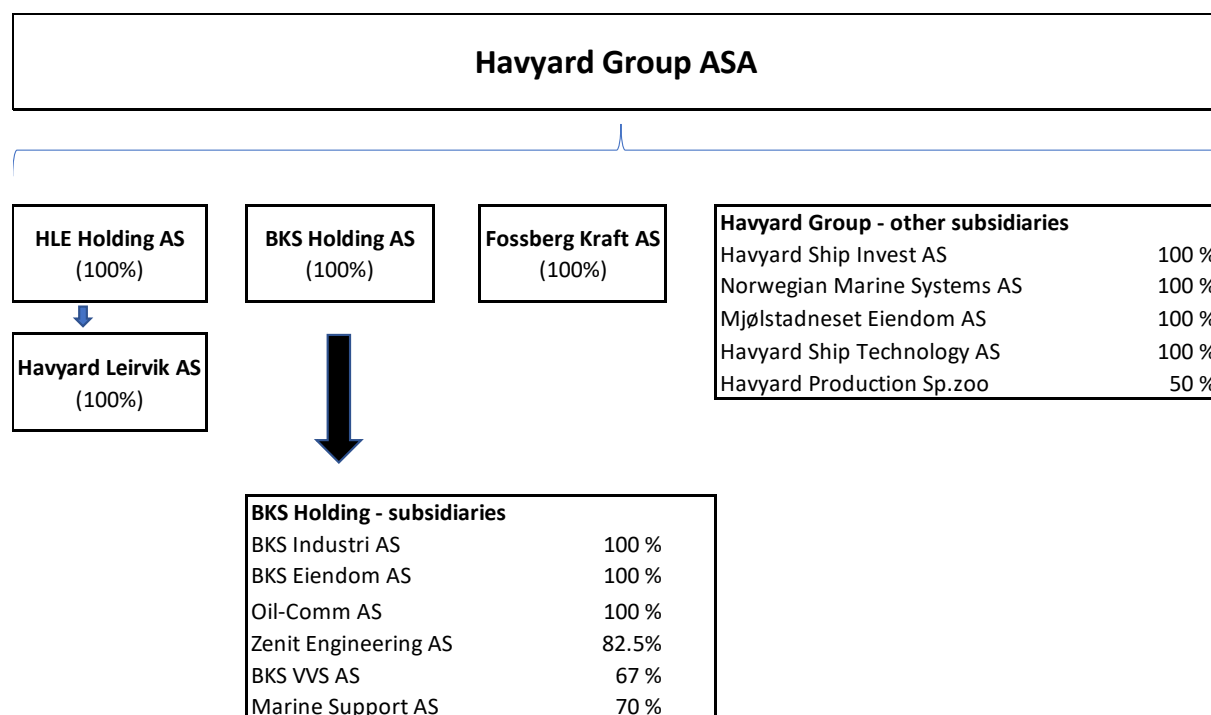
On 20 May 2022, Havyard signed a business combination agreement with the shareholders of HG Group and with Nintor AS for its 50% shares in BKS Holding AS not already held by HG Group, pursuant to which Havyard agreed to acquire all said shares for an aggregate equity value of NOK 285 million (the "**Business Combination Agreement**").

Through the Acquisition, the businesses of Havyard and HG Group have been combined, and Havyard has become a 100% owner of BKS and Fossberg Kraft. The Acquisition was completed on 29 June 2022.

In connection with completion of the Acquisition, Havyard distributed 10,000,000 shares in HAV Group ASA, which were owned by Havyard, as dividend to its existing shareholders, corresponding to approximately 0.4035 HAV Group ASA shares per Havyard share.

Of the purchase price of NOK 285 million, NOK 245 million has been settled in the form of 47,206,166 new shares in Havyard at a subscription price of NOK 5.19 per share while NOK 25 million has been settled as a sellers' credit and NOK 15 million has been settled in cash. Upon completion of the Acquisition, the sellers hold 65% of the shares in Havyard. The sellers are now also be represented at the Board of Directors, see section 5.4.1 "Board of Directors".

Below is a structure chart showing the current Group structure, after completion of the Acquisition:



4.2 Background and reason for the Acquisition

BKS Holding provides technical installations, electrical and automation services to power-intensive industries, fish farming, vessels, land-based industry, the offshore industry and to building and construction projects onshore. Fossberg Kraft is a developer of small power plants. The Acquisition marks an important milestone in the ongoing

development of Havyard as a service provider to the maritime, offshore and onshore industries, adding revenue streams that are complimentary to the existing businesses of Havyard.

4.3 Conditions of the Acquisition

The parties' obligation to consummate the Acquisition was subject to certain customary conditions, all of which have been satisfied, including:

- a) the approval by an extraordinary general meeting of Havyard to issue the Consideration Shares,
- b) a demerger of certain business from HG Group,
- c) a dividend distribution of 10,000,000 shares in HAV Group AS from Havyard,
- d) clearance of the Acquisition by The Norwegian Competition Authority;
- e) preparation and issuance of required documents for the listing of the Consideration Shares,
- f) received consents to refinancing of certain debt, and
- g) confirmation from Oslo Børs that it has no objections to the continued listing of Havyard's shares.

The Business Combination Agreement is exclusively governed by and construed in accordance with Norwegian law, without giving effect to any choice or conflict of law provisions (whether of Norway or any other jurisdiction). Any dispute that may arise from or is related to the Business Combination Agreement, shall be finally settled by arbitration in Oslo, Norway, in accordance with the Norwegian Arbitration Act of 14 May 2004 no. 25.

4.4 Consideration under the Acquisition

The exchange ratio was set based on negotiations between independent parties – negotiations had been ongoing over a certain period of time. The valuation of each underlying business was done based on well recognized valuation principles where both a discounted cash-flow model and a model based on multiples have been applied. The valuation of BKS and Fossberg Kraft was reviewed by an independent auditor who confirmed the valuations applied.

4.5 Impact of the Acquisition on the Company

4.5.1 Strategy and objectives

The Acquisition marks an important milestone in the ongoing development of Havyard as a fully integrated service provider to the maritime, offshore and onshore industries, adding revenue streams that are complimentary to the existing businesses of the Havyard.

BKS Holding provides technical installations, electrical and automation services to power-intensive industries, fish farming, vessels, land-based industry, the offshore industry and to building and construction projects onshore. Fossberg Kraft is a specialized small-scale hydropower plant developer and operator.

4.5.2 Material contracts

There are no contracts, other than contracts entered into in the ordinary course of business, which are materially affected by the Acquisition.

4.5.3 Disinvestment

Havyard has not decided to carry out any material disinvestments. Neither has Havyard decided to make any material cancellations of future investments or disinvestments previously announced.

4.5.4 Corporate governance

To Havyard's knowledge, there are currently no actual or potential conflicts of interest between Havyard and the members of Havyard's Board of Directors or Executive Management or the combined Company's contemplated board of directors or executive management, at the date of this Exemption Document.

4.6 The Sellers' lock-up obligations

There Sellers have not entered into any lock-up agreement in connection with the Acquisition.

4.7 Agreements to the benefit of board members or management in Havyard and HG Group

No agreements have been entered into, or are planned to be entered into, in connection with the Acquisition for the benefit of senior employees or members of the board of directors of the Company or HG Group.

4.8 Conflict of interests

There are no known actual potential conflicts of interest of Havyard, HG Group or any of its shareholders in respect of the Acquisition.

4.9 Expenses for the Acquisition

The costs for the Acquisition is estimated to approximately NOK 5 million. The transaction costs mainly consist of external costs to financial and legal advisors.

4.10 The Consideration Shares

The Consideration Shares were resolved to be issued by an extraordinary general meeting of the Company on 13 June 2022.

The Consideration Shares have been registered on a separate ISIN pending publication of this Exemption Document, at which time the shares be transferred to the same ISIN as the Shares listed on the Oslo Stock Exchange (ISIN NO0010708605) and become listed and tradable on the Oslo Stock Exchange as at the time of completion of such transfer.

The Consideration Shares are ordinary Shares in the Company, each having a par value of NOK 0.05, and are registered in book-entry form with ESO. The Consideration Shares carry full shareholder rights, in all respects equal to Havyard's existing Shares.

4.11 Dilution

As of 31 December 2021, which is the latest financial reporting date for Havyard before the Acquisition, the net asset value per Havyard share was NOK 6.94. The issue price per Consideration Share within the Acquisition was NOK 5.19.

Upon completion of the Acquisition, the previous shareholders of HG Group received 47,206,166 new shares in Havyard, corresponding to approximately 65% of the outstanding shares in Havyard at the time of the completion of the Acquisition.

Below is an overview of the number of outstanding Shares and share capital in Havyard before and after the date of completion of the Acquisition:

As per the date before the Acquisition		Upon completion of the Acquisition	
Shares in issue	Share capital (NOK)	Shares in issue	Share capital (NOK)
24,781,150	1,239,057.50	71,987,316	3,599,365.80
66% dilution, including dilution in voting rights			

5 COMPANY, BUSINESS AND MARKET OVERVIEW FOR THE COMBINED GROUP

This Section provides an overview of the combined Group's business as of the date of this Exemption Document. The following discussion contains forward-looking statements that reflect the combined Group's plans and estimates, see Section 3.1 "Cautionary note regarding forward-looking statements" above, and should be read in conjunction with other parts of this Exemption Document, in particular Section 1 "Risk factors".

5.1 Incorporation; registration number; registered office and other company information

5.1.1 *The acquiring company - Havyard*

The Company's registered name is "Havyard Group ASA", and its commercial name is Havyard. Havyard is a public limited liability company incorporated in Norway in accordance with Norwegian law. The Company's registration number is 980 832 708. Havyard was incorporated on 2 June 1999, and its Shares were listed on the Oslo Stock Exchange in July 2014.

Havyard's registered business address is Holmefjordvegen 1, 6090 Fosnavåg, Herøy, Norway. The telephone number to the Company's principal offices is +47 70 08 45 50, and the website is www.havyard.com. The information included on the website does not form part of this Exemption Document.

The Shares are registered in book-entry form with ESO under ISIN NO0010708605. Havyard's register of shareholders with ESO is administrated by the ESO Registrar, DNB Bank ASA. The Company's LEI-code is 5967007LIEEXZXH9Q807.

The Company has one class of shares, and there are no differences in the voting rights among the Shares. The Shares are freely transferable, meaning that a transfer of Shares is not subject to the consent of the Board of Directors or existing shareholders' rights of first refusal.

5.1.2 *The companies being acquired – HGG*

HGG's registered name is "HG Group AS", and its commercial name is HG Group. HGG is a private limited liability company incorporated in Norway in accordance with Norwegian law. HGG's registration number is 927 197 456. HGG was incorporated on 19 May 2021.

HGG's registered business address is Handlandsvegen 75, 5451 Valen, Kvinnherad, Norway. HGG is a holding company and does not have its own website, but websites for two of its most important subsidiaries, BKS and Fossberg Kraft, are <https://bksas.no/> and <https://fossbergkraft.no/>. The information included on these websites does not form part of this Exemption Document.

HGG does not have a LEI-code.

5.1.3 *The companies being acquired – BKS*

BKS's registered name is "BKS Holding AS", and its commercial name is BKS Holding. BKS is a private limited liability company incorporated in Norway in accordance with Norwegian law. BKS's registration number is 923 489 576. BKS was incorporated on 10 September 2019.

BKS' registered business address is Sunde industriområde 3, 5450 Sunde i Sunnhordland, Kvinnherad, Norway. The telephone number to BKS's principal offices is +47 56 12 63 00 . BKS's website is <https://bksas.no/>. The information included on the website does not form part of this Exemption Document.

BKS does not have a LEI-code.

5.1.4 *Legal structure of the combined group*

Please refer to Section 4.1 "Introduction and description of the Acquisition" for an overview of the legal structure of the combined Company upon completion of the Acquisition.

5.2 **Overview of the combined Group's business and markets**

5.2.1 *Principal activities - Havyard*

Following a significant reorganization in 2021, Havyard was transformed from a broad supplier of maritime equipment and services to a specialized provider of rebuilding services, with the majority of its business being related to the Havyard Leirvik shipyard. As part of the reorganization, Havyard completed a spin-off of several subsidiaries into the separately listed company Hav Group ASA.

Havyard's ownership in Hav Group ASA has been reduced by means of dividends and currently amounts to approximately 4.7%. These shares are regarded as a financial holding.

The Havyard Leirvik shipyard has traditionally been used as a newbuilding yard, but was reorganized into a rebuilding- and service yard in 2021. The reorganization was done in response to market conditions and to reduce the risks and capital intensity of the ship newbuilding market. One consequence of the change process was a reduction in the number of employees by more than 50% compared to previous setup, currently at approximately 70 full-time employees.

The change in business activity also impacts the turnover and order book. As a rebuilding- and service yard, Havyard Leirvik faces contracts that are smaller than newbuilding contracts, and with shorter lead time.

The Havyard Leirvik yard, originally founded in 1918, is well situated on the Norwegian west coast (Leirvik, Sogn), approximately two hours from Bergen. The shipyard is well adapted to convert, repair and maintain any type of vessel in a fully covered drydock allowing for services independent of weather. Solid project control, high flexibility and a top qualified workforce enable the shipyard to deliver all types of services with high quality, on-time deliveries and at competitive terms.

Havyard Leirvik performs a wide range of services from smaller maintenance and repair jobs to large conversions and construction work. The shipyard has a long track record of building a large variety of types of vessels also including installation of fully electric propulsion systems. Havyard Leirvik has its own resources combined with subcontractors' skills and capacities to handle most types of services required by the maritime industry.

The yard has a total of 98,000 sq.m. yard area, with 220 m of outfitting quay, a 130x20x5m built-in dry dock and adequate crane arrangements, warehouses and blasting hall. Multiple projects can be run in parallel. It has capacity for up to 600 operators.

5.2.2 *Principal activities – BKS*

BKS was founded in 2008 under the name Bergen Konsulent Service AS and was tied to personnel hire and services towards heating, ventilation and air conditioning (HVAC) and construction industry. In 2011 more owners came in, and they expanded to several industry segments.

BKS has its main office at Sunde in the municipality of Kvinnherad, with a branch office located in Bergen. BKS has production halls at Sunde in Kvinnherad and in Bergen.

BKS has a goal to be a preferred and competitive supplier and partner to the maritime, offshore and land-based industry in Norway. BKS takes on a wide range of tasks, from simple missions to more complex total deliveries.

BKS is divided into four divisions, each a separate business, respectively "Industri", "Service", "Montering" and "VVS & Ventilasjon". All are gathered under BKS, which has common functions within HR, accounting and payroll.

BKS has around 250 employees, of which 16 are project managers and supervisors and 3 engineers. BKS supplies engineering services in terms of projecting, calculations and constructions. Around 75 percent of the workforce are skilled and have at least one certificate. 18 employees have offshore experience and required courses.

BKS has an established and well-functioning QHSE system and performs regular audit as well as certification and training of personnel. BKS is fully updated in terms of required standards and procedures and provides required documentation of all its installations. BKS has necessary certifications and qualifications to perform the work and installations in a broad scope of segments.

5.2.3 *Principal activities – Fossberg Kraft (subsidiary of HGG)*

Fossberg Kraft was established in 2018 and has its main office at Handeland Gard in the municipality of Kvinnherad. The company is an operator, developer and owner of small scale hydroelectric power plants. The company was founded by a small team of employees with long experience from construction of power plants, with a focus on seeking effective and cost efficient solutions with minimal footprint on nature.

Since its formation, Fossberg Kraft has developed two projects (Ljotå in the municipality of Bjørnafjorden and Svandalen in the municipality of Sauda). Three more projects are under construction in the municipalities of Drangedal and Sirdal, with expected completion in second half 2022 and first half 2023.

In addition to its projects under ownership, Fossberg Kraft also serves as an operator for five hydroelectric power plants owned by a third party, Bagnall Energy Limited. These plants were developed by Fossberg Kraft and sold as a financial transaction.

5.2.4 *Principal markets*

Havyard is a provider of service- and maintenance assignments to the Norwegian land based- and off-shore industry. The Group is after the Acquisition split in two business areas: - Maritime services and Products, solutions & renewables.

The activities in Maritime services include the yard activities in Leirvik, but can also include relevant deliveries in partnership with BKS. The majority of customers are per today in the maritime sector.

Products, solutions & renewables include deliveries from BKS and Fossberg Kraft. Customers are both maritime- and other industry. A pro-forma breakdown of the revenues per business area in 2021 is set out below (all revenues are earned in Norway):

Maritime Services: NOK 910 million

Products and Services : NOK 366 million

5.2.5 *Markets and profile of the combined Group*

The goal for the combined Group is to become a strong and independent provider of a broad range of services to the maritime, offshore, and land-based industries, with a geographic target on the western coast of Norway. The boards of the combining companies believe that the Group companies have complementary strengths and resources that can, if well-coordinated, result in a stronger combined entity than the sum of the individual companies.

In particular, the combined Group believes that its broadened service offering will be beneficial to meet clients' demands within the maritime sector, within the power sector (both offshore, hydroelectric, and other green energy requirements), within the aquaculture sector and towards process industry, all of which are strong industries in the geographical regions being targeted.

The combined Group believes that its service offering provides strong opportunities for organic growth, in light of strong macroeconomic drivers for the industries served. In addition, the combined Group intends to take an opportunistic approach to additional business combinations that can provide stronger industry or sector coverage.

5.3 Investments

Neither Havyard nor HG Group have made any material investment decisions since 31 December 2021 other than Havyard's decision to carry out the Acquisition.

5.4 Members of the Board of Directors and Executive Management

5.4.1 Board of Directors

The names and positions, current term of office and shareholdings of the Board Members as of the date of this Exemption Document are set out in the table below. Havyard's registered business address serves as business address for the members of the Board of Directors as regards their directorship in Havyard.

Name	Position	Served since	Term expires	Shares
Even Matre Ellingsen	Chairman	2022	2024	0 ¹
Vegard Sævik	Board Member	2000	2024	0 ²
Rune Skarveland	Board Member	2022	2024	0 ³
Ellen Hanetho	Board Member	2022	2024	0
Anne Bruun Olsen	Board Member	2022	2024	0
Jan Olav Gjerde	Board Member (employee rep.)	2022	Until re-elected	0
Geir Helge Nordstrand	Board Member (employee rep.)	2022	Until re-elected	0

1 Ellingsen indirectly controls 7,960,358 shares (11.1%) through Neve Holding AS and Neve Eiendom AS.

2 Sævik indirectly controls 1,290,000 shares (1.8%) through Innidimman AS.

3 Skarveland indirectly controls 7,960,358 shares (11.1%) through Eikestø AS and Eikestø Eiendom AS.

Even Matre Ellingsen, chairman of the Board, is an investor, former group CEO of Astrup Fearnley and holds board positions in a number of companies, such as Sanco Holding AS (chairman) and Bergen Lufthavn Utvikling AS (board member). He holds a Master's degree in finance from the Norwegian School of Economics.

Vegard Sævik, Board Member; investor, and he has a degree in economics from BI Norwegian Business School.

Rune Skarveland, Board Member; investor, CEO of Skarveland AS 1997-2008 and has thereafter held several board positions in property development, industrial and hydro power companies

Ellen Hanetho, Board Member; more than 20 years of financial and strategic business development experience from HydrogenPro, MPC Energy Solutions and Goldman Sachs

Anne Bruun Olsen, Board Member; former (2000-2018) CEO in Cushman & Wakefield Realkapital, now acting as senior Partner; former Board member of Pure Water AS, NEAS ASA and Odin Forvaltning (Sparebanken 1); 25+ years of strategic, sales/marketing, and HR/people experience. Experienced, competent and well reputed leader.

Of the above, Vegard Sævik¹, Ellen Hanetho and Anne Bruun Olsen are independent of the Company's major shareholders, the Company's management and material business connections. No members of the Company's management are represented on the Board.

The composition of the Board of Directors is in compliance with the independence requirements of the Norwegian Corporate Governance Code, which prescribes that a board member is generally considered to be independent when he or she does not have any personal, material business or other contacts that may influence the decisions it makes as a board member.

5.4.2 *Executive Management*

The Group's management currently consists of five individuals. Their names and positions are presented in the table below. The Company's registered business address serves as business address for all members of the Executive Management in relation to their positions with the Company.

Name	Position	Position held since	Shares
Erik Høyvik	Chief Executive Officer	2021	0
Eirik Sævareid	Chief Financial Officer, Havyard	2022	0
Tore Thorkildsen	Chief Executive Officer, BKS Group	2012	0 ¹
Tor Leif Mongstad	Chief Executive Officer, Havyard Leirvik	2021	0
Tom Jensen	Chief Executive Officer, Fossberg Kraft	2018	0

¹ Thorkildsen indirectly controls 8,469,323 shares (11.8%) through NINTOR AS.

5.4.3 *Disclosure of conflicts of interest*

During the last five years preceding the date of this Exemption Document, none of the Board Members or the members of the Management has, or had, as applicable:

- a) any convictions in relation to indictable offences or fraudulent offences;
- b) received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or was disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- c) been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his or her capacity as a founder, director or manager of a company.

As set out in Sections 5.4.1 "Board of Directors" and 5.4.2 "Executive Management" above, certain members of the Board of Directors and the Executive Management have financial interests in the Company through direct and indirect shareholdings. In addition, members of the Board of Directors and the Executive Management may be board members or managers of other companies and hold shares in other companies, and in the event any such company should enter into business relationships with the Company, the members of the Board of Directors and Executive Management may have a conflict of interest, which is managed by the person concerned not being involved in the handling of the matter on behalf of the Company. Except as specified, no members of the Board of Directors or the Executive Management has any private interest which may conflict with the interests of the Company.

¹ Vegard Sævik holds a non-controlling position in Havila Holding AS, which after completion of the Acquisition holds 13.9% of the Company's shares, and his wholly owned company Innidimman AS hold 1.8%.

There are no family ties between any of the members of the Board of Directors and/or the members of the Executive Management.

5.5 Corporate governance

5.5.1 Identity of major shareholders

Shareholders owning 5% or more of the Shares have an interest in Havyard's share capital which is notifiable pursuant to the Norwegian Securities Trading Act.

As of 6 September 2022, Havyard has 3592 shareholders. The largest shareholders of the Company are the following:

Shareholder	# of shares	%
Nintor AS	16,938,645	23.53 %
Havila Holding AS	10,000,000	13.89 %
ROS Holding AS (RO Skarveland)	5,660,027	7.86 %
Neve Eiendom AS (Ellingsen)	4,993,951	6.93 %
Eikestø Eiendom AS (Rune Skarveland)	4,960,847	6.89 %
Fureneset Eiendom AS (Trond N Skarveland)	4,960,847	6.89 %
Eikestø AS (Rune Skarveland)	2,999,511	4.17 %
Fureneset Invest AS (Trond N Skarveland)	2,999,511	4.17 %
Neve Holding AS (Ellingsen)	2,999,511	4.17 %

As follows from the above, Even Matre Ellingsen controls in total 7,993,462 shares (11.1%), while Rune Skarveland and Trond Skarveland each control in total 7,960,358 shares (11.1%) through privately held holding companies.

The Company holds 55,159 treasury shares.

The certificate of incorporation and articles of association do not contain any provisions that would have the effect of delaying, deferring or preventing a change of control of the Company.

Upon completion of the Acquisition, Havyard owns 100% of HG Group.

5.5.2 Number of employees

The number of employees in Havyard after completion of the Acquisition is approximately 450.

5.6 Statement of no significant changes and trends

Except for the Acquisition, there have been no significant changes in the financial position of the Group or HG Group since the end of the last financial period for which financial information last was published.

5.7 Legal and arbitration proceedings

Neither the Group nor HG Group have, during the previous twelve months, been a party to and is not aware of any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened) which may have, or have had in the recent past, a significant effect on the Group's financial position or profitability.

5.8 Public takeover bids

The Shares have not been subject to any public takeover bids during the current or last financial year.

5.9 Working capital statement

The Company is of the opinion that the working capital available to the Group is sufficient for the Group's present requirements, for the period covering at least 12 months from the date of this Exemption Document.

5.10 Issue authorisations

5.10.1 Authorisation to increase the share capital and issue new shares

At the extraordinary general meeting of Hayvard held on 13 June 2022, the Board of Directors was granted authorisation to increase the share capital of Havyard by up to NOK 1,799,682.90, by issuing up to 35,993,658 new shares in Havyard, each with a nominal value of NOK 0.05, by one or more private placements directed at Havyard's shareholders, employees and/or external investors. The authorisation shall apply until the next ordinary general meeting, however, not longer than until 30 June 2023.

6 PRO FORMA FINANCIAL INFORMATION

6.1 Introduction

On 20 May 2022, Havyard signed a business combination agreement with the shareholders of HG Group and with Nintor AS for its 50% shares in BKS Holding AS not already held by HG Group, pursuant to which Havyard will acquire all said shares for an aggregate equity value of NOK 285 million (the "Business Combination Agreement"). Through the Acquisition, the businesses of Havyard and HG Group will be combined, and Havyard will become a 100% owner of BKS and Fossberg Kraft. See section 4 for further details.

According to Article 1, point (e), of Delegated Regulation (EU) 2019/980, in case of a significant gross change (in this case a variation of more than 25 % in total assets), a description of how the transaction might have affected the assets and liabilities and earnings of the issuer, had the transaction been undertaken at the commencement of the period being reported on or at the date reported. This requirement has been satisfied by the inclusion of pro forma financial information. See section 3.2.3 for further details

6.2 Cautionary note regarding the unaudited pro forma financial information

The unaudited pro forma financial information has been prepared for inclusion in this Exemption Document to give effect to the Acquisition as described in Section 4.

The unaudited pro forma statement of financial position has been prepared as if the Acquisition had taken place on 31 December 2021, and the unaudited pro forma statement of income for the year ended 31 December 2021 has been prepared as if the Acquisition had taken place on 1 January 2021. The accompanying unaudited pro forma financial information give effect to pro forma adjustments that are (i) directly attributable to the Acquisition and (ii) factually supportable.

The unaudited pro forma financial information does not include all information required for financial statements prepared under IFRS and should be read in connection with the historical financial information of Havyard, HGG, BKS and Fossberg Kraft.

The unaudited pro forma financial information has been prepared by management for inclusion in this Exemption Document in accordance with Commission Delegated Regulation (EU) 2021/528 of 16 December 2020 as incorporated in Norwegian law through the Norwegian Securities Trading Act.

The unaudited pro forma financial information has been prepared for illustrative purposes only. Because of its nature, the unaudited pro forma information addresses a hypothetical situation and, therefore, does not represent the combined Company's actual financial position or results if the transactions had in fact occurred on 1 January 2021 and 31 December 2021. Accordingly, the unaudited pro forma financial information is not necessarily indicative of the financial position or results of operations that would have been realized had the Acquisition occurred as of the dates indicated, nor is it meant to be indicative of any anticipated financial position or future results of operations that the combined Company will experience after the Acquisition. Investors are cautioned not to place undue reliance on this unaudited pro forma financial information.

6.3 Independent practitioner's assurance report on the compilation of pro forma financial information

With respect to the unaudited pro forma financial information included in this Exemption Document, PricewaterhouseCoopers AS has applied assurance procedures in accordance with ISAE 3420 Assurance Engagement to Report on Compilation of Pro Forma Financial Information Included in a Prospectus in order to express an opinion as to whether the unaudited pro forma financial information has been properly compiled on the

basis stated, and that such basis is consistent with the accounting policies of the Company, see Appendix B (Independent Practitioner's Assurance Report on Pro-Forma Financial Information). There are no qualifications to this assurance report. PricewaterhouseCoopers AS' procedures on the unaudited pro forma financial information have not been carried out in accordance with attestation standards and practices generally accepted in the United States of America, and accordingly, should not be relied on as if they had been carried out in accordance with those standards.

6.4 Basis for preparation of the unaudited pro forma financial information

The unaudited pro forma statement of financial position and statement of income has been compiled based on the Havyard Financial Statements, the BKS Consolidated Financial Statements, the Fossberg Kraft Consolidated Financial Statements, the Fossberg Kraft Produksjon AS financial statements, the Handeland Industri AS financial statements, the Marine Support AS financial statements, the Oil-comm AS financial statements, and the HGG Separate Financial Statements.

The unaudited pro forma financial information consists of the pro forma statement of financial position as of 31 December 2021 which has been prepared as if the Acquisition had taken place on 31 December 2021 and the unaudited pro forma income statement for the financial year ended 31 December 2021 which has been prepared as if the Acquisition had taken place on 1 January 2021.

The Acquisition, where Havyard Group ASA have been identified as the acquirer, shall be accounted for in accordance with the acquisition method in IFRS 3. As such a preliminary purchase price allocation have been carried out, with fair value adjustments for the acquirees. More information about the purchase price allocation can be found in section 6.7 (note 1.4.7)

The unaudited pro forma financial information have been prepared by combining the Consolidated Financial Statements of Havyard Group ASA with the Consolidated Financial Statements of Fossberg Kraft AS, the Consolidated Financial Statements for BKS Holding AS, the separate Financial Statements of HG Group AS, the separate Financial Statement of Fossberg Kraft Produksjon AS, the separate financial statements of Handeland Industri AS and the separate Financial Statements of Marine Support AS. Se more information about the summarising of the acquirees in Section 6.7 (note 1.2) For all companies except for Havyard Group ASA identifiable assets acquired and liabilities assumed, remeasurement according to the acquisition method in IFRS 3 have been carried out.

The pro forma financial information have been prepared in accordance with the recognition and measurement principles in International Financial Reporting Standards (IFRS) as adopted in the European Union ("IFRS"). The pro forma financial information have been prepared as of and for the year ended 31 December 2021, and no updated assessment has been made for new information that has become available after the individual financial statements was authorized for issue by the board of directors in the different companies.

All the acquired companies, apart from Fossberg Kraft AS, prepares financial statements in accordance with the Norwegian Accounting Act and accounting principles generally accepted in Norway ("NGAAP"). An analysis of material differences between NGAAP and IFRS has been carried out for the purpose of the preparation of the pro forma financial information. Other than those adjustments, Management has not identified other differences between NGAAP and IFRS for the purpose of the preparation of the pro forma financial information. Neither has any other differences in applications of accounting principles been identified.

The pro forma financial information is prepared under the assumption of going concern.

6.5 Unaudited pro forma income statement the financial year ended 31 December 2021

TNOK	(Note 1.1)	(Note 1.2)	(Note 1.3)	Notes	(Note 1.4)	Notes	Pro forma financial information
	Havyard Group ASA	Acquirees	Acquirees IFRS adjustments		Pro forma adjustments		
	IFRS Audited 2021	Local GAAP / IFRS Unaudited 2021	Unaudited 2021		Unaudited 2021		
Revenues	902 893	343 879	-		5 266	Note 1.4.3, Note 1.4.4, Note, 1.4.5	1 252 038
Other operating revenues	7 293	5 601	-		-		12 894
Operating income	910 186	349 480	-		5 266		1 264 932
					-		
Materials and consumables	636 956	99 453	-		-11 020	Note 1.4.3	725 389
Payroll expenses	164 574	180 189	-		22 553	Note 1.4.3	367 316
Other operating expenses	51 761	55 742	-		542	Note 1.4.3, Note 1.4.4, Note, 1.4.5	108 045
Operating expenses	853 291	335 384	-		12 075		1 200 750
Operating profit/loss before depreciation and amortisation (EBITDA)	56 895	14 096	-		-6 809		64 182
Depreciation	5 409	9 014	-1 512	Note 1.3.1	9 580	Note 1.4.3, Note 1.4.4, Note, 1.4.5, Note 1.4.7	22 491
Operating profit/loss (EBIT)	51 486	5 082	1 512		-16 389		41 691
Interest income	-	1 259	-		-9	Note 1.4.4, Note, 1.4.5	1 250
Other financial income	57 597	4 304	-		-		61 901
Interest expenses	-	12 075	-		-1 454	Note 1.4.3, Note 1.4.4	10 621
Other financial expenses	17 372	19 656	-		-13 672	Note 1.4.3, Note 1.4.4, Note, 1.4.5, Note 1.4.6	23 356
Net financial items	40 225	-26 168	-		15 118		29 175
					-		
Profit / loss before tax	91 711	-21 086	1 512		-1 272		70 866
					-		
Income tax expense	-957	-560	-		-4 200	Note 1.4.3, Note, 1.4.5	-5 717
Profit from continued operations	92 666	-20 526	1 512		2 928		76 582
Profit from discontinued operation	286 997	-	-		-286 997		-
Profit / loss for the Year	379 663	-20 526	1 512		-284 069		76 582

6.6 Unaudited pro forma statement of financial position for the financial year ended 31 December 2021

TNOK	(Note 1.1) Havvard Group ASA IFRS Audited 2021	(Note 1.2) Acquirees Local GAAP / IFRS Unaudited 2021	(Note 1.3) Acquirees IFRS adjustments Unaudited 2021	Notes	(Note 1.4) Pro forma adjustments Unaudited 2021	Pro forma financial IFRS Unaudited 2021
ASSETS						
Non-current assets						
Other intangible assets	-	-	-		32 000 Note 14.7	32 000
Deferred tax benefit	-	-	-		-	-
Goodwill	-	15 890	3 834 Note 13.1		235 928 Note 14.7	255 651
Total intangible assets	-	15 890	3 834		267 928	287 651
Property, plant and equipments						
Land and buildings	9 946	65 812	-		41 273 Note 14.5, Note 14.7	117 031
Investment properties	-	12 000	-		-8 998 Note 14.5	3 002
Plant and machinery	4 493	44 809	-		-35 416 Note 14.5	13 886
Property, plant and equipment owned through lease	-	3 568	-		-	3 568
Equipment, tools, fixtures and fittings	1 677	5 055	-		-	6 732
Right of use assets	332	-	-		-	332
Total Property, plant and equipments	16 449	131 244	-		-3 140	144 552
Financial assets						
Investment in financial assets	4 610	355	-		23 391 Note 14.1, Note 14.5	28 356
Investment in associates	194 185	2 007	-		-164 393 Note 14.1	31 799
Investment in subsidiaries	-	-	-		-	-
Loan to subsidiaries/associates	4 338	63 823	-		-63 823 Note 14.5, Note 14.6	4 338
Other non-current receivables	111	3 392	-		-	3 503
Total financial assets	203 244	69 577	-		-204 824	67 997
Total non-current assets	219 692	216 711	3 834		59 963	500 199
Current Assets						
Inventory	2 781	6 067	-		-	8 848
Receivables						
Accounts receivables	19 784	82 859	-4 812 Note 13.4		-643 Note 14.5	97 188
Other receivables	26 176	9 300	-		-638 Note 14.5	34 838
Contract assets customer contracts	-	-	4 928 Note 13.4		-	4 928
Intercompany receivables	-	0	-		-	0
Total Receivables	45 960	92 159	116		-1 281	136 954
Cash and cash equivalents	221 733	35 949	-		6 126 Note 14.5	263 808
Total current assets	270 474	134 175	116		4 844	409 610
TOTAL ASSETS	490 167	350 886	3 949		64 807	909 810

TNOK	(Note 1.1) Havyard Group ASA IFRS Audited 2021	(Note 1.2) Acquirees Local GAAP Unaudited 2021	(Note 1.3) Acquirees IFRS Unaudited 2021	(Note 1.4) Pro forma adjustments Unaudited 2021	Pro forma financial IFRS Unaudited 2021
EQUITY AND LIABILITIES	2021	2021	2021	2021	2021
Share capital	1 239	-0	-	-	1 239
Additional paid-in capital	22 535	37 451	-	207 549	267 535
Treasury shares	-3	-	-	-	-3
Total paid-in capital	23 771	37 451	-	207 549	268 771
Retained earnings	274 042	-0	3 834	-142 132	135 744
Non controlling interests	-	1 450	186	-	1 636
Total retained earnings	274 042	1 450	4 020	-142 132	137 380
TOTAL EQUITY	297 814	38 901	4 020	65 417	406 152
Provisions					
Deferred tax liabilities	731	10 065	-	7 431	18 227
Total Provisions	731	10 065	-	7 431	18 227
Other non-current liabilities					
Lease liabilities	267	3 615	-	-	3 881
Liabilities to parent	-	1 931	-	-	1 931
Intercompany liabilities	-	0	-	-	0
Loans and borrowings, non-current	4 348	65 552	-5 035	-17 996	46 868
Other long-term liabilities	31 933	6 759	-	-	38 691
Total other non-current liabilities	36 547	77 857	-5 035	-17 996	91 373
Current liabilities					
Intercompany liabilities	-	0	-	-	0
Loans and borrowings, current	435	117 338	5 035	-	122 808
Accounts payables	27 793	32 184	-	-6 380	53 596
Contract liabilities	35 558	-	116	-	35 674
Tax payable	2 603	4 748	-	-	7 351
Public duties payables	17 523	34 535	-	-	52 057
Dividend	-	186	-186	-	-
Other current liabilities	71 073	35 073	-	16 335	122 482
Lease liabilities	91	-	-	-	91
Total current liabilities	155 075	224 063	4 965	9 955	394 058
TOTAL LIABILITIES	192 353	311 985	-70	-610	503 658
TOTAL EQUITY AND LIABILITIES	490 167	350 886	3 949	64 807	909 810

6.7 Notes to pro forma adjustments and accounting policy adjustments

Note 1.1 Havyard Group ASA

The Havyard Group ASA column consists of the audited 2021 IFRS Consolidated Financial Statements.

Adjustments related to Havyard Group ASA have been carried out in note 1.4.1.

Note 1.2 Acquirees

TNOK	BKS Holding AS (consolidated)	Marine Support AS	Fossberg Kraft AS (consolidated)	HG Group AS	Handeland Industri AS	Adjustments	Notes	Total Aquirees
	Local GAAP	Local GAAP	IFRS	Local GAAP	Local GAAP			Local GAAP
	Audited 2021	Audited 2021	Audited 2021	Audited 2021	Audited 2021	Unaudited 2021		Unaudited 2021
Revenues	312 118	24 113	7 648	-	-	-		343 879
Other operating revenues	1 432	-	4 170	-	-	-		5 601
Operating income	313 550	24 113	11 818	-	-	-		349 480
Materials and consumables	77 601	20 239	1 613	-	-	-		99 453
Payroll expenses	173 280	2 998	3 911	-	-	-		180 189
Other operating expenses	48 484	1 008	5 355	651	244	-		55 742
Operating expenses	299 365	24 245	10 879	651	244	-		335 384
Operating profit/loss before depreciation and amortisation (EBITDA)	14 185	-132	938	-651	-244	-		14 096
Depreciation	7 899	-	1 115	-	-	-		9 014
Operating profit/loss (EBIT)	6 286	-132	-176	-651	-244	-		5 082
Interest income	310	-	-	949	2 042	-2 042	Note 1.2.3	1 259
Other financial income	292	61	3 951	-	-	-		4 304
Interest expenses	2 981	107	-	6 137	2 849	-		12 075
Other financial expenses	98	22	10 916	8 619	14 299	-14 299	Note 1.2.3	19 656
Net financial items	-2 477	-69	-6 965	-13 808	-15 106	12 257		-26 168
Profit / loss before tax	3 809	-201	-7 141	-14 459	-15 350	12 257		-21 086
Income tax expense	1 151	-358	-1 353	-	-	-		-560
Profit from continued operations	2 658	157	-5 788	-14 459	-15 350	12 257		-20 526
Profit from discontinued operation	-	-	-	-	-	-		-
Profit / loss for the Year	2 658	157	-5 788	-14 459	-15 350	12 257		-20 526

TNOK	BKS Holding AS (consolidated)	Marine Support AS	Fossberg Kraft AS (consolidated)	HG Group AS	Fossberg Kraft Produksjon AS	Handeland Industri AS	Adjustments	Notes	Total Aquirees
	Local GAAP	Local GAAP	IFRS	Local GAAP	Local GAAP	Local GAAP			Local GAAP
	Audited 2021	Audited 2021	Audited 2021	Audited 2021	Audited 2021	Audited 2021	Unaudited 2021		Unaudited 2021
ASSETS									
Non-current assets									
Goodwill	15 890	-	-	-	-	-	-		15 890
Total intangible assets	15 890	-	-	-	-	-	-		15 890
Property, plant and equipments									
Land and buildings	41 475	-	24 337	-	-	-	-		65 812
Investment properties	-	-	12 000	-	-	-	-		12 000
Plant and machinery	1 406	-	43 403	-	-	-	-		44 809
Property, plant and equipment owned through lease	3 568	-	-	-	-	-	-		3 568
Equipment, tools, fixtures and fittings	5 055	-	-	-	-	-	-		5 055
Total Property, plant and equipments	51 504	-	79 740	-	-	-	-		131 244
Financial assets									
Investment in financial assets	355	-	-	-	-	-	-		355
Investment in associates	-	2 007	-	-	-	30 000	-30 000	Note 1.2.2	2 007
Investment in subsidiaries	-	-	-	787 659	-	-	-787 659	Note 1.2.1	-
Loan to subsidiaries/associates	0	-	-	84 239	-	39 870	-60 286	Note 1.2.3	63 823
Other non-current receivables	238	-	13 833	-	1 564	-	-12 243	Note 1.2.3	3 392
Total financial assets	593	2 007	13 833	871 898	1 564	69 870	-890 188		69 577
Total non-current assets	67 987	2 007	93 573	871 898	1 564	69 870	-890 188		216 711
Current Assets									
Inventory	6 067	-	-	-	-	-	-		6 067
Receivables									
Accounts receivables	74 911	7 949	-	-	-	-	-		82 859
Other receivables	3 977	152	3 916	530	1	726	-		9 300
Total Receivables	78 887	8 100	3 916	530	1	726	-		92 159
Cash and cash equivalents	28 652	3 828	3 116	49	16	288	-		35 949
Total current assets	113 607	11 929	7 031	579	16	1 013	-		134 175
TOTAL ASSETS	181 594	13 936	100 605	872 477	1 580	70 883	-890 188		350 886

TNOK	BKS Holding AS (consolidated)	Marine Support AS	Fossberg Kraft AS (consolidated)	HG Group AS	Fossberg Kraft Produksjon AS	Handeland Industri AS	Adjustments	Notes	Total Acquirees
	Local GAAP Audited 2021	Local GAAP Audited 2021	IFRS Audited 2021	Local GAAP Audited 2021	Local GAAP Audited 2021	Local GAAP Audited 2021	Unaudited 2021		Local GAAP Unaudited 2021
EQUITY AND LIABILITIES									
Share capital	30	300	1 002	3 000	1 002	375	-5 709	Note 1.2.3	-
Additional paid-in capital	-	-	1 978	793 044	8 998	10 000	-776 569	Note 1.2.3	37 451
Total paid-in capital	30	300	2 980	796 044	10 000	10 375	-782 278		37 451
Retained earnings	30 518	7 840	15 499	-14 195	-28 523	19 903	-31 043	Note 1.2.3	-
Non controlling interests	1 450	-	-	-	-	-	-		1 450
Total retained earnings	31 968	7 840	15 499	-14 195	-28 523	19 903	-31 043		1 450
TOTAL EQUITY	31 998	8 140	18 479	781 849	-18 523	30 278	-813 321		38 901
Provisions									
Deferred tax liabilities	647	-	9 418	-	-	-	-		10 065
Total Provisions	647	-	9 418	-	-	-	-		10 065
Other non-current liabilities									
Lease liabilities	3 615	-	-	-	-	-	-		3 615
Liabilities to parent	-	-	12 071	-	-	-	-10 139	Note 1.2.3	1 931
Loans and borrowings, non-current	47 556	-	17 996	-	-	-	-		65 552
Other long-term liabilities	3 227	-	332	-	3 199	-	-		6 759
Total other non-current liabilities	54 397	-	30 399	-	3 199	-	-10 139		77 857
Current liabilities									
Intercompany liabilities	0	-	-	-	-	40 604	-40 604	Note 1.2.3	0
Loans and borrowings, current	8 081	-	18 665	90 592	-	-	-		117 338
Accounts payables	18 789	2 031	10 995	36	332	1	-		32 184
Tax payables	4 748	-	-	-	-	-	-		4 748
Public duties payables	32 615	1 874	-	-	46	-	-		34 535
Dividend	186	-	-	-	-	-	-		186
Other current liabilities	30 133	1 890	12 648	-	16 525	-	-26 123	Note 1.2.3	35 073
Total current liabilities	94 551	5 795	42 308	90 628	16 903	40 605	-66 728		224 063
TOTAL LIABILITIES	149 596	5 795	82 126	90 628	20 103	40 605	-76 867		311 985
TOTAL EQUITY AND LIABILITIES	181 594	13 936	100 605	872 477	1 580	70 883	-890 188		350 886

The acquired companies consist of 100 % of the shares HG Group AS and the remaining shares in BKS Holding AS (HG Group AS owns 50 % of the shares in BKS Holding AS). As BKS Holding is not a subsidiary of HG Group AS, no consolidated accounts for the whole acquiree-group exists.

The "Acquirees" column has been prepared by summarizing the financial statements of each of the companies in the acquiree group and adjusting for intercompany accounts and investment the companies hold in other companies in the acquiree-group.

As such the column consists of the following:

- HG Group AS (audited) separate financial statement 2021(Local GAAP)
- BKS Holding AS (audited) consolidated financial statement 2021 (Local GAAP)
- Fossberg Kraft AS (audited) consolidated financial statement 2021(IFRS)
- Fossberg Kraft Produksjon AS (audited) separate financial statement 2021(Local GAAP)
- Handeland Industri AS (audited) separate financial statement 2021(Local GAAP)
- Marine Support AS (audited) separate financial statement 2021(Local GAAP)
- Adjustment for intercompany accounts and investment the companies hold in other companies in the acquiree-group

HG Group AS only prepares separate financial statements. HG Group AS was the parent company of the subsidiaries Fossberg Kraft AS, Handeland Industri AS, Fossberg Kraft Produksjon AS, Handeland Industri AS and Flesland Holding AS as at 31.12.2021. HG Group AS also owned 50 % of BKS Holding AS through subsidiary Handeland Industri AS as at 31.12.2021.

Fossberg Kraft Produksjon AS have only been included in the statement of financial position. P&L items were related to four power-plants which were sold during 2021 and has not been included in the Pro forma.

Marine Support AS was acquired by BKS Holding AS in 2022, and results for the period from 01.01.2021 to 31.12.2021, and the balance sheet as at 31.12.2021 has been included in the Pro forma.

Note 1.2.1

HG Group AS holds investment in subsidiaries and associates that have been eliminated as they are either included in the pro forma (BKS Holding, Fossberg Kraft AS, Fossberg Kraft Produksjon AS and Handeland Industri AS) or not part of the Acquisition (Flesland Holding AS).

Note 1.2.2

Handeland Industri AS is a subsidiary of HG Group AS and owns 50 % of BKS Holding AS. Their investment in BKS Holding has been eliminated in the "adjustment" column.

Note 1.2.3

In addition to investment in subsidiaries and associates, intercompany accounts and share capital has been eliminated through the "Adjustment" column, and all equity from the acquirees are considered as paid in capital.

Note 1.3 IFRS adjustments

All the acquired companies, apart from Fossberg Kraft AS, prepares financial statements in accordance with the Norwegian Accounting Act and accounting principles generally accepted in Norway ("NGAAP").

An analysis of material differences between NGAAP and IFRS has been carried out for the purpose of the preparation of the pro forma financial information. Other than those adjustments, Management has not identified other differences between local GAAP and IFRS for the purpose of the preparation of the pro forma financial information. The analysis resulted in the following adjustments (all related to BKS Holding AS):

Note 1.3.1

Reversal of depreciation of goodwill in the Income Statement. The IFRS adjustment of depreciation of TNOK -1 512 represents depreciation of goodwill in the BKS consolidated financial statements, not in line with IFRS. The same adjustment of depreciation of goodwill (including prior years depreciation) have been reversed in the balance sheet. Goodwill is recognized in the balance sheet at a historical cost basis.

Note 1.3.2

Reclassification of first years down payment of long-term debt to short-term debt. The IFRS adjustment of TNOK 5 035 between "Loans and borrowings, current" and "Loans and borrowings, non-current" represents reclassification of first years down payment classified as non-current in the NGAAP financial statements of Fossberg Kraft AS and BKS Holding AS.

Note 1.3.3

A dividend in BKS Holding AS of TNOK 186 adopted after the balance sheet date has been eliminated.

Note 1.3.4

Net accrued income of TNOK 4 812 presented as a part of accounts receivable in the financial statement of BKS Holding AS has been reclassified as contract assets of TNOK 4 928 and contract liabilities of TNOK 116.

1.4 Pro forma adjustments

TNOK	(Note 1.4.1)	(Note 1.4.8)	(Note 1.4.3)	(Note 1.4.4)	(Note 1.4.5)	(Note 1.4.6)	(Note 1.4.7)	
	HAV Group ASA	Transactions Havard Group ASA / BKS Holding AS	Oil-Comm AS	Svanedalen Kraftverk AS	Egelands Verk AS	Flesland Holding AS	PPA adjustments	Total Pro forma adjustments
Revenues	-	-11 556	25 488	-4 347	-4 319	-	-	5 265
Operating income	-	-11 556	25 488	-4 347	-4 319	-	-	5 265
Materials and consumables	-	-11 556	536	-	-	-	-	-11 020
Payroll expenses	-	-	22 553	-	-	-	-	22 553
Other operating expenses	-	-	3 155	-1 701	-913	-	-	542
Operating expenses	-	-11 556	26 244	-1 701	-913	-	-	12 074
Operating profit/loss before depreciation and amortisation (EBITDA)	-	-	-756	-2 647	-3 407	-	-	-6 809
Depreciation	-	-	190	-701	-239	-	10 330	9 580
Operating profit/loss (EBIT)	-	-	-946	-1 945	-3 168	-	-10 330	-16 389
Interest income	-	-	-	-6	-3	-	-	-9
Interest expenses	-	-	33	-1 487	-	-	-	-1 454
Other financial expenses	-	-	37	-5 089	-1	-8 619	-	-13 672
Net financial items	-	-	-70	6 570	-2	8 619	-	15 118
Profit / loss before tax	-	-	-1 015	4 625	-3 170	8 619	-10 330	-1 272
Income tax expense	-	-	-198	-	-4 002	-	-	-4 200
Profit from continued operations	-	-	-818	4 625	832	8 619	-10 330	2 928
Profit from discontinued operation	-286 997	-	-	-	-	-	-	-286 997
Profit / loss for the Year	-286 997	-	-818	4 625	832	8 619	-10 330	-284 069

TNOK	(Note 1.4.1)	(Note 1.4.2)	(Note 1.4.5)	(Note 1.4.6)	(Note 1.4.7)	
ASSETS	HAV Group ASA	Cash settlement and seller credit	Egelands Verk AS	Flesland Holding AS	PPA adjustments	Total Pro forma adjustments
Non-current assets						
Other intangible assets					32 000	32 000
Goodwill					235 928	235 928
Total intangible assets					267 928	267 928
Property, plant and equipments						
Land and buildings	-	-	-3 002	-	44 275	41 273
Investment properties	-	-	-8 998	-	-	-8 998
Plant and machinery	-	-	-35 416	-	-	-35 416
Total Property, plant and equipments	-	-	-47 416	-	44 275	-3 140
Financial assets						
Investment in financial assets	23 393	-	-2	-	-	23 391
Investment in associates	-164 393	-	-	-	-	-164 393
Loan to subsidiaries/associates	-	-	-12 159	-51 664	-	-63 823
Total financial assets	-141 000	-	-12 161	-51 664	-	-204 824
Total non-current assets	-141 000	-	-59 576	-51 664	312 203	59 963
Current Assets						
Inventory						
Receivables						
Accounts receivables	-	-	-643	-	-	-643
Other receivables	-	-	-638	-	-	-638
Total Receivables	-	-	-1 281	-	-	-1 281
Cash and cash equivalents	-	-15 000	21 126	-	-	6 126
Total current assets	-	-15 000	19 844	-	-	4 844
TOTAL ASSETS	-141 000	-15 000	-39 732	-51 664	312 203	64 807

TNOK	(Note 1.4.1)	(Note 1.4.2)	(Note 1.4.5)	(Note 1.4.6)	(Note 1.4.7)	
		Cash settlement and	Egeland's Verk AS	Flesland	PPA adjustments	Total Pro forma
EQUITY AND LIABILITIES	HAV Group ASA	seller credit		Holding AS		adjustments
Share capital	-	-	-	-	-	-
Additional paid-in capital	-	-40 000	-	-51 664	299 213	207 549
Treasury shares	-	-	-	-	-	-
Total paid-in capital	-	-40 000	-	-51 664	299 213	207 549
Retained earnings	-141 000	-	2 659	-	-3 790	-142 132
Total retained earnings	-141 000	-	2 659	-	-3 790	-142 132
					-	
TOTAL EQUITY	-141 000	-40 000	2 659	-51 664	295 422	65 417
Provisions						
Deferred tax liabilities	-	-	-9 349	-	16 781	7 431
Total Provisions	-	-	-9 349	-	16 781	7 431
Other non-current liabilities						
Loans and borrowings, non-current	-	-	-17 996	-	-	-17 996
Total other non-current liabilities	-	-	-17 996	-	-	-17 996
Current liabilities						
Accounts payables	-	-	-6 380	-	-	-6 380
Other current liabilities	-	25 000	-8 665	-	-	16 335
Total current liabilities	-	25 000	-15 045	-	-	9 955
					-	
TOTAL LIABILITIES	-	25 000	-42 391	-	16 781	-610
TOTAL EQUITY AND LIABILITIES	-141 000	-15 000	-39 732	-51 664	312 203	64 807

Note 1.4.1 HAV Group ASA

The Investment in HAV Group ASA was accounted for in accordance with the Equity Method as at 31.12.2021 (NOK 164,4 mill). HAV Group ASA was a subsidiary of Havyard Group ASA until 27.12.2021, when Havyard distributed shares in HAV Group ASA and retained an ownership share of 34%. HAV Group AS was presented as a "Discontinued operation" for the year ended 31.12.2021, and this is adjusted for in the pro forma adjustments.

As part of the Acquisition Havyard Group ASA declared a dividend, whereby a substantial share of the investment in HAV Group ASA was transferred to owners. Havyard Group ASA retained 1 659 047 shares in HAV Group which is accounted for as an investment in shares at fair value (NOK 23,4 mill).

Note 1.4.2 Cash settlement and seller credit

Part of the settlement to the previous owners of the acquirees will be in the form of a sellers credit (NOK 25 mill) and cash (NOK 15 mill). This is adjusted for in the "pro forma adjustments" column.

Note 1.4.3 Oil-Comm AS

Oil-comm AS was acquired by BKS Holding AS in August 2021, and have been consolidated in the consolidated accounts from August 2021. The pro forma adjustment has eliminated the P&L consolidated amounts related to Oil-Comm AS, and replaced it with the P&L for the full year of 2021. There has been no adjustment related to this in the balance sheet. The purchase price allocation resulted in excess values being accounted for as goodwill.

This adjustment is expected to have a continuing impact on the issuer.

Note 1.4.4 Svandalen Kraftverk AS

Svandalen Kraftvek was sold from Fossberg Kraft AS in December 2021. All P&L amounts related to Svandalen Kraftverk in the Fossberg Kraft AS consolidated financial statement have been eliminated. This is an adjustment of the numbers of one of the acquirees, and as such is not expected to have a continuing impact on the issuer.

Note 1.4.5 Egelands Verk AS

Egelands Verk was sold in February 2022. All P&L and balance sheet amounts related to Egelands Verk in the Fossberg Kraft AS consolidated financial statements have been eliminated. This is an adjustment of the numbers of one of the acquirees, and as such is not expected to have a continuing impact on the issuer.

The proceeds from the sale were used as follows:

Downpayment of external loans	18
Distribution of cash to other companies in the Fossberg Kraft AS Group	22
Sum	40

Note 1.4.6 Flesland Holding AS

Flesland Holding, a former subsidiary of HG Group AS, was transferred from HG Group through a demerger in June 2022 before the Acquisition was completed. A receivable from HG Group has been eliminated, as this receivable was settled as part of the demerger.

The HG Group 2021 Financial Statement included an impairment of MNOK 8.6 on the investment in Flesland Holding. This impairment has been eliminated. This is an adjustment of the numbers of one of the acquirees, and as such is not expected to have a continuing impact on the issuer.

Note 1.4.7 Purchase price allocation

The agreed price in the Acquisition for the group of acquirees were NOK 285 mill. Total equity related to the acquired companies amount to MNOK – 10.4. This gives rise to excess values of MNOK 295.4.

The settlement of the purchase price consists of:

Sellers credits later converted to equity through shares subscription	245
Sellers credits	25
Cash settlement	15
Total settlement	285

The equity effect of the share subscription has been added as additional paid-in capital. As such addtitonal paid-in capital in the unaudited pro forma financials consists of the equity raise and original additional paid-in capital in Havyard Group ASA.

Excess values have been identified in BKS Holding AS as follows:

mill NOK

Buildings	44.3
Customer relationships	32.0
Deferred tax (22%)	-16.8
Total identified excess values	59.5

The balance of the excess values (NOK 275.9 mill) has been allocated to Goodwill.

mill NOK

Total excess values	295.4
Total identified excess values	59.5
Goodwill	235.9

Values allocated to buildings and customer relationships gives rise to depreciation. Based on an expected economic life of 5 years for customer relationships, and 20 years for buildings, depreciation of respectively MNOK 8 and MNOK 2.2 have been added to the P&L. This is expected to have a continuing impact on the issuer.

Note 1.4.8

BKS Industri AS (a subsidiary of BKS Holding AS) had revenue of NOK 11.6 mill invoiced to New Havyard Ship Technology AS (a subsidiary of Havyard Group ASA). This has been eliminated in "Revenue" and "Materials and consumables". This is expected to have a continuing impact on the issuer.

7 REGULATORY DISCLOSURES

Below is an overview of the disclosures published by the Company pursuant to the Norwegian Securities Trading Act on its ticker "HYARD" on www.newsweb.no during the last twelve months prior to the date of this Exemption Document.

Financial reporting		
Date disclosed	Title	Summary of the information given
31 August 2022	First half-year results 2022	Havyard reported NOK 327 million in revenues YTD 2022 and an EBITDA of NOK 2.1 million, both on a pro forma basis.
25 May 2022	Financial calendar	Notice of the financial calendar for Havyard
29 March 2022	Annual report 2021	Havyard published its 2021 annual report.
17 January 2022	Financial calendar	Notice of the financial calendar for Havyard
21 December 2021	Financial calendar	Notice of the financial calendar for Havyard
26 November 2021	Results Q3 2021	Havyard reported reduced accounting information for the third quarter.

Inside information		
Date disclosed	Title	Summary of the information given
20 May 2022	Havyard Group ASA (HYARD): Business combination with HG Group AS	Announcement that Havyard entered into the Business Combination Agreement whereby Havyard would carry out the Acquisition, and that prior to the Acquisition, Havyard was to distribute 10,000,000 shares in HAV Group ASA owned by Havyard as divided to its existing shareholders, corresponding to approximately 0.4035 HAV Group ASA shares per Havyard share.
7 March 2022	Large conversion contract for the yard	Announcement that Havyard's subsidiary, Havyard Leirvik AS, has signed a contract for electrification of the ferry "MF Ibestad" for the ferry company Norled.

Additional regulatory information to be disclosed		
Date disclosed	Title	Summary of the information given
27 June 2022	Key information for the extraordinary dividend	Adjustment of distribution date as announced on 23 May 2022.
13 June 2022	Extraordinary General Meeting held in Havyard Group ASA	Announcement that an extraordinary general meeting of Havyard was held on 13 June 2022. All items on the agenda were approved in accordance with the proposal of the Board of Directors.
9 June 2022	Extraordinary general meeting – recommendation from the Nomination Committee	Recommendation from the nomination committee in relation to election of new board of directors.
1 June 2022	New CFO	Announcement that Vegard Fiksdal is to become finance manager in Havyard Leirvik AS, while Eirik Sævareid is to take on the role as CFO of Havyard.
30 May 2022	Annual General Meeting held in Havyard Group ASA	Announcement that the annual general meeting of Havyard was held on 30 May 2022. All items on the agenda were approved in accordance with the proposal of the Board of Directors in the notice.

23 May 2022	Key information for the proposed extraordinary dividend	Key information about proposed extraordinary dividend, including the dividend amount, ex-date, record date, distribution date and date of resolution.
23 May 2022	Notice of extraordinary general meeting	Notice of extraordinary general meeting in Havyard on 13 June 2022, to be held digitally.
6 May 2022	Notice of Annual General Meeting 2022	Notice of annual general meeting in Havyard on 30 May 2022, to be held digitally via LUMI AGM.
10 March 2022	Board of directors – new employee representatives	Announcement that Stig Breidvik resigned from the position as employee representative, and that Geir Helge Nordstrand and Jan Olav Gjerde were elected as new employee representatives to the Board of Directors. Trygve Systad and Robert Borlaug were elected as new deputy employee representatives.
24 January 2022	New CFO	Announcement that Pål Aurvåg is to become CFO in HAV Group ASA, whereas Vegard Fiksdal is take on the role as CFO in Havyard with effect from 1 March 2022.
14 December 2021	Extraordinary general meeting held	Announcement that an extraordinary general meeting of Havyard was held on 14 December 2021. All items on the agenda were approved in accordance with the proposal of the Board of Directors, including the distribution of extraordinary dividends in the form of shares in HAV Group ASA, and an audited interim balance.
22 November 2021	Notice of extraordinary general meeting	Notice of extraordinary general meeting in Havyard on 14 December 2021 at Fosnavåg, Norway.
22 November 2021	Key information for the proposed extraordinary dividend	Key information about proposed extraordinary dividend, including the dividend amount, ex-date, record date, distribution date and date of resolution.
22 November 2021	Proposal for extraordinary dividend	Announcement of Havyard's decision to propose to the extraordinary general meeting that an extraordinary dividend in the form of shares in the Havyard's subsidiary HAV Group ASA ("HAV") is distributed. The proposal involved the distribution of up to 50% of Havyard's shares in HAV, up to a total of 11,631,034 shares divided by 0.46935005 HAV shares per share in Havyard, which is rounded down to the nearest whole HAV share per VPS-account.
7 September 2021	Resignation for employee representatives	Notice that member of the Board of Directors, Petter Thorsen Frøystad, has resigned from the position as employee representative. The same applied for deputy member, Erlend Tony Urkegjerde. The resignations were natural consequences of the previous establishment of HAV Group ASA, where both would have their employment relationship within the Group.

8 ADDITIONAL INFORMATION

8.1 Independent auditors

Havyard's independent auditor is PricewaterhouseCoopers AS, with registration number 971 126 507 and registered address Dronning Eufemias gate 71, 0194 Oslo, Norway. PricewaterhouseCoopers AS has been Havyard's independent auditor since 2018. PricewaterhouseCoopers AS is a member of the Norwegian Institute of Public Accountants (Nw.: Den Norske Revisorforening).

The Havyard Financial Statements have been audited by PricewaterhouseCoopers AS and are incorporated by reference into this Exemption Document, see Section 8.4 "Incorporation by reference". PricewaterhouseCoopers AS has not audited, reviewed or reproduced any report on any other information provided in this Exemption Document.

HGG's independent auditor is KPMG AS, with registration number 935 174 627 and registered address Sørkedalsveien 6, 0369 Oslo, Norway. KPMG AS has been HGG's independent auditor since 2021.

BKS's independent auditor is RSM Norge AS, with registration number 982 316 588 and registered address Ruseløkkveien 30, 0251 Oslo, Norway. RSM Norge AS has been BKS's independent auditor since 2019.

KPMG AS and RSM Norge AS are members of the Norwegian Institute of Public Accountants (Nw.: Den Norske Revisorforening).

The HGG Separate Financial Statements and BKS Consolidated Financial Statements have been audited by KPMG AS. KPMG AS has not audited, reviewed or reproduced any report on any other information provided in this Exemption Document.

8.2 Advisors

Wikborg Rein Advokatfirma AS (Dronning Mauds gate 11, 0250 Oslo, Norway) is acting as Norwegian legal counsel to Havyard, and Advokatfirmaet Schjødt AS (Ruseløkkeveien 14-16, 0251 Oslo) is acting as Norwegian legal counsel to HGG.

8.3 Documents on display

Copies of the following documents will be available for inspection at the Havyard's offices at Holmefjordvegen 1, 60 90 Fosnavåg, Norway, during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Exemption Document:

- Havyard's certificate of incorporation and articles of association;
- all reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Havyard's request any part of which is included or referred to in this Exemption Document; and
- this Exemption Document.

The documents are also available at the Company's website www.havyard.com. The contents of this website are not incorporated by reference into, or otherwise form part of, this Exemption Document.

8.4 Incorporated by reference

The information incorporated by reference in this Exemption Document should be read in connection with the cross reference table set out below. Except as provided below, no information is incorporated by reference into this Exemption Document.

Minimum disclosure requirement for exemption documents		Reference document and link	Page of reference document
Item 2.5	Audited historical financial information	The Havyard Financial Statements	
Item 2.5	Audit reports	Havyard Audit Report 2021	
Item 2.5	Interim reports	The Havyard Interim Report	

9 DEFINITIONS AND GLOSSARY

Acquisition	Havyard's acquisition of HG Group and BKS Holding
Articles of Association	Havyard's articles of association attached as Appendix A to this Exemption Document
Business Combination Agreement	Agreement of 20 May 2022 between Havyard and the sellers of HG Group and BKS Holding regarding the sale and purchase of shares in HG Group and BKS Holding
BKS	BKS Holding AS, a private limited liability company, incorporated in Norway in accordance with Norwegian law with business registration number 923 489 576 and registered address Sunde industriområde 3, 5450 Sunde i Sunnhordland Kvinnherad, Norway
BKS Consolidated Financial Statements	The audited consolidated financial statements prepared for BKS for the year ended 31 December 2021 with comparable numbers for 2020
Board Members	The members of Havyard's Board of Directors
Board of Directors	The Board of Directors of Havyard.
Company or Havyard	Havyard Group ASA, a public limited liability company, incorporated in Norway in accordance with Norwegian law with business registration number 980 832 708 and registered address Holmefjordvegen 1, 6090 Fosnavåg, Herøy, Norway
Consideration Shares	47,206,166 new shares in the Company, each with a par value of NOK 0.05, issued as part of the total consideration paid to the sellers in connection with the Acquisition, at a share price of NOK 5.19
EEA	The European Economic Area
ESO	Euronext Securities Oslo (the Norwegian central securities depository)
ESO Registrar	DNB Bank ASA, with business registration number 984 851 006
EU	The European Union
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC Text with EEA relevance
Exemption Document	This Exemption Document dated 6 September 2022
Fossberg Kraft	BKS Holding AS, a private limited liability company, incorporated in Norway in accordance with Norwegian law with business registration number 920 721 087 and registered address Handelandsegen 75, 5451 Valen, Kvinnherad, Norway
Fossberg Kraft Consolidated Financial Statements	The audited consolidated financial statements prepared for Fossberg Kraft for the year ended 31 December 2021 with comparable numbers for 2020
General Meeting	Havyard's general meeting of shareholders
Group	Havyard together with its consolidated subsidiaries
Havyard Financial Statements	The Company's audited consolidated financial statements as of and for the year ended 31 December 2021
Havyard Interim Report	The Company's unaudited interim financial report for the six month period ended 30 June 2022
HGG	HG Group AS, a private limited liability company, incorporated in Norway in accordance with Norwegian law with business registration number 927 197 456 and registered address Handelandsegen 75, 5451 Valen, Kvinnherad, Norway
HGG Separate Financial Statements	The audited consolidated financial statements prepared for HGG for the year ended 31 December 2021 with comparable numbers for 2020
HG Group	HGG together with BKS
HG Group Financial Statements	The HGG Separate Financial Statements, BKS Consolidated Financial Statements and Fossberg Kraft Consolidated Financial Statements
IFRS	International Financial Reporting Standards as adopted by the EU
LEI	Legal Entity Identifier
Listing	The listing by Havyard on the Oslo Stock Exchange of the Consideration Shares
Management	The senior management team of the Company
NOK	Norwegian Kroner, the lawful currency of Norway
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 28 June 2007 No 75 (Nw.: verdipapirhandelloven)
Oslo Stock Exchange	Oslo Børs ASA, or, as the context may require, Oslo Børs, a Norwegian regulated stock exchange operated by Oslo Børs ASA
Share(s)	Means the shares of Havyard, each with a par value of NOK 0.05, or any one of them
U.S. or United States	The United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended



Havyard Group ASA
Holmefjordvegen 1
6090 Fosnavåg
Norway

Appendix A – Articles of Association of Havyard Group ASA

<p>Dette dokumentet er utarbeidet både på norsk og engelsk. Dersom det skulle vise seg å være uoverensstemmelse mellom de to versjonene, skal den norske versjonen ha forrang.</p>	<p>This document has been prepared in both Norwegian and English. In case of any discrepancy between the two versions, the Norwegian version shall prevail.</p>
<p>VEDTEKTER</p> <p>FOR</p> <p>HAVYARD GROUP ASA</p>	<p>ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>HAVYARD GROUP ASA</p>
<p>(Org. nr. 980 832 708)</p>	<p>(Org. no. 980 832 708)</p>
<p>Per 13. juni 2022</p>	<p>Per 13 June 2022</p>
<p>§ 1</p> <p>Foretaksnavn</p>	<p>§ 1</p> <p>Name of the Company</p>
<p>Selskapets foretaksnavn er Havyard Group ASA. Selskapet er et allmennaksjeselskap.</p>	<p>The name of the company is Havyard Group ASA. The company is a public limited liability company.</p>
<p>§ 2</p> <p>Forretningskommune</p>	<p>§ 2</p> <p>Business Municipality</p>
<p>Selskapet skal ha sitt forretningskontor i Herøy kommune.</p>	<p>The company's registered office shall be in Herøy municipality.</p>
<p>§ 3</p> <p>Selskapets virksomhet</p>	<p>§ 3</p> <p>Object of the Company</p>
<p>Selskapets virksomhet skal være å direkte eller indirekte tilby tjenester og varer til industri i Norge og utlandet, herunder landbasert og maritim industri, offshore, kraftproduksjon, akvakultur mv., forvaltning av kapital og andre funksjoner for konsernet, herunder forestå eller forvalte investeringer i andre selskaper, samt det som naturlig hører til dette.</p>	<p>The Company's business shall be to directly or indirectly offer services and products to industry in Norway and abroad, including land-based and maritime industry, offshore, power production, aquaculture etc., capital management and other group functions, including engage in or manage investments in other companies, as well as other related activities.</p>
<p>§ 4</p> <p>Aksjekapital og aksjer</p>	<p>§ 4</p> <p>Share capital and shares</p>
<p>Selskapets aksjekapital er NOK 3 599 365,80,-, fordelt på 71 987 316 aksjer, hver pålydende NOK 0,05.</p>	<p>The company's share capital is NOK 3,599,365.80 divided between 71,987,316 shares, each with a nominal value of NOK 0,05.</p>

Aksjene skal være registrert i VPS.	The company's shares shall be registered in the Norwegian Central Securities Depository (VPS).
§ 5 Styre og signatur	§ 5 Board of Directors and signature
Selskapets styre skal ha minimum tre og maksimum syv medlemmer. Styremedlemmene velges for to år av gangen. Styrets leder skal velges av generalforsamlingen.	The Board of Directors shall have a minimum of three members and maximum seven members. Members are elected for a two-year period. The Chairman of the Board shall be elected by the General Assembly.
Selskapets firma skal tegnes av styrets leder alene eller to styremedlemmer i fellesskap. Styret kan meddele procura.	The company's signature shall be held by the Chairman of the Board alone, or two members of the Board jointly. The board of directors may grant power of attorney.
§ 6 Ordinær generalforsamling	§ 6 Ordinary general meeting
På den ordinære generalforsamlingen skal følgende saker behandles og avgjøres:	The following matters shall be considered and decided by the ordinary general meeting:
1. Godkjenning av årsregnskap og årsberetning;	1. Approval of the annual report and accounts;
2. Anvendelse av overskudd, dekning av underskudd og utdeling av utbytte;	2. Allocation of profit, coverage of loss and distribution of dividend;
3. Valg av styremedlemmer og revisor (dersom disse er på valg); og	3. Election of Board members and the auditor (if they are up for election); and
4. Andre saker som etter loven eller vedtektene hører under generalforsamlingen.	4. Any other matters that, by law or pursuant to these Articles of Association, is the business of the general meeting.
§ 7 Innkalling til generalforsamling	§ 7 Notice of the general meeting
Når dokumenter som gjelder saker som skal behandles på generalforsamlingen er gjort tilgjengelig for aksjeeierne på Selskapets nettsider, gjelder ikke allmennaksjelovens alminnelige krav om at dokumentene skal sendes til aksjeeierne. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen.	When documents concerning matters to be processed by the general meeting have been made available to the shareholders on the company's website, the Public Limited Liability Companies Act's general requirement that such documents must be sent to the shareholders does not apply. This also applies to documents that by law shall be included in or enclosed with the notice of the general meeting.

<p style="text-align: center;">§ 8</p> <p style="text-align: center;">Deltakelse på generalforsamlingen</p>	<p style="text-align: center;">§ 8</p> <p style="text-align: center;">Participation at the general meeting</p>
<p>Retten til å delta og stemme på generalforsamlingen kan kun utøves når ervervet av de(n) aktuelle aksjen(e) er innført i aksjeeierregisteret den femte virkedagen før generalforsamlingen (registreringsdatoen).</p>	<p>The right to participate and vote at the general meeting can only be exercised when the acquisition of the relevant share(s) has/have been entered into the shareholder register on the fifth business day before the general meeting (the record date).</p>
<p>Retten til å delta og stemme på generalforsamlingen kan kun utøves av aksjeeiere som har varslet selskapet om at de vil delta minst to virkedager før generalforsamlingen på en slik måte som angitt i innkallingen.</p>	<p>The right to attend and vote at the general meeting can only be exercised by shareholders who have notified the company that they will attend at least two business days before the general meeting in such a manner as stated in the notice.</p>
<p style="text-align: center;">§ 9</p> <p style="text-align: center;">Skriftlig forhåndsstemme i generalforsamlingen</p>	<p style="text-align: center;">§ 9</p> <p style="text-align: center;">Written advance voting at a general meeting</p>
<p>Aksjeeierne skal kunne avgi sin stemme skriftlig i saker på agendaen til generalforsamlingen i en periode før generalforsamlinger, herunder ved bruk av elektronisk kommunikasjon, i den utstrekning selskapets styre finner betryggende metoder for autentisering av avsenderen av slik stemme og i samsvar med allmennaksjelovens bestemmelser.</p>	<p>For a period prior to the general meeting, shareholders shall be entitled to vote in writing on matters on the agenda of the general meeting, including by using electronic means of communication, provided that the company's Board of Directors finds adequate methods for authenticating the sender of such votes, and in accordance with the provisions of the Public Limited Liability</p>
<p style="text-align: center;">§ 10</p> <p style="text-align: center;">Valgkomité</p>	<p style="text-align: center;">§ 10</p> <p style="text-align: center;">Nomination committee</p>
<p>Selskapet skal ha en valgkomité. Komiteen skal fremme forslag for generalforsamlingen om styremedlemmer og styremedlemmers godtgjørelse. Valgkomiteen skal bestå av to medlemmer som utpekes og sammensettes i tråd med retningslinjer for valgkomiteen. Generalforsamlingen skal fastsette retningslinjer for komiteens arbeid, og godkjenne endringer i disse.</p>	<p>The company shall have a nomination committee. The committee submits proposals to the general meeting for Board members and the remuneration of Board members. The nomination committee shall consist of two members. The appointment of members and the composition of the committee shall be in accordance with the guidelines for the nomination committee. The general meeting shall adopt guidelines for the committee's work and approve any amendments to the guidelines.</p>

**APPENDIX B INDEPENDENT PRACTICIONER'S ASSURANCE REPORT ON PRO-FORMA
FINANCIAL INFORMATION**



To the Board of Directors of Havyard Group ASA

Report on the compilation of pro forma financial information included in an exempted document

We have completed our assurance engagement to report on the compilation of the pro forma financial information of Havyard Group ASA (the 'Company') as set out in section 6 in the exempted document issued by the Board of Directors of Havyard Group ASA (the 'Directors'). The pro forma financial information consists of the unaudited pro forma balance sheet as at 31 December 2021, the unaudited pro forma income statement for the year ended 31 December 2021, and related unaudited notes hereto. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are specified in Annex 20 to Commission Delegated Regulation (EU) 2019/980 supplemented by Commission Delegated Regulation (EU) 2021/528 as described in the notes to the beforementioned pro forma financial information (the 'applicable criteria').

The pro forma financial information has been compiled by the Directors to illustrate the impact of the transactions described in the beforementioned pro forma financial information (the "Transactions") on the Company's financial position as at 31 December 2021 as if the Transactions had taken place at 31 December 2021, and its financial performance for the year ended 31 December 2021 as if the Transactions had taken place at 1 January 2021. As part of this process, information about the Company's and the acquired entities' financial position and financial performance has been extracted by the Directors from the Company's audited financial statements for the year ended 31 December 2021 and from the acquired entities' audited financial statements for the year ended 31 December 2021.

Our Independence and Quality Control

We are independent of the Company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Directors' responsibility for the pro forma financial information

The Directors are responsible for compiling the pro forma financial information on the basis of the applicable criteria.

Practitioner's responsibilities

Our responsibility is to express an opinion, as required by section 3 of Annex 20 to the Commission Delegated Regulation (EU) 2019/980, supplemented by Commission Delegated Regulation (EU)



2021/528, about whether the pro forma financial information has been compiled, in all material respects, by the Directors on the basis of the applicable criteria.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, Assurance engagements to report on the compilation of pro forma financial information included in a prospectus, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the pro forma financial information on the basis of the applicable criteria and whether this basis is consistent with the accounting policies of the Company described in the notes of the unaudited pro forma financial information.

Our work primarily consisted of comparing the unadjusted financial information with the source documents as described in the notes of the unaudited pro forma financial information, considering the evidence supporting the adjustments and discussing the pro forma financial information with the Directors of the Company.

The aforementioned opinion does not require an audit of historical unadjusted financial information, the adjustments to conform the accounting policies of the acquired entity to the accounting policies of the Company, or the assumptions summarized in the notes of the unaudited pro forma financial information. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an exempted document is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction for the year ended 31 December 2021 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and obtain sufficient appropriate evidence about whether:

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.
- the unaudited pro forma financial information has been compiled on a basis consistent with the accounting policies of the Company.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Opinion

In our opinion

- the pro forma financial information has been properly compiled on the basis stated in note 1 in the unaudited pro forma financial information; and
- such basis is consistent with the accounting policies of the Company

Distribution and use

This report is issued for the sole purpose of showing how the Transactions might have affected the Company's consolidated statement of financial position and the Company's consolidated statement of income in connection with the acquisition by the Company of all of the shares in HG Group AS and the remaining shares in BKS Holding AS, and the related preparation of an exempted document by the Company (together, the "Transaction"). The exempted document is prepared in accordance with Commission Delegated Regulation (EU) 2021/528 supplementing Regulation (EU) 2017/1129, and other applicable regulations and interpretations (the "Exempted Document"). Our work has not been carried out in accordance with auditing, assurance or other standards and practices generally accepted in the United States and accordingly should not be used or relied upon as it had been carried out in accordance with those standard practices. Therefore, this report is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than for this Exempted Document as described above. We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this report in connection with any other transactions than the Transactions.

Bergen, 30 August 2022

PricewaterhouseCoopers AS

Fredrik Gabrielsen

State Authorised Public Accountant (Norway)

Erklæring proforma HGR

Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
Gabrielsen, Fredrik	BANKID_MOBILE	2022-08-30 13:05

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APPENDIX C HG GROUP FINANCIAL STATEMENTS

Årsregnskap 2021

HG Group AS

Resultatregnskap
Balanse
Noter til regnskapet

Resultatregnskap

HG Group AS

Driftsinntekter og driftskostnader	Note	2021
Annen driftskostnad	1	651 394
Sum driftskostnader		651 394
Driftsresultat		-651 394
Finansinntekter og finanskostnader		
Inntekt på investering i datterselskap		-5 317 624
Annen renteinntekt		948 680
Annen rentekostnad		6 137 181
Resultat av finansposter		-10 506 124
Ordinært resultat før skattekostnad		-11 157 518
Ordinært resultat		-11 157 518
 Årsresultat	 6	 -11 157 518
Overføringer		
Overført til udekket tap		10 893 159
Overført fra annen egenkapital		264 359
Sum overføringer		-11 157 518

Balanse
HG Group AS

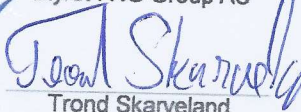
Eiendeler	Note	2021
Anleggsmidler		
Finansielle anleggsmidler		
Investeringer i datterselskap	2	790 960 377
Lån til foretak i samme konsern	3	84 239 170
Sum finansielle anleggsmidler		875 199 547
Sum anleggsmidler		875 199 547
Omløpsmidler		
Fordringer		
Andre kortsiktige fordringer		530 000
Sum fordringer		530 000
Bankinnskudd, kontanter o.l.		48 925
Sum omløpsmidler		578 925
Sum eiendeler		875 778 472

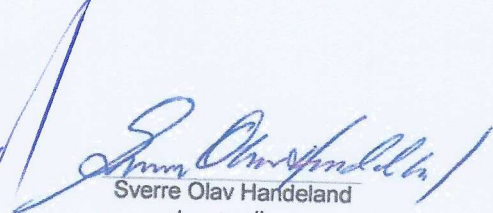
Balanse
HG Group AS

Egenkapital og gjeld	Note	2021
Egenkapital		
Aksjekapital	4, 6	3 000 000
Overkurs	6	782 150 482
Sum egenkapital		785 150 482
Opptjent egenkapital		
Sum egenkapital	6	785 150 482
Gjeld		
Annen langsiktig gjeld		
Gjeld til kredittinstitusjoner	7	90 591 781
Sum annen langsiktig gjeld		90 591 781
Kortsiktig gjeld		
Leverandørgjeld		36 209
Sum kortsiktig gjeld		36 209
Sum gjeld		90 627 990
Sum egenkapital og gjeld		875 778 472

Valen, 30.06.2022
Styret i HG Group AS


Rune Skarveland
styreleder


Trond Skarveland
styremedlem


Sverre Olav Handeland
styremedlem

Regnskapsprinsipper

Årsregnskapet er satt opp i samsvar med regnskapsloven og NRS 8 - God regnskapsskikk for små foretak.

SKATT

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt er beregnet med 22 % på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reverseres i samme periode er utlignet og nettoført.

KLASSIFISERING OG VURDERING AV OMLØPSMIDLER

Omløpsmidler og kortsiktig gjeld omfatter normalt poster som forfaller til betaling innen ett år etter balansedagen, samt poster som knytter seg til varekretsløpet. Omløpsmidler vurderes til laveste verdi av anskaffelseskost og virkelig verdi.

AKSJER I DATTERSELSKAP

Datterselskap vurderes etter kostmetoden i selskapsregnskapet. Investeringen er vurdert til anskaffelseskost for aksjene med mindre nedskrivning har vært nødvendig. Det er foretatt nedskrivning til virkelig verdi når verdifall skyldes årsaker som ikke kan forventes å være forbigående og det må anses nødvendig etter god regnskapsskikk. Nedskrivninger er reversert når grunnlaget for nedskrivning ikke lenger er til stede.

Utbytte, konsernbidrag og andre utdelinger fra datterselskap er inntektsført samme år som det er avsatt i givers regnskap. Overstiger utbytte / konsernbidraget andelen av opptjent resultat etter anskaffelsestidspunktet, representerer den overskytende del tilbakebetaling av investert kapital, og utdelingene er fratrasket investeringens verdi i balansen til morselskapet.

FORDRINGER

Kundefordringer og andre fordringer oppføres til pålydende etter fradrag for avsetning til forventet tap. Avsetning til tap gjøres på grunnlag av en individuell vurdering av de enkelte fordringene.

Note 1 Lønnskostnader

HG Group AS har ikke hatt lønns- eller personalkostnader i 2021 og det foreligger heller ingen slike forpliktelser.

Revisor

Selskapet har inngått avtale med KPMG AS om revisjon.

Kostnadsført revisjonshonorar for 2021 utgjør kr 37 500 ink.mva.

I tillegg kommer honorar for andre tjenester med kr 105 875 ink.mva.

Note 2 Datterselskap, tilknyttet selskap m.v.

	Kontor- kommune	Ervervet	Eier- andel	Anskaffelses kost	Balanseført verdi	Andel egenkapital	Andel resultat
DS							
Flesland Holding AS	Kvinnherad	30.09.2021	100 %	518 110 376	518 110 376	524 510 068	-5 317 624
Fossberg Kraft AS	Kvinnherad	30.09.2021	100 %	156 140 000	156 140 000	3 137 405	-3 199 606
Fossberg Kraft Prod. AS	Kvinnherad	30.09.2021	100 %	1	1	-18 522 519	-13 141 904
Handeland Industri AS	Kvinnherad	30.09.2021	100 %	116 710 000	116 710 000	30 278 043	-15 350 132
SUM				790 960 377	790 960 377	539 402 997	-37 009 266

Investering i datterselskap vurderes etter kostmetoden i selskapsregnskapet.

Note 3 Fordringer med forfall senere enn ett år

	2021
Lån til foretak i samme konsern	84 239 170
SUM LANGSIKTIGE FORDRINGER	84 239 170

Note 4 Aksjonærer**AKSJEKAPITALEN I HG GROUP AS PR. 31.12 BESTÅR AV:**

	Antall	Pålydende	Bokført
Ordinære aksjer	30 000	100,0	3 000 000
SUM	30 000		3 000 000

EIERSTRUKTUR

De største aksjonærene i % pr. 31.12 var:

	Ordinære	Eierandel	Stemmeandel
Ros Holding AS	5 610	18,7	18,7
Eikestø Eiendom AS	4 917	16,4	16,4
Fureneset Eiendom AS	4 917	16,4	16,4
Neve Eiendom AS	4 917	16,4	16,4
Eikestø AS	2 973	9,9	9,9
Fureneset Invest AS	2 973	9,9	9,9
Neve Holding AS	2 973	9,9	9,9
Handeland Eignedom AS	579	1,9	1,9
SUM >1% EIERANDEL	29 859	99,5	99,5
Sum øvrige	141	0,5	0,5
TOTALT ANTALL AKSJER	30 000	100,0	100,0

Note 5 Skatt

Årets skattekostnad	2021	2020
Resultatført skatt på ordinært resultat:		
Betalbar skatt	0	0
Endring i utsatt skattefordel	0	0
SKATTEKOSTNAD ORDINÆRT RESULTAT	0	0
Skattepliktig inntekt:		
Ordinært resultat før skatt	-11 157 518	0
Permanente forskjeller	5 317 624	0
SKATTEPLIKTIG INNTEKT	-5 839 894	0
Betalbar skatt i balansen:		
Betalbar skatt på årets resultat	0	0
SUM BETALBAR SKATT I BALANSEN	0	0

Skatteeffekten av midlertidige forskjeller og underskudd til fremføring som har gitt opphav til utsatt skatt og utsatte skattefordeler, spesifisert på typer av midlertidige forskjeller

	2021	2020	Endring
Akkumulert fremførbart underskudd	-5 839 894	0	5 839 894
Inngår ikke i beregningen av utsatt skatt	5 839 894	0	-5 839 894
UTSATT SKATTEFORDEL (22 %)	0	0	0

I henhold til God regnskapsskikk for små foretak balanseføres ikke utsatt skattefordel.

Note 6 Egenkapital

	Aksjekapital	Overkurs	Udekket tap	Annen egenkapital	Sum egenkapital
Pr. 31.12.2020	0	0	0	0	0
Stiftelse 19.05.2021	30 000				30 000
Endring kapital 22.10.21	2 970 000	793 043 641		264 359	796 278 000
Årets resultat		-10 893 159		-264 359	-11 157 518
PR 31.12.2021	3 000 000	782 150 482	0	0	785 150 482

Note 6 Langsiktig gjeld

Selskapet har ingen gjeld som forfaller senere enn fem år. Gjeld til kredittinstitusjoner er sikret med pant i aksjer.

Til generalforsamlingen i HG Group AS

Uavhengig revisors beretning

Konklusjon

Vi har revidert HG Group AS' årsregnskap som består av balanse per 31. desember 2021, resultatregnskap for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening

- oppfyller årsregnskapet gjeldende lovkrav,
- gir årsregnskapet et rettviseende bilde av selskapets finansielle stilling per 31. desember 2021, og av dets resultater for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet nedenfor under *Revisors oppgaver og plikter ved revisjonen av årsregnskapet*. Vi er uavhengige av selskapet slik det kreves i lov, forskrift og International Code of Ethics for Professional Accountants (inkludert internasjonale uavhengighetsstandarder) utstedt av the International Ethics Standards Board for Accountants (IESBA-reglene), og vi har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Innhentet revisjonsbevis er etter vår vurdering tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Styrets og daglig leders ansvar for årsregnskapet

Styret og daglig leder (ledelsen) er ansvarlige for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik internkontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avvirket.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

Som del av en revisjon i samsvar med ISA-ene, utøver vi profesjonelt skjønn og utviser profesjonell skepsis gjennom hele revisjonen. I tillegg:

- identifiserer og vurderer vi risikoen for vesentlig feilinformasjon i regnskapet, enten det skyldes misligheter eller utilsiktede feil. Vi utformer og gjennomfører revisjonshandlinger for å håndtere slike risikoer, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir

Offices in:

KPMG AS, a Norwegian limited liability company and member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Statsautoriserte revisorer - medlemmer av Den norske Revisorforening

Oslo	Elverum	Mo i Rana	Stord
Alta	Finnsnes	Molde	Straume
Arendal	Hamar	Skien	Tromsø
Bergen	Haugesund	Sandefjord	Trondheim
Bodø	Knaresund	Sandnessjøen	Tynset
Drammen	Kristiansund	Stavanger	Ålesund

avdekket, er høyere enn for feilinformasjon som skyldes utilsiktede feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelatelser, uriktige fremstillinger eller overstyring av internkontroll.

- opparbeider vi oss en forståelse av den interne kontroll som er relevant for revisjonen, for å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll.
- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.
- konkluderer vi på hensiktsmessigheten av ledelsens bruk av fortsatt drift-forutsetningen ved avleggelsen av årsregnskapet, basert på innhentede revisjonsbevis, og hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape tvil av betydning om selskapets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i årsregnskapet, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifiserer vår konklusjon. Våre konklusjoner er basert på revisjonsbevis innhentet inntil datoen for revisjonsberetningen. Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet ikke fortsetter driften.
- evaluerer vi den samlede presentasjonen, strukturen og innholdet i årsregnskapet, inkludert tilleggsopplysningene, og hvorvidt årsregnskapet gir uttrykk for de underliggende transaksjonene og hendelsene på en måte som gir et rettviseende bilde.

Vi kommuniserer med styret blant annet om det planlagte omfanget av revisjonen og til hvilken tid revisjonsarbeidet skal utføres. Vi utveksler også informasjon om forhold av betydning som vi har avdekket i løpet av revisjonen, herunder om eventuelle svakheter av betydning i den interne kontrollen.

Stord, 07. juli 2022
KPMG AS

Willy Hauge
Statsautorisert revisor
(elektronisk signert)

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"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

Willy Hauge

Partner

På vegne av: KPMG AS

Serienummer: 9578-5993-4-1629898

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Årsberetning 2021 for BKS Holding (konsern)

Virksomhetens art

BKS Holding AS er morselskapet i BKS-konsernet. BKS-konsernet driver virksomhet med formål å prosjektere, levere og/eller montere tekniske installasjoner, fortrinnsvis til skip, offshore og landbasert industri, samt det som naturlig hører til dette inkludert ingeniørtjenester. BKS-konsernet består pr. 31.12.2021 av følgende selskaper utover morselskapet BKS Holding :

- BKS Industri AS (100%)
- BKS Eigedom AS (100%)
- Oil-Comm AS (100%)
- Opsangervågen AS (100%)
- Arnt Narheim AS (100%)
- BKS VVS & Ventilasjon AS (67%)
- Zenit Engineering AS (82%)

Selskapets hovedkontor er lokalisert i Kvinnherad kommune, men virksomheten drives over store deler av landet samt enkelte prosjekter utenfor Norge.

Rettvisende oversikt over utvikling og resultat

Styret mener at årsregnskapet sammen med de opplysningene som fremkommer i årsberetning, kontantstrømoppstilling og noter gir et rettvisende bilde av selskapets stilling pr 31.12.2021 og av driften i regnskapsåret.

Fortsatt drift

Årsregnskapet er utarbeidet under forutsetningen om fortsatt drift. Styret bekrefter at denne forutsetning er tilstede.

Arbeidsmiljø

Styret anser arbeidsmiljøet i selskapet som bra. Det er ikke iverksatt spesielle tiltak i denne forbindelse. Ansatte i virksomheten har ikke vært utsatt for ulykker eller skader i forbindelse med utførelsen av sitt arbeid. Sykefravær for regnskapsåret 2021 utgjør ca. 5 % av den totale arbeidstiden i konsernet. Av dette utgjør sykefravær relatert til covid 19 ca. 2%.

Likestilling

Konsernet hadde ved årets utløp ca. 370 ansatte. Konsernets personalpolitikk anses for å være kjønnsnøytral på alle områder, og er tilrettelagt for å forhindre diskriminering mellom folkegrupper. Styret består av 4 menn.

Ytre miljø

Selskapet driver ikke virksomhet som forurensar det ytre miljøet utover det som er normalt for denne type virksomhet.

Utfyllende redegjørelse for årsregnskapet

Konsernets omsetning for 2021 ble 313,5 mill. kroner, en økning på 45,1 mill. kroner (16%) sammenlignet med tilsvarende tall for 2020. Konsernets driftsresultat ble kr 6,3 mill. kroner, noe som er 3,5 mill. kroner (35%) lavere enn forrige år. Resultat før skattekostnad endte på 3,8 mill. kroner, en reduksjon på 3,2 mill. kroner fra 2020. Coronapandemien har påvirket konsernets økonomiske resultater i 2021 negativt i hovedsak som følge av mangel på personell som følge av innreisekarantene samt direkte kostnader knyttet til innreisekarantene

m.v. Styret kjenner ikke til noen forhold av viktighet for å bedømme selskapets stilling og resultat som ikke fremgår av regnskapet og balansen med noter.

Hendelser etter balansedagen

Det har ikke inntruffet hendelser etter balansedagen som har vesentlig innvirkning på selskapets årsregnskap for 2021.

Framtidsutsikter

Selskapet forventer fortsatt vekst innenfor sitt virksomhetsområde.

Finansiell risiko

Selskapet driver virksomhet der en på generell basis er eksponert mot prosjekt- og motpartsrisiko. Selskapet vurderer at det har gode interne rutiner og at risikoen er innenfor det som er normalt for denne type virksomhet. Konsernet er kun i begrenset grad eksponert for rente- og valutarisiko.

Det er ikke tegnet forsikring for styrets medlemmer og daglig leder for deres mulige ansvar overfor foretaket og tredjepersoner.

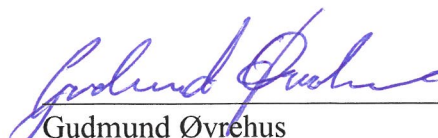
Styret vurderer at fremtidsmulighetene er gode og at de gjennomførte strukturendringer og utvikling de siste årene ytterligere vil styrke konsernets posisjon.

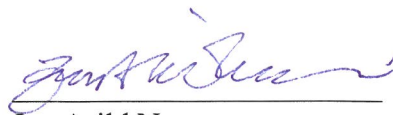
Sunde, 28. mars 2022

Styret i BKS Holding AS


Trygve Kjell Kjerpeseth
Styreleder


Tore Thorkildsen
Styremedlem


Gudmund Øvrehus
Styremedlem


Jan Arild Nesse
Styremedlem

Konsernresultatregnskap

BKS Holding konsern

	Note	2021	2020
Salgsinntekter	2	312 118 487	266 789 739
Andre driftsinntekter		1 431 555	1 641 274
Sum driftsinntekter		313 550 042	268 431 013
Varekostnad		77 601 458	54 598 202
Lønnskostnad	3	173 279 538	156 495 516
Ordinære avskrivninger	4,13, 14	7 899 134	6 693 798
Annen driftskostnad	3,14	48 483 589	40 895 002
Sum driftskostnader		307 263 719	258 682 518
Driftsresultat		6 286 322	9 748 494
Annen renteinntekt		309 845	440 768
Annen finansinntekt		291 853	105 143
Annen rentekostnad	14	2 981 098	3 000 648
Annen finanskostnad		98 094	331 661
Netto finansposter		-2 477 494	-2 786 398
Resultat før skattekostnad	11	3 808 828	6 962 097
Skattekostnad	11	1 150 884	1 984 307
Årsresultat	10	2 657 944	4 977 790
Minoritet		745 470	-51 191
Majoritet		1 912 475	5 028 980

Balanse


BKS Holding konsern

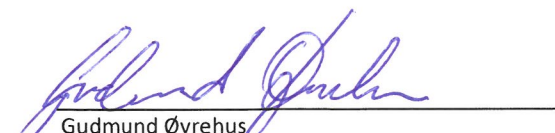
EIENDELER	Note	2021	2020
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel		0	
Goodwill	4,13	15 889 985	11 265 019
Sum immaterielle eiendeler		15 889 985	11 265 019
Varige driftsmidler			
Tomter, bygninger og annen fast eiendom	4,8	41 474 723	39 130 709
Maskiner og anlegg	4,8	1 406 359	1 416 916
Leaset driftsmiddel	4,14	3 567 773	3 787 446
Driftsløsøre og inventar	4,8	5 054 751	3 203 643
Sum varige driftsmidler	4	51 503 606	47 538 714
Finansielle Anleggsmidler			
Investeringer i aksjer og andeler		355 434	101 384
Investeringer i datterselskap		0	0
Lån til foretak i samme konsern		0	0
Andre langsiktige fordringer		238 052	211 125
Sum finansielle anleggsmidler		593 486	312 509
SUM ANLEGGSMIDLER		67 987 077	59 116 242
Omløpsmidler			
Varer	5,8	6 067 472	6 453 802
Fordringer			
Kundefordringer	6,8	74 910 628	67 762 457
Andre kortsiktige fordringer	11	3 976 751	8 942 761
Fordring på konsenselskap		0	0
Sum fordringer		78 887 380	76 705 218
Bankinnskudd, kontanter o.l.	7	28 651 899	8 988 112
SUM OMLØPSMIDLER		113 606 751	92 147 132
SUM EIENDELER		181 593 828	151 263 374

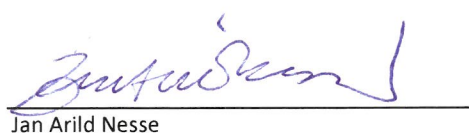
EGENKAPITAL OG GJELD	Note	2021	2020
Aksjekapital	9	30 000	30 000
Annen innskutt egenkapital		0	0
Sum innskutt egenkapital		30 000	30 000
Annen egenkapital		30 517 857	28 791 384
Minoritetsinteresser		1 450 187	704 717
Sum opptjent egenkapital		31 968 043	29 496 101
SUM EGENKAPITAL	10,13	31 998 043	29 526 101
Gjeld		0	
Avsetning for forpliktelser		0	
Utsatt skatt	11	646 991	2 257 917
Sum avsetninger for forpliktelser		646 991	2 257 917
Annen langsiktig gjeld			
Gjeld finansiell leasing	14	3 614 872	3 845 794
Gjeld til konsernselskap	8	0	0
Gjeld til kredittinstitusjoner	8	47 555 589	38 569 744
Øvrig langsiktig gjeld	12	3 226 845	3 226 845
Sum annen langsiktig gjeld		54 397 306	45 642 383
Kortsiktig gjeld			
Gjeld til konsernselskap		0	0
Gjeld til kredittinstitusjoner	8	8 081 402	1 169 285
Leverandørgjeld		18 788 897	16 317 444
Betalbar skatt	11	4 747 728	2 927 876
Skyldige offentlige avgifter		32 614 640	30 510 322
Utbytte		186 000	0
Annen kortsiktig gjeld		30 132 821	22 912 048
Sum kortsiktig gjeld		94 551 487	73 836 975
SUM GJELD		149 595 785	121 737 275
SUM EGENKAPITAL OG GJELD		181 593 828	151 263 374

Sunde, 28.03.2022


Trygve Kjell Kjerpeseth
Styreleder


Tore Thorkildsen
Styremedlem


Gudmund Øvrehus
Styremedlem


Jan Arild Nesse
Styremedlem

Kontantstrømpstilling
BKS Holding konsern

Kontantstrømpstilling
BKS Holding konsern

	2021	2020
Kontantstrømmer fra operasjonelle aktiviteter		
Resultat før skattekostnad	3 808 828	6 926 812
Periodens betalte skatt	- 2 927 826 -	3 283 775
Tap/ gevinst ved salg av anleggsmidler	-	-
Ordinære avskrivninger	7 899 134	6 729 083
Korreksjon øvrig langsiktig gjeld		
Endring i varelager	386 330	689 194
Endring i kundefordringer og forskudd fra kunder	- 7 148 171	2 608 555
Endring i leverandørgjeld	2 471 453 -	4 897 036
Endring i andre tidsavgrensingsposter	13 965 599 -	1 466 721
Netto kontantstrøm fra operasjonelle aktiviteter	18 455 347	7 306 112
Kontantstrøm fra investeringsaktiviteter		
Utbetalinger ved kjøp av varige driftsmidler	- 7 788 351 -	3 868 532
Innbetalinger på langsiktige lånefordringer		
Investeringer i datterselskaper	- 5 830 478 -	1 359 140
Utkjøp av minoritetsaksjonærer		
Utbetalinger på langsiktige lånefordringer	91 406	91 406
Netto kontantstrøm fra investeringsaktiviteter	- 13 527 423 -	5 136 266
Kontantstrømmer fra finansieringsaktiviteter		
Netto innbetaling kassekreditt	6 912 117	
Netto utbetaling kassekreditt		894 715
Utbetaling ved avdrag på leasing gjeld	- 1 162 100 -	1 192 409
Innbetalinger ved opptak av ny langsiktig gjeld	46 700 000	
Utbetalinger ved nedbetaling av langsiktig gjeld	- 37 714 155 -	3 853 726
Utbetalinger av utbytte	-	2 185 532
Netto kontantstrømmer fra finansieringsaktiviteter	14 735 862 -	6 336 952
Netto kontantstrøm for perioden	19 663 786 -	4 167 107
Konter og kontantekvivalenter ved periodens begynnelse	8 988 112	13 155 219
Konter og kontantekvivalenter ved periodens slutt	28 651 898	8 988 112
Konter og kontantekvivalenter:		
Bundne bankinnskudd	7 733 558	6 083 503
Andre bankinnskudd	20 918 341	2 904 609

Note 1 Regnskapsprinsipper

Konsernregnskapet er utarbeidet i henhold til regnskapslovens bestemmelser og reglene som følger av god regnskapsskikk i Norge.

Konsernstruktur og konsolideringsprinsipper

BKS Holding AS er morselskap i konsernet med følgende datterselskaper

Datterselskap	Eier-/stemmandel
BKS Industri AS	100 %
BKS Eigedom AS	100 %
Arnt Narheim AS*	100 %
Opsangervågen AS**	100 %
BKS VVS AS	67 %
Zenit Engineering AS	82 %
Oil-Comm AS	100 %
*Arnt Narheim AS eies av BKS Industri AS	100 %
**Opsangervågen AS eies av BKS Eigedom AS	100 %

Konsern

Konsernregnskapet viser konsernets økonomiske stilling og resultat når selskapene betraktes som en regnskapsmessig enhet. Bestemmende innflytelse oppnås normalt når konsernet eier mer enn 50 % av aksjene i selskapet, og konsernet er i stand til å utøve faktisk kontroll over selskapet. Minoritetsinteresser inngår i konsernets egenkapital. Alle konserninterne resultat- og balanseposter er eliminert i konsernregnskapet. Ved oppkjøp av datterselskap innregnes eiendeler og gjeld til virkelig verdi. Det avsettes til utsatt skatt på mer- og mindreverdier. Anskaffelseskost utover identifiserte verdier klassifiseres netto som goodwill. Selskaper som er kjøpt eller solgt i løpet av året inkluderes i konsernregnskapet fra det tidspunkt kontroll oppnås og inntil kontroll opphører.

Driftsinntekter og kostnader

Inntektsføring skjer etter opptjeningsprinsippet som normalt vil være leveringstidspunktet for varer og tjenester. Kostnader medtas etter sammenstillingsprinsippet, dvs. at kostnader medtas i samme periode som tilhørende inntekter inntektsføres.

Hovedregel for vurdering og klassifisering av eiendeler og gjeld

Eiendeler bestemt til varig eie eller bruk er klassifisert som anleggsmidler. Andre eiendeler er klassifisert som omløpsmidler. Fordringer som skal tilbakebetales innen et år er uansett klassifisert som omløpsmidler. Ved klassifisering av kortsiktig og langsiktig gjeld er analoge kriterier lagt til grunn. Anleggsmidler vurderes til anskaffelseskost, men nedskrives til virkelig verdi når verdifallet forventes ikke å være forbigående. Anleggsmidler med begrenset økonomisk levetid avskrives planmessig. Langsiktig gjeld balanseføres til nominelt mottatt beløp på etableringstidspunktet. Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt mottatt beløp på etableringstidspunktet. Enkelte poster er vurdert etter andre regler. Postene det gjelder vil være blant de postene som omhandles nedenfor

Immaterielle eiendeler

Utgifter til immaterielle eiendeler er balanseført i den utstrekning kriteriene for balanseføring er oppfylt.

Varige driftsmidler

Varige driftsmidler er vurdert til historisk kost etter fradrag for bedriftsøkonomiske avskrivninger som er beregnet på grunnlag av kostpris og antatt økonomisk levetid. Direkte vedlikehold av driftsmidler kostnadsføres, mens påkostninger eller forbedringer tillegges driftsmidlenes kostpris og avskrives i takt med driftsmiddelet. Dersom gjenvinnbart beløp av driftsmiddelet er lavere enn balanseført verdi foretas nedskrivning til gjenvinnbart beløp. Gjenvinnbart beløp er det høyeste av netto salgsverdi og verdi i bruk. Verdi i bruk er nåverdien av de fremtidige kontantstrømmene som eiendelen forventes å generere.

Leasingavtaler vedrørende driftsmidler som leies på betingelser som i det vesentlige overfører de økonomiske rettigheter og forpliktelser til BKS Holding konsern (finansiell leasing) balanseføres som driftsmiddel, og innregnes som forpliktelse under rentebærende gjeld til nåverdien av minimumsleien. Operasjonell leasing kostnadsføres som leiekostnad og klassifiseres som ordinær driftskostnad

Varer

Varer er vurdert til det laveste av gjennomsnittelig anskaffelseskost og netto salgsverdi. For råvarer og varer i arbeid beregnes netto salgsverdi til salgsverdien av ferdig tilvirkede varer redusert for igjenværende tilvirkningskostnader og salgskostnader.

Anleggskontrakter

Arbeid under utførelse knyttet til fastpriskontrakter med lang tilvirkningstid vurderes etter løpende avregnings metode. Fullføringsgraden beregnes som påløpte kostnader i prosent av forventet totalkostnad. Totalkostnaden revurderes løpende. For prosjekter som antas å gi tap, kostnadsføres hele det beregnede tapet umiddelbart.

Fordringer

Kundefordringer og andre fordringer oppføres til pålydende etter fradrag for avsetning til forventet tap. Avsetning til tap gjøres på grunnlag av en individuell vurdering av de enkelte fordringene. I tillegg gjøres det for øvrige kundefordringer en uspesifisert avsetning for å dekke antatt tap.

Garantier, servicearbeid og reklamasjoner

Estimat for påløpte garantier, servicearbeid og reklamasjoner beregnes med utgangspunkt i historiske tall for servicearbeid og garantireparasjoner.

Skatt

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt er beregnet med 22 % på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet og nettoført. Utsatt skatt på merverdier i forbindelse med oppkjøp av datterselskap blir ikke utlignet.

Note 2 Salgsinntekter fordelt på virksomhetsområde

Virksomhetsområde	2021	2020
Prosjektering og salg av tekniske installasjoner	313 550 042	268 431 013

Leveranser skjer i hovedsak i Norge samt noe til øvrige land i Europa.

Note 3 Lønnskostnader, antall ansatte, godtgjørelser, lån til ansatte m.m.

Lønnskostnader	2020	2020
Lønninger	145 443 069	134 850 772
Arbeidsgiveravgift	16 418 307	14 285 401
Pensjonskostnader	5 444 023	4 531 447
Andre ytelser	5 974 138	2 827 896
Sum	173 279 539	156 495 516

Gjennomsnittelig antall årsverk : 310

Ytelser til ledende personer	Styret	Daglig leder
Lønn	100 000	1 201 199
Annen godtgjørelse		42 425
Sum	100 000	1 243 624

Pensjonsforpliktelser

Konsernet er pliktig til å ha tjenstepensjonsordning etter lov om obligatorisk tjenstepensjon.

Konsernets pensjonsordninger tilfredsstiller kravene i denne lov.

Revisor

Kostnadsført revisjonshonorar for 2021 utgjør NOK 579 697 ekskl. mva.

I tillegg er det kostnadsført honorar for andre tjenester med NOK 129 485 ekskl. mva.

Note 4 Anleggsmidler

Varige driftsmidler:	Goodwill	Bygninger og tomt	Driftsløsøre og inventar	Maskiner og anlegg	Leasing	Sum
Anskaffelseskost pr. 1.1.	13 586 390	48 455 403	10 673 798	2 696 245	5 038 205	80 450 041
Tilgang kjøpte anleggsmidler	-	-	-	-	-	-
Akkumulerte avskrivninger pr. 01.01.	-2 321 371	-9 324 694	-7 470 155	-1 279 329	-1 250 757	-21 646 306
Omrégningsdifferanser	-	-	-	-	-	-
Balanseført verdi 1.1.	11 265 019	39 130 709	3 203 643	1 416 916	3 787 448	58 803 735
Tilgang*	6 137 162	4 777 641	2 483 832	526 878	1 274 215	15 199 728
Tilgang oppkjøp av selskaper	-	-	1 392 492	-	-	1 392 492
Avgang	-	-	-	-	-220 484	-220 484
Avgang akk. Avskrivn	-	-	-	-	117 255	117 255
Årets avskrivninger	-1 512 196	-2 433 628	-2 025 212	-537 435	-1 390 660	-7 899 131
Balanseført verdi 31.12.	15 889 985	41 474 722	5 054 754	1 406 358	3 567 773	67 393 592
Anskaffelseskost pr. 31.12.	19 723 552	53 233 044	14 550 122	3 223 123	6 091 936	96 821 777
Akkumulerte avskrivninger pr. 31.12.	-3 833 567	-11 758 322	-9 495 367	-1 816 764	-2 524 162	-29 428 182
Omrégningsdifferanser	-	-	-	-	-	-
Balanseført verdi 31.12.	15 889 985	41 474 722	5 054 755	1 406 359	3 567 772	67 393 594

Note 5 Varelager

Konsernets varelager består hovedsaklig av deler og rør som benyttes i prosjekter i datterselskapene.

Varelageret er vurdert til det laveste av gjennomsnittlig anskaffelseskost og netto salgsverdi.

Note 6 Kundefordringer og prosjekter i arbeid

	2021	2020
Kundefordringer til pålydende	65 225 475	53 609 971
+ Opptjent ikke fakturert	14 000 254	16 923 777
- Avsetning tap på fordringer	4 315 101	2 771 291
Balanseført verdi kundefordringer	74 910 628	67 762 457
Langsiktige tilvirkningskontrakter	2021	2020
Opptjent ikke fakturert inntekt	4 927 863	9 563 790
Avsetning tap prosjekter		
Sum langsiktige tilvirkningskontrakter	4 927 863	9 563 790

Konsernet benytter løpende avregningsmetode inklusiv fortjeneste ved vurdering av langsiktige tilvirkningskontrakter til fastpris. Konsernet fakturerer løpende gjennom året etter fullføringsgraden på prosjektene der dette er avtalt med oppdragsgiver. Skattemessig inntektsføres prosjektene når de er fullført. Ved utgangen av 2021 er det opptjent og inntektsført kr. 3.505.060 i dekningsbidrag fra langsiktige tilvirkningskontrakter. For 2020 var opptjent dekningsbidrag inntektsført med kr. 7.376.645.

Opptjent ikke fakturert inntekt inngår i regnskapslinjen kundefordringer, mens fakturert ikke opptjent inntekt og avsetning tap på prosjekter inngår i regnskapslinjen annen kortsiktig gjeld.

Utsatt skatteforpliktelse knyttet til regnskapsmessig inntektsført dekningsbidrag på langsiktige tilvirkningskontrakter er oppgitt i note 11 Skattekostnad.

Note 7 Bankinnskudd

Av bankinnskudd utgjør bundne skattetreksmidler kr 7 733 558.

Note 8 Pantstillelser og garantier m.v.

Gjeld sikret med pant	2021	2020
Gjeld til kredittinstitusjoner	47 555 589	38 569 744
Kassekreditt	8 081 402	1 169 285
Sum gjeld sikret med pant	55 636 991	39 739 029

Pantstillelser	2021	2020
Tomt og bygning	35 196 676	32 883 214
Driftstilbehør	4 227 186	4 059 291
Varelager	4 758 312	6 153 847
Aksjer	6 024 550	
Fordringer	96 722 638	17 688 148
Sum pantstillelser	146 929 362	60 784 500

Konsernet har kassekreditt med ramme på NOK 20 000 000. Trekk pr. 31.12.2021 utgjorde NOK 8 081 402.

Konsernets finansiering er sikret med pant som følger :

- Varelager (BKS Industri AS)
- Driftstilbehør (BKS Industri AS)
- Utestående fordringer (BKS Industri AS, BKS VVS AS, Oil-Comm AS)
- Tomter og bygninger (BKS Eigedom AS, BKS Industri AS, Opsangervågen AS)
- Aksjer i Zenit Engineering AS

Note 9 Aksjeeiere

Aksjekapitalen i BKS Holding AS pr. 31.12.2021 består av

	Antall	Pålydende	Bokført verdi
Ordinære aksjer	30 000	1	30 000
Sum	30 000	1	30 000

Oversikt over aksjonærene pr 31.12.2021

	Ordinære aksjer	Eierandel	Stemmeandel
Handeland Industri AS	15 000	50 %	50 %
Nintor AS	15 000	50 %	50 %
Totalt antall aksjer	30 000	100 %	100 %

Aksjer eiet av medlemmer i styret og daglig leder:

Styremedlem Tore Thorkildsen eier aksjer indirekte gjennom sin eierpost (50%) i Nintor AS.

Styremedlem Gudmund Øvrehus eier aksjer indirekte gjennom sin eierpost (50%) i Nintor AS

Note 10 Egenkapital konsern

	Aksjekapital	Annen egenkapital	Minoritetsinteresser	Sum egenkapital
Egenkapital 31.12.2020	30 000	28 791 384	704 717	29 526 101
Konsernfusjon	0	0		0
Kapitalinnskudd	0			0
Omregningsdifferanser				0
Utkjøp minoritetsinteresser			0	0
Avsatt utbytte		-186 000		-186 000
Konsernets årsresultat		1 912 474	745 470	2 657 944
Egenkapital 31.12.2021	30 000	30 517 858	1 450 187	31 998 045

Note 11 Skatt

Arets skattekostnad konsern	2021	2020
Betalbar skatt	2 830 625	1 215 231
For lite avsatt skatt tidligere år	-	29 494
Utsatt skatt tilgang datterselskap	(68 816)	(326 690)
Årets endring utsatt skatt	(1 610 925)	1 066 272
Sum skattekostnad konsern	1 150 884	1 984 307

Betalbar skatt i balansen

Betalbar skatt på årets resultat	2 566 734	1 331 030
Skyldig ilignet skatt fra tidligere år	2 180 994	1 596 846
Sum betalbar skatt i balansen	4 747 728	2 927 876

Skatt på tilbakeført underskudd

(115 799)

Midlertidige forskjeller	2021	2020	Endring
Varige driftsmidler	4 125 407	5 984 323	(1 858 916)
Varebeholdning	(366 429)	(370 208)	3 779
Tilvirkningskontrakter	3 505 060	7 376 645	(3 871 585)
Fordringer	(4 306 487)	(2 431 048)	(1 875 439)
Balansførte leieavtaler	(47 099)	(58 348)	11 249
Andre forskjeller	30 420	(23 750)	54 170
Sum midlertidige forskjeller	2 940 872	10 477 614	(7 536 742)
Betalbar skatt	2 566 734	2 927 876	0
Underskudd til fremføring		(214 355)	214 355
Utsatt skatt (22 %)	22 %	646 992	(1 610 925)

Note 12 Fusjonsgjeld

Fusjonsgjeld til Nintor AS utgjør per 31.12.2021 NOK 3 226 845. Etter aksjeloven §13-2, 2. ledd står fusjonsgjeld tilbake for selskapets øvrige fordringshavere. Det er ikke beregnet renter av fusjonsgjelden til Nintor AS.

Note 13 Oppkjøp

BKS-konsernet inngikk i august 2021 avtale om kjøp av 100% av aksjene i Oil-Comm AS

Stemmeandel i Oil-Comm AS er tilsvarende eierandelen.

Oil-Comm AS har hovedkontor på Sunde i Kvinnherad Kommune og leverer tjenester til industriselskaper.

Goodwill knyttet til oppkjøpet avskrives over 10 år.

Note 14 Finansiell leasing

Konsernets leasingavtaler er med regnskapsmessig virkning fra 2020 vurdert som finansiell leasing, og innarbeidet i konsernregnskapet etter Norsk Regnskapsstandard 14 Leieavtaler.

Leasingperioden på kontraktene er i all hovedsak 5 år.

Finansiell leasing	2021	2020
Balanseførte driftsmidler leasingavtaler	3 567 773	3 787 446
Balanseført gjeld leasingavtaler	3 614 872	3 845 794
Netto balanseførte leasingavtaler	-47 099	-58 348
Nominell verdi resterende leiebetalinger	3 487 947	3 741 034
Nåverdi resterende leiebetalinger	3 094 713	3 297 513
Leie som forfaller i løpet av 1 år - nominell verdi	1 462 805	1 377 583
Leie som forfaller i løpet av 2 til 5 år - nominell verdi	2 025 142	2 363 450
Leie som forfaller i løpet av 1 år - nåverdi	1 297 215	1 233 882
Leie som forfaller i løpet av 2 til 5 år - nåverdi	1 797 498	2 063 628
Renter på leasing	140 791	151 684
Årets avskrivninger leasing	1 390 659	1 250 757
Sum kostnader leasede driftsmidler	1 531 450	1 402 441

Til generalforsamlingen i BKS Holding AS

Kanalveien 105 B, 5068 Bergen
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Org.nr: 982 316 588 MVA

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F +47 55 55 77 70

Uavhengig revisors beretning

www.rsmnorge.no

Konklusjon

Vi har revidert BKS Holding AS' årsregnskap som viser et overskudd i selskapsregnskapet på kr 1 511 012 og et overskudd i konsernregnskapet på kr 2 657 944. Årsregnskapet består av:

- selskapsregnskapet, som består av balanse per 31. desember 2021, resultatregnskap og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper, og
- konsernregnskapet, som består av balanse per 31. desember 2021, resultatregnskap og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening

- oppfyller årsregnskapet gjeldende lovkrav,
- gir selskapsregnskapet et rettviseende bilde av selskapets finansielle stilling per 31. desember 2021 og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge, og
- gir konsernregnskapet et rettviseende bilde av konsernets finansielle stilling per 31. desember 2021 og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet nedenfor under *Revisors oppgaver og plikter ved revisjonen av årsregnskapet*. Vi er uavhengige av selskapet og konsernet slik det kreves i lov, forskrift og International Code of Ethics for Professional Accountants (inkludert internasjonale uavhengighetsstandarder) utstedt av the International Ethics Standards Board for Accountants (IESBA-reglene), og vi har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Innhentet revisjonsbevis er etter vår vurdering tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Øvrig informasjon

Styret (ledelsen) er ansvarlig for informasjonen i årsberetningen. Øvrig informasjon omfatter informasjon i årsrapporten bortsett fra årsregnskapet og den tilhørende revisjonsberetningen. Vår konklusjon om årsregnskapet ovenfor dekker ikke informasjonen i årsberetningen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese årsberetningen. Formålet er å vurdere hvorvidt det foreligger vesentlig inkonsistens mellom årsberetningen og årsregnskapet og den kunnskap vi har opparbeidet oss under revisjonen av årsregnskapet, eller hvorvidt informasjon i årsberetningen ellers fremstår som vesentlig feil. Vi har plikt til å rapportere dersom årsberetningen fremstår som vesentlig feil. Vi har ingenting å rapportere i så henseende.

Basert på kunnskapen vi har opparbeidet oss i revisjonen, mener vi at årsberetningen

- er konsistent med årsregnskapet og
- inneholder de opplysninger som skal gis i henhold til gjeldende lovkrav.

Ledelsens ansvar for årsregnskapet

Ledelsen er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik intern kontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet er ledelsen ansvarlig for å ta standpunkt til selskapets og konsernets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avvirket.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

For videre beskrivelse av revisors oppgaver og plikter vises det til:

<https://revisorforeningen.no/revisjonsberetninger>

Bergen, 19. april 2022
RSM Norge AS

A handwritten signature in blue ink, appearing to read "Ragnar Pettersen".

Ragnar Pettersen
statsautorisert revisor

BALANSEOPPSTILLING

	Note	31. desember 2021	31. desember 2020	
Anleggsmidler				
Eiendom, anlegg og utstyr	8,13	67 740 012	75 062 329	
Investerings eiendommer	12,13	12 000 000	27 982 298	
Utsatt skattefordel		-	-	
Andre langsiktige fordringer		13 833 224	14 943 129	
SUM ANLEGGSMIDLER		93 573 236	117 987 756	80 582 287
OMLØPSMIDLER				
Kortsiktige fordringer		3 915 728	3 903 877	2 110 295
Bank	5	3 115 566	2 492 032	309 268
SUM OMLØPSMIDLER		7 031 294	6 395 909	2 419 563
SUM EIENDELER		100 604 530	124 383 665	83 001 850
EGENKAPITAL				
Aksjekapital	2	1 002 000	1 002 000	1 002 000
Overkurs		1 978 000	1 968 000	1 968 000
Opptjent egenkapital		15 498 996	20 969 849	23 754 514
SUM EGENKAPITAL		18 478 996	23 939 848	26 724 514
LANGSIKTIG GJELD				
Lån fra aksjonærer	7,9	12 070 581	14 803 466	5 983 255
Langsiktig gjeld	9	18 328 872	56 669 324	27 902 620
Utsatt skatt	6	9 418 140	8 701 299	8 072 398
SUM LANGSIKTIG GJELD		39 817 593	80 174 089	41 958 273
KORTSIKTIG GJELD				
Kortsiktig rentebærende gjeld	9	18 664 950	9 123 416	5 956 519
Leverandørgjeld		10 994 552	9 848 591	7 729 864
Annen kortsiktig gjeld	7	12 648 439	1 297 722	632 680
SUM KORTSIKTIG GJELD		42 307 942	20 269 728	14 319 063
SUM GJELD		82 125 534	100 443 817	56 277 336
SUM EGENKAPITAL OG GJELD		100 604 530	124 383 665	83 001 850

De etterfølgende noter er en integrert del av regnskapet.

Valen, 16 /6 - 2022

Magne Heimvik
Styreleder

Rune Skarveland
Nestleder

Trond Narve Skarveland
Styremedlem

Siri Aspelund
Styremedlem

Sverre Olav Handeland
Styremedlem

Tom Jonny Jensen
Daglig leder

RESULTATREGNSKAP OG ANDRE INNTEKTER OG KOSTNADER

	Note	31. desember 2021	31. desember 2020	31. desember 2019
DRIFTSRESULTAT				
DRIFTSINNTEKTER				
Driftsinntekter		7 647 794	839 443	2 518 183
Gevinst på salg av driftsmiddel		4 169 836	318 325	6 077 521
Verdijustering investeringseiendom		1 355 914	808 626	
SUM DRIFTSINNTEKTER		13 173 544	1 966 394	8 595 704
DRIFTSKOSTNADER				
Varekost		(1 612 881)	(43 141)	(1 041 599)
Lønn		(3 910 973)	(3 629 543)	(3 216 761)
Andre driftskostnader	5	(5 355 419)	(2 273 850)	(2 867 728)
Avskrivning/Nedskrivning		(1 114 604)	(519 433)	(428 034)
SUM DRIFTSKOSTNADER		(11 993 877)	(6 465 967)	(7 554 122)
DRIFTSRESULTAT		1 179 667	(4 499 573)	1 041 582
FINANSIELLE POSTER				
Annen renteinntekt		2 595 153	216 959	6 585
Rentekostnad fra finansiell forpliktelse målt til amortisert kost	7	(10 916 170)	(2 434 871)	(1 270 141)
NETTO FINANSIELL INNTEKT		(8 321 017)	(2 217 912)	(1 263 556)
RESULTAT FØR SKATT		(7 141 350)	(6 717 485)	(221 974)
Skattekostnad	8	696 983	(636 434)	(236 484)
TOTALRESULTAT		(7 838 333)	(6 081 051)	14 510
OPPSTILLING OVER INNREGNEDE ANDRE KOSTNADER OG INNTEKTER				
POSTER SOM IKKE SENERE VIL BLI OMKLASSIFISERT TIL RESULTATET				
Verdiregulering av eiendom, anlegg og utstyr		3 033 521	4 561 719	27 757 611
Tilhørende skatt		656 040	1 265 335	10 910 158
SUM POSTER SOM IKKE SENERE VIL BLI OMKLASSIFISERT TIL RESULTATET		2 377 481	3 296 384	16 847 453

De etterfølgende noter er en integrert del av regnskapet.

ENDRINGER I EGENKAPITAL

	Aksjekapital	Overkurs	Udekket tap	Opptjent egenkapital	Sum egenkapital
Balanse pr. 31.12.2018	1 002 000	1 998 000		6 862 551	9 862 551
Totalresultat				14 510	14 510
Andre inntekter og kostnader				16 847 453	16 847 453
Balanse pr. 31.12.2019	1 002 000	1 998 000	0	23 724 514	26 724 514
Pr. 31.12.2019	1 002 000	1 968 000		23 754 514	26 724 514
Årets resultat			0	-6 081 051	-6 081 051
Andre inntekter og kostnader				3 296 384	3 296 384
PR 31.12.2020	1 002 000	1 968 000	0	20 969 848	23 939 848
Pr. 31.12.2020	1 002 000	1 968 000		20 969 849	23 939 849
Årets resultat			0	-7 838 333	-7 838 333
Andre inntekter og kostnader				2 377 481	2 377 481
PR 31.12.2021	1 002 000	1 968 000	0	15 508 996	18 478 996

Fossberg Kraft konsern
KONTANTSTRØMOPPSTILLING

	2021	2020
KONTANTSTRØM FRA OPERASJONELLE AKTIVITETER		
Resultat før skatt	(7 141 350)	(6 717 485)
Justering for:		
- Avskrivninger	974 800	344 999
- Netto finansiell inntekt	210 865	2 192 178
	(5 955 685)	(4 180 307)
Endring i:		
- Kundefordringer	(4 631 547)	(6 519 023)
- Leverandørgjeld	4 995 064	8 210 697
- Endring i andre tidsavgrensningsposter	20 208 604	(1 405 485)
KONTANTER GENERERT FRA OPERASJONELLE AKTIVITETER	20 572 121	286 190
NETTO KONTANTSTRØM TIL (-)/FRA OPERASJONELLE AKTIVITETER	14 616 436	(3 894 117)
NETTO KONTANTSTRØM FRA INVESTERINGSAKTIVITETER		
Renteinntekter	-	-
Lån til felleskontrollert virksomhet	13 986 343	(25 984 259)
Proceeds from sale of investments	(3 683 710)	-
Investering i aksjer	-	-
Kjøp av eiendom, anlegg og utstyr	(28 284 786)	(29 119 476)
Kjøp av investeringseiendom		(634 192)
Kjøp av andre investeringer	1 510 000	(4 813 010)
NETTO KONTANTSTRØM TIL (-)/FRA INVESTERINGSAKTIVITETER	(16 472 152)	(60 550 937)
KONTANTSTRØM FRA FINANSIERINGSAKTIVITETER		
Låneopptak fra eiere og andre	26 980 835	36 715 889
Renter betalt til eiere og finansinstitusjoner	4 159 217	(2 227 466)
Netto låneopptak / Tilbakebetaling (-) av sikret banklån	(28 660 802)	32 139 394
NETTO KONTANTSTRØM FRA (+)/ FINANSIERINGSAKTIVITETER	2 479 250	66 627 817
NETTO ØKNING/REDUKSJON (-) I LIKVIDER	623 533	2 182 764
Likvider per 1. januar	2 492 032	309 268
Likviditetsbeholdning per 31. desember	3 115 565	2 492 032

De etterfølgende noter er en integrert del av regnskapet.

LIKVIDITETSBEHOLDNING IFT. BALANSE	3 115 566	2 492 032
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Note 1 Regnskapsprinsipper

Dette årsregnskapet består av resultatregnskap, balanse, kontantstrømoppstilling, og endring i egenkapital for Fossberg Kraft konsern ("Konsernet"). Konsernets morselskap Fossberg Kraft AS er et aksjeselskap, med hovedkontor i Handelandsvegen 75, 5451 Valen. Konsernets kjernevirksomhet er utvikling og drift av småkraftverk.

Konsernet består av følgende selskaper : Fossberg Kraft AS, AS Egeland's Verk, Skjeggfoss Kraftverk AS, Lauvstad Kraftverk AS og Svandalen Kraftverk AS.

Årsregnskapet er utarbeidet i samsvar med "International Financial Reporting Standards "(IFRS) som er godkjent av EU.

Årsregnskapet er avlagt under forutsetningen om fortsatt drift.

Konsernet utarbeidet konsernregnskap etter IFRS for første gang pr. 31.12.2020.

De enkelte selskapene i konsernet avlegger selskapsregnskap etter norske regnskapsstandarder (NGAAP). Disse er grunnlag for konsernregnskapet.

Regnskapsprinsipper

Regnskapsprinsipper som relaterer seg til årsregnskapet i sin helhet er angitt nedenfor, mens prinsipper som anvendes på spesifikke områder omtales i de respektive notene. Regnskapsprinsippene er konsistente i alle presenterte perioder.

Ledelsen anser følgende som de viktigste regnskapsprinsipper for årsregnskapet:

- Anvendelse av IAS 16 eiendom, anlegg og utstyr der to kraftverk i datterselskap AS Egeland's Verk er vurdert til virkelig verdi
- Anvendelse av IAS 40 investeringseiendom' virkelig verdi modell for eiendommer i datterselskap AS Egeland's Verk

Viktige regnskapsestimater og skjønnsmessige vurderinger

Utarbeidelsen av selskapsregnskapet i samsvar med IFRS krever at ledelsen benytter estimater og forutsetninger som påvirker rapporterte inntekter, kostnader, eiendeler og forpliktelser. Estimater og forutsetninger som er lagt til grunn er basert på historisk erfaring og andre faktorer som vurderes å være relevante for estimatet på balansedagen. Estimatenes kan avvike fra faktiske resultater. Endringer i regnskapsmessige estimater vurderes løpende, og føres prospektivt.

Hovedpostene hvor estimater vil ha stor innvirkning på regnskapsførte verdier vedrører:

- Virkelig verdi av anleggsmidler (kraftverk) i AS Egeland's Verk. Markedsverdi av kraftverk beregnes basert på en modell der kraftverkenes parametre mtp. kapasitet, fallrettsavtaler og strømpris er sentrale parametre. Fremtidige strømpriser er basert på forwardkurver fra anerkjente leverandører av denne type markedsdata.
- Virkelig verdi av investeringseiendommer i AS Egeland's Verk. Investeringseiendommer er verdsatt basert på vurdering fra eksterne og uavhengige eiendomsmeglere. Omsetning av tilsvarende eiendommer, prisnivå i området og generell prisutvikling ligger til grunn for vurderingene.

Vesentlighet

Ledelsen oppgir spesifikke opplysninger som kreves av IFRS, med mindre informasjonen vurderes uvesentlig eller ikke aktuell for brukerne av årsregnskapet. I årsregnskapet har verdiene blitt avrundet til nærmeste tusen, dersom ikke annet er angitt. Som en effekt av avrundingsforskjeller vil ikke verdiene utelukkende summere til totalen.

Note 2 Aksjonærer

AKSJEKAPITALEN I FOSSBERG KRAFT AS PR. 31.12.2021 BESTÅR AV:

	Antall	Pålydende	Bokført
Ordinære aksjer	1 002 000	1,0	1 002 000
SUM	1 002 000		1 002 000

EIERSTRUKTUR

De største aksjonærene i FOSSBERG KRAFT AS pr. 31.12.2021 var:

	Ordinære	Eierandel (%)	Stemmeandel (%)
HG Group AS	1 002 000	100,0	100,0
TOTALT ANTALL AKSJER	1 002 000	100,0	100,0

Note 3 Finansielle instrumenter**a) Presentasjon**

Selskapet har ikke inkludert informasjon om virkelig verdi for finansielle eiendeler og forpliktelser ikke målt til virkelig verdi, dersom balanseført verdi er en rimelig tilnærming til virkelig verdi.

b) Kreditrisiko

Selskapet er på generell basis eksponert for kreditrisiko knyttet til selskapet kundefordringer.

Kundefordringer oppstår ved salg av elektrisk kraft og dette skjer til langsiktige partnere med god finansiell stilling.

Videre oppstår det kreditrisiko ved salg av anleggsmidler og investeringsiendom. I denne type transaksjoner struktureres avtaleverket slik at kreditrisiko blir begrenset.

Samlet vurderes det at selskapet er eksponert for begrenset kreditrisiko.

c) Likviditetsrisiko

Likviditetsrisiko er risikoen for at selskapet vil møte vanskeligheter med å overholde forpliktelsene knyttet til sine finansielle forpliktelser ved mangel på kontanter eller andre verdipapirer.

Selskapets tilnærming til likviditetsstyring er, så langt som mulig, å sikre tilstrekkelig likviditet til å møte forpliktelser når de forfaller, både under normale og vanskelige forhold,

uten å påføre uakseptable tap eller risikere skade på selskapets omdømme.

Oversikt over og forfallsprofil på selskapets gjeldsforpliktelser finnes i note nr. 9

d) Risikostyring

Selskapet overvåker og håndterer finansiell risiko som oppstår gjennom driften. Dette inkluderer renterisiko, likviditetsrisiko, kreditrisiko, prosjektrisiko og prisen på strøm og eiendom.

Note 4 Lønnskostnader og ytelser, godtgjørelser til daglig leder, styret og revisor

Lønnskostnader	2021	2020
Lønninger	3 383 759	3 095 774
Arbeidsgiveravgift	377 446	356 816
Pensjonskostnader	138 106	171 645
Andre ytelser	11 662	5 308
SUM	3 910 973	3 629 543

Konsernet har i 2021 sysselsatt 3 årsverk.

Konsernets personell er ansatt i morselskapet Fossberg Kraft AS. Morselskapet leveres administrasjon og tjenester til øvrige konsernselskaper.

PENSJONSFORPLIKTELSE

Selskapet er pliktig til å ha tjenestepensjonsordning etter lov om obligatorisk tjenestepensjon. Konsernets pensjonsordninger tilfredsstiller kravene i denne lov.

Ytelser til ledende personer	Daglig leder	Styret
Lønn	1 110 540	400 000
Pensjonskostnader	61 428	0
Annen godtgjørelse	281	0
SUM	1 172 249	400 000

REVISOR

Kostnadsført revisjonshonorar for 2021 utgjør kr 282 000 eks. mva.

Dette inkluderer honorar for andre tjenester herunder NOK 98 000 i bistand i forbindelse med overgang til IFRS.

Note 5 Bankinnskudd

Innstående midler på skattetrekkkonto (bundne midler) utgjør kr. 225 997.

Note 6 Årets skattekostnad		
Beløp i tusen NOK	2021	2020
Inneværende år	-	-
Endring i estimat relatert til tidligere år	-	-
Betalbar skattekostnad	-	-
Utsatt skattekostnad	2021	2020
Endring midlertidige forskjeller	224 361	-2 122 401
Endring i forskjeller som ikke inngår i beregning av utsatt skattefordel	3 034 005	4 981 038
Endring utsatt skatt (22%)	716 840	628 900
Avstemming av effektiv skattesats	2021	2020
Resultat før skatt	-7 141 350	-6 717 485
Skatt på resultat før skatt (22 %)	-1 571 097	-1 477 847
Ikke-fradragsberettigede kostnader	1 128 140	44 365
Skattefri inntekt	-	-
Effekt av forskjeller som ikke inngår i beretning av utsatt skattefordel	1 795 980	2 062 382
Skattekostnad	1 353 024	628 900
Avstemming av utsatt skatt	2021	2020
Driftsmidler	42 966 499	56 696 325
Fordringer	0	-13 000
Underskudd til fremføring	-15 790 490	-29 731 676
Grunnlag for utsatt skatt	27 176 010	26 951 649
Forskjeller som ikke inngår i beregning av utsatt skattefordel	15 633 715	12 599 710
Utsatt skattefordel (22 %)	9 418 139	8 701 299
Årets betalbare skatt	-	-
Betalbar skatt i balanseoppstillingen	-	-

Note 7 Mellomværende med aksjonærer og tilknyttede selskaper

Fordringer	2021	2020
Fordringer mot aksjonærer/tilknyttede selskaper	13 426 704	3 917 946
SUM	13 426 704	3 917 946

Gjeld	2021	2020
Gjeld til aksjonærer/tilknyttede selskaper	20 112 162	14 803 466

SUM 20 112 162 14 803 466

Note 8 Anlegg under utførelse

	Anlegg under, utførelse
Anskaffelseskost pr. 01.01.2021	39 790 946
Tilgang kjøpte anleggsmidler	25 274 003
Avgang	-36 678 647
ANSKAFELSESKOST 31.12.2021	28 386 302

Note 9 Finansiell gjeld

I samsvar med IFRS 9 måles lån til amortisert kost. Amortisert kost innebærer verdsetting av balansepostene etter opprinnelig avtalte kontantstrømmer, eventuelt justert for verdiforringelse. Slike verddivurderinger vil ikke alltid gi verdier som er i samsvar med markedets vurdering av de samme instrumenter. Avvik kan skyldes forskjellige oppfatninger om makroutsikter, markedsforhold, risikoforhold og avkastningskrav, samt avvik i tilgang på presis informasjon.

Finansiell gjeld består av følgende:

Beløp i tusen NOK	2021	2020
Langsiktige lån		
Langsiktige banklån	17 996 376	28 317 376
Gjeld til eiere/tilknyttede selskaper	12 070 581	14 803 466
Sum langsiktige lån	30 066 957	43 120 842
Kortsiktige lån		
Byggelån	13 243 692	27 881 336
Kortsiktig trekkfasilitet	2 221 258	9 123 416
Annen kortsiktig finansiering	3 200 000	-
Gjeld til eiere/tilknyttede selskaper	8 041 581	-
Sum	26 706 531	37 004 752

Vilkår og betingelser på utestående lån er som følger:

Beløp i tusen NOK	Valuta	Nominell rente	Løpetid	31. desember 2021		31. desember 2020	
				Pålydende	Balanseført verdi	Pålydende	Balanseført verdi
Langsiktig banklån	NOK	NIBOR + 2,55%	01.11.2024	17 996 376	17 996 376	28 317 376	28 317 376
Byggelån	NOK	NIBOR + 3,00%	Prosjektbasert	13 243 692	13 243 692	27 881 336	27 881 336
Kortsiktig trekkfasilitet	NOK	NIBOR + 2,65%	1 år, kont. fornyelse	2 221 258	2 221 258	9 123 416	9 123 416
Annen kortsiktig finansiering	NOK	NIBOR + 3,15%	28.02.2022	3 200 000	3 200 000		
Gjeld til eiere	NOK	5,00 %	31.12.2022, kont. Fornyelse	20 112 162	20 112 162	14 803 466	14 803 466
Sum rentebærende gjeld				56 773 488	56 773 488	80 125 594	80 125 594

Avstemming mellom bevegelse i gjeld og kontantstrøm som oppstår gjennom finansieringsaktiviteter

Beløp i tusen NOK	
Balanse per 1. januar 2020	80 125 594
Låneopptak	21 752 388
Tilbakebetaling av lån	-45 104 494
Balanse per 31. desember 2021	56 773 488

Gjeld er bokført til pålydende der dette ikke avviker vesentlig fra amortisert kost.

Note 10 Hendelser etter balansedagen

Det er ingen hendelser etter balansedagen som har innvirkning på årsregnskapet for 2021.
Det er pr. 31.12.2021 inngått avtaler om salg av eiendom til en verdi av ca. mNOK 7,5 samt aksjene i AS Egelands Verk.
Transaksjonene vil bli gjennomført i 1.kvartal 2022.
Salgene var på linje med bokført verdi pr. 31.12.2021.

Note 11 Kapitalstyring og styring av risikofaktorer

Kapitaltilgang og utnyttelse

Kapitalforvaltning omhandler prosessen rundt å anskaffe og utnytte kapital på den mest effektive måten, gitt tilgjengelige alternativ. Fossberg KraftAS ("Selskapet") sikrer tilstrekkelig tilgang på kapital som bidrar til tilfredstillende drift og høye aksjonærverdier. Tilgang til fremmedkapital overvåkes løpende og selskapet har en løpende dialog med långiverne.

Selskapets strategi er å opprettholde en solid egenkapital, for å sikre tillit fra investorer og kreditorer, samt å opprettholde fremtidig utvikling av virksomheten. Ledelsen overvåker avkastning på investert kapital, samt utbytte til ordinære aksjonærer. Note 9 utdyper detaljene rundt og forfall på lån.

Styret ønsker å opprettholde en balanse mellom høy avkastning og sikkerheten som gis av en solid egenkapital. Når ønsket nivå for rentebærende gjeld nås, vil en betydelig andel av selskapets resultat bli utdelt som utbytte.

Note 12 Investerings eiendommer

Konsernet har i datterselskapet AS Egelands Verk investeringseiendommer som verdsettes iht. IAS 40.
Total verdi av eiendommene pr. 31.12.2021 er vurdert til mNOK 12,0
Verdsettelsene er basert på faktisk oppnådd salgspris i 2022.
Eiendom til en verdi av ca. mNOK 22,5 er solgt i 2021.
Som følge av dette vurderes investeringseiendommene til Nivå 3 i virkelig verdi-hierarkiet.
Det var ikke leieinntekter på eiendommene i 2020 og 2021.
Verdivurderinger pr. 31.12.2020 ble gjort av uavhengig megler basert på sammenlignbare eiendommer, prisnivå i området samt generelt nivå i eiendomsmarkedet.
Det har generelt vært en relativt flat utvikling på eiendomspriser på denne type eiendommer i området de siste årene - verdien av eiendommene anses å være relativt lite påvirket av endringer i makroparametre.

Verdi investeringseiendommer (mNOK)	Virkelig verdi	Historisk kost
Pr. 31.12.2018	0,0	0,0
Pr. 31.12.2019	27,2	2,9
Pr. 31.12.2020	12,0	4,1
Pr. 31.12.2021	12,0	0,0
	2021	2020
Vedlikehold kostnadsført over resultatregnskapet (mNOK)	0,4	0,7

Note 13 Anleggsmidler

	Tomter, bygninger	Maskiner og utstyr	Andre langsiktige eiendeler	Sum varige driftsmidler
Anskaffelseskost pr. 01.01.2020	11 198 370	7 677 711	11 829 749	30 705 830
Tilgang kjøpte driftsmidler	23 946 543	13 259 364	2 574 697	39 780 604
-Avgang i året	34 888	626 500	10 714 392	11 375 780
=Anskaffelseskost 31.12.2020	35 110 025	20 310 575	3 690 054	59 110 654
Virkelig verdi- justering pr. 31.12.2020	24 226 660	25 364 969		49 591 629
Endring virkelig-verdivurdering 2020	-381 177	5 577 089		5 195 912
Akkumulerte avskrivninger 31.12.2020	6 760 239	3 952 981	0	10 713 220
=Bokført verdi 31.12.2020	52 195 269	47 299 652	3 690 054	103 184 975
Årets ordinære avskrivninger	244 499	274 934	0	519 433
Anskaffelseskost pr. 01.01.2021	35 110 025	20 310 575	3 690 054	59 110 654
Tilgang kjøpte driftsmidler	21 519 435	6 411 750	5 271 868	33 203 053
-Avgang i året	27 151 933	12 352 280	3 406 917	42 911 130
=Anskaffelseskost 31.12.2021	29 477 527	14 370 045	5 555 005	49 402 577
Virkelig verdi- justering pr. 31.12.2020	23 845 483	30 942 058		54 787 541
Endring virkelig-verdivurdering 2021	-14 847 982	2 807 566		-12 040 416
Akkumulerte avskrivninger 31.12.2021	7 692 639	4 717 051	0	12 409 690
=Bokført verdi 31.12.2021	30 782 389	43 402 618	5 555 005	79 740 012
Årets ordinære avskrivninger	528 800	585 804	0	1 114 604
	0	0	0	

Anleggsmidler er i selskapsregnskapene vurdert til anskaffelseskost, men nedskrives til virkelig verdi når verdifallet forventes ikke å være forbigående.
Anleggsmidler med begrenset økonomisk levetid avskrives planmessig.

Konsernets anleggsmidler inkluderer to kraftverk i datterselskapet AS Egelands Verk med en samlet årlig produksjonskapasitet på ca. 6 GWh.
De to kraftverkene er vurdert til virkelig verdi iht. verdireguleringsmodellen i IAS 16.

Kraftverkene har tidligere vært verdsatt basert på en diskontert konstantstrømsmodell. Modellen beregnet en verdi basert på nåverdien av fremtidige kontantstrømmer - det var lagt til grunn et avkastningskrav på 6%. Kraftproduksjon vurderes til å gi stabile fremtidige kontantstrømmer i et langsiktig perspektiv, med fluktuasjoner fra år til år som følge av endringer i tilgang på vann samt fluktuasjoner i kraftpriser. Alle aksjene i AS Egelands Verk (som da inkluderer de to kraftverkene) er solgt i 1.kvartal 2022. Innregnet verdi i årsregnskap pr. 31.12.2021 er basert på oppnådd salgspris i 2022.

Virkelig-verdi hierarkiet - Nivå3
I samsvar med IFRS 13 klassifiserer virkelig verdi-hierarkiet de ulike faktorene som benyttes for å vurdere virkelig verdi i tre nivåer, der nivå 1 og 2 baseres på observerbar informasjon, og nivå 3 på uobserverbar informasjon. I dette tilfellet beregnes virkelig verdi basert på en modell der markedsdata er sentrale for verdsettelsen. Fremtidige strømpriser er en sentral parameter for verddivurdering av kraftverk, data brukt i modellen er basert på data fra anerkjente internasjonale leverandører av markedsinformasjon.
Som følge av at beregningene er basert på tilgjengelige markedsdata vurderes kraftverkene til Nivå 3 i virkelig verdi-hierarkiet

Sammenligning kostmodell vs. virkelig verdi for anleggsmidler som vurderes etter verdireguleringsmodellen :

	Virkelig verdi	Historisk kost
Pr. 31.12.2018	0,0	0,0
Pr. 31.12.2019	26,8	2,1
Pr. 31.12.2020	32,3	1,8
Pr. 31.12.2021	35,4	2,7

Til generalforsamlingen i Fossberg Kraft AS

Uavhengig revisors beretning

Konklusjon

Vi har revidert Fossberg Kraft AS' årsregnskap, som består av:

- selskapsregnskapet, som består av balanse per 31. desember 2021, resultatregnskap for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper, og
- konsernregnskapet, som består av balanse per 31. desember 2021, resultatregnskap, oppstilling over endringer i egenkapital og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening

- oppfyller årsregnskapet gjeldende lovkrav,
- gir selskapsregnskapet et rettviseende bilde av selskapets finansielle stilling per 31. desember 2021 og av dets resultater for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge, og
- gir konsernregnskapet et rettviseende bilde av konsernets finansielle stilling per 31. desember 2021 og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med International Financial Reporting Standards som fastsatt av EU.

Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet nedenfor under *Revisors oppgaver og plikter ved revisjonen av årsregnskapet*. Vi er uavhengige av selskapet og konsernet slik det kreves i lov, forskrift og International Code of Ethics for Professional Accountants (inkludert internasjonale uavhengighetsstandarder) utstedt av the International Ethics Standards Board for Accountants (IESBA-reglene), og vi har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Innhentet revisjonsbevis er etter vår vurdering tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Styrets og daglig leders ansvar for årsregnskapet

Styret og daglig leder (ledelsen) er ansvarlige for å utarbeide årsregnskapet og for at det gir et rettviseende bilde, for selskapsregnskapet i samsvar med regnskapslovens regler og god regnskapsskikk i Norge, og for konsernregnskapet i samsvar med International Financial Reporting Standards som fastsatt av EU. Ledelsen er også ansvarlig for slik intern kontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets og konsernets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for selskapsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avviklet. Forutsetningen om fortsatt drift skal legges til grunn for konsernregnskapet med mindre ledelsen enten har til hensikt å avvikle konsernet eller legge ned virksomheten, eller ikke har noe realistisk alternativ til dette.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

Som del av en revisjon i samsvar med ISA-ene, utøver vi profesjonelt skjønn og utviser profesjonell skepsis gjennom hele revisjonen. I tillegg:

- identifiserer og vurderer vi risikoen for vesentlig feilinformasjon i regnskapet, enten det skyldes misligheter eller utilsiktede feil. Vi utformer og gjennomfører revisjonshandlinger for å håndtere slike risikoer, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir avdekket, er høyere enn for feilinformasjon som skyldes utilsiktede feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelatelser, uriktige fremstillinger eller overstyring av internkontroll.
- opparbeider vi oss en forståelse av den interne kontroll som er relevant for revisjonen, for å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets og konsernets interne kontroll.
- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.
- konkluderer vi på hensiktsmessigheten av ledelsens bruk av fortsatt drift-forutsetningen ved avleggelsen av årsregnskapet, basert på innhentede revisjonsbevis, og hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape tvil av betydning om selskapets og konsernets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i årsregnskapet, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifiserer vår konklusjon. Våre konklusjoner er basert på revisjonsbevis innhentet inntil datoen for revisjonsberetningen. Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet og konsernet ikke fortsetter driften.
- evaluerer vi den samlede presentasjonen, strukturen og innholdet i årsregnskapet, inkludert tilleggsopplysningene, og hvorvidt årsregnskapet gir uttrykk for de underliggende transaksjonene og hendelsene på en måte som gir et rettviseende bilde.
- innhenter vi tilstrekkelig og hensiktsmessig revisjonsbevis vedrørende den finansielle informasjonen til enhetene eller forretningsområdene i konsernet for å kunne gi uttrykk for en mening om det konsoliderte regnskapet. Vi er ansvarlige for å lede, følge opp og gjennomføre konsernrevisjonen. Vi alene er ansvarlige for vår revisjonskonklusjon.

Vi kommuniserer med styret blant annet om det planlagte omfanget av revisjonen og til hvilken tid revisjonsarbeidet skal utføres. Vi utveksler også informasjon om forhold av betydning som vi har avdekket i løpet av revisjonen, herunder om eventuelle svakheter av betydning i den interne kontrollen.

Stord, 30. juni 2022
KPMG AS

Willy Hauge
Statsautorisert revisor
(elektronisk signert)

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Willy Hauge

Partner

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