## **Admission Document**



(a public limited liability company incorporated under the laws of Norway)

## Admission to trading of ordinary shares on Merkur Market

This admission document (the "Admission Document") has been prepared by BEWi ASA (the "Company" or "BEWi", and together with its subsidiaries, the "Group") solely for use in connection with the admission to trading of the Company's 143,943,671 ordinary shares, each with a par value of NOK 1 (the "Shares") on Merkur Market (the "Admission to Trading").

The Company's Shares have been admitted for trading on the Merkur Market, and it is expected that the Shares will start trading on 28 August 2020 under the ticker symbol "BEWI-ME".

The Merkur Market is a multilateral trading facility operated by Oslo Børs ASA. The Merkur Market is subject to the rules in the Norwegian Securities Trading Act and the Norwegian Securities Trading Regulations that apply to such marketplaces. These rules apply to companies admitted to trading on the Merkur Market, as do the marketplace's own rules, which are less comprehensive than the rules and regulations that apply to companies listed on the Oslo Stock Exchange and Oslo Axess. The Merkur Market is not a regulated market and is therefore not subject to all provisions set out in the Norwegian Securities Trading Act and the Norwegian Securities Trading Regulations. Investors should take this into account when making investment decisions.

THIS ADMISSION DOCUMENT SERVES AS AN ADMISSION DOCUMENT ONLY, AS REQUIRED BY THE MERKUR MARKET ADMISSION RULES. THIS ADMISSION DOCUMENT DOES NOT CONSTITUE AN OFFER TO BUY, SUBSCRIBE OR SELL ANY OF THE SECURITIES DESCRIBED HEREIN, AND NO SECURITIES ARE BEING OFFERED OR SOLD PURSUANT HERETO.

No shares or other securities are being offered or sold in any jurisdiction pursuant to this admission document. Investing in the shares involves a high degree of risk. See Section 1 "Risk factors".

## **Merkur Advisors**

SpareBank 1 Markets AS

Nordea Bank Abp, Norwegian branch



Nordea

## **IMPORTANT NOTICE**

This Admission Document has been prepared solely by the Company, only to provide information about the Group and its business and in relation to the admission to trading on the Merkur Market. This Admission Document has been prepared solely in the English language.

For definitions of terms used throughout this Admission Document, see Section 14 "Definitions and Glossary of Terms".

The Company has furnished the information in this Admission Document. This Admission Document has been prepared to comply with the Merkur Market Admission Rules. The Oslo Stock Exchange has reviewed and approved this Admission Document in accordance with the Merkur Market Admission Rules. The Oslo Stock Exchange has not controlled or approved the accuracy or completeness of the information included in this Admission Document, but has from the Merkur Advisors received a confirmation of the Admission Document having been controlled by the Merkur Advisors. The approval by the Oslo Stock Exchange only relates to the information included in accordance with pre-defined disclosure requirements. The Oslo Stock Exchange has not made any form of control or approval relating to corporate matters described, or referred to, in this Admission Document.

All inquiries relating to this Admission Document should be directed to the Company or the Merkur Advisors. No other person has been authorized to give any information, or make any representation, on behalf of the Company and/or the Merkur Advisors in connection with the Admission to Trading, if given or made, such other information or representation must not be relied upon as having been authorized by the Company and/or the Merkur Advisors.

The information contained herein is as of the date hereof and subject to change, completion or amendment without notice. There may have been changes affecting the Company or its subsidiaries subsequent to the date of this Admission Document. Any new material information and any material inaccuracy that might have an effect on the assessment of the Shares arising after the publication of this Admission Document and before the Admission to Trading will be published and announced promptly in accordance with the Merkur Market regulations. Neither the delivery of this Admission Document nor the completion of the Admission to Trading at any time after the date hereof will, under any circumstances, create any implication that there has been no change in the Group's affairs since the date hereof or that the information set forth in this Admission Document is correct as of any time since its date.

The contents of this Admission Document shall not be construed as legal, business or tax advice. Each reader of this Admission Document should consult its own legal, business or tax Advisors as to legal, business or tax advice. If you are in any doubt about the contents of this Admission Document, you should consult your stockbroker, bank manager, lawyer, accountant or other professional adviser.

The distribution of this Admission Document may in certain jurisdictions be restricted by law. Persons in possession of this Admission Document are required to inform themselves about, and to observe, any such restrictions. No action has been taken or will be taken in any jurisdiction by the Company that would permit the possession or distribution of this Admission Document in any country or jurisdiction where specific action for that purpose is required.

The Shares may be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

This Admission Document shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo District Court (Nw.: *Oslo tingrett*) as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Admission Document.

Investing in the Company's Shares involves risks. See Section 1 "Risk Factors" of this Admission Document.

#### ENFORCEMENT OF CIVIL LIABILITIES

The Company is a public limited liability company incorporated under the laws of Norway. As a result, the rights of holders of the Shares will be governed by Norwegian law and the Company's articles of association (the "Articles of Association"). The rights of shareholders under Norwegian law may differ from the rights of shareholders of companies incorporated in other jurisdictions.

The members of the Company's board of directors (the "Board Members" and the "Board of Directors", respectively) and the members of the Group's senior management (the "Management") are not residents of the United States of America (the "United States"), and a substantial portion of the Company's assets are located outside the United States. As a result, it may be very difficult for investors in the United States to effect service of process on the Company, the Board Members and members of Management in the United States or to enforce judgments obtained in U.S. courts against the Company or those persons, whether predicated upon civil liability provisions of federal securities laws or other laws of the United Stated (including any State or territory within the United States).

The United States and Norway do not currently have a treaty providing for reciprocal recognition and enforcement of judgements (other than arbitral awards) in civil and commercial matters. Uncertainty exists as to whether courts in Norway will enforce judgments obtained in other jurisdictions, including the United States, against the Company or its Board Members or members of Management under the securities laws of those jurisdictions or entertain actions in Norway against the Company or its Board Members or members of Management under the securities laws of other jurisdictions. In addition, awards of punitive damages in actions brought in the United States or elsewhere may not be enforceable in Norway.

Similar restrictions may apply in other jurisdictions.

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## 1 RISK FACTORS

#### 1.1 Introduction

Investing in the Company involves inherent risks. Prospective investors should carefully consider, among other things, the risk factors set out in this Admission Document before making an investment decision.

The below risk factors are only a summary of all risks applicable to the Company and the Group. A prospective investor should carefully consider all the risks related to the Company and the Group, and should consult his or her own expert advisors as to the suitability of an investment in securities of the Company. An investment in securities of the Company entails significant risks and is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of the investment. Against this background, an investor should thus make a careful assessment of the Company and its prospects before deciding to invest.

Additional risks and uncertainties that the Company currently believes are immaterial, or that are currently not known to the Company, may also have a material adverse effect on its business, financial condition, results of operations and cash flow. The order in which the risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of their severity or significance.

The risk factors described in this Section 1 "Risk factors" are sorted into a limited number of categories, where the Company has sought to place each individual risk factor in the most appropriate category based on the nature of the risk it represents. The risks that are assumed to be of the greatest significance are described first. This does not mean that the remaining risk factors are ranked in order of their materiality or comprehensibility, and the fact that a risk factor is not mentioned first in its category does not in any way suggest that the risk factor is less important when taking an informed investment decision. The risks mentioned herein could materialise individually or cumulatively.

The information in this Section 1 is as of the date of this Admission Document.

## 1.2 Risks associated with the Group's business and the industry in which it operates

## The Group operates in a competitive industry

The Group develops, manufactures and distribute insulation products for the construction industry and adapted packaging solutions and components for industrial customers within, among other things, the manufacturing, food and medical industry, based primarily on the materials expanded polystyrene ("EPS") and, to a lesser extent, on expanded polypropylene ("EPP"), extruded polystyrene ("XPS") and other materials. The Group has several major national and international competitors. Companies in the market compete not only by brand recognition, product innovation, price, quality of goods and performance, service, but also by other competitive factors such as technology, market penetration, proximity to customers and distribution capabilities.

The Group's competitors may improve their manufacturing processes, develop superior or more innovative technology, expand their manufacturing capacity or develop, using different materials or processes, substitute products causing an oversupply in the market or making it more difficult or less profitable for the Group to compete successfully. In addition, there may be new market entrants that increase the level of competition the Group faces. This could have a material adverse effect on the Group's business, results of operations and prospects.

The Group's existing and future competitors may also benefit from greater resources, more robust investment in research and development, financial strength and other strategic advantages and may, as a result, be better positioned to adapt to changes in the industry or the global economy, to maintain, improve and possibly expand their facilities, compete more aggressively on price as they seek to increase market share, and sustain that

competition over a longer period of time. Competitors' pricing decisions may compel the Group to decrease its prices, which could have an adverse effect on its income and prospects.

#### The Group's strong position in certain markets may imply certain limitations on its freedom of operation

Within certain markets, the Group may have, now or in the future, an important market share, which may, under applicable competition rules and regulation, restrict the Group's freedom to act, including with regard to permissible acquisitions, choice of business partners and the setting of prices and other transaction terms and conditions.

# The economy's influence on the demand of the Group's products may have a negative effect on the Group's results of operations, financial condition and prospects

The Group's products are generally sold to the construction industry and industrial customers within, among other things, the manufacturing, automotive, food and medical industry, and is thus highly dependent on demand in the end-markets in which the Group's customers operate. Since the markets for insulation products and packaging products are generally mature in the countries in which the Group operates, there is a significant degree of correlation between economic growth and the demand for these products. The Group's end markets are cyclical in nature, with the level of cyclicality differing by end markets and regions and as a result, the Group's performance depends to a substantial extent on a number of macroeconomic factors which impact the spending of the Group's customers, and which are outside of the Company's control. Factors which impact the spending and level of industrial activity of the Group's customers are, among other things, GDP (gross domestic product) growth, unemployment rates, consumer and business confidence, social and industrial unrest, the availability and cost of credit, interest rates, taxation, regulatory changes, commodity and utility prices. Each of these factors may have an adverse effect on its business, results of operations, financial condition and prospects. The construction end market, in which the Group is primarily exposed to new construction and renovation projects, is highly dependent on the overall economic condition of each country and particularly sensitive to interest rates, inflation, public funded infrastructure projects and other fiscal stimuli, as well as the cost of mortgage financing and local regulatory requirements. Within the consumer goods market, the Group is primarily exposed to the electronics end-market where production of electronic devices such as TVs, mobiles and PCs, are affected by changes in GDP, consumer purchasing power and technology innovation. The demand for the Group's fish packaging material relies heavily on the fish industry, and in particular the availability and price for salmon, which can be affected not only by variations in the end market, but also by factors affecting the fish, such as disease, lice and weather conditions.

There is also a risk that outside events, such as disease in the fish industry in Norway or a general downturn in the construction industry (including the new-build market) in one or several of the markets in which the Group operates, could have a negative impact on demand for EPS and/or any other of the Group's products, which would have an adverse effect on its business and income.

The Group's results can also be affected by significant economic disruption and changes in general market conditions in the countries where the Group operates, and from time to time may come to operate. The ongoing outbreak of the novel coronavirus (COVID-19) has led to governmental shutdowns of cities, boarders and companies to close business operations. These restrictions and potential further restrictions have, and may have, increased, adverse effect on the market conditions and may lead to negative macro-economic development. Economic disruption and changes in general market conditions can affect the demand for insulation products and packaging products, especially within the construction industry. There is a risk that the Group will not be able to adapt to changes in demand.

# Fluctuations in cost and availability and quality of raw materials could adversely affect the Group's business and results of operations.

The largest component of the Group's cost of sales is raw material costs, mainly due to the purchase of styrene (raw material used to produce EPS). During the financial year that ended 31 December 2019, the Group spent SEK 2,098 million on raw materials excluding raw material in BEWi Drift Holding AS ("BDH"). The Group purchases styrene on the international market through a combination of contract, fixed and spot prices. The volatility in the prices the Group has to pay for raw materials may make it challenging to manage product pricing and pass the increases on to customers through higher selling prices without significant delays or to maintain its selling prices despite decreases in raw material prices. An unfavourable balance between supply and demand or decreasing demand and utilisation of production capacity in the industry will reduce the Group's ability to maintain its selling prices or to delay decreases in its selling prices despite decreases in raw material prices. The Group's raw material costs are subject to variations in supply and demand, and to some extent on the price of oil, which generally creates the floor for prices of petrochemical derivatives like styrene. There are a number of factors that will affect the price of oil, including without limitation political instabilities, wars or other conflicts with oil producing or refining countries could negatively affect the supply of oil and result in a significant increase in prices for oil and petrochemical derivatives.

Due to the variety of contractual arrangements with customers, there is a risk that the Group in the future will not be able to fully or partially recover raw material prices on a timely basis or at all, especially if economic conditions weaken and/or competition intensifies. As a result, margins may be squeezed for a period of time until price increases are achieved to recover input cost increases. Any inability to recover input cost increases for raw materials could adversely affect the Group's results of operations.

The Group sources styrene from two main suppliers, one for each of its RAW production facilities. The Group's RAW facilities supply the Group's other production facilities with mainly EPS, and the Group is thus highly dependent on the ability of these suppliers to adequately maintain their own production processes and the availability and proper functioning of its infrastructure.

To the extent there is a disruption in the supply of styrene from the Group's suppliers, or if styrene is not of the required quality, or are not delivered on a timely basis, the Group may not be able to obtain adequate supplies of styrene from alternative sources on terms as favourable as its current arrangements or at all, which may have a material adverse effect on the Group's business and income.

# Rising cost of energy or unavailability of energy could adversely affect the Group's business, results of operations and prospects

The Group's manufacturing operations utilise electricity, natural gas and petroleum-based fuels which means that the Group is exposed to rising energy costs. The price of energy is generally determined in the applicable jurisdiction where it is consumed and is influenced both by supply and demand dynamics and by domestic regulations. Changes in local energy policy, increased costs due to scarcity of energy supply, climate conditions and other factors can affect the price of energy supply to the Group's facilities and adversely affect its results of operations and financial conditions. The Group's contracts with energy suppliers vary as to price, payment terms, quantities and duration. The Group may also be unable to enforce its energy supply contracts or renew such contracts on favourable terms. There is a risk that the Group will not be fully protected against substantial changes in the price or availability of energy sources. Each such risk could adversely affect the Group's business and operating expenses.

# The Group is dependent on suppliers, and delays, problems in supply or non-compliance with the suppliers may adversely affect the Group's business and results of operations

The Group is dependent on a number of suppliers for, among other things, the supply of energy and raw materials needed in its manufacturing operations. Inability to maintain a logistic network for deliveries or other problems in supplies, such as delays, may have adverse consequences for customer relations, etc., resulting in an adverse effect on the Group's business and results of operations.

The loss of key suppliers could result in costs for the Group and eventually problems in manufacturing. Suppliers could also cause problems for the Group through non-compliance with applicable legislation and regulations or by otherwise acting in an unethical manner. Each such risk could adversely affect the Group's business and results of operations.

## Negative publicity that could harm the Group's reputation could adversely affect its business, results of operations, financial condition and prospects

The Group relies, among other things, on its brand and reputation to maintain and attract new customers and employees. The Group is exposed to the risk of negative publicity, press speculation and potential or actual legal proceedings concerning its business, which may harm its reputation. The development of a negative social perception towards the EPS industry in general or the use of EPS materials in packaging and components in particular could have a negative impact, not only on the reputation of the Group, but also on customers and endusers demand for the Group's products. In addition, major players and global companies are implementing strategies and intentions to reduce use of plastics in its business. Further, the Group may fail to deliver on its recycling objectives or its initiatives relating to recycled products. Any negative publicity or announcement relating to the Group or any of the Group's affiliates may, whether or not it is justifiable, deteriorate the brand value. Further, any negative publicity in respect of any of the Group's products or its operations (such as non-compliance with applicable laws, standards or regulations including anti-competitive behaviour or investigations), may affect the demand for the Group's products. Each such risk could adversely affect the Group's business and income.

## The Group may have made or may in the future make acquisitions that prove unsuccessful or divert the Group's resources

During recent years, the Group has made a number of acquisitions, and in some cases, the acquiring company and the sellers have been related parties. Although due diligence investigations have routinely been conducted and local counsel used where deemed appropriate, there is always a risk that the due diligence investigations have not uncovered all material risks, that the representations, warranties and indemnity provisions of the transactions documents will not in full protect the Group against all losses incurred as a result of defects or other shortcomings related to the acquired business and that the seller in question will not be in position to rectify such defects or indemnify the Group. Most recently, the Group acquired BDH from a related party, and the transaction was concluded on 17 August 2020.

In the future, it is expected that the Group will continue to consider and evaluate potential acquisitions that are in line with the Group's strategic objectives. Successful growth through acquisitions is dependent upon the Group's ability to identify suitable acquisition targets, conduct appropriate due diligence, negotiate transactions on favourable terms, obtain required licenses and authorisations and ultimately complete such acquisitions and integrate acquired entities into the Group. Acquisition activities may present certain financial, managerial and

operational risks, including setting scope and perform due diligence, diversion of the members of the Management's attention from existing core business, difficulties when integrating or separating businesses from existing operations and challenges presented by acquisitions which may not achieve sales levels and profitability that justify the investments made. Such acquisitions have resulted, and may, in the future, also result in an obligation to pay additional purchase price to the seller, possibly affecting the Group's business, results of operations and financial condition.

There can be no assurance that acquisition opportunities will be available on acceptable terms or at all, or that the Group will be able to obtain necessary financing or regulatory approvals to complete potential acquisitions. If the Group makes acquisitions, it may be unable to generate expected margins or cash flows, or realise the anticipated benefits of such acquisitions, including growth or expected synergies. The Company's assessment of and assumptions regarding acquisition targets may prove to be incorrect, and actual developments may differ significantly from expectations. The Group may not be able to integrate acquisitions successfully, and integration may require greater investment and time than anticipated.

If acquisitions are not successfully integrated or if the due diligence processes are not sufficiently conducted, the Group's business and results of operations may be adversely affected. Future acquisitions could also result in the incurrence of debt, contingent liabilities, amortisation costs, impairment of goodwill or restructuring charges. Each such risk could adversely affect the Group's financial condition.

#### Dependency on joint venture partners in associated companies

The Group has entered into joint venture agreements pursuant to which the parties have agreed to co-operate. As the associated companies are not controlled by the Group, the Group is dependent upon the actions of current and future partners in associated companies. This could result in reduced flexibility to operate the business, for instance with respect to investments or disposals in the associated companies. In addition, there is a risk, if the associated companies develop in a way which is negative for the Group, that the Group cannot take the measures which it finds most advantageous. Consequently, as the Group cannot solely control the business conducted in the associated companies, values which are of importance to the Group's profitability are hence dependent on current and future partners in associated companies, and it is therefore a risk that such values become reduced due to events outside the Group's control.

Furthermore, the Group is dependent upon a good relationship with the other joint venture-partners in associated companies for both the completion and results of current and future projects. If the co-operations no longer develop in a positive direction, it could result in disputes and that the associated companies may be dissolved, and its assets realised, on disadvantageous terms.

If any of the above described risks would materialise, it could adversely affect the Group's business, results of operations, financial condition and prospects.

# Production at the Group's facilities may be subject to planned and unplanned production interruptions which may materially adversely affect its business

The Group operates multiple technical processes, which may be subject to breakdowns, government shutdowns or suspensions, inefficiencies, operational human errors, sabotage and technical failures that may interrupt production operations or delay a resumption of production following a plant modification or a turnaround. Any material

disruption at any of the Group's plants could impair its ability to use its facilities, have a material impact on its ability to produce products or maintain business operations.

Production disruptions may be caused by several factors including natural disasters, weather, pandemics and epidemics, supply disruptions-particularly from sole-source suppliers-strikes, transportation interruptions, government regulations or policy, political unrest or terrorism, or internal reasons, such as fires, equipment failure, unplanned maintenance, operational human errors, insufficient routines, lack of control or other production problems. Disruptions at one or more of Group's plants or other facilities or infrastructure upon which it relies may also interrupt production further up or down the production chain and lead to a decrease in volumes and sales, potential loss of customers and damage claims by customers. Adequate spare parts and maintenance services may not be available in a timely manner to secure the continuation of the operations. If disruptions occur, alternative facilities with sufficient capacity or capabilities may not be available (or may be located in another region), may be characterised by substantially higher costs or may take significant time to start production. Moreover, long-term production disruptions may cause the Group's customers to seek alternative sources of supply, which could exacerbate any adverse effects experienced by the Group. Material disruptions at any of Group's plants could materially adversely affect its business, operating expenses and income.

#### The Group's success will depend on its ability to employ and retain skilled personnel

The Group must have access to skilled and motivated employees to continue to run its operations successfully and to reach its strategic and operational objectives. The Group's future development is therefore to a large extent dependent on that the Group is successful in attracting, developing and retaining employees with appropriate skills in the future. If this is not possible, it could adversely affect the Group's business and prospects.

The Group is dependent on key persons and its development is to a large extent dependent on the experience, knowledge and commitment of the Management and other key personnel and the Group could be adversely affected should one or several of such key persons terminate their employment.

# The Group relies upon intellectual property rights, trade secrets laws and contractual restrictions to protect important property rights

The Group's ability to compete effectively depends in part on its ability to obtain, maintain, and protect proprietary information and other intellectual property rights. The Group generally relies on a combination of patent, trademark, copyright, domain name registration and trade secret laws, as well as contractual restrictions and physical measures to protect the Group's trade secrets, proprietary information and other intellectual property rights. The Group currently holds patents, pending patent applications, and other intellectual property rights, in relevant jurisdictions, that it believes may give it a competitive advantage in certain markets. However, the Group may not, in the future, be able to obtain patents, and it is possible that future applications may not result in the issuance of patents. Moreover, the Group's strategy for protecting intellectual property rights in relation to employees may be deficient in certain instances, for example if the Group fails to impose sufficient non-disclosure commitments or if the employees or consultants involved in the creation of intellectual property are not covered by sufficient provisions for transferring of such intellectual property to the Group. The occurrence of such an event may negatively impair the Group's ability to protect its intellectual property rights. Such development could adversely affect the Group's business and prospects.

If the Group's protection of its intellectual property rights is not sufficient or if the Group does infringe third party intellectual property rights, this may result in an adverse effect on the Group's business, results of operations and

prospects. Further, the Group relies on trade secret laws and practices to protect its proprietary information and confidentiality agreements with its employees, consultants, business partners, potential licensees and others to protect its trade secrets and other proprietary information. There can, however, be no assurances that such protective measures will effectively prevent disclosure or unauthorised use of proprietary information or provide an adequate remedy in the event of misappropriation, infringement or other violations of the Group's proprietary information and other intellectual property rights.

The Group also faces a risk of claims that it has infringed the intellectual property rights of third parties. The Group may be drawn into court proceedings for alleged infringement of the rights of others. If this happens, there is a risk that the Group may be liable to pay significant damages or settlement costs, or be obligated to indemnify its customers or business partners, which could be costly and have a negative impact on the Group's operating profits.

Any failure to successfully develop new, improved, or more cost-effective materials, production processes and technologies, or delays in development, may lead to the Group's products becoming superseded and could reduce the Group's future sales and profitability

The Group depends on its continued ability to develop new, improved, or more cost-effective materials for end market applications, methods of production, technologies, and to successfully commercialise and distribute products.

The trend towards commoditisation and standardisation in major parts of the Group's industry segments has increased the importance of research and development in supporting overall margins, particularly in terms of cost-efficient production technologies. Furthermore, the Group must offer ever more specialised products that are intended to offer higher value to customers while managing production costs in order to achieve satisfactory margins. The Group may be unable to commercialise due to a lack of demand from customers or to develop new methods to gain additional efficiencies in its production processes in the future, and its products may not perform as well as anticipated, which may decrease the profitability of some or all of the Group's products.

The Group may also not be successful in expanding or improving its product portfolio or may lack the expertise or financial resources in the development of new products. In addition, competitors may develop new materials with favourable physical characteristics or which comply more effectively with government regulations for content or production, or may improve existing products in a similar manner. The Group may commit errors or misjudgments in its planning and misallocate resources, for instance, by developing materials, methods or technologies that require large investments in research and development and capital expenditure but that are not commercially viable. The importance of providing products and solutions that conserve natural resources and protect the climate has increased, and there is always a risk that the demand for such products and solutions will not grow as expected and that opportunities will be missed. Any failure to successfully develop new, improved, or more cost-effective materials, production processes and technologies, or delays in development may lead to the Group's products or technologies becoming outdated, which could cause impairments and could reduce the Group's future sales. Any material failures in the Group's research and development processes could materially adversely affect the Group's business, results of operations and prospects.

### The Group is likely to incur costs in connection with the construction and maintenance of production facilities

The Group's production facilities require a significant amount of investment to maintain, repair, modernise and expand. The Group plans to continuously explore the improvement of its asset base through efficiency and smaller expansion measures, which may require higher than anticipated expenditures. Accordingly, the amounts that the

Group may be required to invest going forward may be higher than in previous years. The maintenance projects may prove more costly than budgeted and require additional capital commitments. In addition, scheduled maintenance and intermittent repairs may disrupt production processes and interfere with the ordinary operation of production facilities and infrastructure. Investments may also prove more costly than budgeted, require longer shut down periods than planned, and may ultimately lead to production capacity constraints. At times the contractors the Group uses to perform maintenance or repairs at the Group's facilities or infrastructure may prove more costly than expected, may not be available or may only be available with reduced resources. In addition, costs anticipated in connection with the maintenance of the Group's facilities or infrastructure may significantly increase at production facilities that operate at high capacity utilisation levels for extended periods of time. Any unanticipated costs in connection with the construction, modernisation, maintenance, repair or expansion of production facilities may have a material adverse effect on the Group's business and results of operations.

## Risks relating to the Group's IT infrastructure and potential disruptions or failures

The Group depends on functioning information technology systems across its operations to manage critical business processes, including administrative and financial functions. Any downtime of network servers, attacks by IT viruses, other disruptions or failure of information technology systems are possible and could have an adverse effect on the Group's financial position. Further, insufficient IT strategies and documentation of IT systems and strategies may result in failure of the Group's information technology systems which could cause transaction errors and disruption to the Group's business. The Group has and will continue to upgrade and maintain its information technology systems and is currently in the process of partly outsource its IT systems, which may imply unanticipated disruptions or costs of tailoring or transmission to new systems. Each such risk could adversely affect the Group's business.

## 1.3 Risks related to laws, regulations and litigations

The Group could be materially adversely affected by legal proceedings or investigations, and it cannot be ruled out that the European Commission's ongoing styrene monomer investigation and Synbra Holding B.V. ("Synbra")'s involvement in such proceedings will result in formal charges being brought against Synbra

It cannot be ruled out that the Group will become involved in disputes, legal proceedings or investigations in the future. On 5 June 2018 the European Commission (the "Commission") confirmed that it carried out unannounced inspections in several Member States at the premises of companies active in styrene monomer purchasing as a preliminary step in investigations into suspected anticompetitive practices. No Group entity was involved in such inspections. The Commission has sent Synbra requests for information from Synbra in relation to the Commission's ongoing styrene monomer investigation, and Synbra's potential involvement during 2013 and 2014. The Commission's ongoing styrene monomer investigation may result in formal charges being brought against Synbra. The results of any pending or future investigation, proceeding, litigation or arbitration brought by customers or other counterparties, regulatory authorities or governments can, if an unfavourable decision were to be received by the Group, consist of significant fines (if the Commission decides that Synbra was engaged in anti-competitive behaviour in relation to styrene monomer purchasing, the potential fine could be up to 10% of Synbra's worldwide turnover (as a general rule, the Synbra group only and not the Group turnover so long as the groups are deemed legally separated) in the year preceding the Commission's potential fine decision), damages and/or negative publicity which could adversely affect the Group's business, results of operations, financial condition and prospects. There is also a risk that lengthy and costly litigations will divert Management's attention and resources and cause significant disruption to its business and operations

## The Group's operations have an impact on the environment as a normal course of business and it is therefore subject to a wide variety of environmental regulations, which could incur cost and liabilities for the Group

The Group's production processes and operations are subject to inherent hazards and other risks. The Group's production processes rely on hazardous substances such as pentane, which has an impact on air through the release of pentane and it generates some waste water. The Group's business and its current operations may be adversely affected as a result of government actions, changes to applicable local or EU law or other claims brought by third parties or governmental agencies. Further, some of the Group's production facilities are located on partly contaminated land, which may imply a need for upgrades and investments, a demand for clean-up actions by public authorities, interruption and relocation of production, and may also affect the value of such property in the event of a sale.

There is also a risk that the Group will incur additional environmental costs and liabilities in the future, which also may include paying for environmental restoration. In addition, the Group can neither assure that the businesses it has acquired, prior to such acquisition, always complied with all applicable environmental regulations nor that the operational sites are not polluted. Also, countries could over time adopt more stringent environmental laws, regulations and enforcement policies than currently applicable. Each such risk could adversely affect the Group's operating expenses.

The Group's main products use plastic materials that derive from refined fossil fuels (oil). These materials may over time be subject to restrictions and environmental taxes in line with efforts to limit greenhouse gas emissions. However, such risks are deemed to impact the entire market for plastic products and its producers equally and simultaneously. There is a risk that the Group will not succeed in developing renewable sources for the production of EPS and products that are biodegradable at volumes equal to its existing business.

Consequently, the Group is subject to a wide variety of environmental impact and regulations. Compliance with relevant rules and regulations is an important aspect of the Group's ability to continue its operations and non-compliance with current environmental laws and permits, possibly due to stricter enforcement, could affect the Group's ability to continue its operations or lead to fines and costs which could in a worse case adversely affect the Group's business and results of operations.

## Risks related to laws and regulations – the Group's international business

Violations of laws, including employment and competition laws and laws related to the Group's products, sourcing, business or operations, as well as international conventions and sanctions, may result in legal liabilities (such as fines), and this can affect the Group's relationships with its customers and suppliers, expose the Group to liability claims from third parties having suffered a loss as a result of such violations, lead to reputational damage and change the way the Group does business or lead to an increase in the costs relating to such conduct of business. The Group is subject to numerous regulations, including labour and employment, product liability regulations, customs, competition, tax, environmental and zoning and occupancy laws and ordinances that regulate its operations. If these regulations were violated by the Group's management or employees, the Group could be subject to substantial fines or penalties, damages or claims from third parties, and suffer reputational harm, which could adversely affect the Group's relationship with its stakeholders, reduce demand for the Group's products and adversely affect the Group's business, operating expenses and prospects.

Similarly, changes in laws could make operating the Group's business more expensive or require the Group to change the way it does business. For example, changes in laws related to employee hours, wages, job classification

and benefits could significantly increase operating costs. In addition, changes in product safety or environmental laws, or a development to a stricter implementation and application by the authorities of existing laws and regulations, could lead to increased costs or a ban of certain products produced by the Group. Such changes may require that the Group makes further investments, with increased costs and other commitments for the Group as a result. It may be difficult for the Group to foresee regulatory changes impacting its business and the actions needed to respond to changes in laws, rules or regulations could be costly and may adversely affect the Group's business, operating expenses and prospects.

The Group is also subject to inherent risks relating to its international operations, including, but not limited to, compliance with a variety of local laws and regulations, prohibitions from engaging in trade or other transactions with certain countries, businesses and individuals due to sanctions.

## The Group may have difficulty accessing liquidity and/or financing in sufficient time, on acceptable terms, or at all

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

Refinancing risk refers to the risk that financing cannot be obtained or renewed on the expiry of its terms. The Group primarily financed its operations through equity, own cash flow and interest-bearing debt, mainly consisting of two issued bond loans and a Revolving Credit Facility. There is a risk that additional capital cannot be obtained, or can only be obtained at unfavourable terms and conditions. If the Group fails to obtain necessary capital in the future, or to less favourable terms and conditions, it may have an adverse effect on the Group's business, financial position and financial expenses. If the Company fails to refinance its bond loans or only can obtain refinancing of its bond loans to significantly higher costs, it may have a material adverse effect on the Group's business, financial position and financial expenses.

#### A large part of the Group's assets consists of goodwill

As a result of the Group's growth through acquisitions, intangible assets in the form of goodwill constitute a large part of the Group's total assets (per 30 June 2020, the Group reported goodwill in the amount of SEK 759 million (excluding goodwill from acquisition of BDH) in its balance sheet). These intangible assets are following acquisitions subject to impairment tests, which can result in higher impairment costs depending on the amount of goodwill reported as part of the transaction and how the acquired company performs in relation to expectations. Reporting impairments includes uncertainty as the Company must make forward-looking assumptions calculating the recoverable amount based, among other things, on assumptions about future cash flows. A negative trend in the business activities may force the Company to report impairment equal to all or part of the booked value and if impairment must be reported, this may have a material adverse effect on the Group's operating expenses and financial condition.

# The Group is exposed to customer and customers credit risks, which could adversely affect the Group's results of operations and financial condition

The Group's customer relations are marked by a long-term perspective in which shared development work for customised design, adaptation to customers' production processes and a functional storage and logistics flow are in focus. Customer relations may be adversely affected by shortcomings in supply of service or insufficient product quality which could lead to the termination of individual contracts with the risk of contractual penalties and damages, but also affect the ability to obtain new customers.

Further, the Group's current and potential customers and other counterparties may get in a financial situation where they cannot pay the agreed price of goods or services or other amounts owed to the Group as they fall due, or could otherwise abstain from fulfilling their payment obligations. Each such risk could adversely affect the Group's results of operations and financial condition.

## The Group is exposed to the risk of currency fluctuations

The Company's accounting and functional currency is NOK. From an accounting perspective the Group is exposed to risks relating to the Norwegian kroner of foreign subsidiaries' profit and loss accounts and balance sheets in DKK, EUR, SEK and ISK. Increases and decreases in the Norwegian kroner in relation to other currencies thus affect the consolidated financial statements even if the value has not changed in the local currency.

The Group has and will continue to enter into agreements that are subject to payment in currencies other than NOK. For instance, the Group purchases raw materials from foreign suppliers in different currencies (mainly USD and EUR) and often sells products to customers in other currencies (mainly SEK, EUR, DKK, GBP and NOK). The Group is consequently subject to risks related to exchange rate fluctuations, such as when the exchange rate changes from the time a contract is entered into until payment under the agreement is made. Exchange rate fluctuations could adversely affect the Group's business, income and operational expenses.

#### The Group is dependent on cash flows from subsidiaries

The Company's and BEWiSynbra Group AB (publ)'s ("BEWiSynbra") main assets consist of shares in underlying subsidiaries. The ability to bear the costs for e.g. interest-bearing debt and to pay dividend to the shareholders are dependent of payments and dividends from subsidiaries, as this represents the Company's and BEWiSynbra's cash flow. The transfer of funds from subsidiaries may be limited or prevented by both legal and contractual requirements applicable to the Group, which may adversely affect the Group's financial condition.

## 1.4 Risks related to the Shares

# Frøya Invest AS may have significant voting power, the ability to influence matters requiring shareholder approval and may block equity transactions that could be in the interest of the Company

Frøya Invest AS' holding in the Company amounts to approximately 57.0% of the share capital and the total number of Shares and votes in the Company. Hence, Frøya Invest AS has significant influence of matters subject to approval by the shareholders in the Company, including continued significant influence over the Company's Management and business. These matters also include election of board of directors, mergers or sales of assets and issuance of additional shares or other equity related securities, which may dilute the economic and voting rights of the existing shareholders. The interests of Frøya Invest AS may not be aligned with and may differ significantly from or may compete with the Company's interests or those of the other shareholders. It is possible that Frøya

Invest AS could exercise their influence over the Company in a manner that does not promote the interests of the other shareholders. For example, there could also be a conflict between the interests of Frøya Invest AS on the one hand, and the interests of the Company or its other shareholders on the other hand, with respect to dividend resolution or other fundamental corporate matters. The concentration of ownership could delay, postpone or prevent a change of control in the Company, and impact mergers, consolidations, acquisitions or other forms of combinations, as well as distributions of profit, which may or may not be desired by other investors. Such conflicts could have a material adverse effect on the Company's business and prospects.

#### There is no existing market for the Shares, and an active trading market may not develop

Prior to the Admission to Trading, the Company's Shares have not been subject to public trading, and there is no assurance that an active trading market for the Shares will develop, or be sustained. The market value of the Shares could be substantially affected by the extent to which a secondary market develops for the Shares following the Admission to Trading. Investors may not be in a position to sell their Shares quickly or at market price if there is no active trading in the Shares.

# Future sales, or the possibility for future sales of substantial numbers of Shares could affect the Shares' market price

The Company cannot predict what effect, if any, future sales of the Shares, or the availability of Shares for future sales, will have on the market price of the Shares. Sales of substantial amounts of Shares in the public market following the Admission to Trading or the perception that such sales could occur, could adversely affect the market price of the Shares, making it more difficult for shareholders to sell their Shares at a time and price that they deem appropriate. As of the date of this Admission Document, the Selling Shareholders, the Board Members and the Company's CEO, CFO and COO are subject to agreements with the Merkur Advisors that, subject to certain conditions and exceptions, restrict their ability to sell or transfer Shares for a period of six months after the date of the Admission to Trading. The representatives of the Merkur Advisors may, in their sole discretion and at any time, waive the restrictions on sales or transfer during these respective periods. Additionally, following these respective periods, all such Shares will be eligible for sale or other transfer in the public market, subject to applicable securities laws restrictions.

## 2 STATEMENT OF RESPONSIBILITY

The Board of Directors of BEWi ASA accepts responsibility for the information contained in this Admission Document. The members of the Board of Directors confirm that, after having taken all reasonable care to ensure that such is the case, the information contained in this Admission Document is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import of this Admission Document.

Trondheim, 26 August 2020

Gunnar Syvertsen
Chairman of the Board

Kristina Schauman Stig Wærnes
Board Member Board Member

Anne-Lise Aukner Per Nordlander
Board Member Board Member

#### **3 GENERAL INFORMATION**

#### 3.1 Other important investor information

The Company has furnished the information in this Admission Document. No representation or warranty, express or implied, is made by the Merkur Advisors as to the accuracy, completeness or verification of the information set forth herein, and nothing contained in this Admission Document is, or shall be relied upon as a promise or representation in this respect, whether as to the past or the future. The Merkur Advisors assume no responsibility for the accuracy or completeness or the verification of this Admission Document and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this Admission Document or any such statement.

Neither the Company nor the Merkur Advisors, or any of their respective affiliates, representatives, Advisors or selling agents, is making any representation to any purchaser of the Shares regarding the legality of an investment in the Shares. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Shares.

#### 3.2 Presentation of financial and other information

#### 3.2.1 Financial information

The Company was incorporated on 29 July 2020 and has consequently not published any historical financial information. However, through the Reorganisation (as described in Section 6.3, the Company has become the new holding company of the Group through a share exchange transaction with the former shareholders of BEWiSynbra. Immediately prior to the completion of this transaction, the share capital in the Company was written down to zero, and therefore the Company does not hold any other assets as per the date of the Admission Document than 100% of the shares in BEWiSynbra. BEWiSynbra holds the subsidiaries with the commercial activities of the Group.

The audited consolidated financial statements of BEWiSynbra as of, and for the year ended, 31 December 2019 have been prepared in accordance with IFRS and the interpretations provided by IFRIC as approved by the EU, with comparable numbers for 2018 (the "Financial Statements"). These Financial Statements reflect the activities of the Group and are as such presented and discussed in Section 8 of this Admission Document. The Financial Statements have been audited by PricewaterhouseCoopers AB.

BEWiSynbra has also prepared unaudited interim financial statements as of, and for the six months ended 30 June 2020, with comparable figures from 2019, in accordance with IAS 34 (the "Interim Financial Statements").

The Financial Statements and Interim Financial Statements are available on the following websites:

https://bewisynbra.com/wp-content/uploads/2020/04/BEWi\_Engelsk-1.pdf
https://bewisynbra.com/wp-content/uploads/2019/12/BEWiSynbra\_AnnualReport2018.pdf
https://bewisynbra.com/wp-content/uploads/2020/08/Interim-report-ENG\_-BEWiSynbra-Q220\_final.pdf
https://bewisynbra.com/wp-content/uploads/2019/10/BEWiSynbraQ219\_report.pdf

The Company has prepared an opening balance for BEWi ASA as of 29 July 2020, prepared ahead of the Reorganisation. This opening balance has been audited by the Company's auditor PricewaterhouseCoopers AS. The opening balance with the auditor's report are attached hereto as Appendix B.

The Reorganisation was carried out in order to re-domicile the Group from Sweden to Norway as part of the planned Admission, also taking into account that most of the Group's activities are in Norway. The actual issuance of new Shares was approved by the Company's general meeting on 21 August 2020, upon which the Reorganisation took effect.

The Company has considered the impact of the Reorganisation (as described further in section 6.3). As the Reorganisation is a transaction between two companies (BEWiSynbra and the new holding company BEWi ASA) with the same shareholders, the transaction is considered to be a transaction under common control. The implications are that the carrying values of assets and liabilities in BEWiSynbra are recognised in the Group (with BEWi ASA as the new parent company) with the same carrying values as in BEWiSynbra, i.e. in line with continuity and with no fair value adjustments.

Following the admission on Merkur Market the Group will report consolidated financial statements in accordance with IFRS, with BEWi ASA as the parent company, and with quarterly financial statements in accordance with IAS 34.

#### 3.2.2 Industry and market data

In this Admission Document, the Company has used industry and market data obtained from independent industry publications, market research and other publicly available information. Although the industry and market data is inherently imprecise, the Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified and cannot give any assurances as to the accuracy of market data contained in this Admission Document that was extracted from industry publications or reports and reproduced herein.

Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such data and statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

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

Unless otherwise indicated in the Admission Document, the basis for any statements regarding the Company's competitive position is based on the Company's own assessment and knowledge of the market in which it operates.

## 3.3 Cautionary note regarding forward-looking statements

This Admission Document includes forward-looking statements that reflect the Company's current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, such as the terms "anticipates", "assumes", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "should", "will", "would" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements are not historic facts. Prospective investors in the Shares are cautioned that forward-looking statements are not guarantees of future performance and that the Group's actual financial position, operating results and liquidity, and the development of the industry in which the Group operates, may differ materially from those made in, or suggested, by the forward-looking statements contained in this Admission Document. The Company cannot guarantee that the intentions, beliefs or current expectations upon which its forward-looking statements are based will occur.

By their nature, forward-looking statements involve, and are subject to, known and unknown risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements. For a non-exhaustive overview of important factors that could cause those differences, please refer to Section 1 "*Risk factors*".

These forward-looking statements speak only as at the date on which they are made. The Company undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Group or to persons acting on the Group's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Admission Document.

## 4 REASONS FOR THE ADMISSION

The Company believes the Admission will:

- a) diversify the shareholder base and enable other investors to take part in BEWi's potential value creation;
- b) enhance the Company's profile with investors, business partners and customers;
- c) further enhance the ability of BEWi to attract and retain key management and employees;
- d) facilitate the use of the Shares as currency in M&A transactions and provide access to capital markets; and
- e) allow for a liquid market for the Shares going forward.

## 5 DIVIDENDS AND DIVIDEND POLICY

## 5.1 Dividends policy

The Company's objective is to generate competitive long-term total shareholder return. The Company will target yearly dividend payments of approximately 30-50% of the Group's net income for the year.

In deciding whether to propose a dividend and in determining the dividend amount, the Board of Directors will take into account legal restrictions, as set out in Section 5.2 "Legal and contractual constraints on the distribution of dividends" below, as well as capital expenditure plans, financing requirements and maintaining the appropriate strategic flexibility. There can be no assurance that in any given year a dividend will be proposed or declared.

Neither the Company nor BEWiSynbra has paid any dividends during the financial years 2019 or 2018.

## 5.2 Legal and contractual constraints on the distribution of dividends

In deciding whether to propose a dividend and in determining the dividend amount in the future, the Board of Directors must take into account applicable legal restrictions, as set out in the Norwegian 'Public Limited Liability Companies Act of 13 June 1997 no. 45 (as amended) (the "Norwegian Public Companies Act"), the Company's capital requirements, including capital expenditure requirements, its financial condition, general business conditions and any restrictions that its contractual arrangements in force at the time of the dividend may place on its ability to pay dividends and the maintenance of appropriate financial flexibility. Except in certain specific and limited circumstances set out in the Norwegian Public Companies Act, the amount of dividends paid may not exceed the amount recommended by the Board of Directors.

Under the terms and conditions for BEWiSynbra's Bond Loan 2018/2022 and Bond Loan 2019/2023 and the Company's SSRCF, as further described in Section 8.8 "*Material Borrowings*", BEWiSynbra is only permitted to distribute dividends to its shareholders if the Incurrence Test (as defined in the terms and conditions and the SSRCF) is met and the aggregate amount of all distributions (defined as Restricted Payments in the terms and conditions and the SSRCF) of the Group in any fiscal year does not exceed 50% of the Group's consolidated net profit for the previous fiscal year.

Dividends may be paid in cash or in some instances in kind. The Norwegian Public Companies Act provides the following constraints on the distribution of dividends applicable to the Company:

- a) Section 8-1 of the Norwegian Public Companies Act regulates what may be distributed as dividend, and provides that the Company may distribute dividends only to the extent that the Company after said distribution still has net assets to cover (i) the share capital and (ii) other restricted equity (i.e. the reserve for unrealized gains and the reserve for valuation of differences).
- b) The calculation of the distributable equity shall be made on the basis of the balance sheet included in the approved annual accounts for the last financial year, provided, however, that the registered share capital as of the date of the resolution to distribute dividend shall be applied. Following the approval of the annual accounts for the last financial year, the General Meeting may also authorize the Board of Directors to declare dividends on the basis of the Company's annual accounts. Dividends may also be resolved by the General Meeting based on an interim balance sheet which has been prepared and audited in accordance

- with the provisions applying to the annual accounts and with a balance sheet date not further into the past than six months before the date of the General Meeting's resolution.
- c) Dividends can only be distributed to the extent that the Company's equity and liquidity following the distribution is considered sound.

Pursuant to the Norwegian Public Companies Act, the time when an entitlement to dividend arises depends on what was resolved by the General Meeting when it resolved to issue new shares in the company. A subscriber of new shares in a Norwegian public limited company will normally be entitled to dividends from the time when the relevant share capital increase is registered with the Norwegian Register of Business Enterprises. The Norwegian Public Companies Act does not provide for any time limit after which entitlement to dividends lapses. Subject to various exceptions, Norwegian law provides a limitation period of three years from the date on which an obligation is due. There are no dividend restrictions or specific procedures for non-Norwegian resident shareholders to claim dividends. For a description of withholding tax on dividends applicable to non-Norwegian residents, see Section 11 "Norwegian taxation".

#### 5.3 Manner of dividends payment

Any future payments of dividends on the Shares will be denominated in the currency of the bank account of the relevant shareholder, and will be paid to the shareholders through the VPS Registrar. Shareholders registered in the Norwegian Central Securities Depository (Nw.: Verdipapirsentralen ASA, the "VPS") who have not supplied the VPS Registrar with details of their bank account, will not receive payment of dividends unless they register their bank account details with the VPS Registrar. The exchange rate(s) that is applied when denominating any future payments of dividends to the relevant shareholder's currency will be the VPS Registrar's exchange rate on the payment date. Dividends will be credited automatically to the VPS registered shareholders' accounts, or in lieu of such registered account, at the time when the shareholder has provided the VPS Registrar with their bank account details, without the need for shareholders to present documentation proving their ownership of the Shares. Shareholders' right to payment of dividend will lapse three years following the resolved payment date for those shareholders who have not registered their bank account details with the VPS Registrar within such date. Following the expiry of such date, the remaining, not distributed dividend will be returned from the VPS Registrar to the Company.

#### 6 SECONDARY SALE OF SHARES AND LOCK-UP

### 6.1 Details of the Secondary Sale

In connection with the Admission, a secondary sale of existing Shares from Frøya Invest AS, a company wholly owned (indirectly) by the Bekken family, and from Verdane ETF III SPV K/S and Verdane Skuld 1 AS (the "Selling Shareholders"), has been carried out (the "Secondary Sale"). A total of 13,871,550 Shares, each with a nominal value of NOK 1, corresponding to 9.6% of the Company's share capital, were sold at a sales price of NOK 19.80 per Share for a total amount of NOK 274.7 million.

The application period for the Secondary Sale was from 19 August 2020 to 25 August 2020. Notifications of allocation were issued on 26 August 2020, and payment from the investors and delivery of the Shares sold in the Secondary Sale is expected to be completed on 28 August 2020 through the facilities of the VPS on a delivery-versus-payment basis (DVP).

## 6.2 Shareholdings following the Secondary Sale

Upon settlement of the Secondary Sale, shareholders holding more than 5% of the Company will be as set out in Section 10.4.

## 6.3 Corporate reorganisation prior to Admission

In connection with the preparation for the Admission, all of the shares in BEWiSynbra were contributed to the Company against an issuance of a total of 143,943,671 Shares in the Company to the shareholders of BEWiSynbra, simultaneously with a write down of the existing share capital of the Company (the "Reorganisation"), which thereby established the same shareholder structure in the Company as in BEWiSynbra immediately prior to the Reorganisation. The rationale for the Reorganisation has been to establish the Company as the new top holding company of BEWiSynbra ahead of the Admission.

The Reorganisation was approved by the Company's general meeting on 21 August 2020, and the share capital increase was registered in the Register of Business Enterprises (Nw.: *Foretaksregisteret*) on 24 August 2020.

## 6.4 Lock-up

The Selling Shareholders, members of the Board of Directors (including alternates) and the CEO, CFO and COO have entered into lock-up undertakings in connection with the Admission to the benefit of the Merkur Advisors. Pursuant to these undertakings, there will be a six months lock-up, starting from the date of the Admission to Trading. During this period, Shares, options to acquire Shares or other instruments convertible into Shares held by such parties may not be sold, pledged or otherwise disposed over without the prior written consent of the Merkur Advisors, as further set out in the relevant undertakings.

## 7 BUSINESS OVERVIEW

This Section provides an overview of the Group's business as of the date of this Admission Document. The following discussion contains forward-looking statements that reflect the Group's plans and estimates, see Section 3.3 "Cautionary note regarding forward-looking statements" above, and should be read in conjunction with other parts of this Admission Document, in particular Section 1 "Risk factors".

#### 7.1 Introduction

BEWi is a European producer, distributor and seller of packaging and insulation solutions based mainly on expandable polystyrene ("EPS"), established on the back of about 40 years of business development. BEWi's business model is inherently diversified by servicing multiple end markets in the business segments RAW, Packaging & Components and Insulation.

The Group targets growth through both organic initiatives and M&A transactions and has a history of proven buyand-build strategy with about 20 acquisitions executed and integrated since 2014. The Group has recently established a foothold in Germany and France through minority stakes in companies within the HIRSCH group and has also recently acquired a position in the UK through a minority stake in Jablite.

The Group has a strong focus on innovation and sustainability and is working actively towards a circular EPS industry, which has been established as a dedicated business area for the Group since 2018. The Group has demonstrated innovation capacity in the application and design of solutions such as 100% recycling of EPS and BioFoam.

The Group has 38 plants located across Norway, Denmark, Sweden, Finland, the Netherlands, Portugal and Iceland excluding plants in France, Germany and the UK through the minority holdings. Sale of beads and finished packaging and insulation products are diversified across a range of geographical markets and industries, including seafood/food, pharmaceutical, automotive, leisure, residential housing, commercial buildings and infrastructure.

#### 7.1.1 RAW

The RAW segment produces and sells EPS beads to external parties as a raw material for production of final products by the customers of the Group. The segment contributed some 25% of external revenues in 2019 and has two production plants in Finland and the Netherlands. The EPS beads are produced with styrene (93%), pentane (6%) and other additives (1%). Approximately 35% of the volumes produced are sold internally to the downstream segments of the Group (Packaging & Components and Insulation) while 15% of volumes are sold to related parties<sup>1</sup>.

## 7.1.2 Packaging & Components

Packaging & Components is a business unit where packaging material and technical components, made out of converted EPS beads, EPP, paper board and other material, are manufactured and supplied. The segment

<sup>&</sup>lt;sup>1</sup> The Group has a 34% ownership in Hirsch Porozell Gmbh and Hirsch France SAS.

contributed some 42% of external revenues in 2019, and 19 of the Group's plants are involved in this segment. In addition there are several sales offices in Norway and on Iceland.

#### 7.1.3 Insulation

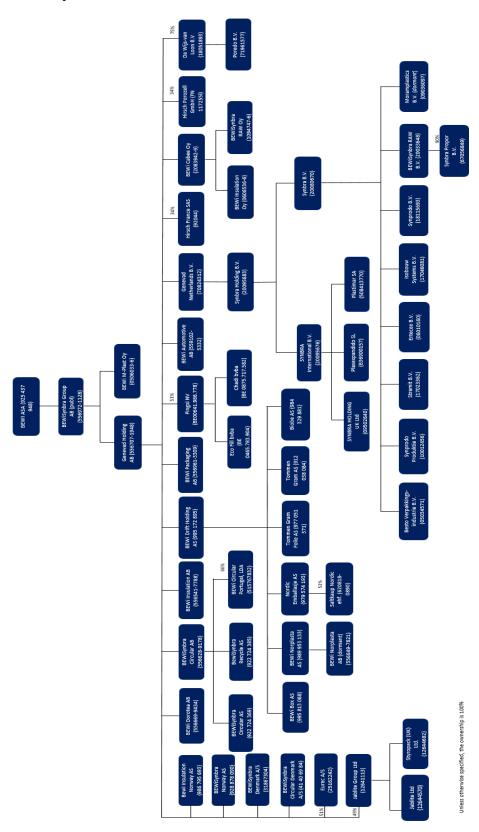
The segment develops and manufactures an extensive range of insulation products for the construction industry and for infrastructure facilities, for example, filler for road embankments, insulation elements and various construction systems. The material is composed primarily of expanded polystyrene (EPS) and extruded polystyrene (XPS). BEWiSynbra is an important European manufacturers of EPS-based insulation products.

## 7.2 History and important events

The table below shows the Group's key milestones from its incorporation and to the date of this Admission Document:

Year	Main Events		
1972	Stymer (later Styrochem) is founded.		
1973	IP Brabant starts EPS polymerisation with a capacity of 5,000 tonnes of beads per year.		
1975	Synbra is founded through a joint venture between IP Brabant and Synprodo B.V. (Royal Dutch Shell).		
1980	BEWi is founded by the Bekken family, focusing on packaging and building insulation.		
1999	Synbra acquires Styropack with a DK and UK geographical location.		
2000	Gilde Buy Out Partners and management acquire 50% of the Synbra shares from Royal Dutch Shell.		
2006	BEWi acquires Genevad and expands to Sweden.		
2011	Synbra forms a strategic alliance with Suizer and Corbion to develop BioFoam® production.		
2011	Verdane acquires Styrochem.		
2012	BEWi acquires ThermiSol SE, with plants in Norrtälje and Vårgårda in Sweden.		
2014	Merger between BEWi and StyroChem into BEWi Group. Further, BEWi Group acquired packaging operations initially established by SCA Packaging.		
2016	BEWi Group invests in extruding technology in Porvoo, Finland.		
2016	Synbra has a production of 65,000 tonnes of beads per year.		
2017	BEWi Group acquires the Finnish XPS producer M-Plast and the Swedish packaging operations of Por-Pac AB.		
2018	BEWi Group acquires Synbra.		
2018	BEWiSynbra acquires BEWi Produkter AS (excluding Norplasta) and BEWi Polar AS from Frøya Invest AS.		
2018	BEWiSynbra acquires BEWi Automotive AB from KMC Family.		
2018	BEWiSynbra launch BEWiSynbra Circular.		
2019	BEWiSynbra acquires the recycling company EcoFill.		
2019	BEWiSynbra acquires the Danish recycling company Eurec A/S.		
2019	BEWiSynbra and HIRSCH Servo Group acquire six EPS insulation production sites in France and 49.9% of the French company Isossol SAS from Saint-Gobain.		
2019	BEWiSynbra establishes a recycling company in Portugal.		
2020	BEWiSynbra acquires an insulation facility in the Swedish city Norrköping.		
2020	BEWiSynbra acquires 75% of the Dutch recycling company De Wijs-van Loon BV including its subsidiary Poredo BV.		
2020	BEWiSynbra establish recycling company in Denmark through acquisition of certain assets deriving from the Danish recycling company EPS Recycle.		
2020	BEWiSynbra Group acquires a minority stake in a UK based newly formed EPS insulation and packaging company.		
2020	BEWiSynbra enters into cooperation agreement with SalMar and starts construction of new EPS factory.		
2020	BEWiSynbra acquires BEWi Drift Holding AS and thus reinforcing its position within food packaging and insulation.		
2020	BEWiSynbra entered into a binding agreement to divest certain real estate properties in Denmark.		
2020	BEWiSynbra establishes the new Norwegian parent company BEWi ASA.		

## 7.3 Group structure



## 7.4 Vision and strategy

For the coming years, BEWi aims to continue to grow organically and inorganically by focusing on research and development (R&D), synergies and mergers and acquisitions (M&A).

#### 7.4.1 Focus on research and development

BEWi's strategy is to continue its R&D efforts in order to drive organic growth, differentiation and sustained margins. The Group has an annual R&D spend of approximately SEK 80 million targeted at increasing the New Product Index ("NPI"), see Section 7.6, and the degree of specialisation, in particular for Insulation products.

## 7.4.2 Synergies of the BDH acquisition

In a near term perspective, an important part of BEWi's growth strategy is the successful integration of BEWi and BDH. Target annual synergies are SEK 24.2-46.6 million with total one-off costs of SEK 8.4-13.3 million. The synergies' EBITDA effect is divided between procurement and IT (SEK 6.5-12.6 million), operations and organisation (SEK 12.7-27.0 million) and sales (SEK 5.0-7.0 million).

The procurement and IT synergies are expected to result from capitalisation on existing expertise and structure/processes within BEWi, as well as from the harmonizing of applications landscape, infrastructure and hardware.

The operational and organisational synergies are expected to be the result of cost reductions and potentially further reductions in admin functions.

Through the BDH acquisition, BEWi also expects sales synergies through a Nordic expansion for BDH solutions and improved sales channels and internal sales.

The synergies are expected to be fully implemented within two years after completion of the acquisition in August 2020.

## 7.4.3 M&A

Having demonstrated a strong ability to create value through accretive M&A historically, the Company's clear ambition is to continue having M&A as an integral part of its growth strategy. Near term focus will be on geographies where the Group already has a strong market position. Longer term, however, the Company may explore expansion to new markets. Synergy realisation, vertical integration and product portfolio expansion will remain key criteria, while the Company's increasing focus on circularity is expected to become evident also in the acquisition strategy. Targets with access to valuable technology, an established collection and/or recirculation operation or direct access to waste/resources are of particular interest in the Company's efforts directed towards sustainability in general and circularity in particular. In a fragmented market in consolidation mode, the Company sees several prospective targets with the potential to contribute in one or several of the directions mentioned. The Group primarily aims for companies with revenues ranging from MEUR 5-10 or higher. In the current strong market environment, the Company will focus on potential targets with profitable operations, while non-performing assets may be considered during periods with challenging market conditions. M&A focus will be concentrated in countries where local Group management has control and sufficient capacity to integrate new companies.

## 7.5 Material Agreements

Below is a summary of the material agreements entered into by the Group during the past two years, as well as other agreements entered into containing rights or obligations of material importance for the Group (apart from agreements entered into as part of the continuing operations).

## 7.5.1 Customer and supply agreements

The Group conducts its business in different market areas in several geographical regions, and customer and supplier agreements are entered into as part of the ongoing business.

The Group has entered into a large number of customer agreements in its three segments RAW, Packaging & Components and Insulation. The Group focuses on long-term customer relationships and some customer relationships go back 25 years. The Group's customer agreements are normally framework contracts that can be renegotiated regularly. The Group's income is spread over a large number of customer agreements and the Company does not consider itself dependent on any individual customer agreement.

The Group has entered into supplier agreements regarding styrene and other chemicals. The Group's supplier agreements are generally framework contracts that are renegotiated regularly. The Group uses a multi supplier strategy and purchases only generic "off the shelf" products. Before entering into a new supplier agreement, the Group generally obtains several offers from potential parties. The Company does not consider itself dependent on any individual supply agreement. The Group also supplies EPS raw material internally within the Group.

The Group has entered into shareholders' agreements with respect to its minority ownerships in Hirsch Porozell GmbH and Hirsch France SAS which contain ordinary terms with respect to, for example, voting, corporate governance, dividends payments as well as the cooperation between Hirsch Porozell GmbH, Hirsch France SAS and the Group.

## 7.5.2 Acquisition of BEWi Drift Holding AS (BDH) in 2020

On 17 August 2020, BEWiSynbra entered into and completed an agreement for the acquisition of all the shares in BEWi Drift Holding AS from BEWi Holding AS. The consideration was based on an enterprise value of NOK 400 million of which approximately NOK 100 million were settled through a directed issue of 5,005,691 shares in BEWiSynbra, while the remaining approximate of NOK 300 million was paid as cash consideration and refinancing of existing debt. The purchase price is subject to certain adjustments, including if actual EBITDA for BDH and its subsidiaries for FY 2020 exceeds the EBITDA applied to calculate the enterprise value and the purchase price for the shares in BDH payable on closing, in which case an additional purchase price in the maximum amount of NOK 30 million may be payable. Vice versa, a corresponding reduction to the purchase price may be made if actual EBITDA for FY 2020 is less than the EBITDA applied to calculate the enterprise value and the purchase price for the shares in BDH payable on closing. There is a minimum threshold for purchase price adjustments at 4 million NOK and the NOK 30 million cap applies to the total of all adjustments.

BDH, with subsidiaries, is a supplier of packaging on land and sea and of insulation products with a strong focus on the change into renewables and a circular economy reducing climate footprint. BDH compromises four main operating subsidiaries; Nordic Emballasje AS, BEWi Norplasta AS, Biobe AS and Tommen Gram AS. BDH has three production facilities in Norway and sales representation in Norway, Iceland, Sweden, Denmark, Russia and Lithuania.

BDH has not prepared audited consolidated financial statements. In connection with the acquisition of BDH, BEWiSynbra has compiled financial information for the BDH companies for the year ending on 31 December 2019 with comparable numbers for 2018 and balance sheet as per 31 December 2019 with comparable numbers for 2018, based on audited financial statements for the companies in question. In addition, profit and loss for 2020 1H and balance sheet as per 30 June 2020 was prepared on the basis of the companies' unaudited management accounts. Figures for 2019 1H have not been prepared. All numbers are on the basis of NGAAP and with NOK as operating currency. Certain eliminations and adjustments for non-recurring items were made in accordance with NGAAP. Below are key figures extracted from these management accounts:

BDH compiled NOK million	1.1-31.12.19 Unaudited	1.1-31.12.18 Unaudited	2020 1H Unaudited
Total revenue	848	973	462
Total operating expenses	-795	-958	-422
EBITDA before non-recurring	53	15	40
EBITDA after non-recurring	48	572	40
EBT	12	654	27
Net profit	8	654	21

BDH compiled NOK million	31.12.19 Unaudited	31.12.18 Unaudited	30.6.20 Unaudited
Total current assets	413	325	306
Total assets	574	397	464
Total equity	123	101	142
Total liabilities	451	296	322
Total equity and liabilities	574	397	464

The Company has currently not finalised the impact of this acquisition on the Company's financial accounting.

The board of directors of BDH, as parent company of the underlying subsidiaries, consists of Svenn Bekken, Karl-Erik Bekken and Mariann Bekken, while the managing director is Jens Christian Huus Hernes. The company has four employees, and there are a total of approximately 120 employees when counting the subsidiaries.

Following this acquisition, BEWi controls a total of 38 facilities in Europe. With the acquisition of BDH, the Group further strengthens its position as a major international provider of insulation and packaging solutions, in line with its long-term strategy for growth and diversification. The transaction is expected to enable the Group to take a leading role in the ongoing consolidation of the industry. For expected synergies of the acquisition, see Section 7.4.2 above.

In connection with the acquisition of BDH, BEWiSynbra has also entered into binding agreements to divest certain real properties in Denmark for a total cash consideration of approximately SEK 100 million in sale-and-leaseback transactions. This is in line with the Group's strategic focus on its core business and to realise values as well as release capital to increase the financial flexibility to further invest in growth opportunities.

The transactions have been concluded at arm's length principles, and the prices are based on negotiation between the parties.

## 7.5.3 Other recent acquisitions and sales

#### BEWi Automotive AB

On 10 September 2018, a subsidiary of the Company entered into a share purchase agreement with KMC Family AS regarding the shares in BEWi Automotive AB. KMC Family AS is the sole shareholder of Frøya Invest AS and is thereby indirectly the largest shareholder in the Company. BEWi Automotive AB mainly delivers EPP products to the car industry from its plants in Skara (Sweden).

The transaction was completed on 28 September 2018. The consideration amounted to SEK 51 million and payment for the shares was made by non-cash consideration of shares in BEWiSynbra, which has now been exchanged for shares in the Company, with a value of SEK 35 million and SEK 16 million in cash. The transaction was concluded at arm's length principles, and the prices were based on negotiations between the parties. The value of the shares in BEWi Automotive AB was confirmed by financial advisors and by the auditor of BEWiSynbra.

#### BEWi Norway

On 10 September 2018, a subsidiary of the Company entered into a share purchase agreement with Frøya Invest AS regarding the shares in BEWi Produkter AS and BEWi Polar AS (jointly referred to as "BEWi Norway"). Frøya Invest AS is the largest shareholder in the Company. BEWi Norway produces EPS, foil and injection mold from its production and warehouse facilities at Hamarvik (BEWi Produkter) and Balsfjord, Hammerfest and Alta (BEWi Polar) in Norway, and in addition, both companies are also wholesalers of other types of packaging. BEWi Produkter AS is the registered holder of the trademark "BEWi" in the Norwegian Trademark Registry.

The transaction was completed on 28 September 2018. The consideration amounted to SEK 730 million and payment for the shares was made by non-cash consideration of shares in BEWiSynbra, which has now been exchanged for shares in the Company. The transaction was concluded at arm's length principles and the prices were based on negotiations between the parties. The value of the shares in BEWi Norway was confirmed by financial advisors and by the auditor of the Company.

## HIRSCH France SAS

On 4 November 2019, a subsidiary of the Company and HIRSCH Servo Group ("HIRSCH") entered into an agreement to acquire six EPS insulation production sites in France and 49.9% of the shares in the French company Isossol SAS from Placoplatre S.A, a subsidiary of Saint-Gobain. The acquisitions were made through a newly incorporated French company, HIRSCH France SAS, owned to 66% by HIRSCH and to 34% by the Group.

#### BEWi Insulation

On 9 January 2020, a subsidiary of the Company entered into an agreement to acquire an insulation facility in the Swedish city Norrköping. The transaction was made by way of an acquisition of all the shares in a recently established company that owns and operates the Norrköping facility for a purchase price of approximately EUR 6.3 million. In addition, approximately EUR 3.8 million in loans in the company were settled in connection with the acquisition. On 12 June 2020, KMC Norrköping AB acquired the real estate on which the company operates the Norrköping facility for a consideration of approximately EUR 4.5 million.

## 7.6 Research and development

#### 7.6.1 Introduction

The Group spends approximately SEK 80 million annually on R&D and has an R&D organisation structured in order to leverage the benefits of vertical integration. Local downstream units work closely with their customers in developing new applications and customised product designs, while RAW supports local units with the development of new materials and new properties. BEWi differentiates itself from non-integrated competitors by possessing deep material and process know-how while at the same time having superior product and application knowledge through end customer proximity. This enables for example customisation of raw material for specific end use and ability to perform small-scale material tests for customers. R&D success is measured by the NPI, which is defined as gross turnover from new products as a share of total gross turnover. New products are defined as products that have been introduced to the market in the last three years for Packaging & Components and in the last five years for Insulation. The current status is approximately 5% within RAW and fish boxes, approximately 20% within Packaging & Components products excluding fish boxes and approximately 10% for Insulation products. The target for the Group going forward is to have an NPI greater than 10%. Synprodo B.V., the Dutch Packaging & Components subsidiary of the Group, represents one of the R&D success stories within the Group having taken NPI from 40% in early 2015 to 45% in 2019 combined with an annual top line growth of 36.6% and EBITDA margin uplift from 13.8% to 17.9% over the same period.

R&D initiatives are divided across the three key dimensions 1) application and design innovation, 2) material innovation and 3) long term, disruptive innovation.

#### 7.6.2 Application and design innovation

Application and design innovation is considered lowest risk as the cost is typically shared with the client and time to market is short, and receives the greatest resource allocation. The team leading this type of innovation currently counts 30 employees. Successful examples of application and design innovation include PowerKist, a multi material product used on building sites which facilitates on-site foundation installation, and Reefer Box, a transportation box customised for long distances developed together with Novo Nordisk.

#### 7.6.3 Material innovation

Material innovation has somewhat longer lead-time and involves higher risk compared to application and design innovation, and involves the continuous development of particle foam properties and types. This team is headed by Managing Director of Upstream RAW, Alan Moss, and currently counts ten employees. Examples include Micro wave absorbers, graphite coated EPS that absorbs high frequency radiation, Recycled Raw material and BioFoam®, the first biodegradable foam which is currently under development.

#### 7.6.4 Long term, disruptive innovation

BioFoam® is also considered a long-term, disruptive innovation and together with Xire® represents two key products currently under development with the potential to unlock new markets for EPS.

#### BioFoam®



Xire®



Source: Company information

BioFoam®

BioFoam® has the same structure and properties as EPS, but is produced from plant-based biopolymers and hence fully biodegradable and industrially compostable. The product has been under development since 2006, and total investment in the project amounts to approximately MEUR 8. Milestones to date include among others cradle to cradle certification, approval for use in the entire range of IKEA and approval for food packaging. The Group's production capacity is currently approximately 6,000 tonnes, but the product is still in the early phase with small volumes and project based production. If the full capacity of the BioFoam® production was utilized, it would amount in MEUR 36 in turnover. The estimated cost for debottlenecking the capacity from 6,000 tonnes to 10,000 tonnes is MEUR 2-3 and would take six to twelve months. Additional extensions of 10,000 tonnes would cost MEUR 5+.

Current applications of the BioFoam® include building insulation, artificial soccer fields as an environmental-friendly alternative to rubber-based solutions, and a range of small-scale packaging solutions. Longer term, the Group's ambition is to open new market segments where customers are increasingly looking to replace existing materials and solutions with more environmental friendly substitutes. One promising example is IKEA's ban on EPS and approval of BioFoam® in connection with its complete switch to renewable sources by 2020. BioFoam® is currently in the test phase with several suppliers, including particle board producers and home appliance producers. BioFoam® sales are still limited as many early adopter customers are running qualification testing, but the sales amounted to KEUR 1,038 in 2019 while it was KEUR in 437 in 2013.

## *Xire*®

Xire® is another potential disruptive EPS product, with history going back to 2008 when the first generation was developed. The product initially failed to compete on price and properties, but the technology resulted in several spin-off applications, including SlimFort. Second generation development commenced in 2016 when critical supply and technology agreements were secured, and large-scale testing and pilot production commenced in 2018. A total of approximately MEUR 10 has been invested in the project to date. While standard EPS has superior insulation properties and is less expensive compared to its substitutes PIR/PUR, glass wool and stone wool, it is not suited for insulation in buildings taller than two floors due to its flammability. Thus, as of today a combination of EPS and wool is used for flat roof insulation. With its unmatched combination of non-flammability, insulation properties and price attractiveness, Management believes Xire® has the potential to take a significant share of the flat roof and external wall insulation markets.

RAW RE material has been developed during the last two years with the latest extrusion technology investment in Upstream. The plastic discussion in the European Union has focusing on how to recycle all plastic granulate in our society to minimize the negative impact of plastic waste in nature. BEWi is the first supplier in Europe of 100% recycled Raw EPS material. This development is seen as an important step for EPS to be more sustainable and meet the same grade of sustainability as paper based products.

The launch was in the beginning of 2020, and during the first half year about 1000 tons has been sold in the market.

#### 7.7 Market overview

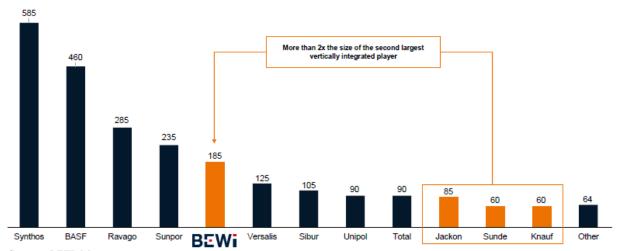
The Group's operations are conducted through Upstream (RAW) and Downstream (Packaging and Components, and Insulation) segments. The Group is thus exposed to various markets. Geographically the Group is a European player, with all its production sites in Europe. This chapter briefly describes the key features of these various European markets.

### 7.7.1 Market for expanded polysterene (EPS)

The raw materials segment develops and produces white and grey expanded polystyrene (EPS) known as EPS beads. The global EPS market size was estimated to be approximately USD 8.3bn in 2019, of which Europe accounted for approximately 27%. The main drivers of European EPS demand are building, construction, and packaging. Styrene is the main input factor in EPS production, which is a globally traded commodity made from oil with total production estimated to approximately 33 million tonnes each year, and the Group is thus exposed to oil price fluctuations. Styrene and other additives are then processed to produce EPS-beads.

The EPS-beads are marketed and sold to end market producers. The Group sells its EPS products internally and externally (including to related parties), with a 50/50 split approximately. The Group is the 5th largest EPS producer in Europe in terms of capacity.

European EPS beads producers - capacity (kt/year)



Source: BEWi Management estimates

## 7.7.2 Market for Packaging & Components

The packaging and component segment develops and manufactures standard and customized packaging solutions and technical components for customers in different sectors. Examples include boxes for transportation of fresh fish and other food, protective packaging for pharmaceuticals and electronics, and components for cars and heating systems. The main drivers of demand for packaging and components are fish farming, pharmaceuticals and the automotive industry.

1,081 1,086 1,113 1,135 1,157 1,179 1,202 1,225

European EPS protective packaging market development (USDm)

Source: Expanded Polystyrene Market Global Forecast to 2022 (building and construction and protective packaging growth)

2019

2020e

2021e

2022e

2018

#### 7.7.3 Market for Insulation

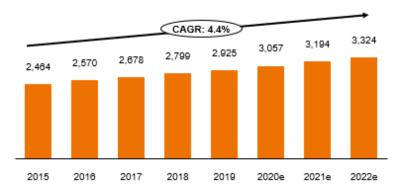
2015

The Insulation segment develops and manufactures an extensive range of insulation products for the construction industry and for infrastructure facilities, for example, filler for road embankments, insulation elements and various construction systems. The main drivers of demand for insulation are housing newbuilds and renovation, and infrastructure construction.

## European building and construction market development (USDm)

2016

2017

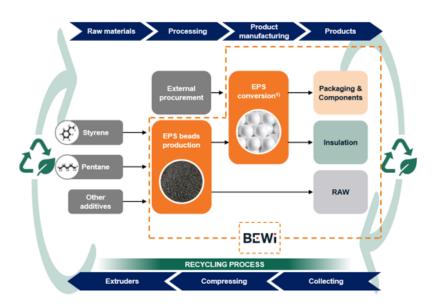


Source: Expanded Polystyrene Market Global Forecast to 2022 (building and construction and protective packaging growth)

## 7.7.4 BEWi's position in the value chain

The Group is vertically integrated in the EPS value chain. In addition to the Group's production of EPS beads in the RAW segment, the Group also procures EPS beads from other producers. The Group's EPS beads are either

sold to other downstream producers or used in the Group's own downstream segments. The combination of downstream and upstream segments ensures access to EPS beads and is estimated to reduce the Group's EPS bead price of 1-2%. As EPS beads is a derivative of oil, the price of oil will have an impact on the price of EPS beads. The vertical integration reduces the volatility of the Group's input costs to some extent.



Source: Company information

Note: (1) BEWi also manufactures XPS and EPP products (while the company has some EPP capacity, EPP and XPS raw material is mainly sourced externally).

## 7.8 Business-critical agreements, patents etc.

The Group's intellectual property includes registered patents and patents applications, trademarks, domain names as well as trade secrets. The Group has a number of registered patents. Notwithstanding that certain technologies are particularly important in taking advantage of market opportunities in certain of the Group's markets, the Company believes that the Group does not depend on any single patent or license, manufacturing process, proprietary technology, know-how or other registered intellectual property rights.

## 7.9 Related Party Transactions

Frøya Invest AS and KMC Family AS, who are principle shareholders of the Company, are owned by members of the Bekken family, including alternate Board Member Svenn Bekken and Christian Bekken, who is the CEO of the Company. Apart from the ownership of the Company, the Bekken family is also involved in other business activities, such as property management, and is in that capacity owner of a number of production facilities in which the Group runs operations.

Other related parties are the two 34% owned associated companies; Hirsch France SAS and Hirsch Porozell GmbH. In 2019, 34% owned Isobouw GmbH was merged into Hirsch Porozell GmbH, and transactions with those two companies are combined in Hirsch Porozell GmbH for 2019 in the tables below.

Transactions impacting the income statement (in SEK million) (extracted from the related parties transactions in BEWiSynbra's financial statements):

	2019	2018
Sale of goods to		
Bekken owned companies	0.2	142.2
IsoBouw GmbH	-	189.0
Hirsch Porozell GmbH	290.6	56.4
Purchase of goods from:		
Bekken owned companies	5.5	-
Hirsch Porozell GmbH	0.4	-
Rental expenses to:		
Bekken owned companies	28.4	13.3

In 2019, a settlement agreement was reached with KMC Family AS, entitling KMC Family AS to an additional consideration of SEK 2.9 million for the sale of BEWi M-Plast Oy to BEWiSynbra in 2017.

The acquisitions in 2018 of BEWi Produkter AS, BEWi Polar AS and BEWi Automotive AB were done from Frøya Invest AS and KMC Family AS. In the second quarter of 2018, five properties in Denmark and Sweden were sold for SEK 110 million in a sale and leaseback transaction to KMC Family AS. The transactions were conducted on market terms.

Transactions impacting the balance sheet (in SEK million):

	<b>31 December 2019</b>	31 December 2018
Non-current receivable		
Hirsch France SAS	26.1	-

In connection with the acquisition of IsoBouw GmbH in 2018, the Group settled external loans in IsoBouw GmbH of EUR 5.4 million, which became a loan from the Group to that company. In the acquisition analysis the loan was valued at zero and was consequently not recognised on the balance sheet. In 2019, that loan was converted to a shareholder contribution. As the loan was valued at zero in the consolidated accounts, the conversion to a shareholder contribution had no impact on the amount recognised as shares in associated companies on the balance sheet.

In August 2020, BDH was acquired from BEWi Holding AS, which is indirectly owned by Svenn Bekken. The consideration was based on an enterprise value of NOK 400 million of which approximately NOK 100 million were settled through a directed issue of 5,005,691 shares in BEWiSynbra, while the remaining approximate of NOK 300 million was paid as cash consideration and refinancing of existing debt. The purchase price is subject to certain post-closing adjustments, see Section 7.5.2. In August 2020, certain real properties in Denmark were sold for approximately SEK 100 million in a sale and leaseback transaction with a company affiliated to KMC Family AS. The transactions were concluded at arm's length principles, and the prices are based on negotiation between the parties.

# 7.10 Legal and arbitrational proceedings

On 14 May 2018 BEWiSynbra closed the acquisition of Synbra and the results and operations of the acquired Synbra were consolidated in BEWiSynbra's consolidated financial statements from that date. On 5 June 2018 the Commission confirmed that it carried out unannounced inspections in several Member States at the premises of companies active in styrene monomer purchasing as a preliminary step in investigations into suspected anticompetitive practices. No Group entity was involved in such inspections. The Commission has sent Synbra requests for information from Synbra in relation to the Commission's ongoing styrene monomer investigation and Synbra's potential involvement during 2013 and 2014. The fact that the Commission has initiated an investigation does not mean that the Commission has concluded that there is an infringement and no formal charges have been brought against Synbra to date. It is not possible to assess how long the Commission's investigations will take or what the outcome will be, but it cannot be excluded that charges may be brought forward by the Commission and that Synbra may receive a fine if the Commission decides that Synbra was engaged in anti-competitive behaviour in relation to styrene monomer purchasing. If the Commission decides that Synbra was engaged in anti-competitive behaviour in relation to styrene monomer purchasing, the potential fine could be up to 10% of Synbra's worldwide turnover (as a general rule, the Synbra group only and not the Group turnover so long as the groups are deemed legally separated) in the year preceding the Commission's potential fine decision. BEWiSynbra has received customary warranties in relation to, inter alia, compliance with laws, from the sellers of Synbra and such warranties are insured under a warranty and indemnity policy. Such warranty and indemnity insurance is capped at MEUR 15 and contains customary qualifications and carve-outs. Consequently, there is a risk that a potential fine will not be covered by the insurance or that it exceeds the liability limit of such insurance.

The Group may in the context of the continuing business from time to time become involved in disputes, but there is as of today no known dispute, other than the above potential anti-trust investigation, that could materially affect the Company's financial position or results.

Other than the above, neither the Company, nor any other company in the Group is, nor has been, during the course of the preceding 12 months involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on the Company's and/or the Group's financial position or profitability, and the Company is not aware of any such proceedings which are pending or threatened.

#### 8 SELECTED AND OTHER FINANCIAL INFORMATION

# 8.1 Introduction and basis for preparation

The Company was incorporated on 29 July 2020 and has consequently not published any historical financial information. However, the Company is a holding company which only business is to own 100% of the shares in BEWiSynbra, the former parent company of the Group. See Section 6.3 for further details about the Reorganisation. The Reorganisation was executed subsequent to the Company's general meeting on 21 August 2020 approving the Reorganisation.

The Company has prepared an opening balance for BEWi ASA as of 29 July 2020, prepared ahead of the Reorganisation. This opening balance has been audited by the Company's auditor PricewaterhouseCoopers AS and is attached hereto as Appendix B.

As the Group's activities for the last years are reflected in BEWiSynbra's consolidated financial statements for 2019, 2018 and the first six months of 2020, financial information has been selected and extracted from 1) the audited financial statements of BEWiSynbra as of, and for the year ended, 31 December 2019 with comparable numbers for 2018 (the "Financial Statements") and 2) the unaudited interim financial statements as of, and for the six months ended 30 June 2020, with comparable figures from 2019 (the "Interim Financial Statements"), see Sections 8.3 to 8.6.

The Financial Statements and Interim Financial Statements are available on the websites sited in Section 3.2.1.

# 8.2 Summary of accounting policies and principles

The Financial Statements have been prepared in accordance with IFRS and the interpretations provided by IFRIC as approved by the EU. The Interim Financial Statements have been prepared in accordance with IAS 34 based on accounting policies consistent with those applied in the preparation of the Annual Report for 2019.

The Company will prepare its financial statements in accordance with IFRS.

# 8.3 Selected statement of income for BEWiSynbra Group AB (publ)

(in SEK million) Statement of income for BEWiSynbra Group AB (publ)	Audited 2019	Audited 2018	Unaudited 1H 2020	Unaudited 1H 2019
Operating income:				
Net sales	4,552	3,905	2,241	2,298
Other operating income	10	16	-	6
Total operating income	4,562	3,921	2,241	2,304
Operating expenses:				
Raw materials and consumables	(2,098)	(2,132)	(961)	(1,015)
Goods for resale	(146)	(88)	(51)	(89)
Other external costs	(960)	(828)	(504)	(486)
Personnel costs	(857)	(638)	(427)	(434)
Depreciation, amortisation and impairment	(292)	(152)	(149)	(142)
Share of income from associated companies	6	7	47	4

Capital gain from sale of assets  Total operating expenses	(4,347)	52 <b>(3,780)</b>	(2,045)	(2,162)
Total operating expenses	(4,547)	(3,700)	(2,043)	(2,102)
Operating profit	215	141	196	142
Financial income	2	2	1	3
Financial expense	(119)	(77)	(56)	(60)
Net financial	(117)	(75)	(55)	(57)
Income before tax	98	66	140	85
Income tax	(39)	(50)	(26)	(25)
Net income for period	59	16	115	60

# 8.4 Selected statement of financial position for BEWiSynbra Group AB (publ)

(in SEK million)	Audited	Audited	Unaudited	Unaudited
Statement of financial position for BEWiSynbra Group AB	31.12.2019	31.12.2018	30.06.2020	30.06.2019
(publ)				
Non-current assets:				
Goodwill	743	721	759	758
Other intangible assets	773	823	727	822
Total intangible assets	1,516	1,543	1,486	1,580
Land and buildings	658	397	666	694
Plant and machinery	746	658	730	697
Equipment, tools, fixtures and fittings	110	68	103	103
Construction in progress and advance payments	33	104	43	95
Total property, plant and equipment	1,547	1,226	1,542	1,589
Shares in associates	16	7	84	12
Other financial non-current assets	60	35	84	50
Total financial assets	76	42	168	62
Deferred tax assets	48	52	47	46
Total non-current assets	3,187	2,863	3,243	3,277
Current assets:				
- Inventory	399	431	446	485
Accounts receivables	433	528	596	668
Tax assets	3	3	3	6
Other current receivables	21	32	11	29
Prepaid expenses and accrued income	14	19	34	20
Other financial assets	-	0	-	-
Cash and cash equivalents	587	235	398	126

Total current receivables	1,058	817	1,042	849
Total current assets	1,457	1,248	1,488	1,334
Total assets	4,644	4,111	4,731	4,611
Equity:				
Share capital	1	1	1	1
Additional paid-in capital	1,402	1,402	1,402	1,402
Reserves	7	(15)	(57)	65
Accumulated profit (including net profit for the period)	162	138	278	165
Equity attributable to Parent Company shareholders	1,572	1,527	1,625	1,633
Non-controlling interests	(6)	11	(7)	3
Total equity	1,566	1,537	1,618	1,636
Liabilities:				
Densions and similar phications to anniorses	27	20	28	18
Pensions and similar obligations to employees Other provisions	6	5	8	4
Deferred tax liability	239	279	227	258
Bond loan	1,434	1,290	1,442	772
Derivative liabilities	1,434	21	1,442	-
Other interest-bearing liabilities	311	52	310	339
Total non-current liabilities	2,017	1,667	1,861	1,392
Bond loan	153			545
Other interest-bearing liabilities	91	16	262	167
Other financial liabilities	5	3	7	35
Accounts payable	470	478	415	430
Current tax liabilities	49	56	72	44
Other current liabilities	66	97	104	119
Accrued expenses and deferred income	226	256	236	244
Total current liabilities	1,061	906	1,097	1,584
Total liabilities	3,078	2,574	3,113	2,975
Total equity and liabilities	4,644	4,111	4,731	4,611

# 8.5 Selected statement of cash flow for BEWiSynbra Group AB (publ)

(in SEK million) Statement of cash flow for BEWiSynbra Group AB (publ)	Audited 2018	Audited 2019	Unaudited 1H 2020
EBIT	141	215	196
Adjustment for non-cash items etc.	81	284	103
Net financial items	(49)	(107)	(42)
Income tax paid	(48)	(73)	(27)
Cash flow from operating activities before changes in WC	126	320	230

Changes in working capital	54	60	(203)
Cash flow from operating activities	181	379	27
Acquisitions non-current assets	(142)	(151)	(71)
Divestment non-current assets	113	-	51
Business acquisitions/ financial investments	(972)	(51)	(126)
Cash flow from investing activities	(1,001)	(202)	(145)
Borrowings	752	683	175
New share issue, net of transaction cost	393	-	_
Repayment of debt	(197)	(511)	(246)
Dividend to non-controlling interests	(1)	(1)	-
Cash flow from financing activities	947	171	(71)
Cash flow for the period	127	348	(190)
Opening cash and cash equivalents	111	235	587
Exchange difference in cash	(2)	4	-
Closing cash and cash equivalents	235	587	398

# 8.6 Selected statement of changes in equity for BEWiSynbra Group AB (publ)

(in SEK million)	Audited	Audited	Unaudited
Statement of changes in equity for BEWiSynbra Group AB (publ)	1.1-31.12.18	1.1-31.12.19	1.1-30.06.20
Opening balance	390	1,537	1,566
Change in accounting principles	-	(28)	-
Adjusted opening balance	390	1,510	1,566
Net profit / loss for the period	16	59	115
Other comprehensive income	(27)	22	(64)
Total comprehensive income	(12)	81	51
New share issue	1,165	-	-
Transaction costs	(7)	-	-
Dividend non-controlling interests	(1)	(1)	-
Divestment of non-controlling interest	(1)	-	-
Acquisition non-controlling interest	3	(24)	-
Total transactions with shareholders	1,159	(25)	-
Closing balance	1,537	1,566	1,618
of which attributable to non-controlling interests	11	(6)	(7)

# 8.7 Significant changes in the Group's financial or trading position

Other than the Reorganisation and the acquisition of BDH (see Sections 6.3 and 7.5.2), the Group has not carried out any transactions after the last audited accounts that represent a change of more than 25% in its total assets, revenue or profit or loss.

# 8.8 Material Borrowings

#### 8.8.1 Bond Loan 2018/2022

In April 2018, BEWiSynbra issued a senior secured bond loan of MEUR 75 with a framework amount of MEUR 100 (the "Bond Loan 2018/2022"). The net proceeds from the bond were used to finance the acquisition of Synbra and its subsidiaries in part and for transaction costs and refinancing of the Synbra Group's existing financing in part as well as for general corporate purposes of the Group (including acquisitions). The bonds are listed on the corporate bond list at Nasdaq Stockholm under ticker "BEWI02".

The Bond Loan 2018/2022 carries a floating interest rate based on three months EURIBOR plus a margin of 4.75% per annum and will mature in full on 19 April 2022. There is no interest floor, meaning that if the EURIBOR rate is less than zero, the total interest rate will be less than the margin.

The terms of the Bond Loan 2018/2022 include incurrence based financial covenants. An incurrence test must be met at certain times on a consolidated basis for the Group in respect of the following financial covenants:

- a) leverage ratio (i.e. ratio of net interest-bearing debt to EBITDA (as adjusted according to the terms and conditions)) which must not be greater than: (i) 3.25:1 from 2 June 2018 to and including 1 June 2019; and (ii) 2.75:1 from 2 June 2019 to and including 19 April 2022;
- b) interest cover ratio (i.e. ratio of EBITDA to net finance charges) which must be at least 3.00:1; and
- c) in order for the incurrence test to be deemed met, no event of default shall be continuing or would occur upon an incurrence or a distribution (as applicable).

# 8.8.2 Bond Loan 2019/2023

In November 2019, BEWiSynbra issued a senior secured bond loan of MEUR 65 with a framework amount of MEUR 115 (the "Bond Loan 2019/2023"). The net proceeds from the bond were used to refinance BEWiSynbra's previous SEK bond and for general corporate purposes. The bonds are listed on the corporate bond list at Nasdaq Stockholm under ticker "BEWI03".

The Bond Loan 2019/2023 carries a floating interest rate based on three months EURIBOR plus a margin of 3.40% per annum and will mature in full on 23 November 2023. There is no interest floor, meaning that if the EURIBOR rate is less than zero, the total interest rate will be less than the margin.

The terms of the Bond Loan 2019/2023 include incurrence based financial covenants. An incurrence test must be met at certain times on a consolidated basis for the Group in respect of the following financial covenants:

- a) other than in relation to a Restricted Payment, leverage ratio (i.e. ratio of net interest-bearing debt to EBITDA (as adjusted according to the terms and conditions)) which must not be greater than: (i) 3.25:1 from 23 November 2019 to and including 1 December 2020; 3.00:1 from 2 December 2020 to and including 1 December 2021, and (ii) 2.75:1 from 2 December 2021 to and including 23 November 2023;
- b) in relation to a Restricted Payment, leverage ratio is not greater than 2.75:1;
- c) interest cover ratio (i.e. ratio of EBITDA to net finance charges) which must be at least 3.00:1; and

d) in order for the incurrence test to be deemed met, no event of default shall be continuing or would occur upon an incurrence or a distribution (as applicable).

#### 8.8.3 Super Senior Revolving Facility Agreement

In January 2020, BEWiSynbra amended and restated its SEK 400 million multicurrency super senior revolving credit facility agreement (the "SSRCF") originally entered into with Nordea Bank Abp, Swedish branch on 5 June 2017 and as amended from time to time. The SSRCF is available to establish ancillary facilities and loans to finance general corporate purposes of the Group including acquisitions.

The SSRCF carries a floating interest rate based on the relevant base rate (STIBOR for loans in SEK, EURIBOR for loans in EUR and LIBOR for loans in other currencies) plus a margin. The margin is dependent on the leverage of the Group and is the percentage per annum set out below:

Leverage	Margin per cent. p.a.
Equal to or greater than 2.75:1	1.50
Less than 2.75:1 but equal to or greater than 2.25:1	1.25
Less than 2.25:1 but equal to or greater than 1.75:1	1.00
Less than 1.75:1	0.75

There is a zero per cent interest floor, meaning that if the relevant base rate is less than zero, the total interest rate will not be less than the margin.

The SSRCF include maintenance based financial covenants. The financial covenants are tested quarterly on a consolidated basis for the Group in respect of the following financial covenants:

- a) leverage ratio (i.e. ratio of net interest bearing debt to EBITDA (as adjusted according to the SSRCF)) which must not be greater than 4.00:1; and
- b) interest cover ratio (i.e. ratio of EBITDA to net finance charges) which must be at least 3.00:1.

The termination date of the SSRCF is 19 January 2022.

# 8.9 Working capital statement

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

# 9 THE BOARD OF DIRECTORS, MANAGEMENT AND CORPORATE GOVERNANCE

#### 9.1 Introduction

The General Meeting is the highest decision-making authority of the Company. All shareholders of the Company are entitled to attend and vote at General Meetings and to table draft resolutions for items to be included on the agenda for a General Meeting.

The overall management of the Company is vested with its Board of Directors, and each Board Member and the Management. In accordance with Norwegian law, the Board of Directors is responsible for, among other things, supervising the general and day-to-day management of the Company's business ensuring proper organisation, preparing plans and budgets for its activities ensuring that the Company's activities, accounts and assets management are subject to adequate controls and undertaking investigations necessary to perform its duties.

The Management is responsible for the day-to-day management of the Company's operations in accordance with Norwegian law and instructions set out by the Board of Directors. Among other responsibilities, the Company's Chief Executive Officer (the "CEO"), is responsible for keeping the Company's accounts in accordance with existing Norwegian legislation and regulations and for managing the Company's assets in a responsible manner. In addition, the CEO must, according to Norwegian law, brief the Board of Directors about the Company's activities, financial position and operating results at a minimum of one time per month.

# 9.2 The Board of Directors

#### 9.2.1 Introduction

The Articles of Association provide that the Board of Directors shall comprise between three and eight board members, as elected by the Company's shareholders in an ordinary or extraordinary general meeting (as applicable).

The Company's registered business address, Hammarvikringen 64, 7263 Hamarvik, Frøya, Norway, serves as business address for the members of the Board of Directors as regards their directorship in the Company.

#### 9.2.2 Overview of the Board of Directors

The table below sets out the names of the current members of the Board of Directors.

Name	Position	Served since	Term expires	Shares
Gunnar Syvertsen	Chairman	2020	2022	150,000
Kristina Schauman	Board Member	2020	2022	187,500¹
Stig Wærnes	Board Member	2020	2022	-
Per Nordlander	Board Member	2020	2022	-
Anne-Lise Aukner	Board Member	2020	2022	-

Svenn Bekken	Alternate for Stig	2020	2022	$5,005,691^2$
	Wærnes			

<sup>&</sup>lt;sup>1</sup> Owned through Calea AB.

No board members own any options or other securities exchangeable for Shares.

#### 9.2.3 Brief biographies of the Board of Directors

Set out below are brief biographies of the Board Members, including their managerial expertise and experience, in addition to an indication of any significant principal activities performed by them outside of the Company.

#### Gunnar Syvertsen, Chairman of the Board

Gunnar Syvertsen is Chairman of the Board of Directors and has been a member of the board of BEWiSynbra since 2014 with the position of chairman since 2018. Syvertsen has experience from being chairman of board as well as the CEO of several companies. Syvertsen has served as CEO of HeidelbergCement Northern Europe AB, a regional division of HeidelbergCement AG, one of the largest building materials companies in the world listed on the Frankfurt Stock Exchange. Other current assignments include Frøya Invest AS (chairman), Gis AS (chairman), Bewi Holding AS (chairman) and Topaas og Haug AS Entreprenørforretning (board member).

# Kristina Schauman, Board Member

Kristina Schauman is a Board Member and has been a board member of BEWiSynbra since 2016. Schauman has previous experience as CFO of Nasdaq OMX, Apoteket AB and Carnegie Investment Bank AB as well as various positions in companies such as Stora AB, ABB and Investor. She has experience as a board member from several companies and is a current member of the board of Nordic Entertainment Group AB, Åf Pöyry AB and BillerudKorsnäs Aktiebolag, both listed on Nasdaq Stockholm large cap. Schauman holds a degree in Accounting, Financial Management and International Business from Stockholm School of Economics. Other current assignments include Calea AB (board member, CEO), REEDA Capital Management AB (board member), Diaverum AB (board member) and Coor Service Management Holding AB (board member).

#### Stig Wærnes, Board Member

Stig Wærnes is a Board Member. He is the chairman of the board in various companies, including Overaae Holding AS, Sw Invest AS (where he is also the CEO), KMC Properties AS and EBE Eiendom AS. He is board member of Snewær AS and Warnes Invest AS. He is also the CEO of BEWi Holding AS. Wærnes has extended experience from auditing, advisory and various director and board positions and as regional managing partner and Deputy Chairman of BDO AS. Until 2011 he was chairman and managing partner of Inter Revisjon/Praxity (int). Wærnes holds a degree in auditing and accounting from NTNU business school.

# Per Nordlander, Board Member

Per Nordlander has been a member of the board of BEWiSynbra since 2014 and continues as a board member in the Company. Nordlander is a partner and employee at Verdane Capital Advisors, a private equity firm investing in growth-oriented business. He is a former founder, CEO and member of the board of Avanza Bank Holding AB listed on Nasdaq Stockholm large cap. Nordlander has held several management positions in firms as Nasdaq and

<sup>&</sup>lt;sup>2</sup> Owned indirectly through Bekken Invest AS / BEWi Holding AS. Svenn Bekken also indirectly owns 60% of Bekken Invest AS which indirectly controls 58.5% of the Company's shares (through KMC Family AS 1.5% and Frøya Invest AS (57.0%). The remaining shares in Bekken Invest AS are owned by other members of the Bekken family, including by Christian Bekken, the Company's CEO, who owns 13.33%. The Company has been advised that on the basis of a shareholders' agreement between the shareholders in Bekken Invest AS, no single shareholder has control in Bekken Invest AS.

Öhman, he was the founder and managing director of Nordnet and has worked as a consultant at Accenture. He has experience as a board member from several companies and is currently a member of the board of Allgon AB, listed on Nasdaq First North, and Livförsäkringsbolaget Skandia, ömsesidigt. Nordlander holds a master's degree in engineering physics from Uppsala University and has completed the Advanced Management Program at Stockholm School of Economics. Other current assignments include NF Holding AB (board member) and Bellman Group AB (publ) (board member). Additionally, Nordlander is a board member of several funds, management companies and holding companies in the Verdane sphere and personal holding companies.

#### Anne-Lise Aukner, Board Member

Anne-Lise Aukner has a law degree from the University of Oslo. She was the managing director and CEO of Nexans Norway from 2002 and also managing director and CEO of Nexans Sweden from 2018, until she retired in 2019. She has long experience in management of technology and knowledge based companies and management of industrial companies. She has over the years had several external roles in listed companies and interest organisations such as board member, and later deputy chairman and leader of the audit committee, of Kongsberg Gruppen ASA (2009 – 2015), board member ISCO Group (2012 – 2014), board member, and later leader of the audit committee of EDB/EDB Ergogroup ASA (2006 – 2012), board member TBL/Norsk Industri (2002-2012), board member NHO (2006 – 2010), board member NEMKO (2005 – 2007) and board member INTPOW (2008 – 2012).

#### Svenn Bekken, alternate Board Member for Stig Wærnes

Svenn Bekken is an entrepreneur with production and sales experience and expertise in the EPS industry. He served as CEO for Bewi Produkter AS from 1986 to 2018. He is a board member in BEWi Energy AS, BDH and Bekken Invest AS, where he is also the owner.

# 9.2.4 Board of Directors' independence

Stig Wærnes is the CEO of BEWi Holding AS, which indirectly controls a majority of the Company's shares. He is thereby not independent of the Company's main shareholders. He is independent of the Company's management and material business contacts.

Per Norlander is a partner and employee with Verdane Capital Advisors, a company which advises Verdane ETF III SPV K/S and Verdane Skuld 1 AS which after completion of the Secondary Sale own a total of 15.6% of the shares in the Company. Norlander has been appointed a representative for these funds and is thereby not independent of the Company's main shareholders. He is independent of the Company's management and material business contacts.

Svenn Bekken is Christian Bekken's father. He also indirectly holds a non-controlling majority position in KMC Family AS, see note no. 2 to the table in Section 9.2.2. As set out in Section 7.9, the Bekken family is also involved in other business activities, such as property management, and is in that capacity owner of a number of production facilities in which the Group runs operations. Svenn Bekken is therefore not independent of executive management, of the Company's main shareholders or of the Group's main business contacts.

Other than the above, the Board Members are independent of the Company's executive management and material business contacts and of the Company's main shareholders.

#### 9.2.5 Audit committee

The Board of Directors has appointed an audit committee consisting of Gunnar Syvertsen and Kristina Schauman. The audit committee shall assist the board in the preparation of decisions on issues regarding risk assessment, internal control, financial reporting and auditing.

The duties of the audit committee are to:

- a) monitor the Company's financial reporting and provide recommendations and proposals to ensure the reliability of the reporting,
- b) monitor the effectiveness of the Company's internal control and risk management insofar as the financial reporting is concerned,
- c) prepare any relevant recommendation whether to re-assess the need for internal auditing,
- d) keep itself informed about the auditing of the annual report and the consolidated annual report,
- e) review and monitor the impartiality and independence of the auditor/auditing firm, with specific focus on other services besides auditing services being provided by the auditor/auditing firm, and
- f) assist in the preparation for the annual general meeting's decision in relation to election of auditors, including through contacts with the nomination committee appointed in accordance with the annual general meeting.

# 9.3 Management

#### 9.3.1 Overview

As of the date of this Admission Document, the Group's senior management team consists of the following persons:

Name	Position	Employed since	Shares	
Christian Bekken	CEO	2002		_1
Marie Danielsson	CFO	2010		175,000
Jonas Siljeskär	COO	2015		93,750

<sup>&</sup>lt;sup>1</sup> See note no. 2 to the table in Section 9.2.2.

No members of Management own any options or other securities exchangeable for Shares.

The Company's registered business address, Hammarvikringen 64, 7263 Hamarvik, Frøya, Norway, serves as business address for the members of the Management as regards their positions with the Group.

# 9.3.2 Brief biographies of the members of the Management

Set out below are brief biographies of the members of the Group's Management:

#### Christian Bekken, CEO

Christian Bekken has been the Company's CEO since its incorporation. He has also been a Director of Business Development in the Group since 2018. Bekken is a member of the Bekken family, the majority shareholder, and is the former CEO of BEWiSynbra from 2014 to 2018. Bekken has held various positions within BEWiSynbra since 2002 and is the previous CEO of Smart Bolig AS. Bekken has an upper secondary general degree in economy and business administration. Other current assignments include KMC Family AS (CEO and chairman), Frøya Invest AS (board member), Otem Invest AS (CEO and chairman), Cbs Invest AS (CEO and chairman), Bewi Box AS (CEO and board member), Ytternesset Invest AS (board member) and Bewi Holding AS (board member).

#### Marie Danielsson, CFO

Marie Danielsson is the Group's CFO, and she has been the CFO in BEWiSynbra since 2015. Danielsson has previous positions as approved/authorised public accountant at KPMG AB and vice president Financial Control and Taxes at Haldex AB (publ). Danielsson holds a master's degree in economics from Stockholm University in Sweden. Other current assignments include Bewi P AB (board member).

#### Jonas Siljeskär, COO

Jonas Siljeskär is the Group's Chief Operating Officer and the CEO of BEWiSynbra Group AB (publ). He has previously held various other positions in the Group, including COO in BEWi Group AB and Managing Director and board member of various companies in the BEWiSynbra group. He was also production manager of Thermisol AB and director of production at Tomoku Hus AB. Siljeskär is managing director and a member of the board of directors in several subsidiaries in the Group. Siljeskär holds a degree in engineering from Dalarna University in Sweden and a degree in lean management from Toyota Nagoya.

# 9.4 Benefits upon termination

Between the Company and the CEO, a notice period of six months shall apply both for the Company and the CEO. Such notice period also applies for the other senior executives.

If the Company terminates the CEO's employment, he shall receive severance pay equal to twelve months' salary in addition to compensation during the notice period.

If the Company terminates the COO's employment, he shall receive a severance pay equal to six months if the notice is given before 1 January 2025 and twelve months it the notice is given thereafter.

Other than the above, no members of Management or the Board of Directors are entitled to any additional remuneration following the termination of their employments/service.

# 9.5 Employees

The Company has one employee, the CEO. As per the date of this Admission Document, the Group has approximately 1400 employees and full-time consultants.

There are currently no share incentive schemes for the employees.

# 9.6 Corporate governance requirements

The Board has a responsibility to ensure that the Company has good corporate governance.

Having bonds listed on the corporate bonds list at Nasdaq Stockholm (see Section 8.8), the Company's wholly owned subsidiary BEWiSynbra has complied with the Swedish Corporate Governance Code. The Shares will be listed on Merkur Market, which is not a regulated market, and it is therefore not a requirement that the Company comply with any corporate governance code, such as the Norwegian Code of Practice. However, in connection with the Admission, the Company has resolved to implement the Norwegian Code of Practice and will therefore in practice comply with both the Norwegian and the Swedish codes.

#### 9.7 Nomination committee

According to the Company's Articles of Association the Company shall have a nomination committee consisting of between two and four members elected by the general meeting. At the extraordinary general meeting held on 21 August 2020, Liv Malvik was elected as chairman of the nomination committee while Roar Husby and Gunnar Syvertsen were elected as members of the nomination committee.

#### 9.8 Conflicts of interests etc.

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

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

As set out above, certain members of the Board of Directors and the Management have financial interests in the Company through shareholdings. In addition, members of the Board of Directors and the Management may be board members or managers of other companies and hold shares in other companies, and in the event any such company enters into business relationships with the Company, the members of the Board of Directors and Management may have a conflict of interest, which is managed by the person concerned not being involved in the handling of the matter on behalf of the Company. For information regarding certain transactions with related parties and between the Company and members of the Board of Directors or the Management, see Section 7.5 "Material Agreements" and Section 7.9 "Related Party Transactions". Except as specified, no members of the Board of Directors or the Management has any private interest which may conflict with the interests of the Company.

Other than alternate Board Member Svenn Bekken being Christian Bekken's father, there are no family ties between any of the members of the Board of Directors and/or the members of the Management.

Except as disclosed in Section 7.9 "*Related Party Transactions*", none of the members of the Board of Directors have service contracts with the Company or any of its subsidiaries.

# 10 CORPORATE INFORMATION AND DESCRIPTION OF SHARE CAPITAL AND SHAREHOLDER MATTERS

# 10.1 Corporate Information

The legal and commercial name of the Company is BEWi ASA. The Company is a public limited liability company (Nw.: *allmennaksjeselskap*) validly incorporated and existing under the laws of Norway and in accordance with the Norwegian Public Companies Act. The Company is registered with the Norwegian Register of Business Enterprises with business registration number 925 437 948. The Company was incorporated on 29 July 2020.

The Company's registered business address is Hammarvikringen 64, 7263 Hamarvik, Frøya, Norway, which is also its principal place of business. The telephone number to the Company's principal offices is +47 7244 8888 and the website is www.bewi.com.

The Shares are registered in book-entry form with the VPS under ISIN NO 0010890965. The Company's register of shareholders in the VPS is administrated by the VPS Registrar, DNB Bank ASA. The Company's LEI-code is 254900N95EUYYZZA5F19.

# 10.2 Legal structure

The Company is the ultimate parent company in the Group, and the business is mainly carried out through its wholly or partly owned subsidiaries. The Group comprises in total 55 legal entities in Sweden, Norway, Finland, Denmark, the Netherlands, Iceland and Portugal, and in addition, the Group holds minority stakes in companies in the UK, Germany and France. The chart included in Section 7.3 sets out the Group's legal structure as of the date of this Admission Document.

# 10.3 Share capital and share capital history

#### 10.3.1 Overview

The registered share capital of the Company at the date of this Admission Document is NOK 143,943,671, divided into 143,943,671 Shares, each with a par value of NOK 1. All of the Shares have been created under the Norwegian Public Companies Act, and are validly issued and fully paid.

The Company has one class of shares, and accordingly there are no differences in the voting rights among the Shares. The Shares are freely transferable, meaning that a transfer of Shares is not subject to the consent of the Board of Directors or rights of first refusal. Pursuant to the Articles of Association, the Shares shall be registered in the VPS.

# 10.3.2 Share capital history

The table below shows the development in the Company's share capital for the period covered by the Financial Statements to the date of the Admission Document. There have not been any other capital increases in the Company other than as set out in the table below, neither by way of contribution in cash or in kind for the period covered by the Financial Statements until the date of this Admission Document.

Date	Event	Capital	Par	Share	Share capital	New shares	Total no. of
		increase	value	price	(NOK)	issued	Shares
		/decrease					
29.7.2020	Incorporation	1000,000	1	1	1,000,000	1,000,000	1,000,000
21.8.2020	Share capital	-1000,000	1	1	0	0	0
	decrease1						
21.8.2020	Private	143,943,671	1	$19.98^3$	143,943,671	143,943,671	143,943,671
	Placement <sup>2</sup>						

<sup>&</sup>lt;sup>1</sup> Share capital decrease in connection with the share exchange with the shareholders of BEWiSynbra as part of the Reorganisation, see Section 6.3 above.

#### 10.3.3 Authorisation to issue additional shares

As at the date of this Admission Document, the general meeting of the Company has not granted the Board of Directors any authorisation to increase the Company's share capital.

# 10.3.4 Other financial instruments issued by the Company

Neither the Company nor any of the Company's subsidiaries has issued any options, warrants, convertible loans or other instruments that would entitle a holder of any such instrument to subscribe for any shares in the Company or its subsidiaries.

# 10.4 Ownership Structure

Following completion of the Secondary Sale, the Company will have a total of more than 140 registered shareholders in the VPS.

As per the date of the Admission, the following shareholders will hold more than 5% of the issued Shares:

Shareholder	Number of Shares	% of share capital
Frøya Invest AS	82,107,826	57.0%
Kverva Industrier AS	14,250,424	9.9%
Verdane ETF III SPV K/S	11,853,000	8.2%
Verdane Skuld 1 AS	10,647,000	7.4%

A total of 33,750 (0.02%) Shares are held by the Company on behalf of two shareholders who were not able to receive their Shares in the VPS in time for the Admission. These Shares will be transferred to these shareholders as soon as the Company receives their VPS or nominee account details.

Other than the above, the Company does not hold any treasury shares, nor does any of the Company's subsidiaries hold shares in the Company, as per the date of this Admission Document.

<sup>&</sup>lt;sup>2</sup> Issuing of new shares to the shareholders of BEWiSynbra as part of the Reorganisation, see Section 6.3 above.

<sup>&</sup>lt;sup>3</sup> Exact amount is NOK 19.977258.

There are no arrangements known to the Company that may lead to a change of control in the Company.

# 10.5 Shareholder rights

The Company has one class of shares in issue, and all Shares provide equal rights in the Company, including the rights to any dividends. Each of the Company's shares carries one vote. The rights attached to the Shares are further described in Section 10.6 "*The Articles of Association*" and Section 10.7 "*Certain aspects of Norwegian corporate law*".

#### 10.6 The Articles of Association

The Articles of Association are enclosed in Appendix A to the Admission Document, a summary of which is given below.

#### 10.6.1 Objective of the Company

Pursuant to article 3 of the Company's articles of association, the Company's objective is to directly or indirectly conduct production, marketing and sales of customer tailor made packaging solutions and isolation materials and to conduct other business compatible therewith and to conduct services within the Group mainly within administration and finance.

#### 10.6.2 Share capital and par value

The Company's share capital is NOK 143,943,671, divided into 143,943,671 shares, each with a par value of NOK 1.

# 10.6.3 The Board of Directors

The Board of Directors shall consist of between three and eight members. Its members are elected for a period of two years, unless otherwise is decided by the general meeting in connection with the election.

#### 10.6.4 Nomination committee

The Company shall have a nomination committee. The nomination committee shall consist of between two and four members, as resolved by the general meeting, where the majority of the members shall be independent of the Board of Directors and the management. The members of the nomination committee, including the chairperson, will be elected by the general meeting for a term of two years unless the general meeting decides otherwise in connection with the election.

The nomination committee shall give recommendations to the general meeting for the election of shareholder elected members to the board of directors and the chairperson of the board, and to members of the nomination committee, in addition to recommendations for remuneration to the members of the board of directors and the members of the nomination committee. The general meeting may adopt instructions for the nomination committee.

# 10.6.5 Restrictions on transfer of Shares

Other than lock-up as described in Section 6.4 above, there are no restrictions on transfer of the Shares.

# 10.6.6 General meetings

The Company's general meetings shall be held in the municipality where the Company has its registered office or in Trondheim or Oslo municipality.

The annual general meeting shall address and decide upon the following matters:

- Approval of the annual accounts and the annual report, including distribution of dividend.
- Any other matters which are referred to the general meeting by law or the articles of association.

Documents relating to matters to be dealt with by the Company's general meeting, including documents which by law shall be included in or attached to the notice of the general meeting, do not need to be sent to the shareholders if such documents have been made available on the Company's website. A shareholder may nevertheless request that documents relating to matters to be dealt with at the general meeting, is sent to him or her.

The shareholders may cast their votes in writing, including through electronic communication, in a period prior to the general meeting. The board of directors may establish specific guidelines for such advance voting. It must be stated in the notice of the general meeting which guidelines have been set.

The right to participate and vote at the general meeting may only be exercised when the acquisition is entered in the VPS the fifth business day before the general meeting.

The board of directors may decide that shareholders who want to participate in the general meeting must notify the Company thereof within a specific deadline that cannot expire earlier than three days prior to the general meeting.

# 10.7 Certain aspects of Norwegian corporate law

# 10.7.1 General meetings

Through the general meeting, shareholders exercise supreme authority in a Norwegian company. In accordance with Norwegian law, the annual general meeting of shareholders is required to be held each year on or prior to 30 June. Norwegian law requires that a written notice of annual general meetings setting forth the time of, the venue for and the agenda of the meeting is sent to all shareholders with a known address no later than two weeks before the annual general meeting of a Norwegian public limited liability company shall be held, unless the articles of association stipulate a longer deadline, which is not currently the case for the Company.

A shareholder may vote at the general meeting either in person or by proxy (the proxy holder is appointed at their own discretion). All of the Company's shareholders who are registered in the shareholders' register kept and maintained with the VPS as of the date of the general meeting, or who otherwise have reported and documented ownership of shares in the Company, are entitled to participate at general meetings, without any requirement of pre-registration.

Apart from the annual general meeting, extraordinary general meetings of shareholders may be held if the board of directors considers it necessary. An extraordinary general meeting of shareholders shall also be convened if, in order to discuss a specified matter, the auditor or shareholders representing at least 5% of the share capital demands such in writing. The requirements for notice and admission to the annual general meeting also apply to extraordinary general meetings.

# 10.7.2 Voting rights – amendments to the articles of association

Each Share carries one vote. In general, decisions shareholders are entitled to make under Norwegian law or the articles of association may be made by a simple majority of the votes cast. In the case of elections or appointments (e.g. to the board of directors), the person(s) who receive(s) the greatest number of votes cast is elected. However, as required under Norwegian law, certain decisions, including resolutions to waive preferential rights to subscribe for shares in connection with any share issue in the Company, to approve a merger or demerger of the Company, to amend the articles of association, to authorize an increase or reduction of the share capital, to authorize an issuance of convertible loans or warrants by the Company or to authorize the Board of Directors to purchase Shares and hold them as treasury shares or to dissolve the Company, must receive the approval of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at the general meeting in question. Moreover, Norwegian law requires that certain decisions, i.e. decisions that have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval by the holders of such shares or class of shares as well as the majority required for amending the articles of association.

Decisions that (i) would reduce the rights of some or all of the Company's shareholders in respect of dividend payments or other rights to assets or (ii) restrict the transferability of the Shares, require that at least 90% of the share capital represented at the general meeting in question vote in favour of the resolution, as well as the majority required for amending the articles of association.

In general, only a shareholder registered in the VPS is entitled to vote for such Shares. Beneficial owners of the Shares that are registered in the name of a nominee are generally not entitled to vote under Norwegian law, nor is any person who is designated in the VPS register as the holder of such Shares as nominees.

There are no quorum requirements that apply to the general meetings.

# 10.7.3 Additional issuances and preferential rights

If the Company issues any new Shares, including bonus share issues, the Company's articles of association must be amended, which requires the same vote as other amendments to the articles of association. In addition, under Norwegian law, the Company's shareholders have a preferential right to subscribe for new Shares issued by the Company. The preferential rights may be deviated from by a resolution in the general meeting passed with the same vote required to amend the articles of association. A deviation of the shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding Shares.

The general meeting may, by the same vote as is required for amending the articles of association, authorize the board of directors to issue new Shares, and to deviate from the preferential rights of shareholders in connection with such issuances. Such authorisation may be effective for a maximum of two years, and the nominal value of the Shares to be issued may not exceed 50% of the registered par share capital when the authorisation is registered with the Norwegian Register of Business Enterprises.

Under Norwegian law, the Company may increase its share capital by a bonus share issue, subject to approval by the Company's shareholders, by transfer from the Company's distributable equity or from the Company's share premium reserve and thus the share capital increase does not require any payment of a subscription price by the shareholders. Any bonus issues may be affected either by issuing new shares to the Company's existing shareholders or by increasing the nominal value of the Company's outstanding Shares.

Issuance of new Shares to shareholders who are citizens or residents of the United States and other jurisdictions upon the exercise of preferential rights may require the Company to file a registration statement or prospectus in

the United States under United States securities laws or in such other jurisdictions under the laws of such jurisdictions. Should the Company in such a situation decide not to file a registration statement or prospectus, the Company's U.S. shareholders and shareholders in such other jurisdictions may not be able to exercise their preferential rights. To the extent that shareholders are not able to exercise their rights to subscribe for new shares, the value of their subscription rights will be lost and such shareholders' proportional ownership interests in the Company will be reduced.

#### 10.7.4 Minority rights

Norwegian law sets forth a number of protections for minority shareholders of the Company, including, but not limited to, those described in this paragraph and the description of general meetings as set out above. Any of the Company's shareholders may petition Norwegian courts to have a decision of the board of directors or the Company's shareholders made at the general meeting declared invalid on the grounds that it unreasonably favours certain shareholders or third parties to the detriment of other shareholders or the Company itself. The Company's shareholders may also petition the courts to dissolve the Company as a result of such decisions to the extent particularly strong reasons are considered by the court to make necessary dissolution of the Company.

Minority shareholders holding 5% or more of the Company's share capital have a right to demand in writing that the Board of Directors convenes an extraordinary general meeting to discuss or resolve specific matters. In addition, any of the Company's shareholders may in writing demand that the Company place an item on the agenda for any general meeting as long as the Company is notified in time for such item to be included in the notice of the meeting. If the notice has been issued when such a written demand is presented, a renewed notice must be issued if the deadline for issuing notice of the general meeting has not expired.

#### 10.7.5 Rights of redemption and repurchase of shares

The share capital of the Company may be reduced by reducing the nominal value of the Shares or by cancelling Shares. Such a decision requires the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at a general meeting. Redemption of individual Shares requires the consent of the holders of the Shares to be redeemed.

The Company may purchase its own Shares provided that the Board of Directors has been granted an authorisation to do so by a general meeting with the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at the meeting. The aggregate nominal value of treasury shares so acquired, and held by the Company must not lead to the share capital with deduction of the aggregate nominal of the holding of own shares is less than the minimum allowed share capital of NOK 1,000,000, and treasury shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the shares. The authorisation by the general meeting of the Company's shareholders cannot be granted for a period exceeding two years.

#### 10.7.6 Shareholder vote on certain reorganisations

A decision of the Company's shareholders to merge with another company or to demerge requires a resolution by the general meeting passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the general meeting. A merger plan, or demerger plan signed by the board of directors along with certain other required documentation, would have to be sent to all the Company's shareholders, or if the articles of association stipulate that, made available to the shareholders on the Company's website, at least one month prior to the general meeting to pass upon the matter.

# 10.7.7 Liability of board members

Board members owe a fiduciary duty to the Company and its shareholders. Such fiduciary duty requires that the board members act in the best interests of the Company when exercising their functions and exercise a general duty of loyalty and care towards the Company. Their principal task is to safeguard the interests of the Company.

Board members may each be held liable for any damage they negligently or willfully cause the Company. Norwegian law permits the general meeting to discharge any such person from liability, but such discharge is not binding on the Company if substantially correct and complete information was not provided at the general meeting passing upon the matter. If a resolution to discharge the Board Members from liability or not to pursue claims against such a person has been passed by a general meeting with a smaller majority than that required to amend the articles of association, shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility but can be recovered from any proceeds the Company receives as a result of the action. If the decision to discharge any of the Board Members from liability or not to pursue claims against the Board Members is made by such a majority as is necessary to amend the articles of association, the minority shareholders of the Company cannot pursue such claim in the Company's name.

#### 10.7.8 Indemnification of board members

Neither Norwegian law nor the articles of association contains any provision concerning indemnification by the Company of the board of directors. The Company is permitted to purchase insurance for the board members against certain liabilities that they may incur in their capacity as such.

# 10.7.9 Distribution of assets on liquidation

Under Norwegian law, the Company may be wound-up by a resolution of the Company's shareholders at the general meeting passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the meeting. In the event of liquidation, the Shares rank equally in the event of a return on capital.

#### 10.8 Takeover bids and forced transfer of shares

The Company is not subject to the takeover regulations set out in the Norwegian Securities Trading Act, or otherwise.

The Shares are, however, subject to the provisions on compulsory transfer of shares as set out in the Norwegian Public Companies Act. If a public limited liability company alone, or through subsidiaries, owns 9/10 or more of the shares in the subsidiary, and may exercise a corresponding part of the votes that may be cast in the general meeting, the board of directors of the parent company may resolve that the parent company shall take over the remaining shares in the company. Each of the other shareholders in the subsidiary have the right to require the parent company to take over the shares. The parent company shall give the shareholders a redemption offer pursuant to the provisions of the Norwegian Public Companies Act. The redemption amount will in the absence of agreement or acceptance of the offer be fixed by a discretionary valuation.

#### 10.9 Insider trading

According to Norwegian law, subscription for, purchase, sale or exchange of financial instruments that are admitted to trading, or subject to an application for admission to trading on a Norwegian regulated marketplace,

or incitement to such dispositions, must not be undertaken by anyone who has inside information. The same applies in the case of financial instruments that are admitted to trading on a Norwegian multilateral trading facility such as Merkur Market. Inside information is defined in Section 3-2 of the Norwegian Securities Trading Act and refers to precise information about financial instruments issued by the Company admitted to trading, about the Company admitted trading itself or about other circumstances which are likely to have a noticeable effect on the price of financial instruments issued by the Company admitted to trading or related to financial instruments issued by the Company admitted to trading, and which is not publicly available or commonly known in the market. Information that is likely to have a noticeable effect on the price shall be understood to mean information that a rational investor would probably make use of as part of the basis for his investment decision. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions. Breach of insider trading obligations may be sanctioned and lead to criminal charges.

#### 11 NORWEGIAN TAXATION

This Section describes certain tax rules in Norway applicable to shareholders who are resident in Norway for tax purposes ("Norwegian Shareholders") and to shareholders who are not resident in Norway for tax purposes "Foreign Shareholders"). The statements herein regarding taxation are based on the laws in force in Norway as of the date of this Admission Document and are subject to any changes in law occurring after such date. Such changes could possibly be made on a retrospective basis. The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Shares. Investors are advised to consult their own tax Advisors concerning the overall tax consequences of their ownership of Shares. The statements only apply to shareholders who are beneficial owners of Shares. Please note that for the purpose of the summary below, references to Norwegian Shareholders or Foreign Shareholders refers to the tax residency rather than the nationality of the shareholder.

#### 11.1 Norwegian shareholders

#### 11.1.1 Taxation of dividends

Norwegian corporate shareholders (i.e. limited liability companies and similar entities) ("Norwegian Corporate Shareholders") are comprised by the Norwegian participation exemption. Under the exemption, only 3% of dividend income on shares in Norwegian limited liability companies is subject to tax as ordinary income (22% flat rate as of 2020), implying that such dividends are effectively taxed at a rate of 0.66%.

Dividends distributed to Norwegian individual shareholders (i.e. other shareholders than Norwegian Corporate Shareholders) ("Norwegian Individual Shareholders") are grossed up with a factor of 1.44 before taxed as ordinary income (22% flat rate, resulting in an effective tax rate of 31.68%) to the extent the dividend exceeds a tax-free allowance.

The tax-free allowance is calculated on a share-by-share basis for each individual shareholder on the basis of the cost price of each of the Shares multiplied by a risk-free interest rate. The risk-free interest rate is based on the effective rate of interest on treasury bills (Nw.: statskasseveksler) with three months maturity plus 0.5 percentage points, after tax. The tax-free allowance is calculated for each calendar year and is allocated solely to Norwegian Individual Shareholders holding Shares at the expiration of the relevant calendar year. Norwegian Individual Shareholders who transfer Shares will thus not be entitled to deduct any calculated allowance related to the year of transfer. Any part of the calculated tax-free allowance one year exceeding the dividend distributed on the Share ("unused allowance") may be carried forward and set off against future dividends received on (or gains upon realisation of, see below) the same Share. Any unused allowance will also be added to the basis of computation of the tax-free allowance on the same Share the following year.

The Shares will not qualify for Norwegian share saving accounts (Nw.: aksjesparekonto) for Norwegian Individual Shareholders as the Shares are listed on Merkur Market (and not Oslo Børs / Oslo Axess).

#### 11.1.2 Taxation of capital gains

Sale, redemption or other disposal of Shares is considered as a realisation for Norwegian tax purposes.

Capital gains generated by Norwegian Corporate Shareholders through a realisation of shares in Norwegian limited liability companies, such as the Company, are comprised by the Norwegian participation exemption and therefore tax exempt. Net losses from realisation of Shares and costs incurred in connection with the purchase and realisation of such Shares are not tax deductible for Norwegian Corporate Shareholders.

Norwegian Individual Shareholders are taxable in Norway for capital gains derived from realisation of Shares, and have a corresponding right to deduct losses. This applies irrespective of how long the Shares have been owned by the individual shareholder and irrespective of how many Shares that are realized. Gains are taxable as ordinary income in the year of realisation and losses can be deducted from ordinary income in the year of realisation. Any gain or loss is grossed up with a factor of 1.44 before taxed at a rate of 22% (resulting in an effective tax rate of 31.68%). Gain or loss is calculated per Share, as the difference between the consideration received for the Share and the Norwegian Individual Shareholder's cost price for the Share, including costs incurred in connection with the acquisition or realisation of the Share. Any unused tax-free allowance connected to a Share may be deducted from a capital gain on the same Share, but may not lead to or increase a deductible loss. Further, unused tax-free allowance related to a Share cannot be set off against gains from realisation of other Shares.

If a Norwegian shareholder realizes Shares acquired at different points in time, the Shares that were first acquired will be deemed as first sold (the "first in first out"-principle) upon calculating taxable gain or loss. Costs incurred in connection with the purchase and sale of Shares may be deducted in the year of sale.

A shareholder who ceases to be tax resident in Norway due to domestic law or tax treaty provisions may become subject to Norwegian exit taxation of capital gains related to shares in certain circumstances.

#### 11.1.3 Net wealth tax

The value of Shares is taken into account for net wealth tax purposes in Norway. The marginal net wealth tax rate is currently 0.85% of the value assessed. The value for assessment purposes for the Shares is equal to 65% of the total tax value of the Company as of 1 January of the year before the tax assessment year. However, if the share capital in the Company has been increased or reduced by payment from or to shareholders in the year before the tax assessment year, the value for assessment purposes for the Shares is equal to 65% of the total tax value of the Company as of 1 January of the tax assessment year. The value of debt allocated to the Shares (a proportional part of the shareholder's total debt) for Norwegian wealth tax purposes is reduced correspondingly (i.e. to 65%).

Norwegian limited liability companies and similar entities are exempted from net wealth tax.

# 11.2 Foreign Shareholders

#### 11.2.1 Taxation of dividends

Dividends paid from a Norwegian limited liability company to Foreign Shareholders are subject to Norwegian withholding tax at a rate of 25% unless the recipient qualifies for a reduced rate according to an applicable tax treaty or other specific regulations. The shareholder's country of residence may give credit for the Norwegian withholding tax imposed on the dividend.

If a Foreign Shareholder is carrying on business activities in Norway and the Shares are effectively connected with such activities, the Foreign Shareholder will be subject to the same taxation of dividend as a Norwegian Shareholder, as described above.

Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities) ("Foreign Corporate Shareholders") resident within the EEA are exempt from Norwegian withholding tax pursuant to the Norwegian participation exemption provided that the Foreign Corporate Shareholder is genuinely established and carries out genuine economic activities within the EEA.

Dividends paid to Foreign Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders) ("Foreign Individual Shareholders") are as the main rule subject to Norwegian

withholding tax at a rate of 25%, unless a lower rate has been agreed in an applicable tax treaty. If the individual shareholder is resident within the EEA, the shareholder may apply to the tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share, see Section 11.1.1 "*Taxation of dividends*". However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25% less the tax-free allowance.

In accordance with the present administrative system in Norway, a distributing company will generally deduct withholding tax at the applicable rate when dividends are paid directly to an eligible Foreign Shareholder, based on information registered with the VPS. Foreign Corporate and Individual Shareholders must document their entitlement to a reduced withholding tax rate by (i) obtaining a certificate of residence issued by the tax authorities in the shareholder's country of residence, confirming that the shareholder is resident in that state and (ii) providing a confirmation from the shareholder that the shareholder is the beneficial owner of the dividend. In addition, Foreign Corporate Shareholders must also present either (i) an approved withholding tax refund application or (ii) an approval from the Norwegian tax authorities confirming that the recipient is entitled to a reduced withholding tax rate or a withholding tax exemption. Such documentation must be provided to either the nominee or the account operator (VPS). Dividends paid to Foreign Shareholders in respect of nominee registered shares are not eligible for reduced treaty withholding tax rate at the time of payment unless the nominee, by agreeing to provide certain information regarding beneficial owner, has obtained approval for reduced treaty withholding tax rate from the Norwegian tax authorities. The withholding obligation lies with the company distributing the dividends and the Company assumes this obligation.

Foreign Individual Shareholders and Foreign Corporate Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted. The same will apply to Foreign Corporate Shareholders that have suffered withholding tax although qualifying for the Norwegian participation exemption.

Foreign Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments.

#### 11.2.2 Taxation of capital gains

Gains from realisation of Shares by Foreign Shareholders will not be subject to tax in Norway unless the Foreign Shareholders are holding the Shares in connection with business activities carried out in or managed from Norway. Such taxation may be limited according to an applicable tax treaty or other specific regulations.

#### 11.2.3 Net wealth tax

Foreign Shareholders are not subject to Norwegian net wealth tax with respect to the Shares, unless the shareholder is an individual, and the shareholding is effectively connected with a business which the shareholder takes part in or carries out in Norway. Such taxation may be limited according to an applicable tax treaty.

#### 11.2.4 Transfer taxes etc. VAT

No transfer taxes, stamp duty or similar taxes are currently imposed in Norway on purchase, issuance, disposal or redemption of shares. Further, there is no VAT on transfer of shares.

#### 12 SELLING AND TRANSFER RESTRICTIONS

#### 12.1 General

As a consequence of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Shares admitted to trading on Merkur Market.

The Company is not taking any action to permit a public offering of the Shares in any jurisdiction. Receipt of this Admission Document does not constitute an offer and this Admission Document is for information only and should not be copied or redistributed. If an investor receives a copy of this Admission Document, the investor may not treat this Admission Document as constituting an invitation or offer to it, nor should the investor in any event deal in the Shares, unless, in the relevant jurisdiction, the Shares could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements. Accordingly, if an investor receives a copy of this Admission Document, the investor should not distribute or send the same, or transfer Shares, to any person or in or into any jurisdiction where to do so would or might contravene local securities laws or regulations.

# 12.2 Selling restrictions

#### 12.2.1 United States

The Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold except: (i) within the United States to QIBs in reliance on Rule 144A or pursuant to another available exemption from the registration requirements of the U.S. Securities Act; or (ii) outside the United States to certain persons in offshore transactions in compliance with Regulation S under the U.S. Securities Act, and, in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Accordingly, the Merkur Market Advisors have represented and agreed that it has not offered or sold, and will not offer or sell, any of the Shares as part of its allocation at any time other than (i) within the United States to QIBs in accordance with Rule 144A or (ii) outside of the United States in compliance with Rule 903 of Regulation S. Transfer of the Shares will be restricted and each purchaser of the Shares in the United States will be required to make certain acknowledgements, representations and agreements, as described under Section 12.3.1 "United States".

# 12.2.2 United Kingdom

The Merkur Market Advisors have represented, warranted and agreed that:

- a) they have only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 ("FSMA") in connection with the issue or sale of any Shares in circumstances in which Section 21(1) of the FSMA does not apply to the Company; and
- b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Shares in, from or otherwise involving the United Kingdom.

# 12.2.3 European Economic Area

In no member state (each a "Relevant Member State") of the European Economic Area (the "EEA") have Shares been offered and in no Relevant Member State other than Norway will Shares be offered to the public pursuant to an offering, except that Shares may be offered to the public in that Relevant Member State at any time in reliance on the following exemptions under the EU Prospectus Regulation:

- a) to persons who are "qualified investors" within the meaning of Article 2(e) in the EU Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) per Relevant Member State, with the prior written consent of the Merkur Market Advisors for any such offer; or
- c) in any other circumstances falling under the scope of Article 3(2) of the EU Prospectus Regulation;

provided that no such offer of Shares shall result in a requirement for the Company or Merkur Market Advisors to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplementary prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purpose of this provision, the expression an "offer to the public" in relation to any Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the an offering and the Shares to be offered, so as to enable an investor to decide to acquire any Shares.

This EEA selling restriction is in addition to any other selling restrictions set out in this Admission Document.

# 12.2.4 Other jurisdictions

The Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into, Switzerland, Japan, Canada, Australia or any other jurisdiction in which it would not be permissible to offer the Shares.

In jurisdictions outside the United States and the EEA where an offering would be permissible, the Shares will only be offered pursuant to applicable exceptions from prospectus requirements in such jurisdictions.

#### 12.3 Transfer restrictions

#### 12.3.1 United States

The Shares have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold except: (i) within the United States only to QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act; and (ii) outside the United States in compliance with Regulation S, and in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this Section.

Each purchaser of the Shares outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Admission Document and such other information as it deems necessary to make an informed investment decision and that:

- a) The purchaser is authorized to consummate the purchase of the Shares in compliance with all applicable laws and regulations.
- b) The purchaser acknowledges that the Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority or any state of the United States, subject to certain exceptions, may not be offered or sold within the United States.

- c) The purchaser is, and the person, if any, for whose account or benefit the purchaser is acquiring the Shares, was located outside the United States at the time the buy order for the Shares was originated and continues to be located outside the United States and has not purchased the Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Shares or any economic interest therein to any person in the United States.
- d) The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Shares from the Company or an affiliate thereof in the initial distribution of such Shares.
- e) The purchaser is aware of the restrictions on the offer and sale of the Shares pursuant to Regulation S described in this Admission Document.
- f) The Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S.
- g) The Company shall not recognize any offer, sale, pledge or other transfer of the Shares made other than in compliance with the above restrictions.
- h) If the purchaser is acquiring any of the Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements in behalf of each such account.
- i) The purchaser acknowledges that the Company, the Merkur Market Advisors and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each purchaser of the Shares within the United States purchasing pursuant to Rule 144A or another available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act will be deemed to have acknowledged, represented and agreed that it has received a copy of this Admission Document and such other information as it deems necessary to make an informed investment decision and that:

- a) The purchaser is authorized to consummate the purchase of the Shares in compliance with all applicable laws and regulations.
- b) The purchaser acknowledges that the Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.
- c) The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is acquiring such Shares for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution to the Shares, as the case may be.
- d) The purchaser is aware that the Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act.
- e) If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Shares, or any economic interest therein, as the case may be, such Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) outside the United States in a transaction meeting the requirements of Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence

that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.

- f) The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Shares from the Company or an affiliate thereof in the initial distribution of such Shares.
- g) The purchaser will not deposit or cause to be deposited such Shares into any depositary receipt facility established or maintained by a depository bank other than a Rule 144A restricted depository receipt facility, so long as such Shares are "restricted securities" within the meaning of Rule 144(a) (3) under the U.S. Securities Act.
- h) The purchaser acknowledges that the Shares are "restricted securities" within the meaning of Rule 144(a) (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Shares, as the case may be.
- i) The purchaser acknowledges that the Company shall not recognize any offer, sale pledge or other transfer of the Shares made other than in compliance with the above-stated restrictions.
- j) If the purchaser is requiring any of the Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.
- k) The purchaser acknowledges that the these representations and undertakings are required in connection with the securities laws of the United States and that Company, the Merkur Market Advisors and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

# 12.3.2 European Economic Area

Each person in a Relevant Member State who receives any communication in respect of, or who acquires any Shares under, the offers contemplated in this Admission Document will be deemed to have represented, warranted and agreed to and with the Merkur Market Advisors and the Company that:

- a) it is a qualified investor within the meaning of Articles 2(e) of the EU Prospectus Regulation; and
- b) in the case of any Shares acquired by it as a financial intermediary, as that term is used in Article 1 of the EU Prospectus Regulation, (i) the Shares acquired by it in an offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the EU Prospectus Regulation, or in circumstances in which the prior consent of the Merkur Market Advisors has been given to the offer or resale; or (ii) where Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Shares to it is not treated under the EU Prospectus Regulation as having been made to such persons.

For the purpose of this representation, the expression an "offer to the public" in relation to any Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on terms of an offering and the Shares to be offered, so as to enable an investor to decide to acquire any Shares.

#### 13 ADDITIONAL INFORMATION

#### 13.1 Admission to trading on Merkur Market

On 21 August the Company applied for Admission to Merkur Market. The first day of the Admission to Trading is expected to be on or about 28 August 2020.

The Company's wholly owned subsidiary BEWiSynbra has two bond loans listed at the corporate bonds list at Nasdaq Stockholm. See Section 8.8 for further details.

# 13.2 Information sourced from third parties and expert opinions

In this Admission Document, certain information has been sourced from third parties. The Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified.

The Company confirms that no statement or report attributed to a person as an expert is included in this Admission Document.

# 13.3 Independent auditor

The Company's independent auditor is PricewaterhouseCoopers AS (business registration number 987 009 713), with registered address Dronning Eufemias gate 71, 0194 Oslo. The partners of PricewaterhouseCoopers AS are members of Den Norske Revisorforeningen (the Norwegian Institute of Public Accountants).

PricewaterhouseCoopers AS has been the Company's independent auditor since its incorporation 29 July 2020.

PricewaterhouseCoopers AB has been the auditor of BEWiSynbra and its subsidiaries since 2014.

# 13.4 Advisors

The Company has engaged SpareBank 1 Markets AS (business registration number 992 999 101, and registered business address at Olav V's gate 5, 0161 Oslo, Norway), and Nordea Bank Abp, Norwegian branch (business registration number 920 058 817 and registered business address at Essendrops gate 7, 0368 Oslo, Norway) as Merkur Advisors.

Wikborg Rein Advokatfirma AS (business registration number 916 782 195, and registered business address at Dronning Mauds gate 11, 0250 Oslo, Norway) is acting as Norwegian legal counsel to the Company, and Cirio Advokatbyrå AB (business registration number 556953-0008, and business address at Mäster Samuelsgatan 20,111 44 Stockholm, Sweden) is acting as Swedish legal counsel to the Company.

Advokatfirmaet Wiersholm AS (business registration number 981 371 593, and registered business address at Dokkveien 1, 0250 Oslo, Norway) is acting as Norwegian legal counsel to the Merkur Advisors.

# 14 DEFINITIONS AND GLOSSARY OF TERMS

Admission Document	This Admission Document dated 26 August 2020
Admission or Admission to Trading	The admission to trading of the Company's Shares on Merkur Market
Articles of Association	Articles of Association of the Company as of 21 August 2020
BDH	BEWi Drift Holding AS, a Norwegian private limited liability company with business registration number 995 172 895 and registered address at c/o Tommen Gram AS, Torgardsvegen 11, 7093 Tiller, Norway
BEWi	The Company, or the Group as the context requires
BEWiSynbra	BEWiSynbra Group AB (publ), a Swedish public limited liability company with business registration number 556972-1128 and registered address at Gårdsvägen 13, 169 70 Solna, Sweden
BioFoam®	A biodegradable foam, as described in Section 7.6.4
Board of Directors or Board Members	The Board of Directors of the Company
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Company	BEWi ASA, a Norwegian public limited liability company with business registration number 925 437 948 and registered address at Hammarvikringen 64, 7263 Hamarvik, Frøya, Norway
COO	Chief Operating Officer
EBIT	Earnings before interest and taxes
EBITDA	Earnings before interest, taxes, depreciation and amortisation
EBT	Earnings before taxes
EEA	European Economic Area
EPP	Expanded polypropylene, used in Packaging & Components, as described in Section 7.1.2
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway
EU Prospectus Regulation  EPS	
	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites: <a href="https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf">https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf</a>
EPS	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites: <a href="https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf">https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf</a> Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar
EPS Financial Statements	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites: <a href="https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf">https://bewisynbra.com/wp-content/uploads/2019/12/BEWiSynbra_AnnualReport2018.pdf</a>
EPS Financial Statements  Foreign Corporate Shareholders	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites: <a href="https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf">https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf</a> Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities)  Foreign Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate)
EPS Financial Statements  Foreign Corporate Shareholders  Foreign Individual Shareholders	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites: <a href="https://bewisynbra.com/wp-content/uploads/2020/04/BEWi Engelsk-1.pdf">https://bewisynbra.com/wp-content/uploads/2020/04/BEWi Engelsk-1.pdf</a> Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities)  Foreign Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders)
EPS Financial Statements  Foreign Corporate Shareholders  Foreign Individual Shareholders  Foreign Shareholders	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites: <a href="https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf">https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf</a> https://bewisynbra.com/wp-content/uploads/2019/12/BEWiSynbra_AnnualReport2018.pdf  Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities)  Foreign Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders)  Shareholders who are not resident in Norway for tax purposes
EPS Financial Statements  Foreign Corporate Shareholders Foreign Individual Shareholders Foreign Shareholders FSMA	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites: <a href="https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf">https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf</a> Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities)  Foreign Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders)  Shareholders who are not resident in Norway for tax purposes  Financial Services and Markets Act 2000
EPS Financial Statements  Foreign Corporate Shareholders Foreign Individual Shareholders Foreign Shareholders FSMA Group	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites: <a href="https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf">https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf</a> https://bewisynbra.com/wp-content/uploads/2019/12/BEWiSynbra_AnnualReport2018.pdf  Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities)  Foreign Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders)  Shareholders who are not resident in Norway for tax purposes  Financial Services and Markets Act 2000  The Company and its subsidiaries
EPS Financial Statements  Foreign Corporate Shareholders Foreign Individual Shareholders Foreign Shareholders FSMA Group IFRS	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites:  https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf https://bewisynbra.com/wp-content/uploads/2019/12/BEWiSynbra_AnnualReport2018.pdf  Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities)  Foreign Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders)  Shareholders who are not resident in Norway for tax purposes  Financial Services and Markets Act 2000  The Company and its subsidiaries  International Financial Reporting Standards as adopted by the European Union
EPS Financial Statements  Foreign Corporate Shareholders Foreign Individual Shareholders Foreign Shareholders FSMA Group IFRS Insulation	prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and as implemented in Norway  Expandable polystyrene  The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the year ended, 31 December 2019 prepared in accordance with IFRS with comparable numbers for 2018; available on, available on the following websites:  https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf  https://bewisynbra.com/wp-content/uploads/2019/12/BEWiSynbra_AnnualReport2018.pdf  Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities)  Foreign Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders)  Shareholders who are not resident in Norway for tax purposes  Financial Services and Markets Act 2000  The Company and its subsidiaries  International Financial Reporting Standards as adopted by the European Union  A business segment of the Group, as described in Section 7.1.3  The unaudited interim financial statements for BEWiSynbra Group AB (publ) as of, and for the six months ended 30 June 2020, with comparable figures from 2019, available on the following websites: https://bewisynbra.com/wp-content/uploads/2020/08/Interim-report-ENGBEWiSynbra-Q220_final.pdf

Merkur Advisors	SpareBank 1 Markets AS and Nordea Bank Abp, Norwegian branch
Merkur Market	A multilateral trading facility operated by Oslo Børs ASA
NGAAP	Norwegian Generally Accepted Accounting Principles
NOK	Norwegian Kroner, the lawful currency of Norway
Norwegian Code of Practice	The Norwegian Code of Practice for Corporate Governance last updated on 17 October 2018
Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) domiciled in Norway for tax purposes
Norwegian Individual Shareholders	Norwegian Shareholders other than Norwegian Corporate Shareholders
Norwegian Public Companies Act	The Norwegian Public Limited Liability Companies Act of 13 June 1997 no. 45, as amended (Nw.: <i>allmennaksjeloven</i> )
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 29 June 2007 no. 75, as amended (Nw.: verdipapirhandelloven)
Norwegian Securities Trading Regulation	The Norwegian Securities Trading Regulations of 29 June 2007 no. 876, as amended
Norwegian Shareholders	Shareholders who are resident in Norway for tax purposes
NPI	New Product Index, as described in Section 7.4.1
Packaging & Components	A business segment of the Group, as described in Section 7.1.2
RAW	A business segment of the Group, as described in Section 7.1.1
Relevant Member State	Each Member State of the European Economic Area which has implemented the EU Prospectus Regulation
Reorganisation	Has the meaning ascribed to such term in Section 6.3
R&D	Research and development
Secondary Sale	Has the meaning ascribed to such term in Section 6.1
Selling Shareholders	Frøya Invest AS, Verdane ETF III SPV K/S and Verdane Skuld 1 AS
Share(s)	The shares of the Company, consisting as at the date of this Admission document of 143,943,671 common shares each with a par value of NOK 1
SSRCF	Super Senior Revolving Credit Facility Agreement, as described in Section 8.8.3
Synbra	Synbra Holding B.V., a Dutch private limited liability company with business registration number 20095683 and registered address at Zeedijk 25 Etten-Leur, 4871 NM Netherlands
United States	The United States of America
VPS Registrar	DNB Bank ASA
VPS	The Norwegian Central Securities Depository (Nw.: Verdipapirsentralen ASA)

# Appendix A – Articles of Association

# **VEDTEKTER**

#### **BEWI ASA**

Vedtatt 21. august 2020

#### § 1 | Foretaksnavn

Selskapets navn er BEWi ASA. Selskapet er et allmennaksjeselskap.

#### § 2 | Forretningskontor

Selskapets forretningskontor er i Frøya kommune.

#### § 3 | Formål

Selskapets formål er å direkte eller indirekte drive produksjon, markedsføring og salg av kundetilpassede emballasjeløsninger og isolasjonsmateriell og annen tilhørende virksomhet samt å utføre tjenester hovedsakelig tilknyttet administrasjon og finans innen konsernet.

### § 4 | Aksjekapital

Selskapets aksjekapital er NOK 143 943 671 fordelt på 143 943 671 aksjer, hver pålydende NOK 1.

Aksjene skal være registrert i Verdipapirsentralen ASA (VPS).

# § 5 | Styre

Selskapets styre skal ha mellom tre og åtte medlemmer. Styrets medlemmer velges for to år om gangen om ikke generalforsamlingen fastsetter en annen periode i forbindelse med valget.

# § 6 | Signatur

Selskapet tegnes av to styremedlemmer i fellesskap. Styret kan meddele prokura.

# § 7 | Generalforsamling

Selskapets generalforsamling skal holdes i den kommune hvor selskapet har sitt forretningskontor eller i Trondheim eller Oslo kommune.

På den ordinære generalforsamlingen skal følgende spørsmål behandles og avgjøres:

# ARTICLES OF ASSOCIATION

#### **BEWI ASA**

As of 21 August 2020

#### § 1 | Company name

The company's name is BEWi ASA. The company is a public limited liability company.

#### § 2 | Registered office

The company's registered office is in the municipality of Frøya, Norway.

#### § 3 | Objective

The company's objective is to directly or indirectly conduct production, marketing and sales of customer tailor made packaging solutions and isolation materials and to conduct other business compatible therewith and to conduct services within the company group mainly within administration and finance.

#### § 4 | Share capital

The company's share capital is NOK 143 943 671, divided into 143 943 671 shares, each with a par value of NOK 1.

The shares shall be registered with the Norwegian Registry of Securities (VPS).

#### § 5 | Board of directors

The board of directors shall consist of between three and eight members. The board of directors is elected for a period of two years, unless otherwise is decided by the general meeting in connection with the election.

# § 6 | Signatory rights

Two members of the board of directors may jointly sign for and on behalf of the company. The board of directors may grant powers of procuration.

# § 7 | General meetings

The Company's general meetings shall be held in the municipality where the company has its registered office or in Trondheim or Oslo municipality.

The annual general meeting shall address and decide upon the following matters:

- Godkjennelse av årsregnskapet og årsberetningen, herunder utdeling av utbytte.
- Andre saker som etter loven eller vedtektene hører under generalforsamlingen.

Dokumenter som gjelder saker som skal behandles på selskapets generalforsamling, herunder dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen, trenger ikke sendes til aksjeeierne dersom dokumentene er tilgjengelige på selskapets hjemmeside. En aksjeeier kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

Aksjeeiere kan avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. Styret kan fastsette nærmere retningslinjer for slik forhåndsstemming. Det skal fremgå av generalforsamlingsinnkallingen hvilke retningslinjer som er fastsatt.

Retten til å delta og stemme på generalforsamlingen kan bare utøves når ervervet er innført i VPS den femte virkedagen før generalforsamlingen.

Styret kan beslutte at aksjeeiere som vil delta på generalforsamlingen, må melde dette til selskapet innen en bestemt frist som ikke kan utløpe tidligere enn tre dager før generalforsamlingen.

# § 8 | Valgkomité

Selskapet skal ha en valgkomité. Valgkomiteen skal bestå av to til fire medlemmer, etter generalforsamlingens beslutning, hvor flertallet skal være uavhengige av styret og den daglige ledelse. Valgkomiteens medlemmer, herunder valgkomiteens leder, velges av generalforsamlingen for to år av gangen om ikke generalforsamlingen fastsetter en annen periode i forbindelse med valget.

Valgkomiteen avgir innstilling til generalforsamlingen om valg av aksjeeiervalgte medlemmer til styret og styrets leder, medlemmer til valgkomiteen og godtgjørelse til styrets medlemmer og valgkomiteens medlemmer. Generalforsamlingen kan fastsette instruks for valgkomiteen.

- Approval of the annual accounts and the annual report, including distribution of dividend.
- Any other matters which are referred to the general meeting by law or the articles of association.

Documents relating to matters to be dealt with by the company's general meeting, including documents which by law shall be included in or attached to the notice of the general meeting, do not need to be sent to the shareholders if such documents have been made available on the company's website. A shareholder may nevertheless request that documents relating to matters to be dealt with at the general meeting, is sent to him or her.

The shareholders may cast their votes in writing, including through electronic communication, in a period prior to the general meeting. The board of directors may establish specific guidelines for such advance voting. It must be stated in the notice of the general meeting which guidelines have been set.

The right to participate and vote at the general meeting may only be exercised when the acquisition is entered in the VPS the fifth business day before the general meeting.

The board of directors may decide that shareholders who want to participate in the general meeting must notify the company thereof within a specific deadline that cannot expire earlier than three days prior to the general meeting.

# § 8 | Nomination committee

The company shall have a nomination committee. The nomination committee shall consist of between two and four members, as resolved by the general meeting, where the majority of the members shall be independent of the board of directors and the management. The members of the nomination committee, including the chairperson, will be elected by the general meeting for a term of two years unless the general meeting decides otherwise in connection with the election.

The nomination committee shall give recommendations to the general meeting for the election of shareholder elected members to the board of directors and the chairperson of the board, and to members of the nomination committee, in addition to recommendations for remuneration to the members of the board of directors and the members of the nomination committee. The general meeting may adopt instructions for the nomination committee.

# Appendix B – Opening balance

# ÅPNINGSBALANSE / OPENING BALANCE BEWI ASA pr. 29 juli 2020

Tall i NOK	/ Amounts	in NOV	
Tall I NOK	/ Amounts	IN NUK	

Tail I NOK / Amounts in NOK		
EIENDELER / ASSETS	Note	
OMLØPSMIDLER / CURRENT ASSETS		
·		1 000 000
Bankinnskudd / cash and cash equivalents		1 000 000
Sum omløpsmidler / Sum Current assets		1 000 000
SUM EIENDELER / SUM ASSETS		1 000 000
EGENKAPITAL OG GJELD (Equity and liabilities)		
EGENKAPITAL / EQUITY		
Innskutt egenkapital / Paid equity		
Aksjekapital / Share capital	2	1 000 000
Overskurs / Share premium		-
Annen innskutt egenkapital / Other paid equity	2	-35 570
Sum innskutt egenkaptial / Sum paid equity		964 430
Opptjent egenkapital / Retained earnings		
Annen egenkapital / retained equity		
Sum opptjent egenkaptial / Sum retained earnings		-
SUM EGENKAPITAL / SUM EQUITY		964 430
GJELD / Liabilities		
Kortsiktig gjeld / Current liabilities		
Stiftelsesutgifter / Share issue costs	5	35 570
Sum kortsiktig gjeld / Sum current liabilities		35 570
SUM GJELD / SUM LIABILITIES		35 570
SUM EGENKAPITAL OG GJELD / SUM EQUITY AND LIBALITIES		1 000 000

Frøya, 14. august 2020

Styret i Bewi ASA

#### **NOTER / NOTES**

#### Note 1

#### **Prinsippnote**

Åpningsbalansen er utarbeidet med det formål å inngå i en investorpresentasjon for notering på Oslo Børs, og er avlagt av selskapets styre.

Åpningsbalansen er satt opp etter reglene i regnskapsloven og norsk god regnskapsskikk for vurderingsregler, klassifisering og presentasjon.

Det er kun utarbeidet noter for relevante regnskapslinjer.

//

# **Accounting principles**

The opening balance is set up with the purpose to be included in a investor presentation for the listing on Oslo Børs, and is submittet by the company's board.

The opening balance is set up in accordance with the rules in the Norwegian Accounting Act and generally accepted accounting principles for assessments, classification and presentation. It is only presented disclosures for relevant FSLIs.

#### Note 2

Egenkapital / Equity	
Kapitalinnskudd / Capital deposit	1 000 000
Avsetning stiftelsesutgifter / Provision for share issue costs	-35 570
SUM EGENKAPITAL / SUM EQUITY	964 430

# Note 3

# Antall aksjer, aksjeeiere

Aksjekapitalen på kr 1,000,000 består av 1,000,000 aksjer à kr 1.

Bekken Invest AS eier samtlige aksjer. Alle aksjer har samme rettigheter.

//

The share capital of NOK 1,000,000 consist of 1,000,000 shares with nominal value of NOK 1 each. Bekken Invest AS owns all shares. All shares have equal rights.

# Note 4 Lønnskostnader, antall ansatte, godtgjørelser, lån til ansatte mm.

	Daglig		
	leder/	Styret/	
Ytelser til ledende personer	Manager	Board	
Lønn/styrehonorar / Salaries	0		0
Pensjonsutgifter / Pension expenses	0		0
Annen godtgjørelse / Other Remuneration	0		0
Sum	0		0

Ingen lønn til daglig leder i Bewi ASA. Daglig leder er ansatt i BEWiSynbra Norway AS. Det er heller ingen kostnader til styrehonorarer. Det er ikke gitt lån/sikkerhetsstillelse til daglig leder, styrets leder eller andre nærstående parter.

Selskapet har ingen ansatte og det er ikke etablert noen pensjonsordninger.

Det er ikke utbetalt godtgjørelse til revisor.

//

There are no salaries for the manager of BEWI ASA. The manager is an employee of BEWiSynbra Norway AS. Additionally, there are no remuneration to board members.

There are no other agreements regarding loans/collateral to the manager, chairman or other related parties. The company has no employees and there is no established pension scheme. There are no expensed audit fees.

# Note 5

# Gjeld/Liabilities

Selskapets gjeld knytter seg i sin helhet til selskapets stiftelsesutgifter

All of the company's liabilities relates to the company's share issue costs

#### Note 6

#### Skatt/Taxes

Det er ikke avsatt utsatt skattefordel knyttet til påløpte stiftelseskostnader.

//

There is not deposited deferred tax assets related to incurred formation expenses.



Til Styret i Bewi ASA

# Uavhengig revisors beretning til åpningsbalanse for Bewi ASA

# Konklusjon

Vi har revidert Åpningsbalanse for Bewi ASA pr. 29. juli 2020. Åpningsbalansen består av balanse pr 29. juli 2020 og noteinformasjon i henhold til regnskapslovens bestemmelser. Åpningsbalansen er utarbeidet av ledelsen ved bruk av prinsippene beskrevet i note 1.

Etter vår mening er den medfølgende åpningsbalansen for Bewi ASA pr. 29. juli 2020 i det alt vesentlige utarbeidet i samsvar med prinsippene beskrevet i note 1.

# Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet i «*Revisors oppgaver og plikter ved revisjon av prosjektregnskapet*». Vi er uavhengige av selskapet slik det kreves i lov og forskrift, og har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

# Presisering - Grunnlag for regnskapsavleggelse og begrenset distribusjon

Vi gjør oppmerksom på note 1 til åpningsbalansen, som beskriver grunnlaget for regnskapsavleggelsen. Åpningsbalansen er utarbeidet for å gi informasjon til styret i Bewi ASA. Åpningsbalansen er derfor ikke nødvendigvis egnet for andre formål. Vår uttalelse er kun beregnet på ledelsen i Bewi ASA og Oslo Børs, og skal ikke distribueres til andre parter.

# Ledelsens ansvar for åpningsbalansen

Ledelsen er ansvarlig for utarbeidelsen av åpningsbalansen, og for slik intern kontroll som ledelsen finner nødvendig for å muliggjøre utarbeidelsen av en åpningsbalanse som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

# Revisors oppgaver og plikter ved revisjon av åpningsbalanse

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



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

- identifiserer og anslår vi risikoen for vesentlig feilinformasjon i balanseoppstillingen med noter, enten det skyldes misligheter eller utilsiktede feil. Vi utformer og gjennomfører revisjonshandlinger for å håndtere slike risikoer, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir avdekket, er høyere enn for feilinformasjon som skyldes utilsiktede feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelatelser, uriktige fremstillinger eller overstyring av intern kontroll.
- opparbeider vi oss en forståelse av den interne kontroll som er relevant for revisjonen, for å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av Selskapets interne kontroll.
- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.
- konkluderer vi på hensiktsmessigheten av ledelsens bruk av fortsatt drift-forutsetningen ved avleggelsen av balanseoppstillingen med noter, basert på innhentede revisjonsbevis, og hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape tvil av betydning om selskapets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i balanseoppstillingen med noter, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifiserer vår konklusjon. Våre konklusjoner er basert på revisjonsbevis innhentet inntil datoen for revisjonsberetningen. Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet ikke fortsetter driften.

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

Trondheim, 17. august 2020 **PricewaterhouseCoopers AS** 

Knut-Olav Skjetne

Statsautorisert revisor

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