



**KISTEFOS**

# **Financial Statements 2024**

Org. nr. 951 408 743

## Annual report

The Kistefos Group achieved a profit after tax of 1 639 MNOK for the year. This is an increase of 1 242 MNOK from 2023, when the group had a profit after tax of 397 MNOK. The increase is primarily due to improved results in Advanzia Bank and Viking Supply Ships, as well as the consolidation of Sea1 Offshore from May.

Advanzia delivered a profit after tax of 151 MEUR, compared to 97.5 MEUR in 2023. The increase is due to continued good growth in the customer base, a positive development in the bank's net interest margin and stable loan losses. The bank's net income increased by 22% to 528 MEUR compared to 432 MEUR the previous year. The number of active loan customers was 1,749,000 at year-end, 10% higher than at the beginning of the year.

Sea1 Offshore achieved a profit after tax of 203 MUSD for 2024, an increase from 173 MUSD in 2023. 159 MUSD is related to the reversal of previous impairments in 2024, compared to 67 MUSD in 2023. The company had an average of 22 ships in operation in 2024, compared to 27 in 2023. In 2024, Sea1 paid a dividend of 5 NOK per share (total 768 MNOK), of which 398 MNOK to Kistefos.

Viking Supply Ships reported a profit after tax of 111 MSEK, an improvement from the previous year when the profit after tax was -88 MSEK. The improvement in profit is due to a stronger market for VSS' AHTS vessels compared to last year, as well as VSS having more vessels in operation (six in 2024 and four in 2023). In addition, the profit was positively affected by an accounting gain of 97 MSEK related to the sale of the two partly owned PSVs.

Western Bulk had another disappointing year in 2024, despite a significant improvement in results from last year. The company delivered a net profit of -2.7 MUSD in 2024, while the result in 2023 was -15.6 MUSD after tax. Although the results are not satisfactory, 2024 represents a significant improvement from last year, with net TC revenues of 24.4 MUSD, up from 9.3 MUSD in 2023.

The Kistefos Group has invested a total of approximately 870 MNOK during the year. The parent company's portfolio of listed shares led to a positive result of 161 MNOK.

The group's free liquidity amounted to 1 566 MNOK (2023: 790 MNOK) at the end of the year, and the parent company's free liquidity was 173 MNOK (2023: 116 MNOK).

At the end of year, the parent company owned unlevered, listed shares (excluding Sea1 Offshore), Viking Supply Ships and Western Bulk) for a total of approximately 970 MNOK.

The Kistefos Group's revenue in 2024 was 26 315 MNOK. This is an increase of 6 521 MNOK from 2023. The change is mainly due to increased revenues in Advanzia and Viking Supply Ships, as well as the consolidation of Sea1.

Operating profit for the year was 2 412 MNOK, up from 2023 when operating profit was 1 122 MNOK. The increase is due to higher results in Advanzia, Viking Supply Ships and Western Bulk and the consolidation of Sea1.

The Group's net financial result went from -453 MNOK in 2023 to -816 MNOK in 2024. The increase is mainly explained by increased interest costs in 2024 and the consolidation of Sea1, where the net financial result was -345 MNOK.

Profit after tax ended at 1 639 MNOK for 2024 compared to 397 MNOK in 2023.

The Group's total balance sheet assets were 70 353 MNOK as of 31.12.2024, which was an increase of 15 477 MNOK from 55 049 MNOK

as of 31.12.2023. The increase is mainly explained by growth in the loan balance and bank deposits in Advanzia Bank and the consolidation of Sea1 from May 2024.

The Group's long-term debt was 26 655 MNOK as of 31.12.2024 compared to 18 088 MNOK as of 31.12.2023. The change is mainly due to the consolidation of Sea1.

The short-term debt on the balance sheet date was 35 141 MNOK (32 637 MNOK in 2023), of which deposits from customers in Advanzia

Bank amounted to 32 145 MNOK (30 896 MNOK in 2023).

For the Group, net cash flow from operating activities was -3 560 MNOK and -634 MNOK from investing activities. Net cash flow from financing activities was 2 557 MNOK. Operating activities are significantly affected by increased lending to customers in Advanzia.

The Group's book equity was 8 557 MNOK as of 31.12.2024, compared to 4 325 MNOK as of 31.12.2023. The Group is considered to have considerable values in excess of book values.

## **Consolidated businesses**

### **Advanzia Bank S.A. (61.3 % ownership)**

Advanzia delivered a profit after tax of 151 MEUR (98 MEUR). The increase is due to continued good growth in the customer base, a positive development in the bank's net interest margin and stable loan losses. The bank's net income increased by 22% to 528 MEUR (432 MEUR), while operating expenses increased by 4% to 156 MEUR (150 MEUR). This resulted in an income/cost ratio of 29.6% (34.7%). Loan loss provisions ended at 193 MEUR, 5.9% of average lending (6.0%).

Gross lending grew by 18%, while the bank welcomed 370,000 new customers. This resulted in 1,749,000 active credit card customers at year-end, 10% higher than at the beginning of the year. The number of full-time equivalents was 231 at the end of 2024.

Advanzia has continued to diversify its funding sources in 2024. First, the bank strengthened its regulatory capital base through the issuance of 55 MEUR in Tier 2 bonds in February, before in April the bank completed an issuance of 200 MEUR in senior unsecured bonds from investors across Europe. In connection with the latest transaction, the bank also received an investment grade credit rating (Baa3 from Moody's). Several successful transactions in the capital market illustrate the bank's ability to attract attractive external capital.

During the year, Advanzia has paid out a total of 80 MEUR in dividends, of which 30 MEUR was paid in October as an interim dividend based on the financial results for the period January to August 2024.

### **Sea1 Offshore (51.8 % ownership)**

Sea 1 Offshore delivered a profit after tax of 203 MUSD, an increase from 173 MUSD in 2023. Of which 159 MUSD is related to the reversal of previous impairments. Revenue was 341 MUSD, which is an increase from 336 MUSD in 2023. EBITDA was 166 MUSD, an increase from 164 MUSD in 2023. The company had an average of 22 vessels in operation in 2024, compared to 27 in 2023. The company currently owns 19 vessels (including two newbuildings) consisting of modern and advanced subsea vessels, well intervention vessels, AHTSs, PSVs and other vessel classes. In addition, the company provides technical and commercial operations for an additional six AHTS vessels owned by Viking Supply Ships. At the end of 2024, Sea1 Offshore had a fixed backlog of 840 MUSD (1 466 MUSD including options).

In February 2024, Sea1 entered new contracts with Helix Energy Solutions for the well intervention vessels Helix 1 and Helix 2. Towards the end of the year, the company entered newbuilding contracts for two Offshore Energy Support/Subsea vessels with the capacity to serve both the oil and gas industry and the renewables market. The vessels are

scheduled for delivery from Q1 2027 to Q2 2027. In 2024, Sea1 paid a dividend of NOK 5 per share (total of 768 MNOK), of which 398 MNOK went to Kistefos.

Sea1 has secured a significant contract in Australia for three AHTS vessels, with start-up between Q2 and Q3 2025. Two vessels from Sea1 and one vessel from Viking Supply Ships will work on the contract. Going forward, the company is well positioned for further growth, particularly in subsea, where the market balance is tight, and demand is increasing.

#### **Viking Supply Ships AB (80.1 % ownership)**

The Viking Supply Ships AB (VSS) group reported a profit after tax of 111 MSEK in 2024 (-88 MSEK in 2023). Revenue was 785 MSEK in 2024 (607 MSEK in 2023), of which 664 MSEK (357 MSEK in 2023) came from the AHTS business and 120 MSEK (250 MSEK in 2023) came from Services & Ship Management. EBITDA for the group ended at 205 MSEK in 2024 compared to 37 MSEK in 2023. The increase in profit is due to a stronger market for VSS' AHTS vessels compared to last year, as well as VSS having more vessels in operation (six in 2024 and four in 2023). In addition, the result was positively affected by an accounting gain of 97 MSEK related to the sale of the two partly owned PSVs. The average day rate in 2024 for the AHTS fleet was USD 49,700 (USD 48,900 in 2023), and the utilization rate was 61% (48% in 2023), excluding ships in layup.

The Swedish Maritime Administration (SMA) took over the operation of the state-owned icebreakers in July 2024. In August 2024, VSS decided to transfer the operation of the company's six AHTS vessels to Sea1 Offshore to achieve cost savings. The actual operation was transferred during October 2024. Furthermore, VSS decided to invest in 100-ton subsea cranes to be installed on all the company's four ice-classed AHTS vessels. These vessels are solidly constructed with reinforced hulls, shafts, propellers and a propulsion system designed to withstand ice and extreme weather conditions. This robust construction gives the vessels a longer service life than traditional AHTS vessels. In addition, the reinforced hull, with significant pan weight below the water surface, contributes to good

stability. This makes it possible to install subsea cranes on the vessels - something few other AHTSs have sufficient stability to handle.

The decision is based on a tight market for subsea tonnage that has led to increased demand for versatile AHTSs with cranes that can perform light subsea missions.

#### **Western Bulk Chartering AS (68.1 % ownership)**

Despite an improvement from last year, 2024 was another disappointing year for Western Bulk. The company delivered a net profit of -2.7 MUSD in 2024, of which one-off effects contributed negatively by 5.3 MUSD. After a strong first half, characterized by high demand for raw materials and inefficiencies in world trade, market developments were more demanding in the second half. The company was able to partially capitalize on the good market conditions in the first half through correct positioning, but with weaker than expected market conditions in the second half, the expected recovery for the company did not occur.

During the year, the company announced the appointment of a new CEO, Torbjørn Gjervik. Western Bulk operated an average of 129 ships per day in 2024, compared to 126 per day in 2023. The company achieved an average net TC margin per ship day of 517 USD in 2024, compared to 202 USD in 2023.

#### **1881 Group AS (100 % ownership)**

In 2024, 1881 Group achieved revenue of 505 MNOK, an increase from 472 MNOK in 2023. EBITDA ended at 60 MNOK, up from 57 MNOK the previous year. The growth in EBITDA is due to strong revenue and profitability in Opplysningen 1881, even though new establishments and ventures within the Service Market are still not profitable at the EBITDA level.

During the year, 1881 Idium merged into Hjemmesidehuset. Tjenestetorget bought out all shares in Anbudstorget to gather all services on one common platform – "Fixa". The goal of Fixa is to create a one-stop-shop where

consumers can easily handle all aspects of their personal finances in one place. At the same time, we have continued our expansion in Denmark and Sweden, as well as the further development of Prisaradar; a Norwegian price comparison service for products.

#### **NextGenTel Holding AS (100 % ownership)**

NextGenTel's revenue ended 2024 at 490 MNOK (473 MNOK in 2023). The company delivered an EBITDA of 27 MNOK (compared to 26 MNOK in 2023). The company had a capex of 24 MNOK in 2024.

NextGenTel continues to strengthen its position in the Norwegian broadband market, surpassing 65,000 broadband customers in 2024. Focus on new product areas, migrating customers to modern access methods and streamlining the customer journey have yielded good results throughout 2024, providing the basis for further revenue growth. NextGenTel delivered the largest improvement in the annual EPSI survey and is now ahead of the industry average in customer satisfaction.

#### **Bitpro (72.1 % ownership)**

Bitpro AS had revenues of 261 MNOK in 2024 (266 MNOK in 2023), with EBITDA for the period of 31 MNOK compared to 26 MNOK the previous year. The company had a capex of 5 MNOK in 2024.

In 2024, Bitpro made a strategic acquisition of Entry AS; a provider of IT services within IT operations, logistics and development. Through the acquisition of Entry, Bitpro has strengthened its presence in Oslo and the central East Norway area and gained access to expertise in product sales through a modern online store with well-functioning product logistics. As a result of the transaction, Kistefos' ownership in Bitpro has been reduced from approximately 76% to approximately 72%.

The company has delivered significant margin improvement in 2024, as a result of ongoing efficiency processes in the delivery chain, technology migration and capacity

adjustments in the value chain. The company's position as a supplier of complex solutions to demanding customers has been further strengthened through the acquisition of Entry and enables further margin improvements through additional sales and realization of synergies.

#### **The parent company Kistefos AS**

The parent company had an operating profit in 2024 of -382 MNOK (-149 MNOK in 2023). The change is mainly due to provisions for sponsor/gift costs in 2024, as well as higher salary and operating costs.

The financial result for the period was 868 MNOK (179 MNOK in 2023). The change in the financial result is mainly due to higher dividends from subsidiaries in 2024.

Profit after tax for the parent company was 491 MNOK in 2024 (30 MNOK in 2023).

The parent company's free liquidity at the end of the year was 176 MNOK (116 MNOK in 2023). In addition, the parent company had 197 MNOK available on a revolving credit facility (RCF) used for short-term liquidity management, and at the end of the year owned listed, unleveraged shares (excluding subsidiaries) for a total of approximately 970 MNOK.

The parent company's book equity was 1 076 MNOK as of 31 December 2024 (1 391 MNOK as of 31 December 2023). The equity ratio was 13,2% at year-end (19.7% at the end of 2023).

For the parent company, net cash flow from operating activities was -735 MNOK and 313 MNOK from investing activities. Net cash flow from financing activities was 481 MNOK.

A report according to the Transparency Act will be available on the company's website (Kistefos.no) by June 30<sup>th</sup>.

## Development in non-consolidated portfolio companies

### **Morrow Bank ASA (24.09% ownership including related parties)**

Morrow Bank delivered a profit after tax of 209 MNOK in 2024, 57 MNOK higher than in 2023. Gross loans ended at 15,4 billion NOK, corresponding to a growth of 31%. Morrow Bank's total revenues in 2024 ended at 1,274 MNOK, up 21% from the previous year. The company's operating costs increased by 4%, while loss provisions increased from 527 MNOK to 661 MNOK, corresponding to a growth of 25%. The profit growth is due to the completion of strategic efforts, process efficiency, improved risk selection, and an active approach to portfolio purchases. On February 13th, 2025, Morrow proposed a dividend of 0,4 NOK per share.

In October 2024, Morrow Bank announced that they have applied for a banking license in Sweden. As of end 2024, approximately 80% of loans are to customers in Sweden and Finland, and only approximately 20% in Norway. By moving to Sweden, the bank will therefore be located closer to its largest and most important markets. Morrow Bank expects to receive feedback on the application during Q2 2025. If they receive a positive response, the bank will aim towards moving operations to Sweden during 2026.

### **Instabank ASA (24.92% ownership)**

Instabank delivered a profit after tax of 98 MNOK in 2024, 3 MNOK down from 2023. Gross loans ended at 6.7 MNOK, corresponding to a growth of 7%. Instabank's total revenues in 2024 ended at 492 MNOK, 12% higher than the previous year. The company's operating expenses increased by 24%, while loss provisions fell from 144 MNOK to 135 MNOK, corresponding to a decrease of 6%.

Instabank proposed a dividend of 0,08 NOK per share on March 13th, 2025.

Late in 2024, a settlement was made between Instabank's shareholders and Lunar Bank, and

a compensation to Instabank's shareholders was therefore submitted in January 2025.

In connection with the financial reporting of Q4 2024, Instabank announced their intention to apply for a banking license in Finland during 2025. The actual relocation process can start after the application has been processed by the Financial Supervisory Authority in Finland. Instabank expects that it will take approximately 12 months to receive an answer on the application.

### **Solstad Offshore (20.23 % ownership including related parties)**

In 2024, Solstad Offshore reported revenues of 2 791 MNOK, EBITDA of 1 444 MNOK, and profit after tax of 1 283 MNOK. Net interest-bearing debt at the end of 2024 was 4 641 MNOK.

On May 16th, 2024, Kistefos filed a lawsuit against board members and the CEO of Solstad Offshore ASA, Aker Capital AS, and Pareto Securities AS, claiming compensation. The background for the lawsuit is a series of transactions related to the refinancing of Solstad Offshore which was agreed upon and announced on October 23rd, 2023, and completed on January 16th, 2024. The plan involved a direct transfer of values and control to Aker, resulting in gross discrimination of Solstad Offshore's shareholders. The cases have been consolidated for joint processing by the Oslo District Court, with the main hearing scheduled for a period of 10 weeks from autumn 2025. The lawsuit was originally filed as a class action to facilitate all affected shareholders as group and to receive compensation for their losses. The defendants opposed the lawsuit being brought forward as a class action. The district court decided that the case should not be brought forward as a class action but made it possible for other plaintiffs to join the lawsuit under the rules for ordinary lawsuits.

As of February 2025, Kistefos has received binding registrations from 46 shareholders who wish to join the process alongside Kistefos. Including Kistefos, there are now shareholders with a total of 25.7 million shares

who will be plaintiffs in the lawsuit, representing a significant proportion outside the defendants.

In Q4 2024, Solstad Offshore reached a settlement on the Maximus claim of 197 MUSD, in which Solstad Offshore had guaranteed in connection with the previous financing of the vessel Normand Maximus. The settlement (102 MUSD) was financed with cash and new debt facilities. The settlement agreement involves a reduction of Solstad Offshore's net debt by approximately 1 billion NOK. This claim had previously prevented Solstad Offshore from paying dividends, while the new financing structure now enables dividend payments. Normand Maximus is on a fixed contract until the end of 2026, and Solstad Offshore has an option to purchase the vessel from Solstad Maritime in October 2027 for 125 million USD.

Kistefos also owns 3.7% of the shares in Solstad Maritime Holding AS. Solstad Maritime reported revenues of 5 980 MNOK, EBITDA of 2 960 MNOK, and profit after tax of 2 637 MNOK in 2024. Net interest-bearing debt at the end of 2024 was 6 951 MNOK.

### **Oslo Airport City AS (30.4% ownership)**

Oslo Airport City strengthened its financial position in 2024 through the sale of World Seafood Center. This released significant liquidity but also resulted in an accounting loss. Furthermore, the company completed the GF logistics building and signed a lease agreement with Grieg Seafood for a 5,500 – 6,000 sqm fish processing facility planned for completion in Q4 2025. This indicates that the company's cluster strategy is beginning to materialize. Finally, OAC entered into a cooperation agreement with NREP to develop the 339,000 sqm logistics park, which was fully detailed in 2024.

### **Organization and Environment**

At the end of 2024, the Kistefos Group, including affiliated companies, employed a total of 2,366 full-time equivalents. The parent company's headoffice is in Oslo. The group operates a global business.

At the end of the year, the number of full-time equivalents in the parent company was 18.7. The working environment in Kistefos is good. In 2024, absence due to sickness was 40 days (1%) in the parent company. No injuries nor accidents have been reported in the Group or the parent company in 2024.

The Group has a focus on ensuring that both genders are given equal opportunities in terms of skills improvement, pay and development opportunities. The group practices a human resources and recruitment policy that does not discriminate. Both the parent company and the Group practice equality in appointments and strive to achieve a good gender balance. The Kistefos Group has developed its own "Code of Conduct" which describes the guidelines that are used as a basis for work such as preventing discrimination and ensuring that duties are adapted where there are special needs.

The parent company does not operate in significant environmentally polluting business of any significance. However, the Group is involved in businesses where there may be potential sources of pollution and emissions of greenhouse gases. This particularly applies to the Group's activities within shipping and offshore supply. All companies within this industry in the Group publicly support the Norwegian Shipowners' Association's ambition of net zero emissions by 2050 and are working on relevant and operational measures for reduced environmental impact and increased energy efficiency. Furthermore, the respective boards of these companies are responsible for ensuring that their businesses are operated responsibly and in line with the guidelines which are there to prevent and limit environmental pollution.

### **Group risks**

The Group is exposed to various types of risk. The board and management actively monitor the different parts of the business that are exposed to risk. Kistefos AS has a board liability insurance with broad scope of coverage and a sum assured that, in the board's opinion, reflects the company's exposure.

Beyond the market risk which is inherent in each company or project, there are also other

operational- and financial risks associated with the Group's activities. The Group is exposed to currency risk and protects its operational activities, assets, and liabilities against currency fluctuations where this is considered appropriate.

There are risks associated with short-term and long-term liquidity in the Group, and the board is committed to ensuring that liquidity will be sufficient to meet the Group's needs at any time. The board's commitment for liquidity is important with volatile financial markets and is designed to ensure that the parent company and Group can meet their obligations. Furthermore, the Group must be positioned to act opportunistically when interesting opportunities present themselves.

The Group is also exposed to changes in the interest level. The parent company has interest-bearing debt linked to NIBOR and NOWA. In terms of the Group's banking activities, the biggest risks are credit risk and regulatory risk. Advanzia Bank has its own credit function that monitors and evaluates risk.

#### **Significant Events After the reporting period and the going concern assumption.**

The annual accounts have been prepared based on a going concern assumption. The board confirms that the assumption of continued operations is present and that there have been no significant events after the balance sheet date that are not reflected in the annual report. On January 22nd, 2025, an extraordinary dividend of 7.00 NOK per share was paid from Sea1, giving Kistefos an income of 557 MNOK.

#### **The Board of Directors of Kistefos**

Unfortunately, board member and lawyer Erik Wahlstrøm passed away in June 2024. At the time of his passing, Erik had been on the board of Kistefos AS for almost 30 years. Martin Reimers also left the board after being a board member since 2011. The board wishes to express great gratitude for their contributions over several years, where their commitment, integrity, and wisdom have helped develop Kistefos into what it is today.

Lawyer Kristin Haram Førde and Christoffer Hernæs have joined as new board members. Kristin is a Partner at Bull & Co Advokatfirma and has more than 25 years of experience as a lawyer specializing in the IT sector. Christoffer is Head of digitalization at Skanska and has 18 years of experience at the intersection of finance and technology. The board warmly welcomes the two new board members.

#### **Outlook 2025**

Advanzia expects to continue growth in core markets in 2025, driven by marketing initiatives, cost-effective operations, and good risk selection. The bank expects to increase both the number of customers and loan balance per customer and to maintain its position as a market leader in Germany and Austria. Advanzia will also prioritize continuing invest in technology to ensure that the bank can offer leading services and a seamless user experience in all markets in the future. Overall, we expect the company to deliver better results in 2025 than in 2024.

Sea1 Offshore has strong growth prospects driven by increasing demand for the company's services as well as a solid order book of 1 466 MUSD, including options. The market for offshore oil and gas is expected to grow, particularly through subsea tiebacks, where smaller fields are connected to existing infrastructure. The FPSO market in Brazil is entering a growth phase with several planned installations, which will contribute to increased demand for offshore vessels. The AHTS market also looks promising, with expectations of increasing activity in the North Sea, Brazil, West Africa, Canada, and Australia, as well as an expected increase in the number of semi-rigs on the Norwegian continental shelf in 2025, which may result in higher rates and better utilization for large AHTS vessels. Adjusted for write-ups, we expect Sea1 to deliver better results for 2025 than 2024.

Viking Supply Ships is also positive about the market outlook for 2025 but sees a challenge due to a lot of available tonnage in the North Sea. Adjusted for one-off effects, we expect a slightly better result in 2025 compared to 2024.



WBC has implemented several initiatives in 2024 to improve results and return to profitability. This transformation will take time, but we expect to see some effects of this already in the results for 2025.

Opplysningen 1881 expects to continue the positive development through 2025, with organic growth in all verticals, as well as improved profitability in Tjenestetorget because of project "Fixa" and maturation of greenfield initiatives in Prisradar and Tjenestetorget in Denmark and Sweden.

At the end of 2024, approximately 90% of subscription revenues and 95% of NextGenTel's customer base come from fiber or wireless broadband. Increased service and product quality, collaboration with regional fiber operators, and opportunities for sales to new customers provide a good basis for further growth in the customer base.

Bitpro expects to capitalize on the company's solid foundation and unique market position to deliver higher margins in 2025 compared to 2024. As a total provider of IT and digital communication services with long-term customer relationships, Bitpro has a strong foundation for stable revenue growth with increased profitability.

#### **Allocation of net profit for the year**

The board proposes the following allocation of profit for the year (figures in NOK 1 000):

Net profit for the year	490 685
Transferred from other equity	309 315
Proposed Group Contribution	-785 833
<u>Proposed dividend</u>	<u>- 14 167</u>
Total allocation	490 685

The board proposes giving 101 953 NOK in group contributions to subsidiaries.

Oslo, 14th of March 2025,  
Board of Directors of Kistefos AS

*For translation purposes only, not to be signed*

Morrow Bank expects to continue the positive development in 2025 through continued cost-effective operations, reduced financing costs, and further growth in loan balance, which we expect will result in improved results.

Instabank will continue to work in 2025 to build scale by further developing the product offering in both existing and new markets, which will increase both results and return on equity.

As a result of the cooperation agreement with NREP on the logistics park, it is expected that the development speed will pick up for OAC going forward, in addition to a better market possibly meaning that the company will consider a realization of the GF logistics building.

Based on these prospects, the Kistefos Group expects an improved results for 2025 compared to 2024.

# KISTEFOS AS

Parent company		PROFIT AND LOSS STATEMENT		Group	
2023	2024	Amounts in NOK 1,000	Note	2024	2023
		<b>OPERATING INCOME</b>			
0	0	Freight revenues ships		16 869 186	12 336 682
0	0	Sales revenue		1 284 933	1 253 475
0	0	Interest income, bank activities		7 963 162	5 968 909
2 225	1 182	Other operating income		197 900	235 467
<b>2 225</b>	<b>1 182</b>	<b>Total operating income</b>	<b>1</b>	<b>26 315 181</b>	<b>19 794 533</b>
		<b>OPERATING EXPENSES</b>			
6	59	Cost of goods sold		577 335	578 855
0	0	Operating expenses ships		14 828 467	12 165 647
0	0	Interest expenses, bank activities		3 894 901	2 575 084
56 445	83 517	Wages and salaries	<b>2</b>	1 265 222	923 232
653	681	Depreciation and write-downs of fixed and intangible assets	<b>3</b>	691 875	389 109
94 483	298 693	Other operating expenses	<b>2</b>	2 645 347	2 040 816
<b>151 587</b>	<b>382 949</b>	<b>Total operating expenses</b>		<b>23 903 148</b>	<b>18 672 744</b>
<b>-149 362</b>	<b>-381 767</b>	<b>OPERATING PROFIT</b>		<b>2 412 033</b>	<b>1 121 789</b>
		<b>FINANCIAL INCOME AND EXPENSES</b>			
481 410	1 206 583	Income / (expense) from group companies and associated companies		98 711	-1 774
4 551	1 868	Interest received from group companies		0	0
137 415	92 328	Gain / (losses) on shares and other financial instruments		92 643	137 415
31 432	153 906	Other interest and financial income	<b>4</b>	295 422	100 747
0	-32 900	Change in value of shares and other financial instruments		-6 352	-29
-8 142	-5 138	Interest paid to group companies		0	0
-467 290	-548 801	Other interest and financial expenses	<b>4</b>	-1 296 381	-689 335
<b>179 377</b>	<b>867 846</b>	<b>Net financial income / (expenses)</b>		<b>-815 958</b>	<b>-452 976</b>
<b>30 016</b>	<b>486 080</b>	<b>Profit before tax</b>		<b>1 596 075</b>	<b>668 813</b>
0	4 606	Taxes	<b>5</b>	42 593	-272 113
<b>30 016</b>	<b>490 685</b>	<b>PROFIT AFTER TAX</b>		<b>1 638 667</b>	<b>396 701</b>

Majority's share of profit after tax

858 975 361 796

Minority's share of profit after tax

779 693 34 905

## KISTEFOS AS

Parent company		BALANCE SHEET		Group	
31.12. 2023	31.12. 2024	<i>Amounts in NOK 1,000</i>	Note	31.12. 2024	31.12. 2023
<b>ASSETS</b>					
<b>FIXED ASSETS</b>					
5 036	0	Deferred tax assets	5	421 275	2 954
0	0	Goodwill	3	121 769	64 748
0	0	Other intangible assets	3	571 091	614 784
<b>5 036</b>	<b>0</b>	<b>Total intangible assets</b>		<b>1 114 134</b>	<b>682 486</b>
0	0	Property and real estate		112 790	118 549
0	0	Ships, PSV and AHTS		9 479 211	2 431 025
254 709	313 102	Operating equipment, FF&E, machines etc.		449 084	421 587
<b>254 709</b>	<b>313 102</b>	<b>Total tangible fixed assets</b>	<b>3</b>	<b>10 041 085</b>	<b>2 971 161</b>
4 055 742	4 804 546	Investments in subsidiaries	6	0	0
0	0	Investments in associated companies		109 741	93 074
26 184	57 174	Loans to group companies		0	0
4 121	4 307	Other long-term receivables		190 397	7 056
<b>4 086 047</b>	<b>4 866 027</b>	<b>Total financial fixed assets</b>		<b>300 138</b>	<b>100 130</b>
<b>4 345 791</b>	<b>5 179 129</b>	<b>Total fixed assets</b>		<b>11 455 357</b>	<b>3 753 778</b>
<b>CURRENT ASSETS</b>					
0	0	Goods for sale and consumption		442 674	535 846
47	0	Accounts receivable		976 053	394 056
0	0	Loans and advances, bank activities		39 679 135	32 845 033
421 697	571 891	Receivables from group companies		508	349
0	0	Restricted bank deposits		65 181	76 606
181 206	180 679	Other receivables	2	1 167 547	631 984
<b>602 950</b>	<b>752 570</b>	<b>Total goods for sale and receivables</b>		<b>42 331 097</b>	<b>34 483 874</b>
1 994 264	2 018 840	Shares and other financial instruments	7	2 726 114	2 664 623
0	0	Cash balances, bank activities		12 274 561	13 357 288
116 282	176 283	Cash and cash equivalents	8	1 566 208	789 842
<b>2 713 496</b>	<b>2 947 693</b>	<b>Total current assets</b>		<b>58 897 980</b>	<b>51 295 628</b>
<b>7 059 287</b>	<b>8 126 822</b>	<b>TOTAL ASSETS</b>		<b>70 353 337</b>	<b>55 049 406</b>

## KISTEFOS AS

Parent company		BALANCE SHEET	Group	
31.12. 2023	31.12. 2024	<i>Amounts in NOK 1,000</i>	31.12. 2024	31.12. 2023
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
<b>Restricted Equity</b>				
310 828	310 828	Share capital	310 828	310 828
77 508	77 508	Other Restricted Equity	77 508	77 508
<b>Retained earnings</b>				
1 002 391	687 376	Other Equity	8 168 753	3 936 186
<b>1 390 727</b>	<b>1 075 712</b>	<b>Total Equity</b>	<b>8 557 089</b>	<b>4 324 522</b>
<b>LONG TERM LIABILITIES</b>				
0	0	Deferred taxes	6 560	21 821
0	0	Pension liabilities	3 525	4 217
171 727	648 214	Liabilities to financial institutions	5 187 577	1 066 384
464 633	324 355	Liabilities to group companies	0	0
4 669 700	5 000 000	Unsecured bond-loans	5 000 000	4 669 700
0	0	Subordinated loan, bank activities	1 902 575	1 743 228
136	136	Other long-term liabilities	14 554 960	10 583 002
<b>5 306 196</b>	<b>5 972 705</b>	<b>Total other long-term liabilities</b>	<b>26 655 197</b>	<b>18 088 352</b>
<b>SHORT TERM LIABILITIES</b>				
0	0	Credit balances, bank activities	32 144 630	30 895 942
4 101	6 893	Trade creditors	355 850	247 880
0	0	Taxes payable	40 694	18 909
4 574	6 007	Government taxes, holiday pay, tax deductions	81 164	89 518
277 720	901 953	Dividend/group contribution	1 096 703	421 124
75 967	163 552	Other short-term liabilities	1 422 009	963 159
<b>362 363</b>	<b>1 078 404</b>	<b>Total short-term liabilities</b>	<b>35 141 050</b>	<b>32 636 532</b>
<b>5 668 560</b>	<b>7 051 109</b>	<b>Total liabilities</b>	<b>61 796 249</b>	<b>50 724 884</b>
<b>7 059 287</b>	<b>8 126 822</b>	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>70 353 337</b>	<b>55 049 406</b>

The board of Directors of Kistefos AS  
Oslo, March 14, 2025

*For translation purposes only, not to be signed*

# KISTEFOS AS

## CASHFLOW STATEMENT

*Amounts in NOK 1,000*

<b>Parent Company</b>			<b>Group</b>	
31.12. 2023	31.12 2024		31.12 2024	31.12. 2023
		<b>CASH FLOW FROM OPERATIONAL ACTIVITIES</b>		
30 016	486 080	Profit before tax	1 596 075	668 813
0	0	Taxes (paid) / repaid during the year	-301 195	-374 432
653	681	Depreciations	691 875	389 109
-137 415	-92 328	Net (gain) / loss on sale of shares and other financial instruments	-92 643	-137 415
-47	47	Change in accounts receivables and loans/advances in bank activities	-6 970 573	-6 290 829
1 157	2 791	Change in accounts payables and credit balances in bank activities	1 306 470	5 985 746
0	0	Net FX on changes in accounts receivables/payables in foreign currency	70 812	55 619
0	0	Change in goods for sale and consumption	93 172	-59 502
-481 410	-1 206 583	Income from subsidiaries and associated companies	-98 711	-1 774
0	32 900	Change in value of shares and other financial instruments	6 352	29
85 724	42 196	Change in other receivables and other liabilities	138 492	-259 162
<b>-501 322</b>	<b>-734 216</b>	<b>A = Net cash flow from operating activities</b>	<b>-3 559 873</b>	<b>-23 797</b>
		<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
-1 087	-59 074	Reduction/(increase) in operating equipment, FF&E, buildings/real estate etc.	-107 282	-91 290
0	0	Reduction/(increase) ships	-114 559	-24 995
0	0	Reduction/(increase) other immaterial assets	-143 226	-21 137
0	0	Reduction/(increase) investments in subsidiaries/associated companies	196 434	-10 784
-517 831	-611 765	Reduction/(increase) shares and other financial instruments	-648 679	-517 042
0	0	Change in restricted bank deposits	11 425	39 153
-99 176	527	Change in other receivables	0	41 991
13 402	1 001 980	Dividens received	171 598	13 402
-73 610	-18 508	Change in receivables to group companies	0	0
<b>-678 303</b>	<b>313 159</b>	<b>B = Net cash flow from investment activities</b>	<b>-634 289</b>	<b>-570 701</b>
		<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
170 476	476 487	Increase/(reduction) liabilities to financial institutions	272 217	320 508
971 200	330 300	Increase/(reduction) unsecured bond loan	330 300	971 200
0	0	Increase/(reduction) other liabilities	2 525 868	5 398 321
-400 000	-197 000	Capital increase/(dividend)	-571 736	-433 698
127 256	-128 728	Reduction / (Increase) in loan to group companies	0	0
<b>868 931</b>	<b>481 059</b>	<b>C = Net cash flow from financing activities</b>	<b>2 556 649</b>	<b>6 256 331</b>
		<b>Other Changes</b>		
0	0	Cash in new subsidiaries in the Group	775 459	0
0	0	Other changes, accounting principles, and currency fluctuations	555 692	-70 102
<b>0</b>	<b>0</b>	<b>D = Net other changes</b>	<b>1 331 151</b>	<b>-70 102</b>
-310 694	60 002	A+B+C+D = Net change in bank deposits and cash	-306 361	5 591 730
426 977	116 282	Bank deposits and cash as per 1 January	14 147 130	8 555 400
<b>116 282</b>	<b>176 284</b>	<b>Bank deposits and cash as per 31 December</b>	<b>13 840 768</b>	<b>14 147 130</b>
		Balance of bank deposits and cash consists of:		
		Deposits bank activities	12 274 561	13 357 288
		Other bank deposits and cash	1 566 208	789 842

## ACCOUNTING PRINCIPLES

These financial statements are presented in accordance with the Norwegian Accounting Act and generally accepted accounting practices in Norway.

This description of accounting principles is limited to descriptions that are mandatory in accordance with the accounting act or accounting standards, and which are necessary to evaluate the accounts and are not explicitly described in the accounts or notes, and descriptions where the accounting act or accounting standards have optionality in regards of accounting principles.

### Consolidation principles

The consolidated financial statements include the parent company Kistefos AS and companies in which it holds a controlling interest, directly or indirectly, regardless of how they are incorporated. These consolidated financial statements have been prepared in accordance with uniform principles that apply to the entire Group. Intragroup transactions, profits, receivables and payables have been eliminated. The cost of shares and interests in subsidiaries has been eliminated in the consolidated financial statements against the shareholders' equity in the subsidiary companies at the time of establishment or purchase (the acquisition method). Excess values are distributed across the assets to which the excess values refer and are depreciated or amortised over the assumed life of the assets. Excess values that cannot be attributed to tangible or intangible assets are classified as goodwill and amortised. Goodwill is recognized in the balance sheet only with the majority's share.

Minority interests are recognised as a separate item in the profit and loss statement and on the balance sheet. The minority's share of the profit is calculated on the basis of the subsidiary's profit after tax. On the balance sheet, minority interests are calculated as a share of the subsidiary's equity before intragroup eliminations.

When foreign subsidiaries are consolidated, balance sheet items are translated at the exchange rate on the balance sheet date. Profit/loss items are translated at the average exchange rate for the year. Translation differences are entered directly against the Group's equity.

### Valuation and classification of assets and liabilities

The first annual instalment on long-term liabilities is included under long-term liabilities.

### Assets and liabilities in foreign currency

Balance sheet items in foreign currency that are not hedged against exchange rate fluctuations are valued at the exchange rate on the balance sheet date.

Transactions in foreign currency are converted at the exchange rate on the date of the transaction.

### Financial instruments

Financial instruments are recognised in the financial statements in accordance with the intention behind the conclusion of the agreements. Agreements are defined as either hedging transactions or trades upon conclusion.

Financial instruments in the Group are derivatives linked to cargo, bunkers and exchange and interest rates. The derivatives are intended to hedge cash flows and future results. Gains/losses on financial hedging instruments are recognised at the same time as the effect of the hedged objects on the profit and loss statement.

### Intangible assets

Costs from the maintenance of operating systems developed in-house are recognised as they are incurred. Development costs that are directly traceable to the design and testing of an identifiable and unique operating system that is controlled by the Group are recognised on the balance sheet as an intangible asset when certain criteria are met.

### Fixed assets

Adaptions in leased premises are depreciated over the lease-contract period.

### Subsidiaries, associated companies and joint ventures

Subsidiaries and associated companies are included in the parent company using the cost method.

Investments in companies in which the participants exercise joint control pursuant to agreement are recognised using the proportionate consolidation method.

### Write-down of fixed assets

In those cases in which the recoverable amount (higher of the utility value and sales value) of a fixed asset is lower than the recognised value, the asset is written down to the recoverable amount. The write-down is reversed if the basis for the write-down no longer exists.

### Bunkers and other inventories

Bunkers and other holdings are recognised on the balance sheet under other current assets. The holdings are valued at whichever is the lower of their cost price and their fair value.

## ACCOUNTING PRINCIPLES

### Shares and other financial instruments

Financially motivated investments in shares and other financial instruments are classified as current assets and are valued according to the portfolio principle. The total portfolio is valued and the value adjusted if the total holding has a value lower than the acquisition cost. The acquisition cost is allocated based on average acquisition prices.

Short-term investments in companies in which the Group holds more than a 50% ownership interest are not consolidated if the objective of the investments is to dispose of all or parts of the individual investment after restructuring and development has been completed as planned.

Provisions are made for dividends on shares and these are recognised as income when it is deemed probable that the dividend will be approved by the general meeting

For the bulk operations, a writedown is made in case the total market value of its leases, freight and freight/bunkers-derivatives are negative. If the negative value exceeds the assets in the balance sheet, a provision is made for the excess value.

For Bank activities, loss provisions are made on credit card loans and other loans in accordance with IFRS 9. This means that the bank makes provisions for losses on good customers who pay on time, in addition to customers that have not paid in time. The loss provisions are calculated on the basis of historical data, where expected loan losses are projected based on this.

The Bank assesses that credit card loans which are more than 60 days past due are to be considered as impaired. Loans 90 days past due are cancelled, and the full outstanding loan balance becomes payable. For impaired loans that are considered uncollectible, the Bank will fully write off the loan balances and any related allowances for impairment.

### Lease commitments

Office rent is considered operational and not recognised in the balance sheet. Leased fixed assets are recognised in the balance sheet if the lease contract is considered financial.

### Revenue recognition principles

Sales are recognised in the profit and loss account when revenues can be reliably measured, it is probable that economic benefits will flow to the Group, and special criteria associated with the various forms of sale mentioned below are met. The Group bases the estimates for recognising revenues on historical figures, assessments of the type of customer and transaction, and any special circumstances associated with the individual transaction.

Interest income and other financial income are recognized in the profit and loss as they are earned.

### *Offshore og shipping*

Income contingent upon travelling and expenses from offshore and shipping activities are accrued based on the number of days of the travel before and after year-end. Freight revenues on a bareboat basis are treated as freight revenues.

### *Telecom*

Customers are billed by the telecommunications operators (the operators) via their ordinary telephone bill. The Group bills the operators. Earned revenues that have not been billed are presented as accounts receivable. Revenues are measured at fair value from the fee received from operators, i.e. net after the operator's share and not at the fair value of the fee paid by the end customer

In the case of manual number information, the service is deemed to have been delivered when the phone call is completed.

Revenues from directory listings (advertisements, keywords, etc.) and advertising banners are periodically accrued over the lifetime of the contract from the month the listing is posted on the website and over a period that corresponds to the contract's term of office, usually 12 months.

### *Bank activities*

Interest income and expense are recognised in the P&L using the effective interest method. When calculating the effective interest rate, the Bank considering all contractual terms but not future credit losses. The calculation of the effective interest rate includes fees and points paid or received that are an integral part of the effective interest rate. For impaired assets, the Bank continues to recognize the interest income based on the effective interest method.

### Maintenance and classification expenses

Periodic maintenance and docking of vessels are recognised on the balance sheet over the period up to the next periodic maintenance. Actual expenses from running maintenance are charged against operating income when maintenance takes place.

### Gifts and sponsorships

The parent company supports charitable, cultural and non-profit purposes, including the distribution of scholarships for studies at the most recognized foreign universities. Non-recurring gifts are expensed in the year in which both the declarant and the recipient agree on the terms of the performance, and the Company (the Group) has an irrevocable obligation to render the gift, regardless of the date of payment. Benefits where the Company receives a consideration, typically sponsorship agreements etc., are expensed normally when incurred, or for significant agreements, if significant future consideration can be demonstrated, at the time when the consideration is received by the Company (the Group).

**NOTES TO THE ACCOUNTS**

Amounts in NOK 1,000

**NOTE 1 - BUSINESS AREAS**

	Bank	Bulk	Offshore
Operating Income 2023*	5 968 909	11 805 965	604 725
Operating Income 2024	7 963 162	13 643 039	3 260 106

	IT / Telecom	Real Estate	Other	Group
Operating Income 2023*	1 176 600	0	238 334	19 794 533
Operating Income 2024	1 216 272	0	232 601	26 315 180

Operating Income by geographical areas	2024	2023
Nordic region	2 384 079	2 346 828
Rest of Europe	12 331 921	10 010 343
North America	1 726 179	1 418 759
Rest of the world	9 873 000	6 018 601
Total	26 315 181	19 794 533

\*: Sea1 was consolidated from May 2024. If the company had been consolidated for the whole of 2023, the income would have been 3 610 374 NOK higher that year. Correspondingly, revenues for the whole year of 2024 would have been NOK 1,356,379 higher.

**NOTE 2 - WAGES AND SALARIES, REMUNERATION, PENSIONS ETC.**

	Parent Company		Group	
	2024	2023	2024	2023
Wages and salaries, holiday pay, fees etc	67 926	42 572	976 157	730 140
Employer's tax	11 248	10 027	92 658	72 283
Pension expenses benefit-based pensions	0	0	15 707	22 845
Pension expenses contribution-based pensions	320	1 264	53 277	33 386
Other personnell expenses	4 023	2 581	127 432	64 578
<b>Total wages and salaries</b>	<b>83 517</b>	<b>56 445</b>	<b>1 265 222</b>	<b>923 232</b>
Full time equivalents	18,7	17,8	2 366,0	1 270,8

Wages and salaries for ship-based crews are recognised under operating expenses, ships.

**Remuneration of the company's officers and managing director**

Fee to the Chairman of the board NOK 0, other fees to the Board of Directors NOK 1 799.

The CEO's salary, bonus and other remuneration amounted to NOK 12 665 in 2024. The CEO has a bonus agreement based on performance components and value creation, as well as contractual agreement of 6 months salary after an eventual resignation. Beyond the above-mentioned benefits for the Managing Director and the members of the Board of Directors, there are no other agreements relating to bonuses, severance packages, subscription rights or options.

	Parent Company	Group	
		Parent company's auditor	Other auditors
Auditor's fee (ex. VAT)			
Statutory audit	1 041	7 363	5 701
Assistance with preparing annual financial statements, tax returns and other tax services	601	1 370	4 199
Services other than audit	13	1 134	2 233
Total	1 655	9 867	12 133

Some of the subsidiaries have a defined benefit pension scheme that covers a total 317 (300) employees in the Group at 31 December 2024, of which 275 (278) are retired. The employees are beneficiaries to certain defined future benefits. These benefits mainly depend on the number of earnings years, salary at the age of retirement, future returns on pension assets and size of the benefits received from the National Insurance Scheme.

The collective pension agreement is financed by generating reserves structured in a life insurance company. Net pension expenses are categorised in their entirety as wage and salary expenses in the financial statements. Under the Norwegian Mandatory Occupational Pension Act, Kistefos AS is obliged to have an occupational pension scheme. The scheme satisfies the relevant requirements.

	Group	
	2024	2023
<b>Pension expenses and liabilities in the financial statements:</b>		
Current value of this year's pension contributions	8 227	-76
Interest cost of accrued pension liability	6 460	4 217
Expected return on pension assets	-7 352	-4 573
Amortisation	0	0
National insurance contribution and administration expenses	1 269	1 786
Changes in pension scheme	-14 204	0
Net pension expenses, contribution plans	74 584	21 492
<b>Year's pension expenses/(income)</b>	<b>68 985</b>	<b>22 845</b>
<b>Pension assets/(liabilities):</b>		
Estimated pension liabilities	-139 844	-145 095
Pension assets (at market value)	144 718	144 036
Unrecognised actuarial differences	0	0
Estimated national insurance contribution	-1 813	-1 579
Adjustment IFRS to NGAAP	0	0
<b>Net book value, pension liabilities</b>	<b>-2 075</b>	<b>-3 109</b>
<b>Pension scheme with net liability classified as an accrual</b>	<b>-3 525</b>	<b>-4 217</b>
<b>Pension assets included in other receivables</b>	<b>5 601</b>	<b>1 109</b>



**NOTES TO THE ACCOUNTS**

Amounts in NOK 1,000

**Estimate assumptions:**

Discount rate	2,2 % -3,9 %
Expected returns	2,2 % - 3,9 %
Wage and salary adjustment rate	2,00 % - 4 %
National Insurance Scheme's basic pension adjustment rate	3,25%-3,75%
Pension regulation	1,9 %-2,4 %

**NOTE 3 – TANGIBLE FIXED ASSETS AND INTANGIBLE ASSETS**

	Parent Company		Group	
	FF&E machinery, etc.	Art	FF&E machinery, etc.	Buildings real estate
Acquisition cost as per 1 January	13 835	251 660	662 416	190 930
Reclassification	0	0	-99 561	0
Foreign currency translation differences	0	0	-58	0
Additions during the year	533	58 540	74 912	2 078
Disposals during the year	0	0	-14 667	0
<b>Acquisition cost as per 31 December</b>	<b>14 368</b>	<b>310 200</b>	<b>623 041</b>	<b>193 008</b>
Depreciations and amortisations as per 1 January	10 785	0	492 487	72 381
Reclassification	0	0	61	-286
Foreign currency translation	0	0	-76 096	0
This year's depreciations	681	0	68 077	8 123
This year's writedowns	0	0	0	0
Additions during the year	0	0	0	0
Disposals during the year	0	0	-370	0
Accumulated depreciations and amortisations	11 466	0	484 159	80 217
<b>Book value as per 31 December</b>	<b>2 902</b>	<b>310 200</b>	<b>138 884</b>	<b>112 790</b>

Economic life	5-10 years	Not depreciated	3-10 years	50 years
Depreciation plan	Straight line		Straight line	Straight line Real estate is not depreciated

	Art	Ships, Offshore*	Other Intangible assets	Goodwill / (Negative Goodwill)	Total Group
Acquisition cost as per 1 January	251 660	3 363 276	1 992 629	-6 673	6 454 237
Reclassification	0	-102 578	99 561	0	-102 578
Foreign currency translation differences	0	-81 958	39 185	0	-42 831
Additions during the year	58 540	7 379 578	162 467	90 056	7 767 632
Disposals during the year	0	-16 637	-106 072	-146 554	-283 930
<b>Acquisition cost as per 31 December</b>	<b>310 200</b>	<b>10 541 683</b>	<b>2 187 770</b>	<b>-63 172</b>	<b>13 792 530</b>
Depreciations and amortisations as per 1 January	0	932 252	1 377 846	-71 424	2 803 541
Reclassification	0	-42 435	70 669	-185	27 823
Foreign currency translation	0	-186 597	33 169	0	-229 524
This year's depreciations	0	1 240 756	199 881	34 207	1 551 042
This year's writedowns	0	-871 115	11 948	0	-859 167
Additions during the year	0	0	29 242	0	29 242
Disposals during the year	0	-10 389	-106 072	-147 538	-264 368
Accumulated depreciations and amortisations	0	1 062 472	1 616 681	-184 941	3 058 589
<b>Book value as per 31 December</b>	<b>310 200</b>	<b>9 479 211</b>	<b>571 091</b>	<b>121 769</b>	<b>10 733 945</b>

\*: Additions during the year to Ships, Offshore include an addition of 6 664 830 NOK related to the group establishment of Sea1. The addition of ships at the time of consolidation on 7 May 2024 and the departure of ships on 5 July 2024 are shown net in the note. See further discussion in note 11.

Economic life	Not depreciated	20-25 years	2 - 99 years	5-10 years
Depreciation plan		Straight line	Straight line / 10 % balance	Straight line

**Book value of lease agreements**

Fixed assets include lease agreements of 906 553 NOK. This mainly applies to the lease of the ships Odin Viking and Andreas Viking in VSS. The annual depreciation on the leased operating assets was 39 363 NOK.

**Goodwill/ (Negative goodwill)**

Net goodwill consists mainly of negative goodwill following the acquisition Sea1 (69 832 NOK), goodwill in Opplysningsen 1881 (61 506 NOK) and negative goodwill following acquisition of shares in Viking Supply Ships AB in 2021 and 2024 (-9 569 NOK). The items are depreciated in accordance with the Accounting Act.

**Intangible assets**

Intangible assets derive from the acquisition of Opplysningsen 1881 AS, as well as internally developed IT - and production systems.

**NOTES TO THE ACCOUNTS**

Amounts in NOK 1,000

**NOTE 4 - OTHER FINANCIAL INCOME AND EXPENSES**

	Parent Company		Group	
	2024	2023	2024	2023
Share dividends	41 894	13 402	41 894	13 402
Gains on foreign exchange	18 739	587	38 595	37 196
Other interest income	11 967	17 439	101 480	46 700
Other financial income	81 306	4	113 453	3 450
<b>Total other financial income</b>	<b>153 906</b>	<b>31 432</b>	<b>295 422</b>	<b>100 747</b>
	2024	2023	2024	2023
Loss on foreign exchange	-1 457	-2 926	-84 101	-32 089
Other interest expenses	-528 210	-443 607	-1 139 060	-582 571
Other financial expense	-19 135	-20 756	-73 220	-74 674
<b>Total other financial expenses</b>	<b>-548 801</b>	<b>-467 290</b>	<b>-1 296 381</b>	<b>-689 335</b>

**NOTE 5 – TAXES**

	Parent Company		Group	
	2024	2023	2024	2023
<b>Tax expenses for the year:</b>				
Change in deferred tax/deferred tax assets*	-14 247	-3 570	-422 663	4 095
Tax payable	0	0	362 916	256 771
Tax on group contribution in P&L	9 642	0	9 642	3 570
Other changes	0	3 570	7 512	7 676
<b>Year's tax expense/(income)</b>	<b>-4 606</b>	<b>0</b>	<b>-42 593</b>	<b>272 113</b>

\*: Change in deferred tax differs from the tax effect of changes in temporary differences because the tax effect of parts of the group contribution is recognized directly against deferred tax assets in the balance sheet.

	2024	2023
<b>Tax payable in this year's tax expense:</b>		
Operating result before tax	486 080	30 016
Permanent differences	-1 121 186	-455 578
Change in temporary differences	0	0
<b>Basis for tax payable</b>	<b>-635 107</b>	<b>-425 562</b>
Tax (22 %)	0	0

**Specification of the basis for deferred tax:**

	Parent Company		Group	
	2024	2023	2024	2023
<b>Offsetting differences</b>				
Temporary differences, current receivables/debt	37 476	49 734	-52 868	-26 265
Temporary differences, fixed assets/long term debt	-339	-380	4 259 243	139 919
Temporary differences, others	3 643	4 554	-1 369 284	-163 311
Loss carry-forward for tax purposes	-1 296 172	-930 688	-9 936 381	-1 200 237
<b>Change in deferred tax/(deferred tax assets)</b>	<b>-1 255 391</b>	<b>-876 779</b>	<b>-7 099 290</b>	<b>-1 249 895</b>
	0	0	22% - 23%	22% - 23%
<b>Estimated deferred tax/(deferred tax assets)</b>	<b>-276 186</b>	<b>-192 891</b>	<b>-1 561 844</b>	<b>-274 977</b>
			0	0
<b>Deferred tax - not recognized on balance sheet</b>	<b>-276 186</b>	<b>-187 856</b>	<b>-1 147 129</b>	<b>-293 844</b>
<b>Net deferred tax / (deferred tax asset)</b>	<b>0</b>	<b>-5 036</b>	<b>-414 715</b>	<b>18 867</b>
<b>Deferred tax on balance sheet</b>	<b>0</b>	<b>0</b>	<b>6 560</b>	<b>21 821</b>
<b>Deferred tax asset on balance sheet</b>	<b>0</b>	<b>-5 036</b>	<b>-421 275</b>	<b>-2 954</b>

Net deferred tax asset is recognized in the balance sheet when its deemed probable that the asset can be utilized. Deferred tax assets and deferred taxes are offset against each-other when they can be utilized in such manner.

**NOTES TO THE ACCOUNTS**

Amounts in NOK 1,000

**NOTE 6 – INVESTMENTS IN SUBSIDIARIES AND ASSOCIATED COMPANIES**

The parent company owns the following direct ownership interests in consolidated companies	Ownership share / voting rights	Business office
Sea1 Offshore Inc.	51,8 %	Kristiansand
Kistefos Eiendom AS	100,0 %	Oslo
Kistefos Venture Capital AS	100,0 %	Oslo
Oktant Invest AS	100,0 %	Oslo
Viking Invest AS	100,0 %	Oslo
Kistefos Equity Holdings AS	100,0 %	Oslo
Avanzia Bank S.A.	61,3 %	Luxembourg
Odin Viking SPV AS	100,0 %	Oslo
Holding Akvaservice AS	100,0 %	Oslo
Kistefos Equity Holding AS	100,0 %	Oslo
Kistefos International Investments AS	100,0 %	Oslo
Kistefos Corporate AS	100,0 %	Oslo

Total book value of the subsidiaries is NOK 4 804 546

Material subsidiaries	Parent company	Ownership share / voting rights	Business office
Viking Supply Ships AB	Viking Invest AS	80,1 % / 85,3 %	Stenungsund/Kristiansand
1881 Group AS	Kistefos Venture Capital AS	100 %	Oslo
Western Bulk Chartering AS	Kistefos Equity Holdings AS	68,1 %	Oslo
Nextgentel AS	Telecom Holding 3 AS	100,0 %	Oslo
Fiber Norge AS	Telecom Holding 3 AS	100,0 %	Oslo
Lumarine AS	Holding Akvaservice AS	82,1 %	Tømmervåg

**NOTE 7 – SHARES AND OTHER FINANCIAL INSTRUMENTS****PARENT COMPANY**

	Profit/Equity in last financial statement	Number of shares owned	Ownership interest	Book value
Solstad Maritime Holding ASA		17 124 193	3,7 %	267 760
Solstad Offshore ASA <sup>1)</sup>		12 657 171	15,4 %	363 626
Morrow Bank ASA <sup>1)</sup>		47 787 000	20,8 %	370 157
Instabank ASA		94 268 606	24,9 %	154 757
Source Energy AS		23 554	24,9 %	66 377
Diffia AS		143 886	43,0 %	87 195
Nordic Corporate Bank ASA		617 061	9,8 %	72 656
Seram Coatings AS		3 102 374	27,0 %	37 794
Medco din HMS AS		12 844	10,9 %	21 711
Argeo AS (in addition to 2 376 690 forward shares)		6 524 368	12,2 %	90 136
Ventura Offshore Holding Ltd		10 000 000	9,5 %	219 596
Ostomycure <sup>2)</sup>	-16 727/-2 835	277 960 440	70,3 %	22 203
Alliance Venture Polaris		736 121	17,0 %	11 646
Other shares and financial instruments				244 780
<b>Total shares and other financial instruments – parent company</b>				<b>2 018 840</b>

1): The shares are booked at cost as the requirement in the Accounting Act §5-8 (4) for good ownership dispersion and liquidity in the shares is not met. Based on the stock market price on 30/12/24, the fair value of the shares is 506 540 NOK (Solstad) and 445 375 NOK (Morrow).

**OWNED BY SUBSIDIARIES**

		Number of shares owned	Ownership interest (%)	Book value
Oslo Airport City AS		25 168 415	30,4 %	295 688
Antler (shares and shares in funds)		0	6,8 %	99 152
Rødhallen AS <sup>2)</sup>	2 993/20 516	0	100,0 %	47 818
Previwo AS <sup>2)</sup>	-1 524/42 204	2 248 936	76,4 %	66 886
Semine AS <sup>2)</sup>	-37 083/58 292	1 302 455	55,6 %	83 495
Other shares and financial instruments				114 234
<b>Total shares and other financial instruments – Subsidiaries</b>				<b>707 273</b>
<b>Total shares and other financial instruments – Group</b>				<b>2 726 114</b>

<sup>2)</sup> Not consolidated due to temporary ownership. The numbers for Ostomycure, Previwo and Semine are for 2023 as the numbers for 2024 were not ready at the time the financial statement was reported

## NOTES TO THE ACCOUNTS

Amounts in NOK 1,000

### NOTE 8 – DEBT, MORTGAGES, GUARANTEES, DISPUTES AND RESTRICTED BANK DEPOSITS

The Parent company had a secured debt of 648 214 NOK by the end of 2024 (171 727 NOK in 2023).

The Group has debt of 18 645 430 NOK (2023: 10 476 185 NOK) that is pledged in assets with a book value of 24 484 861 NOK (2023: 15 659 885 NOK).

In accordance with Norwegian GAAP, 900 000 NOK of the hybrid capital has been reclassified from equity in Advanzia's official accounts to debt in Kistefo's consolidated financial statements. Sea1 has debt of 98 301 USD which is due between 2030 and 2035. Besides this and leasing debt specified below, the Group has no debt that falls due later than 5 years.

The parent company has no liabilities that matures later than five years.

#### Financial lease

Other long-term liabilities include the following lease obligations accounted for as financial leasing. The main part of the debt relates to lease obligations on Odin Viking and Andreas Viking in VSS:

	Nominal values	Present value
Withiin one year	132 956	82 871
Two to five years	733 425	631 594
More than five years	-	-
Sum NOK	866 381	714 465

#### Bank deposits and overdraft facilities

Of the parent company's and the Group's bank deposits, 151 403 NOK (2023: 103 083 NOK) are in deposit accounts as collateral for forward funded shares. This can be freed when the instalments are realised. In addition to this, 4 415 NOK (2023: 2 675 NOK) is deposited in tax withholding account for the parent company.

Sea1 has restricted bank deposits of 7 600 USD at year-end, of which 2 200 USD is related to tax deductions and the like and 5 400 USD is held in escrow accounts for bank guarantees and secured loans.

Western Bulk Chartering has restricted cash deposits of 5 741 USD related to obligations to brokers, guarantees and bunker facilities.

The parent company and Group are subject to covenant requirements concerning a minimum level of available liquidity.

The parent company and Group were in compliance with these requirements as per 31 December 2024.

#### Guarantees, etc.

Kistefos AS has provided a guarantee for the 400,000 NOK drawdown facility in Kistefos Equity Holdings AS (312 115 NOK drawn as of 31.12.24) and for the 40 000 USD drawdown facility in Viking Supply Ships Holdings AS (3 200 USD drawn as of 31.12.24). Kistefos's guarantees were not exposed to losses at the time the financial statements were presented.

Western Bulk Chartering AS (WBC) has, on behalf of its Group, provided a framework agreement for guarantee purposes of 35 000 NOK (7 600 drawn as of 31.12.24). Further, WBC have provided a guarantee on behalf of Western Bulk Pte. Ltd. of 3 000 USD. WBC has also provided certain parent company guarantees for its subsidiaries' execution of commercial contracts.

Opplysningen 1881 AS and Digitale Medier AS has pledged guarantees as collateral for various operations-related liabilities. Bank guarantees totalling 17 040 NOK in value have been pledged as security for the liabilities.

#### Disputes:

Sea1 has several pending cases in Brazil; the largest is a case related to the delivery of Siem Maragogi and Siem Marataizes, where Petrobras has sued Sea1 Brasil for late delivery. Sea 1 has made accruals of 14 728 USD for potential claims, classified as long-term liabilities.

The subsidiary Western Bulk Chartering AS is involved in legal disputes, both as a defendant and as a plaintiff. The company makes accounting provisions based on the individual cases. The provisions made in the company's financial statements are considered sufficient, and of no material effect for the Group. The Group does not wish to describe the provisions in detail due to ongoing cases. In total, the company as a defendant has booked provisions of 5 700 USD as of 31.12.2024, compared to 8 200 USD as of 31.12.2023.

**NOTES TO THE ACCOUNTS**

Amounts in NOK 1,000

**NOTE 9 – SHAREHOLDERS' EQUITY**

	Share capital	Other paid equity	Other equity	Total equity
<b>PARENT COMPANY</b>				
Equity as per 1 January	310 828	77 508	1 002 391	1 390 727
Profit/(loss) for the year	0	0	490 685	490 685
Group contribution	0	0	-785 833	-785 833
Dividend	0	0	-14 167	-14 167
Other changes and conversion differences	0	0	-5 700	-5 700
<b>Equity as per 31 December</b>	<b>310 828</b>	<b>77 508</b>	<b>687 376</b>	<b>1 075 712</b>

The company's share capital is NOK 310,828 divided into 22,202,000 shares at NOK 14 each. All shares carry equal rights.

The company's shares are owned by AS Holding (98.23%) and Kistefos Skog AS (1.77%), all companies indirectly owned by Christen Sveaas.

GROUP	Share capital	Other paid equity	Other equity	Minority interests	Total equity
Equity as per 1 January	310 828	77 508	1 957 261	1 978 925	4 324 522
Profit/(loss) for the year	0	0	858 975	779 693	1 638 667
Group contribution	0	0	-785 833	0	-785 833
Dividend	0	0	-14 167	-437 168	-451 335
Conversion differences	0	0	172 121	383 570	555 691
Other changes, herunder consolidation of Sea1	0	0	1 842 837	1 432 540	3 275 376
<b>Equity as per 31 December</b>	<b>310 828</b>	<b>77 508</b>	<b>4 031 194</b>	<b>4 137 559</b>	<b>8 557 089</b>

**NOTE 10 – FINANCIAL RISK FACTORS****Operational exposure**

The Group's activities within shipping and offshore are exposed to the global cargo market and oil market, and results will vary with rates and utilisation rates. Where appropriate, cargo derivatives are used to hedge or adjust the risk exposure in the market. The Group is also heavily exposed to changes in the price of oil, which can cause major fluctuations in the cost of bunkers. Swap or forward contracts for fuel are used to reduce the bunkers risk.

**Currency risk related to the balance sheet**

The Group has significant operational activities abroad and needs ongoing exposure in foreign currencies in order to maintain its daily operations. The majority of the companies' income and expenses are in the same currency. Therefore, the overall currency risk in relation to cash items is relatively modest. Some small items in subsidiaries are hedged using forward exchange contracts.

A significant part of the group's long-term debt is in Norwegian kroner. There is a currency risk related to dividends from foreign subsidiaries in a different currency. No currency hedging has been done against this.

The Group's financial statements are prepared in Norwegian kroner (NOK). Balance sheet risk arises when the subsidiaries' balance sheets are translated from their respective local currencies into NOK. The Group's liabilities are calculated on the basis of the currency composition of assets on the balance sheet.

**Interest rate risk**

The Group's interest rate risk primarily derives from long-term loans. The parent company has interest-bearing debt linked to NIBOR and NOWA. Loans with floating interest carry an interest rate risk for the Group's cash flow.

**Liquidity risk**

The Group focuses on the liquidity reserves and liquidity necessary to cover ongoing operating liabilities. The liquidity requirements associated with loan covenants are monitored on an ongoing basis. It also focuses on the liquidity necessary to use derivatives for hedging purposes.

**Credit Risk**

Credit risk is the main individual risk for the banking activities. Credit risk is the risk of financial losses if a customer is unable to fulfill its contractual obligations and, for the main part, arises in relation to the banks loans and advances to customers and other banks, as well as investments in debt papers. The bank has established a separate Credit Committee which supervises and assesses the risk. This includes, amongst other, establishing credit guidelines and routines and structures for approval and renewal of credit facilities, and assessment and estimation of credit risk.

**NOTE 11 – TRANSACTIONS WITH RELATED PARTIES, MATERIAL TRANSACTIONS AND EVENTS AFTER THE BALANCE SHEET DATE**

Sea1 announced on 5 April 2024 that it had entered into an agreement to sell 9 of its vessels (3 AHTS, 4 PSV and 2 OSCV vessels) to former major shareholder Siem Sustainable Energy S.a.r.l ("Siem") and associated companies in exchange for 35.7% of the company's shares and covering USD 117.5 in debt. Siem assumed risk and earnings for the vessels from 1 April 2024, while the transfer of the vessels took place on 5 July 2024. On 7 May 2024, the annual general meeting was held in Sea1 where, among other things, the agreement for the sale of the vessels was approved and two new board members were elected. On 8 May, it was announced that Christen Sveaas had been elected as chairman of the board. Sea1 was consolidated into the Kistefos Group from 7 May 2024.

Sea1 paid an extraordinary dividend of NOK 7.00/share on January 22, 2025.

The parent company had liabilities to, and receivables from, other group companies. These are subject to interest of 3 month NIBOR + a 1.75% margin. In addition, Kistefos does some administrative work for other group companies. These are billed based on the arm's length principle.



# RSM

RSM Norge AS

Ruseløkkveien 30, 0251 Oslo  
Pb 1312 Vika, 0112 Oslo  
Org.nr: 982 316 588 MVA

T +47 23 11 42 00  
F +47 23 11 42 01

[www.rsmnorge.no](http://www.rsmnorge.no)

To the General Meeting of Kistefos AS

## Independent Auditor's Report

### Opinion

We have audited the financial statements of Kistefos AS showing a profit of NOK 490 685 000 in the financial statements of the parent company and a profit of NOK 1 638 667 000 in the financial statements of the group. The financial statements comprise:

- the financial statements of the parent company Kistefos AS (the Company), which comprise the balance sheet as at 31 December 2024, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of Kistefos AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2024, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

### In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

### Basis for Opinion

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

### Other Information

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

## THE POWER OF BEING UNDERSTOOD

ASSURANCE | TAX | CONSULTING

RSM Norge AS (organisasjonsnummer 982316588), RSM Advokatfirma AS (organisasjonsnummer 914095573), RSM Norge Kompetanse AS (organisasjonsnummer 925107492).

RSM Norge AS er medlem av RSM-nettverket og driver under navnet RSM. RSM er forretningsnavnet som brukes av medlemmene i RSM-nettverket. RSM Advokatfirma AS og RSM Norge Kompetanse AS er selskaper tilknyttet RSM Norge AS.

Hvert medlem i RSM-nettverket er et selvstendig revisjons- og rådgivningsfirma med uavhengig virksomhet. RSM-nettverket er ikke selv en egen juridisk person av noen form i noen jurisdiksjon.



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

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

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

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

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

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

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

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

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Oslo, 14 March 2025

RSM Norge AS

*Translation, not to be signed*

Anders M. Løvaas

*State Authorised Public Accountant*