

Annual Report 2023 Therma Industri AS

Directors' Report Revenue statement Balance sheet Cash flows Notes to the Accounts

Org.no.: 991 863 796

Board of Directors' Report for 2023

The type and location of the business

The company sells, designs, and manufactures industrial refrigeration systems, ice machines, and heat pumps. The main markets are seafood and food industries, wholesale storage, retail, HORECA (Hotel/Restaurant/Catering), ice rinks, and energy centers. The company also offers extensive service, spare parts, and training in the end-user market. The Group's Norwegian operations are located in Båtsfjord, Fauske, Trondheim, Verdal, Kaupanger, Bergen, Stavanger, Fredrikstad, Sarpsborg, Årnes, and Oslo. The company's headquarters is in Oslo.

Subsidiaries

Therma Bergen AS, 100% Marin Rør AS, 80% HB Kuldetjeneste AS, 100% Sogn Kjøleservice AS, 100% Haugaland Kjøleservice AS, 100% Trøndelag Kuldeteknikk AS, 100%

Going Concern

In accordance with the Norwegian Accounting Act § 3-3a, it is confirmed that the assumption of going concern is valid and has been applied when preparing the financial statements. This assumption is based on the 2023 financial forecasts and the Group's long-term strategic projections. The Group is in a healthy financial position.

Risk and Uncertainty Factors

The effects of higher interest rates, the cost level in society, and inflation introduce risks and uncertainties for both demand and supply. Furthermore, potential economic fluctuations could affect activity levels, though the Board is unable to predict the extent to which this will manifest in the coming year. Historically, our customers have been minimally affected by economic changes. The effects of the resource rent tax on the aquaculture industry are uncertain and difficult to assess. Collectively, these factors could impact the company's future development.

Future Developments

Market developments in the coming years are uncertain due to higher interest rates, societal cost levels, and inflation. These factors introduce risks and uncertainties for both demand and suppliers. Additionally, economic cycles may affect activity levels, although the extent of this impact cannot be determined by the Board. Historically, customers have been minimally affected by economic fluctuations. The company has a strong market position, including a growing number of service assignments. The market outlook for both after-sales and larger installations remains positive.

Financial Performance and Position

The company's revenue in 2023 was NOK 320 892 835, compared to NOK 181 201 776 in 2022. The net result was NOK 26 586 223, compared to NOK 11 235 386 last year. NOK 896 134 was spent on research and development, capitalized due to the development of proprietary IP for ice machines and PLC control systems. The company has successfully integrated Therma Automasjon AS and Therma Industri Stavanger AS into Therma Industri AS as of January 1, 2023.

The company had a cash flow from operations of NOK -2 529 928, with an operating result of NOK 24 059 422. Net outflows from investments in 2023 amounted to NOK 42 763 199. The liquidity at year-end was NOK 19 085 614, and the company's financing capacity is considered acceptable.

Financial Risk

Therma Industri AS is exposed to financial risks, particularly currency risk, as a large portion of the company's purchases are in foreign currencies, while sales are primarily in Norwegian kroner. The company hedges these risks through forward contracts and agreements that include currency components. Interest rate risk on internal loans is not deemed significant.

Market, Credit, and Liquidity Risks

Therma Industri AS has maintained a strong market position, with low risks regarding customer defaults. The company continues to monitor liquidity closely due to the increase in long-term debt. The company's liquidity risk is managed through the group's global cash pool system.

Work Environment, Gender Equality, and Discrimination

The Board considers the work environment to be good. There were no reported accidents or injuries. The total sickness absence was approximately 4.8% of total working hours, partly due to long-term sick leave. The company aims for gender equality and operates a gender-neutral HR policy. As of year-end, the company had 72 employees, with 10 women and 62 men. The board consists of four men.

Environmental Reporting

The company primarily delivers systems with natural refrigerants that are significantly more energy-efficient than systems with synthetic refrigerants, thus contributing to a better environment. The company focuses on minimizing energy consumption in system operations and utilizes waste heat from systems where possible.

Insurance for Directors and CEO

Directors and the CEO are covered by the Group's insurance for potential liabilities to the company and third parties.

R&D Activities

Therma Industri AS has developed its own intellectual property for ice machines and a new PLC control system for installations, with related costs capitalized.

Proposed Appropriation of Results

For 2023, the company had a profit after tax of NOK 26 586 223, which is proposed to be allocated as follows:

• To retained earnings: NOK 26 586 223

Oslo, 25.04.2024

The board of Therma Industri AS

<u>Erik Magnus Detterholm</u>

Chairman of the board

Member of the board/General Manager

<u>Thomas Mellgren</u> <u>Stein Terje Brekke</u>

Member of board Member of the board

Revenue statement

Therma Industri AS

OPERATING INCOME AND OPERATING EXPENSES	NOTE	2023	2022
Revenue	1, 2	317 303 461	181 201 776
Other income		3 589 374	0
Total income		320 892 835	181 201 776
Raw materials and consumables used	2	205 148 134	139 983 045
Employee benefits expense	3	70 458 938	17 725 328
Depreciation and amortisation expenses	4	2 239 358	2 875 113
Other expenses	2, 3	18 986 982	15 543 375
Total expenses		296 833 413	176 126 861
Operating profit		24 059 422	5 074 915
EBITDA		26 298 781	7 950 028
FINANCIAL INCOME AND EXPENSES			
Income from subsidiaries		13 500 000	7 400 000
Interest income from group companies		566 344	27 557
Renteinntekt fra tilknyttet selskap		75 454	0
Other interest income		7 477	15 354
Other financial income		3 644 531	1 343 712
Interest expense to group companies		2 311 511	756 947
Other interest expenses		28 807	7 702
Other financial expenses		4 977 276	405 845
Net financial items		10 476 212	7 616 129
Net profit before tax		34 535 634	12 691 044
Income tax expense	5	7 949 411	1 455 658
Net profit after tax		26 586 223	11 235 386
Net profit or loss	6	26 586 223	11 235 386
ATTRIBUTABLE TO			
Other equity		26 586 223	11 235 386
Total		26 586 223	11 235 386

Therma Industri AS Org.nr: 991 863 796

Balance sheet

Therma Industri AS

ASSETS	NOTE	2023	2022
NON-CURRENT ASSETS			
INTANGIBLE ASSETS			
Development	4, 7	1 821 758	2 040 978
Concessions, patents, licences, trademarks, and similar rights		141 082	0
Goodwill	4	0	555 435
Total intangible assets		1 962 840	2 596 413
PROPERTY, PLANT AND EQUIPMENT			
Buildings and land	4	0	1 045 963
Machinery and equipment		4 901 548	0
Equipment and other movables	4	414 614	677 703
Total property, plant and equipment		5 316 162	1 723 666
NON-CURRENT FINANCIAL ASSETS			
Investments in subsidiaries	8	143 877 800	103 837 716
Investments in other group companies		0	53 253
Other long-term receivables		4 897	0
Total non-current financial assets		143 882 697	103 890 969
Total non-current assets		151 161 699	108 211 048
CURRENT ASSETS			
Inventories		3 677 038	3 289 696
DEBTORS			
Accounts receivables	9	49 123 708	54 195 343
Opptjent, ikke fakturert	10	24 542 884	5 588 641
Other short-term receivables		8 490 113	4 473 731
Receivables from group companies		15 300 000	1 800 000
Total receivables		97 456 705	66 057 715
Cash and cash equivalents	11, 12	19 085 614	17 795 053
Total current assets		120 219 358	87 142 464
Total assets		271 381 057	195 353 512

Therma Industri AS Org.nr: 991 863 796

Balance sheet

Therma Industri AS

EQUITY AND LIABILITIES	NOTE	2023	2022
PAID-IN CAPITAL			
Share capital	13	4 459 877	4 246 841
Share premium reserve		29 936 306	15 236 822
Total paid-up equity		34 396 183	19 483 663
RETAINED EARNINGS			
Other equity		86 934 275	70 843 353
Total retained earnings		86 934 275	70 843 353
Total equity	6, 14	121 330 458	90 327 016
LIABILITIES			
PROVISIONS			
Deferred tax	5	8 918 715	3 313 139
Total provisions		8 918 715	3 313 139
OTHER NON-CURRENT LIABILITIES			
Liabilities to financial institutions		4 461 701	0
Loan to group companies	2	64 992 291	28 938 525
Other non-current liabilities		4 539 185	3 294 774
Total non-current liabilities		73 993 177	32 233 299
CURRENT LIABILITIES			
Advances from customers	10	14 371 000	25 552 000
Trade payables		20 175 871	18 718 594
Tax payable	5	2 343 835	2 062 777
Public duties payable		13 518 426	15 545 070
Other current liabilities	15	16 729 576	7 601 617
Total current liabilities		67 138 707	69 480 058
Total liabilities		150 050 599	105 026 496
Total equity and liabilities		271 381 057	195 353 512

Oslo, 16.04.2024 The board of Therma Industri AS

Per Christian Sandved	Tomas Mellgren		
Member of the board/General Manager	Member of the board		
Stein Terje Brekke	Erik Magnus Detterholm		
Member of the board	Chairman of the board		

Therma Industri AS Org.nr: 991 863 796

Indirect cash flow

Therma Industri AS

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/loss before tax	34 535 634	12 691 044
Taxation paid	2 062 777	2 487 609
Loss/gain on the sale of fixed assets	-2 998 602	0
Inntekt på investering i datter	-13 500 000	-7 400 000
Ordinary depreciation	2 239 358	2 875 113
Change in inventory	-387 342	428 304
Change in accounts receivable og prosjekter	-25 063 608	10 113 081
Change in accounts payable	1 457 277	5 283 204
Change in other accrual items	3 250 132	4 053 942
Net cash flows from operating activities	-2 529 928	25 557 079
CASH FLOWS FROM INVESTMENT ACTIVITIES		
Proceeds from the sale of fixed assets	4 600 000	0
Payments to buy tangible assets	6 098 868	502 624
Motatt utbytte ført mot investering	13 500 000	7 400 000
Payments to buy shares and participations in other companies	54 764 331	51 150 420
Net cash flows from investment activities	-42 763 199	-44 253 044
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from the issuance of new long-term liabilities	1 244 411	0
Proceeds from the issuance of new current liabilities	4 461 701	0
Endring mellomværende konsern	22 553 766	10 433 299
Proceeds from equity	14 912 520	15 483 663
Tilførte likvider ved fusjon	3 411 290	0
Net cash flows from financing activities	46 583 688	25 916 962
Net change in cash and cash equivalents	1 290 561	7 220 997
Cash and cash equivalents at the start of the period	17 795 053	10 574 056
Cash and cash equivalents at the end of the period	19 085 614	17 795 053

Therma Industri AS Page 6

Accounting principles

The annual accounts have been prepared in conformity with the provisions of the Accounting Act and good accounting practice.

USE OF ESTIMATES

In the preparation of the annual accounts estimates and assumptions have been made that have affected the profit and loss account and the valuation of assets and liabilities, and uncertain assets and liabilities on the balance sheet date in accordance with generally accepted accounting practice. Areas which to a large extent contain such subjective evaluations, a high degree of complexity, or areas where the assumptions and estimates are material for the annual accounts, are described in the notes.

REVENUES

Income from the sale of goods is recognised on the date of delivery. Services are posted as income as they are delivered. Income from the sale of services and long-term manufacturing projects (construction contracts) are posted to the profit and loss account in line with the project's degree of completion, when the outcome of the transaction can be estimated in a reliable manner. When the transaction's outcome cannot be estimated reliably, only income corresponding to a projects' incurred costs can be posted as revenue. At the time when it is identified that the project will give a negative result, the estimated loss on the contract is posted in full to the profit and loss account.

TAX

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

CLASSIFICATION AND VALUATION OF FIXED ASSETS

Fixed assets consist of assets intended for long-term ownership and use. Fixed assets are valued at acquisition cost less depreciation and write-downs. Long-term liabilities are entered on the balance sheet at the nominal amount at the time of the transaction.

Plant and equipment is capitalised and appreciated over the economic lifetime of the asset. Significant items of plant and equipment that consist of several material components with different lifetimes are broken down in order to establish different depreciation periods for the different components. Direct maintenance of plant and equipment is expensed on an ongoing basis under operating costs, while additions or improvements are added to the asset's cost price and depreciated in line with the asset. Plant and equipment is written down to the recoverable amount in the event of a fall in value that is not expected to be temporary. The recoverable amount is the higher of the net sales value and the value in use. Value in use is the present value of future cash flows related to the asset. The write-down is reversed when the basis for the write-down is no longer present.

CLASSIFICATION AND VALUATION OF CURRENT ASSETS

Current assets and short-term liabilities consist normally of items that fall due for payment within one year of the balance sheet date, as well as items related to the stock cycle. Current assets are valued at the lower of acquisition cost and fair value. Short-term liabilities are entered on the balance sheet at the nominal amount at the time of the transaction.

RESEARCH AND DEVELOPMENT

Expenses on research and development are capitalised to the extent one cannot identify a future economic benefit related to the development of an identifiable intangible asset and where the acquisition cost can be measured reliably. In the opposite case such costs are expensed as incurred. Capitalised research and development is depreciated on a straight line basis over its economic lifetime.

SUBSIDIARIES AND ASSOCIATED COMPANIES

Subsidiaries and associated companies are valued using the cost method in the company accounts. The investment is valued at acquisition cost for the shares unless a write-down has been necessary. A write-down to fair value is made when a fall in value is due to reasons that cannot be expected to be temporary and such write-down must be considered as necessary in accordance with good accounting practice. Write-downs are reversed when the basis for the write-down is no longer present.

Dividends, group contributions and other distributions from subsidiaries are posted to income in the same year as provided for in the distributor's accounts. To the extent that dividends/ group contributions exceed the share of profits earned after the date of acquisition, the excess amounts represents a repayment of invested capital, and distributions are deducted from the investment's value in the balance sheet of the parent company.

GOODS

Goods are valued at the lower of acquisition cost and net sale value. Sale value is the estimated sale price in ordinary operations after deduction of estimated necessary expenses for completing the sale. Acquisition cost includes expenses incurred in acquiring goods and costs necessary to bring the goods to the present position and are attributed using the FIFO principle.

RECEIVABLES

Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables. In addition an unspecified provision is made to cover expected losses on claims in respect of customer receivables.

GUARANTEES

A provision has been made for expected guarantee costs. The guarantee provision is entered in the balance sheet under other short-term liabilities.

CASH FLOW STATEMENT

The cash flow statement has been prepared using the indirect method. Cash and cash equivalents consist of cash, bank deposits and other short-term, liquid investments.

Note 1 Sales income

	2023	2022
BY BUSINESS AREA		
Heating and cooling systems	317 303 461	190 755 667
Total	317 303 461	190 755 667
GEOGRAPHIC BREAKDOWN		
Norway	317 303 461	190 755 667
Total	317 303 461	190 755 667

Note 2 Related Parties

Total	121 557	1 886 104	15 300 000	1 800 000
Companies within the group	121 557	1 886 104	15 300 000	1 800 000
	2023	2022	2023	2022
	TRADE RECEIVABLES		OTHER RECEVIBLES	
Interest income from related parties		-566 344		-27 557
Interest expenses to related parties		2 309 438		756 947
Other urchases from related parties		0		0
Purchases from related parties		22 987 969		14 548 254
Sales to related parties		16 424 049		2 648 469
		2023		2022

2022

2022

	TRADE PAYABLES	OTHER LONG-TERM LIABILITIES		ILITIES
	2023	2022	2023	2022
Companies within the group	4 492 625	5 889 058	66 639 678	32 233 299
Total	4 492 625	5 889 058	66 639 678	32 233 299

Note 3 Note Salary costs and benefits, remuneration to the chief executive, board and auditor

SALARY COSTS	2023	2022
Salaries	58 732 552	37 644 457
Employment tax	7 461 008	4 624 032
Salaries allocated to prosjekt	0	-27 973 309
Pension costs	2 641 339	2 264 209
Other benefits	1 624 040	1 165 939
Total	70 458 939	17 725 328

In 2023 the company employed 65 man-years.

PENSION LIABILITIES

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

REMUNERATION TO LEADING PERSONNEL	CHIEF EXECUTIVE IVE	BOARD
Salaries	1 689 089	0
Pension costs	112 343	0
Total	1 801 432	0

There is no agreement regarding options for the CEO. The requirements for triggering the company's bonus for 2023 have been met.

AUDITOR

Audit fees expensed for 2023 amount of NOK 450 901. In addition there is a fee for other services of NOK 91 575.

Note 4 Non-current assets

Purchase cost as of 01.01.23	3 277 085	8 683 012	4 070 103
+ Inflow purchased fixed assets		5 202 734	896 134
- Outflow this year	3 277 085		
= Acquisition cost 31.12.23	0	13 885 746	4 966 237
Accumulated depreciation 31.12.23		8 569 583	3 003 398
= Book value 31.12.23	0	5 316 163	1 962 839
This year's ordinary depreciations	170 361	988 293	803 921
Economic life	3-5 years	0-5 years	3-5 years
Depreciation plan		balance 0%	
			TOTAL
Purchase cost as of 01.01.23		2 851 700	18 881 900
+ Inflow purchased fixed assets			6 098 868
- Outflow this year		2 851 700	6 128 785
= Acquisition cost 31.12.23		0	18 851 983
Accumulated depreciation 31.12.23			11 572 981
= Book value 31.12.23		0	7 279 002
This year's ordinary depreciations		276 783	2 239 358
Economic life Depreciation plan		8-25 years	

Note 5 Tax

THIS YEAR'S TAX EXPENSE	2023	2022
Entered tax on ordinary profit/loss:		
Payable tax	2 343 835	2 062 777
Changes in deferred tax assets	5 605 576	-607 119
Tax expense on ordinary profit/loss	7 949 411	1 455 658
Taxable income:		
Result before tax	34 535 634	12 691 044
Permanent differences	-13 442 157	-7 133 498
Changes in temporary differences	-23 939 681	3 818 715
Received intra-group contribution	13 500 000	0
Taxable income	10 653 796	9 376 261
Payable tax in the balance:		
Payable tax on this year's result	-626 165	2 062 777
Payable tax on received Group contribution	2 970 000	0
Total payable tax in the balance	2 343 835	2 062 777
Calculation of effective tax rate		
Profit before tax	34 535 634	12 691 044
Calculated tax on profit before tax	7 597 840	2 792 030
Tax effect of permanent differences	-2 957 275	-1 569 370
Total	4 640 565	1 222 660
Effective tax rate	13,4 %	9,6 %

The tax effect of temporary differences that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences

	2023	2022	DIFFERENCE
Tangible assets	305 915	13 419	-292 496
Production contracts	43 308 639	20 023 178	-23 285 461
Accounts receivable	-1 459 573	-1 153 662	305 911
Profit and loss account	2 910 634	0	-2 910 634
Allocations and more	-4 526 000	-2 283 000	2 243 000
Total	40 539 615	16 599 935	-23 939 681
Accumulated loss to be brought forward	0	-180 486	-180 486
Not included in the deferred tax calculation	0	-1 551 769	-1 551 769
Basis for deferred tax	40 539 615	14 867 680	-25 671 936
Deferred tax (22 %)	8 918 715	3 270 890	-5 647 826

Note 6 Equity and Mergers

	SHARE CAPITAL	PREMIUM	OTHER EQUITY	TOTAL EQUITYL
As of. December 31,2022	4 246 841	15 236 822	70 843 353	90 327 016
Net income for the year			26 586 223	26 586 223
Mergers			-10 495 301	-10 495 301
Share Capital	213 036	14 699 484		14 912 520
As of December 31, 2023	4 459 877	29 936 306	86 934 275	121 330 458

Two mergers have been carried out with Therma Industri AS as the acquiring company. The mergers have been carried out in accordance with the rules for company continuity, cf. the Norwegian Accounting Act § 7-2. No comparative figures for 2022 have been prepared.

The following companies have been merged:

Therma Automasjon AS Therma Industri Stavanger AS

Note 7 Research and Development (R&D)

Expenditures related to research and development have been recognized as assets and expensed based on a specific assessment. The most significant costs are related to the further development of products and services within the same segment that the company currently operates in.

Note 8 Subsidiaries, associates, joint ventures

	MUNICIPA- LITY	OWNER SHARE	PURCHASE COST	SHARE OF EQUITY	SHARE OF RESULT
SBS/AS/JV					
HB Kuldetjeneste AS	Sarpsborg	100,0%	31 138 413	10 349 651	4 159 148
Haugaland Kjøleservice AS	Vindafjord	100,0%	27 980 510	11 859 598	1 998 333
Marin Rør AS	Fredrikstad	80,0%	8 973 395	3 586 882	-442 366
Sogn Kjøleservice AS	Sogndal	100,0%	16 749 731	7 230 878	2 736 039
Therma Bergen AS	Bergen	100,0%	40 640 635	10 509 429	6 240 156
Trøndelag Kuldeteknikk AS	Verdal	100,0%	18 395 116	5 971 099	2 851 768
Total			143 877 800	49 507 537	17 543 078

Note 9 Customer receivables

Total losses on receivables posted against the result	300 000	-171 862
Realised losses	0	57 138
Change in provision for losses	300 000	-229 000
Book value of customer receivables 31.12	49 123 708	54 195 343
Provision for losses	1 484 000	1 144 000
Customer receivables at par value	50 607 708	55 339 343
	2023	2022

Expensed losses are classified as other operating costs in the profit and loss account.

Note 10 Construction Contracts

	2023	2022
Revenue recognized on ongoing projects	339 920 273	297 494 949
Costs related to recognized revenue/provision for losses	-296 611 634	-277 501 344
Net result recognized on ongoing projects	43 308 639	19 993 605
Earned but unbilled production	339 920 273	297 494 949
Advance billings	-330 832 145	-317 458 310
Work in progress	0	0
Net, earned but unbilled	9 088 128	-19 963 361
Earned, unbilled income	22 978 000	5 588 641
Advances from customers	-14 351 000	-25 552 000
Net	8 627 000	-19 963 359

Note 11 Currency Hedging

The company has committed to purchasing EUR 3 239 445 and GBP 53 740.

Note 12 Bank deposits

Funds standing on the tax deduction account (restricted funds) are NOK 2 927 254.

Note 13 Shareholders

THE SHARE CAPITAL IN THERMA INDUSTRI AS AS OF 31.12 CONSISTS OF:

	TOTAL	FACE VALUE	ENTERED
Ordinary shares	4 459 877	1,0	4 459 877
Total	4 459 877		4 459 877

OWNERSHIP STRUCTURE

The largest shareholders in % at year end:

	ORDINARY	OWNER INTEREST	SHARE OF VOTES
FRANCKS KYLINDUSTRI SWEDEN AB	4 459 877	100,0	100,0

The company does not prepare consolidated financial statements as it is included in the consolidated financial statements of Francks Kylindustri Group Holding AB.

Note 14 Covenants

The company has no covenants as of year-end.

Note 15 Warranty Provisions

The provision for warranty and service costs amounts to NOK 4 140 000.