

**NOTICE OF ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

Notice is hereby given of the Annual General Meeting of Soiltech AS to be held on

**April 4, 2024 at 10 am.** The meeting will be held as a virtual meeting via Teams only, with no physical attendance for shareholders. Shareholders who want to participate online must notify the Company's CFO Tove Vestlie at [Tove.vestlie@soiltech.no](mailto:Tove.vestlie@soiltech.no) no later than April 3, 2024 at 4 p.m.

The general meeting will be opened by the chairman of the board.

Agenda:

1. Opening of the meeting and shareholder attendance overview
2. Election of the chair of the meeting
3. Election of one person to co-sign the minutes together with the chair
4. Approval of the notice of meeting and the agenda
5. Approval of the annual accounts for 2023 and the report of the board of directors
6. Approval of the remuneration of the directors
7. Approval of the remuneration of the auditors
8. Power of attorney to the board regarding acquisition of own shares

The annual accounts for 2023, the report of the board of directors, the board's proposal for resolutions to item 5-8 and Proxy (with voting instructions) is attached to this notice.

The documentation is also available on [www.soiltech.no](http://www.soiltech.no).

Shareholders who wish to attend the meeting are asked to notify the Company no later than April 3, 2024 at 4 p.m. by returning the enclosed Proxy to Soiltech AS by e-mail to [tove.vestlie@soiltech.no](mailto:tove.vestlie@soiltech.no).

Sandnes, March 15, 2024  
for the board of directors of Soiltech AS

\_\_\_\_\_  
Gunnar Winther Eliassen  
Chairman (Sign.)

## **ANNUAL GENERAL MEETING OF SOILTECH AS – THE BOARD’S PROPOSAL FOR RESOLUTIONS**

The board proposes that the following resolutions are passed for item 5-8:

### **5. Approval of the annual accounts for 2023 and the report of the board of directors**

*«The Board’s proposal for the annual accounts for 2023, the Board’s proposal for appropriation of the net income and the report of the board of directors are approved. No dividend is paid for 2023».*

### **6. Approval of the remuneration of the directors**

*«The remuneration of directors is set to NOK 100 000, which is paid to Eirik Flatebø, Olaf Skrivervik and Robert Hvide Macleod and NOK 75 000 to Gunnar Winther Eliassen. There is no remuneration of the other directors».*

### **7. Approval of the remuneration of the auditors**

*«Remuneration of the auditors, consisting of remuneration of the audit services of NOK 474 000 and remuneration of other services of NOK 273 000 is approved».*

### **8. Power of attorney to the board regarding acquisition of own shares**

*“The General Meeting of Soiltech AS hereby authorizes the Board of Directors to permit the company to acquire shares in Soiltech AS with a nominal value of up to NOK 74,000 divided between a maximum of 740,000 shares, provided that the company’s holding of treasury shares does not exceed 10% of shares outstanding at any given time. The amount that may be paid per share shall be no less than NOK 15 and no more than NOK 150. The Board of Directors shall have a free hand with respect to methods of acquisition and disposal of treasury shares. This authorization shall apply from 04 April 2024 until the date of the Annual General Meeting in 2025.”*

## Proxy (with voting instructions)

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorized by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chair of the Board of Directors or a person authorized by him. The proxy form must be received by Soiltech AS, no later than 3 April, 2024 at 4 p.m.

It should be sent to: **tove.vestlie@soiltech.no**

The undersigned \_\_\_\_\_ **[Name in Capital letters]**,

who has the power of attorney to vote for the following shares:

Name of shareholder(s) and/or custody/nominee account: \_\_\_\_\_

Number of shares held: \_\_\_\_\_

hereby grants (tick one of the two):

the Chair of the Board of Directors (or a person authorized by him), or

\_\_\_\_\_

(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the **Annual General Meeting of Soiltech AS on 4 April, 2024**.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be 'deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda item	Annual General Meeting 4 April, 2024	For	Against	Abstention
1	Opening of the meeting and shareholder attendance overview	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of the chair of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of one person to co-sign the minutes together with the chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the notice of meeting and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of the annual accounts for 2023 and the report of the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of the remuneration of the directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Power of attorney to the board regarding acquisition of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place:

Date:

Signature:

# 2023 Annual Report



AN INNOVATIVE  
TECHNOLOGY COMPANY  
SOLVING A PRESSING ISSUE,  
FOR A GREENER FUTURE



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A photograph of two workers in safety gear (hard hats and high-visibility vests) reviewing documents on a construction site. The image is slightly blurred and has a light overlay. The worker on the right is smiling and pointing at a document. The worker on the left is also smiling and looking at the document. The background shows industrial equipment and a green structure.

## **This is Soiltech**

Soiltech is an innovative technology company specializing in the treatment, recycling and responsible handling of contaminated water and solid industrial waste streams at site. Our technologies enable cost savings and lower CO2 emissions through waste reduction, waste recovery and reuse. Soiltech operates world-wide, with its head office at Forus in Sandnes, Norway.

## A Word from the CEO

Soiltech is on a fantastic journey, and I am proud to be part of it. We develop and operate innovative technologies needed for sustainable treatment, handling, treatment, and recycling of waste. Our solutions contribute to reduced carbon emissions - in a world with growing energy demands.

We see an increased demand across our full technology portfolio, due to the dedicated Soiltech team and focus on delivering innovative solutions and strong operations. I am very pleased that we once again can deliver good safety results with no lost time incidents in 2023. We are getting great feedback from our clients when it comes to our operational performance, thanks to our committed personnel on location and onshore support team. This positive feedback is important for Soiltech as operational excellence is a key factor for our continued success.

We reached a milestone in 2023 with revenues exceeding 200 million kroner for the first time. It took us ten years to get to the first 100 million and only two years to double that. During last year, the number of employees increased from 72 to 125, adding 'tons' of expertise to the Soiltech team. Fortunately, our recruitment campaigns attract huge interest from qualified personnel. We continue to focus on continuous improvement, with training,

competence enhancement, and technology innovation as key areas.

Our international operations are growing, while the North Sea market continue to be very strong for Soiltech. In 2023, international operations accounted for 27% of our revenues compared to 16% in 2022. Going forward, I expect that our international activities will continue to increase, as we see tightening regulations for discharging water to sea and further demands for decarbonization. Soiltech aims to offer the market's most sustainable and effective technologies, and we will leverage off our strong position in the North Sea to gain market share globally. There are about 500 mobile rigs worldwide, constituting the market for Soiltech. We are currently on 25 of these rigs, so there is a big untapped potential.

Financially, we are running a solid business. With growing investments in equipment and personnel, capital discipline and a good finance structure is important. I am glad to say that we feel strong support from our banks and owners, which have provided us with the required capital to finance our growth. At some point a listing of Soiltech on Oslo Stock Exchange will be a natural step in order to secure additional equity financing and provide a marketplace for trading of the Soiltech share.



Jan Erik Tvetraas, CEO

## Board of Directors report 2023

### Nature of business and location

Established in 2011, Soiltech is an innovative technology company specializing in the treatment, recycling and responsible handling of contaminated water and solid waste at site. Our technologies enable cost savings and lower CO2 emissions through waste reduction, waste recovery and reuse.

Soiltech (the Group) consists of the Parent Company Soiltech AS (the Company) and the subsidiaries Soiltech Offshore Services AS and Sorbwater Technology AS.

In 2023, the Group had operations in Norway, the United Kingdom, the Netherlands, Mexico, Colombia, Mauritania, Lebanon, Cyprus, Denmark and Abu Dhabi. The Groups's head office is at Koppholen 25 in Sandnes, Norway.

### Highlights in 2023

- January: Soiltech AS and Well Expertise AS entered into a frame agreement for the provision of drilling waste management on drilling projects managed by Well Expertise AS. The contract has a duration of 5 years.
- February: Soiltech was awarded a long-term frame contract with Equinor for the provision of offshore waste services. The contract was effective from end 2022. Including extension options the contract has a duration until 2034
- February: Soiltech was awarded its first contract in Mexico for the treatment of contaminated water onboard a drilling vessel for a leading operator
- May: Soiltech was awarded its first contract treating fluid from pipe cleaning on an oil refinery in Europe. It is a new and interesting application of our technologies which could have great potential.
- June: Soiltech was awarded its first contract in Lebanon with Transocean for providing slop treatment and cuttings handling services onboard the semi-submersible rig Transocean Barents.
- In addition, Soiltech secured several contract extensions
- Significant investments were made throughout the year to build capacity for meeting the anticipated increase in drilling activity and demand for the Group's technologies

### Events after year-end

- Contract with Equinor for cuttings handling services on Oseberg Sør, with estimated startup in Q1 2024.
- Contract with Well Expertise for treating contaminated water (STT) on a mobile rig in the North Sea, with estimated startup in Q2 2024.



## Financial performance and financing

Key figures (NOK mill)	Parent company		Group	
	2023	2022	2023	2022
Revenues	229	178	229	178
Gross Margin	97	80	94	79
Gross Margin %	42%	45%	41%	44%
EBITDA from Operations	52	43	51	45
Profit before tax	32	20	32	19
Net profit	26	16	27	15
Total assets	358	275	351	270
Net interest bearing debt	96	35	93	32
Cash	24	36	27	39
Working Capital	3	17	17	20
Equity	170	144	171	142
Equity ratio	48%	52%	49%	53%

### The Group

As from 2023 the Group has changed its financial reporting from NGAAP to IFRS. The change has been implemented retrospectively using 01.01.2022 as the date of transition. The effects of the transition are limited and are not considered to have a material impact on the figures presented in the annual report, see note 26 in the consolidated financial statement.

The activity has been high throughout the year and the success can be attributed to an increasing demand for the Group's innovative and sustainable waste treatment technologies, as clients are looking for solutions reducing their carbon emissions. The revenue growth year on year was 28.5%. The gross margin was 41% and EBITDA from operations was MNOK 51 in 2023, compared to MNOK 45 in 2022.

Profit before tax was MNOK 32. As of 31.12.23, the basis for a contingent liability assumed in connection with the Sorbwater transaction was not fulfilled. Therefore, a gain of MNOK 15 was recognized and goodwill of MNOK 5.1 was impaired, resulting in a net gain of MNOK 9.9. The net profit of MNOK 27 is transferred to other equity. Total assets at year-end amounted to MNOK 351 (MNOK 270).

The cash flow from operating activities reached MNOK 37, while cash flow from investing activities was MNOK -64 due to our capacity expansion initiatives. Following a net contribution of MNOK 15 from financing activities, the net cash flow for the full year of 2023 stood at MNOK -12. The cash position on December 31, 2023 was MNOK 27 and the equity ratio remained solid at 49% (53%). In the middle of 2023 Soiltech entered a long-term loan facility with Sandnes Sparebank. The 7-year loan facility is MNOK 73 and comes in addition to the existing facility of MNOK 75.

### Parent Company

Net profit of MNOK 26 is transferred to other equity. Total assets at year-end amounted to MNOK 358 (MNOK 277). The equity ratio remained solid at 48% (52%).

### Operations

The Group saw an increase in operations in 2023, with higher activity across the full technology portfolio. During the year, we had up to 25 slop treatment operations and two cutting handling projects ongoing. In addition, the Group performed cleaning and swarf removal jobs. International operations are increasing. During 2023, the Group had operations in 10 countries and international revenues accounted for 27% of total revenues. There were no operational or commercial downtime in 2023.

## **Risk management and internal control**

The Group categorizes its primary risks into commercial, operational, compliance and legal, financial and IT- and cyber related risks. The Group has evaluated the overall climate risk to be low. Climate related matters are not expected to critically effect assets, provisions, or future cash flows. Further details can also be found in note 18 and 19 in the consolidated financial statements.

Commercial risks include such risks as macro indicators, suppliers, partners, competitors, and technology. Operational risks include technical and operational status and performance of its equipment as well as HSEQ. Compliance and legal risks include the management system, certifications as well as contractual, legal, and regulatory understanding and compliance. Financial risk includes quality in continuous reporting and internal controls, proper financing and financing sources, forecasting and liquidity management as well as financial risk management related to interest rates, foreign exchange, credit risks and tax risks. IT and cyber risks include the Group's IT and communication systems, procedures, ways of working, as well as technical barriers and controls.

The Group's management and Board of Directors manage these risks on a continuous basis through periodic reviews, reporting, forecasting and other mitigating measures. While the Company operates in a cyclical industry, its client base however consists of solid and credit-worthy energy and drilling companies. During the year, the Group has focused on continuous improvement in training and competence requirements, technical and operational safety as well as planning and forecasting.

The Group has a solid balance sheet and had no trade losses in 2023. A new bank facility was secured during the year and a solid cash position was maintained.

## **Climate risk**

Climate risk is defined as the measure of vulnerability to climate-related impacts that may have financial consequences, or that may affect various aspects of financial performance. Those consequences could be anything from minor inconvenience to a complete loss of an asset's value or operability. With such high stakes, reducing the uncertainty of that outcome is business critical.

The Group's overall focus regarding the external environment is to provide knowledge to the market about our technologies, which help the customer reducing their emissions. Overall, this will result in a reduction in emissions that benefits the society. A main Soiltech focus area is to reduce the number of trucks to lower the emissions associated with the transport of our equipment to the customer's site. We aim to avoid rush mobilizations and load the truck as full as possible.

The Group's technologies are energy efficient technologies that contribute to waste reduction, waste recovery and reuse. As such we are contributing to responsible resource management and reduced emissions through the energy transition. As emissions and discharge regulations are tightened globally, the Group's technologies may play an increasingly important role in the oil & gas industry.

## **Liability Insurance (Directors and Officers)**

The Company has in place a Directors & Officers liability insurance that covers Directors of the Board and executive management. The limit of the coverage is MNOK 50.

## **Research & Development**

The Group has a strong focus on innovations but does not undertake specific research & development activities as such. However, the Group is continuously focusing on improving existing technologies and developing new solutions, based on experience from operations and market needs.

## **Human Resources, Diversity and Governance**

The Group had 125 employees at end 2023 compared to 94 end 2022. The board perceives that the working environment and the general well-being in the workplace as good. This was confirmed in the 2023 organizational survey.

The Group's diversity is exemplified by the fact that its employees come from multiple countries. The Group's field personnel consist of men. The Group has incorporated guidelines aiming to ensure that there is no discrimination based on gender or nationality. The Group works systematically with recruitment, salary and working conditions, and promotion and development opportunities. The management team consist of 3 women and 4 men. The board has five members, all of whom are men. One board member is employed as COO in the Company. The Company is in process of making necessary changes to the board to meet the gender requirements by end of 2024.

### **HSEQ**

A fit for purpose management system and robust HSEQ performance is fundamental to the Group. The Company is recertified according to ISO 9001 (Quality), ISO 14001 (Environment) and ISO 45001 (Working Environment). The Group requests and receives continuous feedback from its clients, in an effort to measure quality and continuous improvement. A high degree of repeat clients is an additional quality parameter that is monitored. The Group had a sick leave of 2.4% in 2023. The board perceives the working environment and the general well-being in the workplace as good.

Soiltech has a zero-accident philosophy when it comes to incidents and spills and strives on a continuous basis to reduce the impact of its activities on the external environment. The HSE performance in 2023 was good, with no lost time incidents (LTIs). Internal control in Soiltech is ensured in accordance with our policies and procedures, and reinforced based on the organizational structure, competence, and authority matrix as well as segregation of duties.

### **Sustainability (ESG)**

The Group will listen to stakeholders and continue to shape our business in a sustainable direction. We acknowledge UN's 17 Sustainable development goals, and we will contribute to reach them by foster innovation within the Group to further develop our technologies, towards a greener future. We will conduct our business in a socially responsible manner consistent with the UN Guiding Principles on Business and Human Rights and the Ten Principles of the UN Global Compact.

We respect all internationally recognized human rights, including those embedded in the Universal Declaration of Human Rights, the UN Convention on Economic, Social and Cultural Rights, the UN Convention on Civil and Political Rights and the ILO Declaration on Fundamental Principles and Rights at Work. These rights include, but are not limited to, the freedom of association and the right to bargain, and the right to freedom from forced labor, child labor or discrimination in working life. We also respect current standards in International Humanitarian Law including the Transparency Act which aims to reduce the risk of human rights violations, avoid modern slavery, and ensure decent working conditions. Statement of Transparency act can be found on [www.soiltech.no](http://www.soiltech.no).

### **Outlook**

The outlook is positive. Soiltech's market-leading technologies for waste reduction, recovery, and reuse continue to gain momentum and market share. The total market for waste treatment is growing, as environmental restrictions for discharging contaminated water tighten world-wide. Going into 2024, Q1 typically has a lower activity due to the winter season. For 2024 as a whole, we foresee a continued strengthening in the market, which is also expected for 2025.

The Board emphasizes that any forward-looking statements contained in this report could depend on factors beyond its control and are subject to risks and uncertainties. Accordingly, actual results may differ materially.

### **Going concern assumption**

The Board confirms that the annual accounts and the information presented in the board of directors' report have been prepared on the basis of going concern assumption ref. IAS 1.

## Shareholders and share capital

At the end of 2023 Soiltech had 87 shareholders. The 10 largest shareholders owned 75.5% of the company. Foreign ownership was 32.4%. As at end 2023, Soiltech had an issued share capital of NOK 740 543 and 7 405 430 outstanding shares, each with a nominal value of NOK 0.10 and carrying equal voting rights.

## Dividend


Soiltech has not paid any dividend to date and the Board does not propose to pay dividend for 2023. Soiltech is a growth company, and we are aiming at a continued growth, based on a solid financial position. Our plan is to take advantage of market opportunities and reinvest the generated cash in profitable projects and enhanced service capacity. Any future dividend will be evaluated on this basis.


## Events after year-end

As far as the Board is aware, there have been no significant events since year-end which would impact the financial position and profits of the Group other than those mentioned under Events after year-end above.


Sandnes, March 15, 2024


The board of directors of Soiltech AS

  
Gunnar Winther Eliassen (Mar 15, 2024 10:29 GMT)  
Gunnar Winther Eliassen  
Chairman of the Board

  
Olaf Skrivervik (Mar 16, 2024 13:10 GMT+1)  
Olaf Skrivervik  
Member of the Board

  
Eirik Flatebø (Mar 16, 2024 10:35 GMT+1)  
Eirik Flatebø  
Member of the Board

  
Carsten Brückner (Mar 15, 2024 11:30 GMT+1)  
Carsten Brückner  
Member of the Board

  
Glenn Åsland  
Glenn Åsland  
Member of the Board

  
Jan Erik Tveteraas (Mar 15, 2024 11:28 GMT+1)  
Jan Erik Tveteraas  
Chief Executive Officer

## Members of the Board - Soiltech AS



**Gunnar Winther Eliassen**  
Chairman of the board



**Eirik Flatebø**  
Board member



**Glenn Åsland**  
Board member



**Dennis Alberding**  
Deputy board member



**Olaf Skrivervik**  
Board member



**Dr. Carsten Brückner**  
Board member



## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(amounts in NOK 1000)	Note	2023	2022
Revenue	3	229 112	177 073
Other operating income	3	167	1 097
<b>Total operating income</b>	3	<u>229 279</u>	<u>178 170</u>
Cost of materials		-39 696	-33 499
Personnel expenses	4	-115 990	-90 104
Depreciation and amortisation	5,9,10,11	-17 930	-16 032
Impairment	9	-5 050	0
Other operating expenses	6	<u>-25 442</u>	<u>-15 857</u>
<b>Total operating expenses</b>		<u>-204 109</u>	<u>-155 492</u>
Other gains	9,22	<u>15 000</u>	<u>0</u>
<b>Operating profit</b>		<u>40 170</u>	<u>22 678</u>
Net foreign exchange gains (losses)	7	186	-138
Financial income	7	296	539
Financial expenses	7	<u>-8 371</u>	<u>-4 277</u>
<b>Net financial items</b>		<u>-7 890</u>	<u>-3 876</u>
<b>Profit before tax</b>		<u>32 280</u>	<u>18 803</u>
Income tax expense	8	-4 869	-4 146
<b>Profit for the period</b>		<u>27 411</u>	<u>14 657</u>
<b>Other comprehensive income</b>			
<i>Items that may be reclassified to profit or loss</i>			
Currency translation differences		0	0
Income tax relating to these items		0	0
<b>Net other comprehensive income</b>		<u>0</u>	<u>0</u>
<b>Total comprehensive income for the period</b>		<u>27 411</u>	<u>14 657</u>
<b>Total comprehensive income is attributable to:</b>			
Owners of Soiltech AS		<u>27 411</u>	<u>14 657</u>
<b>TRANSFERS</b>			
Transfers to other equity		<u>27 411</u>	<u>14 657</u>
<b>Total allocations</b>		<u>27 411</u>	<u>14 657</u>
<b>Earnings per share (NOK)</b>			
Basic earnings per share	21	3,70	1,98
Diluted earnings per share	21	3,44	1,86

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(amounts in NOK 1000)

<b>ASSETS</b>	<b>Note</b>	<b>31/12/2023</b>	<b>31/12/2022</b>	<b>01/01/2022</b>
<b>Non-current assets</b>				
Deferred tax assets	8	10 403	15 272	0
Intangible assets	9	1 811	6 795	461
Property, plant & equipment	10	181 117	130 300	88 968
Right-of-use assets	11	71 140	40 352	39 649
Investments in subsidiaries		0	0	
Other non-current assets	12	762	738	294
<b>Total non-current assets</b>		<b>265 234</b>	<b>193 457</b>	<b>129 372</b>
<b>Receivables</b>				
Inventories		159	238	0
Trade receivables	13	44 195	29 244	34 321
Cash and cash equivalents	14	26 783	38 832	39 232
Other current assets	12	14 310	8 047	16 059
<b>Total current assets</b>		<b>85 447</b>	<b>76 362</b>	<b>89 612</b>
<b>TOTAL ASSETS</b>		<b>350 681</b>	<b>269 818</b>	<b>218 984</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>	<b>Note</b>	<b>31/12/2023</b>	<b>31/12/2022</b>	<b>01/01/2022</b>
Share capital	20	741	741	720
Other paid-in equity		83 948	83 948	70 045
Other reserves		1 826	1 132	0
Retained earnings		84 050	56 639	41 983
<b>Total equity</b>		<b>170 565</b>	<b>142 460</b>	<b>112 748</b>
<b>LIABILITIES</b>				
Borrowings	14,15	68 913	38 892	31 144
Lease liabilities	11,14	41 847	16 742	19 808
Deferred tax liabilities		0	0	5 898
Other non-current liabilities	12	669	15 796	966
<b>Total non-current liabilities</b>		<b>111 429</b>	<b>71 430</b>	<b>57 817</b>
<b>Current liabilities</b>				
Trade payables	17	13 153	9 017	13 780
Borrowings	14,15	16 860	13 325	6 370
Lease liabilities	11	10 409	8 820	6 241
Tax payable	8	0	0	931
Other current liabilities	12	28 265	24 767	21 099
<b>Total current liabilities</b>		<b>68 687</b>	<b>55 929</b>	<b>48 421</b>
<b>Total liabilities</b>		<b>180 116</b>	<b>127 359</b>	<b>106 238</b>
<b>Total equity and liabilities</b>		<b>350 681</b>	<b>269 818</b>	<b>218 984</b>



Sandnes, March 15, 2024

The board of directors of Soiltech AS

*Gunnar Winther Eliassen*  
Gunnar Winther Eliassen (Mar 15, 2024 10:29 GMT)

**Gunnar Winther Eliassen**  
Chairman of the Board

*Olaf Skrivervik*  
Olaf Skrivervik (Mar 16, 2024 13:10 GMT+1)

**Olaf Skrivervik**  
Member of the Board

*Eirik*  
Eirik Flatebø (Mar 16, 2024 10:35 GMT+1)

**Eirik Flatebø**  
Member of the Board

*Carsten Brueckner*  
Carsten Brueckner (Mar 15, 2024 11:30 GMT+1)

**Carsten Brückner**  
Member of the Board

*Glenn Åsland*

**Glenn Åsland**  
Member of the Board

*Jan Erik Tveteraas*  
Jan Erik Tveteraas (Mar 15, 2024 11:28 GMT+1)

**Jan Erik Tveteraas**  
Chief Executive Officer

## CONSOLIDATED STATEMENT OF CASH FLOWS

(amounts in NOK 1000)

	Note	2023	2022
<b>Cash flows from operating activities</b>			
Profit before tax		32 280	18 803
Income taxes paid	8	0	-933
Depreciation, amortisation and impairment	5	22 980	16 032
Interest expense	7	7 757	4 221
Other gains	9	-15 000	0
Profit/(loss) on investing activities		0	-982
Changes in trade receivables, contract assets/liabilities		-14 533	6 555
Changes in trade payables		2 186	-4 596
Changes in other accruals and prepayments		1 078	6 617
<b>Net cash flow from operating activities</b>		<b>36 748</b>	<b>45 716</b>
<b>Cash flows from investment activities</b>			
Purchase of property, plant & equipment & Intangible assets	9,10	-64 028	-49 900
Sale of property, plant and equipment	10	0	1 250
Investment in subsidiary net of cash acquired	22	0	-467
<b>Net cash flow from investment activities</b>		<b>-64 028</b>	<b>-49 117</b>
<b>Cash flows from financing activities</b>			
Proceeds from new borrowings		45 561	25 301
Repayments on borrowings	14	-13 226	-10 371
Payment of principal portion of lease liabilities	11,14	-10 567	-7 518
Interest paid	14	-6 537	-4 448
Proceeds from capital increase		0	55
<b>Net cash flow from financing activities</b>		<b>15 231</b>	<b>3 019</b>
<b>NET CASH FLOW FOR THE PERIOD</b>		<b>-12 049</b>	<b>-400</b>
Cash and cash equivalent 01.01		38 832	39 232
<b>Cash and Cash equivalents 31.12</b>		<b>26 783</b>	<b>38 832</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Note	Share capital	Other paid-in equity	Other reserves	Retained earnings	Total equity
(amounts in NOK 1000)						
<b>2023</b>						
Balance at 31 December 2022 (NGAAP)		741	83 948	1 132	57 132	142 953
Effects of transition to IFRS		0	0	0	-493	-493
<b>Balance at 31 December 2022</b>		<u>741</u>	<u>83 948</u>	<u>1 132</u>	<u>56 639</u>	<u>142 460</u>
Profit for the period		0	0	0	27 411	27 411
Other comprehensive income		0	0	0	0	0
<b>Total comprehensive income</b>		<u>0</u>	<u>0</u>	<u>0</u>	<u>27 411</u>	<u>27 411</u>
<i>Transactions with owners</i>						
Share-based payment		0	0	694	0	694
Contributions of equity		0	0	0	0	0
<b>Balance at 31 December 2023</b>		<u>741</u>	<u>83 948</u>	<u>1 826</u>	<u>84 051</u>	<u>170 565</u>
<b>2022</b>						
Balance at 31 December 2021 (NGAAP)		720	68 914	1 131	42 485	113 249
Effects of transition to IFRS		0	0	0	-502	-502
<b>Balance at 1 January 2022</b>		<u>720</u>	<u>68 914</u>	<u>1 131</u>	<u>41 983</u>	<u>112 747</u>
Profit for the period		0	0	0	14 657	14 657
Other comprehensive income		0	0	0	0	0
<b>Total comprehensive income</b>		<u>0</u>	<u>0</u>	<u>0</u>	<u>14 657</u>	<u>14 657</u>
<i>Transactions with owners</i>						
Exercise of share options		1	55	0	0	55
Share-based payment		0	0	1	0	1
Consideration shares business combination	22	20	14 980	0	0	15 000
<b>Balance at 31 December 2022</b>		<u>741</u>	<u>83 948</u>	<u>1 132</u>	<u>56 639</u>	<u>142 460</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Note 1 – General information

Soiltech AS (the 'Company') is a limited company domiciled in Norway. The registered office of the Company is Koppholen 25, 4313, Sandnes, Norway.

The Company is an innovative technology company specializing in the treatment, recycling and responsible handling of contaminated water and solid industrial waste streams on site. The Company is listed on the NOTC in Oslo with ticker code 'SOIL'. The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (together referred to as the 'Group').

The consolidated financial statements for the year ended 31 December 2023 were approved and authorized for issue in accordance with a resolution of the board of directors on 19th of March 2024.

The Group presents consolidated financial statements in accordance with IFRS® Accounting Standard\* for the first time. In previous years, the consolidated financial statements were prepared in accordance with Norwegian Generally Accepted Accounting Principles (NGAAP). Date of transition to IFRS is 1 January 2022 and all comparative figures have been restated accordingly. Reference is made to note 26 for details on the effects of the transition.

### Note 2 – Summary of general accounting policies

The general accounting policies applied in the preparation of these consolidated financial statements are set out below. Specific accounting policies related to the individual areas in the financial statements are described in the relevant notes.

#### Basis for preparation

The consolidated financial statements have been prepared in accordance with the IFRS as adopted by the (EU) and additional disclosure requirements in the Norwegian Accounting Act as effective of 31 December 2023. The consolidated financial statements are presented in Norwegian Kroner (NOK) and have been rounded to the nearest thousand unless otherwise stated. As a result of rounding adjustments, amounts and percentages may not add up to the total. The financial statements are prepared on a going concern basis.

#### Accounting estimates and judgements

Items in the financial statements are to a varying degree affected by estimates and assumptions made by management, reference is made to the relevant notes for the affected items. Estimates with a material impact on the financial statements, combined with a significant estimation uncertainty, comprise the following:

- Recognition of deferred tax asset (note 8).

#### Segment information

Given the uniform nature of the Group's services and the centralized management from its head office in Norway, the entire Group is considered as a single operating segment for internal reporting purposes.

#### Foreign currency translation

The companies within the Group primarily use NOK as their functional currency. For consolidation purposes, the results and financial position of all the Group's entities that have a functional currency other than NOK are translated using the closing rate at the balance sheet date. Income and expenses for each income statement are translated using the yearly average exchange rate.

### New and amended IFRS standards not yet adopted

Of new standards and interpretations that are not mandatory for the current reporting period, none are expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

### Note 3 – Revenues

#### Overall description of contracts with customers

The Group's revenue mainly derives from the sale of services related to treatment of contaminated water (i.e. slop), cuttings handling, cleaning services and other related services, for customers within the oil & gas industry. The key element of the service deliveries is the deployment and supervision of treatment and handling equipment at the customer's site, to meet the specific purification targets defined in the contracts.

The contract consideration is composed mainly of agreed daily rates for equipment and personnel, respectively, and reimbursement of costs plus a markup. Rates vary depending on whether the equipment is in active use during ongoing operations or in standby, for example when the equipment is on location but not in Operation. Typically, the contract deliveries follow the operation on the rig. However, all contracts can be terminated by the customer without cause on a short notice, with only completion of existing work order.

Costs of mobilization and demobilization of equipment and personnel are normally recovered through the agreed daily rates, except for some contracts, where they are reimbursed separately. Such reimbursement is, however, generally not material in relation to the total contract consideration. Consideration is normally invoiced monthly, based on actual deliveries.

#### Accounting policies

The contracts are considered to consist of only one performance obligation, which is satisfied over time. Progress is measured on the basis of the time the Slop treatment unit (STT) is available to service the customer. In practice, revenue based on daily rates are thus recognized with the amount that the Company has a right to invoice. As a practical simplification based on materiality, any fees associated with mobilization and demobilization are recognized linearly over the period of the related contract.

Cost of mobilization is considered to be cost to fulfil a contract and are recognized as an asset when incurred. The asset is subsequently amortized over the contract period, as cost of materials and personnel expenses.

#### Revenues by product category

(amounts in NOK 1000)	Year to date	
	2023	2022
Slop- and water treatment services	153 033	128 368
Other revenue*	76 246	49 802
<b>Total</b>	<b>229 279</b>	<b>178 170</b>

\*Other revenue is revenue from cuttings handling, cleaning services, swarf handling and associated services.

#### Revenues by geography

(amounts in NOK 1000)	Year to date	
	2023	2022
Norway	167 007	149 289
International*	62 272	28 881
<b>Total</b>	<b>229 279</b>	<b>178 170</b>

\*International revenue comes mainly from UK, Netherlands, Abu Dhabi and other countries.

## Revenues from major customers

(amounts in NOK 1000)	2023	2022
Customer 1	68 579	59 379
Customer 2	39 454	30 595
Customer 3	27 532	20 406
Customer 4	23 454	27 028
<b>Total from major customers</b>	<b>159 019</b>	<b>137 408</b>
Other (less than 10% each)	70 260	40 762
<b>Total</b>	<b>229 279</b>	<b>178 170</b>

## Costs to fulfil the customer contracts

(amounts in NOK 1000)	2 023	2 022
<b>Carrying amount 01.01.</b>	<b>0</b>	<b>1 472</b>
Incurred during the period	3 965	0
Amortised during the period	0	-1 472
<b>Carrying amount 31.12.</b>	<b>3 965</b>	<b>0</b>

## Note 4 – Personnel expenses

### Accounting policies

Personnel costs are expensed as the employees earn the right to the payment of wages for hours worked. Payments to defined contribution pension plan are expensed over the period in which the employees earn the right to the deposit.

### Pensions

The Group has a defined contribution plan for its employees. The Group's Norwegian entities are obligated to follow the stipulations in the Norwegian Mandatory Occupational Pensions Act. The Group's pension scheme adheres to the requirements, as set in the Act.

## Specification of personnel expenses

(amounts in NOK 1000)	2023	2022
Wages and salaries	87 766	72 305
Contract personnel	2 667	1 798
Pension contributions	4 010	2 885
Social security tax	14 751	11 318
Other personnel expenses*	6 796	1 798
<b>Total</b>	<b>115 990</b>	<b>90 104</b>

\*Other personnel expenses include expenses relating share-based payment transactions. Refer to note 24 for further details.

## Number of employees

	31/12/2023	31/12/2022
Norway	106	81
United Kingdom	13	7
Other	6	6
<b>Total</b>	<b>125</b>	<b>94</b>

## Note 5 – Depreciation and amortisation

### Specification of depreciation and amortisation

(amounts in NOK 1000)	Note	2023	2022
Amortisation of intangible assets	10	146	12
Depreciation property, plant & equipment	11	12 015	10 921
Depreciation of right-of-use assets	12	5 769	5 099
<b>Total</b>		<b>22 980</b>	<b>16 032</b>

## Note 6 – Other operating expenses

### Specification of other operating expenses

(amounts in NOK 1000)	2023	2022
Cost of lease of assets of low value	174	185
Audit and Accounting cost	2 964	1 773
Legal advisor cost	3 587	720
Office cost and it equipment	4 561	2 679
Travel related cost	8 249	5 274
Sales and commercial cost	1 079	899
Insurance	750	622
Other cost	4 078	3 705
<b>Total</b>	<b>25 442</b>	<b>15 857</b>

### Specification of auditor's remuneration

(amounts in NOK 1000)	2023	2022
Statutory audit fee	604	167
Other certification services	0	0
Tax advisory services	0	0
Other non-auditing services	273	220
<b>Total</b>	<b>877</b>	<b>387</b>

## Note 7 – Financial items

(amounts in NOK 1000)	Note	2023	2022
<b>Net foreign exchange gains (losses)</b>		<b>186</b>	<b>-138</b>
Interest income		296	539
Other		0	0
<b>Total financial income</b>		<b>296</b>	<b>539</b>
Interest expenses on leases	11,14	-2 943	-1 804
Interest expenses on borrowings	14	-4 816	-2 417
Loss on financial derivatives	16	-591	-68
Other		-21	12
<b>Total financial expenses</b>		<b>-8 371</b>	<b>-4 277</b>
<b>Net financial items</b>		<b>-7 890</b>	<b>-3 876</b>

## Note 8 – Income tax

### Accounting policies

The Group consists of companies subject to ordinary corporate taxation in Norway, and within the same tax group with respect to offsetting of deferred tax. Income tax is therefore recognized on the basis of a general application of IAS 12 without the need for further judgments or policies of significance.

### Basis for recognition of deferred tax assets

Deferred tax assets are recognized when it is probable that the Group will have a sufficient profit for tax purposes in subsequent periods to utilize the tax asset. The Group recognize previously unrecognized deferred tax assets to the extent it has become probable that the Group can utilize the deferred tax asset. Similarly, the Group will reduce a deferred tax asset to the extent that the Group no longer regards it as probable that it can utilize the deferred tax asset. Deferred tax and deferred tax assets are measured based on the expected future tax rates applicable to the companies in the Group where temporary differences have arisen based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax and deferred tax assets are recognized at their nominal value and classified as non-current asset (non-current liabilities) in the consolidated statement of financial position.

### Specification of income tax expense

(amounts in NOK 1000)	2023	2022
Tax payable	0	0
Change in deferred tax	4 869	4 146
Change in tax expense for previous years	0	0
<b>Income tax expense</b>	<b>4 869</b>	<b>4 146</b>



## Reconciliation of tax expense with tax calculated at nominal rate

(amounts in NOK 1000)	2 023	2 022
Profit (loss) before tax	32 280	18 803
Tax at nominal rate in Norway (22 %)	7 102	4 137
Permanent differences	- 2 205	35
Effect of different tax rates in foreign operations	0	0
Change in deferred tax not recognised	- 28	25
Income tax expense	4 869	4 146
Effective tax rate	15%	22%

Permanent differences come mainly from reversal of contingent liability MNOK 15 and impairment of goodwill MNOK -5, with a net impact MNOK 10 and a tax impact of MNOK 2.2. For further information see note 9.

## Specification of deferred tax liabilities and assets – 2023

(amounts in NOK 1000)	31/12/2022	Profit or loss	OCI	31/12/2023
Fixed assets	- 17 064	- 2 296	0	- 19 359
Customer contracts	0	0	0	0
Other	- 173	- 838	0	- 1 011
Total deferred tax liabilities	- 17 236	- 3 133	0	- 20 370
Reclass between deferred tax liabilities and assets	17 236	3 133	0	20 370
<b>Net deferred tax liabilities</b>	-	-	0	0
Fixed assets	0	0	0	0
Tax losses carried forward	24 011	2 080	0	21 931
Other	8 673	317	0	8 989
<b>Total deferred tax assets</b>	<b>32 683</b>	<b>1 763</b>	<b>0</b>	<b>30 920</b>
Reclass between deferred tax liabilities and assets	- 17 236	- 3 133	0	- 20 370
Non-recognized deferred tax assets	- 175	28	0	- 147
<b>Net deferred tax assets</b>	<b>15 272</b>	<b>4 869</b>	<b>0</b>	<b>10 403</b>

## Specification of deferred tax liabilities and assets – 2022

(amounts in NOK 1000)	01/01/2022	Profit or loss	OCI	Business comb- ination	Other	31/12/2022
Fixed assets	-11 710	-3 817	0	-1 537	0	-17 064
Customer contracts	0	0	0	0	0	0
Other	0	-173	0	0	0	-173
Total deferred tax liabilities	-11 710	-3 990	0	-1 537	0	-17 237
Reclass between deferred tax liabilities and assets	6 012	3 964	0	1 537	5 898	17 412
Non-recognized deferred tax assets	-200	25	0	0	0	-175
<b>Net deferred tax liabilities</b>	<b>-5 899</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>5 898</b>	<b>0</b>
Fixed assets	0	0	0	0	0	0
Tax losses carried forward	0	-1 759	0	25 770	0	24 011
Other	6 012	1 578	0	1 083	0	8 673
Total deferred tax assets	6 012	-181	0	26 853	0	32 684
Reclass between deferred tax liabilities and assets	-6 012	-3 964	0	-1 537	-5 898	-17 411
Non-recognized deferred tax assets	0	0	0	0	0	0
<b>Net deferred tax assets</b>	<b>0</b>	<b>-4 145</b>	<b>0</b>	<b>25 316</b>	<b>-5 898</b>	<b>15 272</b>

Tax losses carried forward are from operations in Norway and can be carried forward indefinitely. See note 22 for further details on the business combination with Sorbwater.

## Note 9 – Intangible assets

### Accounting policies

Intangible assets mainly comprise goodwill originating from previous acquisitions. Goodwill is not depreciated but is instead subject to annual impairment testing. Other intangible assets include patents and software which are recognised in accordance with the cost method and depreciated over their expected economic lifetime.

## Specification of intangible assets

(amounts in NOK 1000)	Goodwill	Other	Total
<b>Cost 01.01.2022</b>	<b>0</b>	<b>2 061</b>	<b>2 061</b>
Additions	0	621	621
Addition business combination	5 051	675	5 726
<b>Cost 31.12.2022</b>	<b>5 051</b>	<b>3 357</b>	<b>8 408</b>
Additions	0	213	213
Disposals	0	0	0
<b>Cost 31.12.2023</b>	<b>5 051</b>	<b>3 570</b>	<b>8 621</b>
Accumulated depreciation 01.01.2022	0	1 500	1 500
Depreciations for the year	0	12	12
<b>Accumulated depreciation 31.12.2022</b>	<b>0</b>	<b>1 512</b>	<b>1 512</b>
Accumulated impairment 01.01.2022	0	100	100
Impairment for the year	0	0	0
<b>Accumulated impairment 31.12.2022</b>	<b>0</b>	<b>100</b>	<b>100</b>
Depreciations for the year	0	146	146
<b>Accumulated depreciation 31.12.2023</b>	<b>0</b>	<b>1 658</b>	<b>1 658</b>
Impairment for the year	5 051	0	5 051
<b>Accumulated impairment 31.12.2023</b>	<b>5 051</b>	<b>100</b>	<b>5 151</b>
<b>Carrying amount 01.01.2022</b>	<b>0</b>	<b>561</b>	<b>561</b>
<b>Carrying amount 31.12.2022</b>	<b>5 051</b>	<b>1 745</b>	<b>6 795</b>
<b>Carrying amount 31.12.2023</b>	<b>0</b>	<b>1 811</b>	<b>1 811</b>
Economic useful life	Indefinite	3-5 years	
Depreciation schedule		Linear	

### Impairment testing

A goodwill of MNOK 5.0 was recognized in connection with the acquisition of Sorbwater in 2022. See note 22 for further details. However, the expected synergies from the Sorbwater patented biodegradable chemicals are delayed and the business plan has therefore been revised. Since the timing of the realization of such synergies is uncertain, the goodwill has been impaired in full. The delay in synergies also resulted in certain thresholds under the SPA are uncertain to be met. Consequently, the contingent consideration of MNOK 15 that was recognized as part of the consideration has been reversed and recognized as other gain in 2023.

## Note 10 – Property, plant & equipment

### Accounting policies

Property, plant & equipment consists of slop treatment units, equipment for cuttings handling, cleaning services and swarf removal, skips and various other equipment. Property, plant & equipment are recognized in accordance with the cost method and depreciated over their expected economic lifetime.

## Specification of property, plant & equipment

(amounts in NOK 1000)	Property, plant & equipment
<b>Cost 01.01.2022</b>	<b>122 149</b>
Additions	49 279
Addition business combination	3 242
Disposals	-268
<b>Cost 31.12.2022</b>	<b>174 402</b>
Additions	63 815
Other non cash adjustments	-984
Disposals	0
<b>Cost 31.12.2023</b>	<b>237 233</b>
Accumulated depreciation 01.01.2022	29 612
Depreciations for the year	10 921
<b>Accumulated depreciation 31.12.2022</b>	<b>40 533</b>
Accumulated impairment 01.01.2022	3 568
Impairment for the year	0
<b>Accumulated impairment 31.12.2022</b>	<b>3 568</b>
<b>Accumulated depreciation 31.12.2022</b>	<b>40 533</b>
Depreciations for the year	12 016
<b>Accumulated depreciation 31.12.2023</b>	<b>52 549</b>
Accumulated impairment 31.12.2022	3 568
Impairment for the year	0
<b>Accumulated impairment 31.12.2023</b>	<b>3 568</b>
<b>Carrying amount 01.01.2022</b>	<b>92 537</b>
<b>Carrying amount 31.12.2022</b>	<b>130 300</b>
<b>Carrying amount 31.12.2023</b>	<b>181 117</b>
Economic useful life	5-15 years
Depreciation schedule	Linear

## Note 11 – Leases

### Accounting policies

The Group is primarily involved in lease agreements as a lessee. All lease agreements are recognized in accordance with IFRS 16, with the exception of:

- Lease agreements with a shorter duration than 12 months
- Leases of assets with a cost price below NOK 50 000

Payments relating to such leases are recognized as operating expenses when due. The Group does however not have many such agreements and the annual expense is therefore immaterial.

Right-of-use assets are recognized in accordance with the cost method and depreciated over the lease term, or expected economic lifetime, depending on whether a purchase option is expected to be exercised.

## Overall description of the leases of the Group

The Group primarily leases premises and slop treatment units (STT). For premises, the lease term is usually between 3 and 10 years, while for slop treatment units between 4 and 7 years. For STT units it is expected that the purchase option is exercised and as such the asset is depreciated over the expected economic lifetime.

## Assumptions and judgments applicable to new leases

In 2023, the Group entered into a new lease agreement for its head office in Sandnes. The lease period is 5 years with 5 years option to extend. The lease liability is calculated based on the lease term including the option period. A new lease agreement was also entered into for the Group's premises in Bergen, with a lease period of 3 years. The discount rate used in the new lease calculation is 7,24%.

The Group has leased additional STT units to be delivered in Q2 2024. The present value of the lease liability will be recognised on commencement of the lease.

## Specification of right-of-use assets

(amounts in NOK 1000)	Land and buildings	Slop Treatment Units	Total
<b>Carrying amount 01.01.2022</b>	<b>6 141</b>	<b>33 508</b>	<b>39 649</b>
Additions	0	4 854	4 854
Index regulation	585	0	585
New lease business combination	362	0	362
Depreciations	-1 420	-3 679	-5 099
<b>Carrying amount 31.12.2022</b>	<b>5 668</b>	<b>34 684</b>	<b>40 352</b>
Additions	13 998	22 259	36 257
Index regulation	300	0	300
Depreciations	-1 853	-3 916	-5 769
<b>Carrying amount 31.12.2023</b>	<b>18 113</b>	<b>53 027</b>	<b>71 140</b>
Economic useful life	2-10 years	5-15 years	
Depreciation schedule	Linear	Linear	

## Specification of lease liabilities

(amounts in NOK 1000)	2023	2022
<b>Carrying amount 01.01.</b>	<b>25 562</b>	<b>26 048</b>
Additions	36 254	5 785
New lease business combination	0	362
Index regulation	300	
Interest expenses	2 943	1 804
Lease payments	-13 507	-9 321
Prepayments leasing	704	885
Effect of currency translation	0	0
<b>Carrying amount 31.12.</b>	<b>52 256</b>	<b>25 562</b>
Non-current lease liabilities	41 847	16 742
Current lease liabilities	10 409	8 820

## Contractual payments on leases

(amounts in NOK 1000)	2023	2022
Due within one year	12 442	12 545
Due within one and five years	34 195	27 399
Due after 5 years	16 557	3 838
<b>Total</b>	<b>63 194</b>	<b>43 782</b>

## Note 12 – Other assets and liabilities

### Other non-current assets

(amounts in NOK 1000)	31.12.23	31.12.22	01.01.22
Restricted cash	762	738	171
Other	0	0	123
<b>Total</b>	<b>762</b>	<b>738</b>	<b>294</b>

### Other current assets

(amounts in NOK 1000)	31.12.23	31.12.22	01.01.22
Prepaid expenses	4 952	3 685	8 258
VAT receivable	2 960	4 127	5 228
Cost to fulfill customer contract	3 965	0	1 472
Tax refund connected to research and development	1 905	0	0
Other	529	235	1 101
<b>Total</b>	<b>14 310</b>	<b>8 047</b>	<b>16 059</b>

### Other non-current liabilities

(amounts in NOK 1000)	Note	31.12.23	31.12.22	01.01.22
Contingent consideration business combination	9,22	0	15 000	
Other		669	796	55
<b>Total</b>		<b>669</b>	<b>15 796</b>	<b>55</b>

### Other current liabilities

(amounts in NOK 1000)	Note	31.12.23	31.12.22	01.01.22
Liability relate to currency forward contract	16	3 672	3 081	-
Public duties payable		9 590	8 877	6 950
Liability to employees incl. holiday pay		12 393	11 404	10 533
Liability to group companies				
Other		2 611	1 405	3 616
<b>Total</b>		<b>28 265</b>	<b>24 767</b>	<b>21 099</b>

## Note 13 – Trade receivables

### Accounting policies

Trade receivables are recognized at an amount equal to the transaction price, less provisions for expected credit losses. The Group applies the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

### Specification of trade receivables

(amounts in NOK 1000)	31.12.23	31.12.22	01.01.22
Accounts receivable	42 796	22 313	28 945
Earned not invoiced revenues	1 399	6 956	5 376
Provision for expected credit losses	0	-25	-
<b>Carrying amount</b>	<b>44 195</b>	<b>29 244</b>	<b>34 321</b>

### Specification of credit loss recognized in profit or loss

(amounts in NOK 1000)	2023	2022
Amounts written off as uncollectable	0	0
Received on items previously written off	25	0
Change in loss provision	0	0
Net credit loss recognised in profit or loss	25	0

## Note 14 – Cash and cash equivalents

### Accounting policies

Cash and cash equivalents comprise mostly ordinary bank deposits. The statement of cash flows is prepared using the indirect method. Interest income and expenses are presented as investing and financing activities, respectively.

### Restricted cash

(amounts in NOK 1000)	31.12.23	31.12.22	01.01.22
<b>Payroll withholding tax account</b>	<b>3 520</b>	<b>2 965</b>	<b>2 762</b>

## Reconciliation of cash flows from financing activities

(amounts in NOK 1000)	Lease liabilities	Borrowings	Total
<b>Carrying amount 31.12.2022</b>	<b>25 562</b>	<b>52 217</b>	<b>77 779</b>
<b>Cash flows</b>			
Proceeds from new borrowings		45 561	45 561
Repayment of principal borrowings		-13 226	-13 226
Repayment of principal portion of lease liability	-10 567		-10 567
Interest paid	-2 941	-3 596	-6 537
Other changes			
Interest expenses	2 943	4 816	7 759
Additions lease	36 555		36 555
Pre invoiced	704		704
Effect of currency translation	0	0	-
<b>Carrying amount 31.12.2023</b>	<b>52 256</b>	<b>85 773</b>	<b>138 029</b>
Non-current	41 847	68 913	
Current	10 409	16 860	

(amounts in NOK 1000)	Lease liabilities	Borrowings	Total
Carrying amount 01.01.2022	26 049	37 515	63 564
<b>Cash flows</b>			
Proceeds from new borrowings	0	25 301	25 301
Repayment of principal	0	-10 371	-10 371
Repayment of principal portion of lease liability	-7 518		-7 518
Interest paid	-1 804	-2 644	-4 448
Other changes			
Interest expenses	1 804	2 417	4 221
Additional lease	6 147		6 147
Pre invoiced	885		885
Effect of currency translation	0	0	-
<b>Carrying amount 31.12.2022</b>	<b>25 562</b>	<b>52 217</b>	<b>77 780</b>
Non-current	16 742	38 892	
Current	8 820	13 325	

## Note 15 – Borrowings

### Accounting policies

Borrowings are initially recognized at fair value, including transaction costs directly attributable to the transaction, and are subsequently measured at amortized cost. There has not been any material transaction cost during the year.

### Covenants

The loan facility with Sandnes Sparebank entered in 2023 has the following covenants:

- NIBD/EBITDA < 4
- Book equity > 30%
- Approval from bank if dividend/group contribution

The company is not in breach with any of the covenants above.



### Specification of borrowings – 31.12.2023

(amounts in NOK 1000)	Nominal interest rate	Nominal amount	Capitalized financing fees	Carrying amount
Innovasjon Norge	7,7%	3 875	0	3 875
Sandnes Sparebank	3 m.Nibor+2.5%	81 898	0	81 898
<b>Carrying amount as per 31.12.2023</b>		<b>85 773</b>		<b>85 773</b>
<b>Non-current borrowings</b>				<b>68 913</b>
<b>Current borrowings</b>				<b>16 860</b>

### Specification of borrowings – 31.12.2022

(amounts in NOK 1000)	Nominal interest rate	Nominal amount	Capitalized financing fees	Carrying amount
Innovasjon Norge	6,0%	6 458	0	6 458
Sandnes Sparebank	3 m.Nibor+2.5%	45 758	0	45 758
<b>Carrying amount as per 31.12.2022</b>		<b>52 217</b>	<b>0</b>	<b>52 217</b>
<b>Non-current borrowings</b>				<b>38 892</b>
<b>Current borrowings</b>				<b>13 325</b>

### Contractual payments on borrowings – 31.12.2023

(amounts in NOK 1000)	Next year	1-2 years	2-5 years	More than 5 years
Innovasjon Norge	2 813	1 330	0	0
Sandnes Sparebank	18 580	17 612	47 024	14 453
<b>Total</b>	<b>21 393</b>	<b>18 942</b>	<b>47 024</b>	<b>14 453</b>

### Contractual payments on borrowings – 31.12.2022

(amounts in NOK 1000)	Next year	1-2 years	2-5 years	More than 5 years
Innovasjon Norge	2 908	4 076	0	0
Sandnes Sparebank	13 555	12 776	26 090	0
<b>Total</b>	<b>16 463</b>	<b>16 852</b>	<b>26 090</b>	<b>0</b>

For loans with floating interest rates, the amounts above are calculated using the current interest rate per the relevant year end.

### Carrying amount of assets pledged as security

(amounts in NOK 1000)	31.12.23	31.12.22	01.01.22
Property, plant & equipment	180 954	127 230	88 968
Trade receivables	44 171	29 338	34 321
<b>Total</b>	<b>225 124</b>	<b>156 568</b>	<b>123 289</b>

### Note 16 – Financial derivatives

#### Accounting policies

Financial derivatives consist of currency forward contracts. Although the contracts are held for hedging purposes, the Group does not apply hedge accounting. The forward contracts are measured at fair value through profit or loss. Gains and losses are presented as financial income or expense, respectively. Currency forward contracts are measured at level 2 in the fair value hierarchy, as the present value of future cash flows is based on the forward exchange rates at the balance sheet date.

### Currency forward contracts

A currency forward contract of MUS\$ 0.74 was entered into in relation to the sale of certain equipment to Kuwait in 2014, in the Group's subsidiary Sorbwater Technology AS. Whether and when this revenue will materialize is subject to significant uncertainty. The forward contract has been rolled forward multiple times pending a final outcome, and the current contract matures at 04.03.2024. At year end the liability was MNOK 3.7. This is included in the statement of financial position under Other current liabilities.

### Note 17 – Financial instruments

#### Current Financial assets per category

(amounts in NOK 1000)	31.12.23	31.12.22	01.01.22
<i>Financial assets at amortised cost</i>			
Trade receivables	44 195	29 244	34 321
Other assets	14 310	8 047	16 059
<i>Financial assets at fair value through profit or loss</i>			
Cash and cash equivalents	26 783	38 832	39 232
<b>Carrying amount as at 31.12.23</b>	<b>85 288</b>	<b>76 124</b>	<b>89 612</b>

#### Financial liabilities per category

(amounts in NOK 1000)	31.12.23		31.12.22		01.01.22	
	Current	Non-current	Current	Non-current	Current	Non-current
<i>Financial liabilities at amortised cost</i>						
Borrowings	16 860	68 913	13 325	38 892	6 370	31 144
Lease liabilities	10 409	41 847	8 820	16 742	6 241	19 808
Trade payables	13 153		9 017		13 780	
<i>Financial liabilities at fair value through profit or loss</i>						
Currency forward contracts	3 672	0	3 081	0	0	0
<b>Carrying amount as at 31.12</b>	<b>44 094</b>	<b>110 760</b>	<b>34 243</b>	<b>55 634</b>	<b>26 391</b>	<b>50 952</b>

### Fair value

For items measured at amortized cost, carrying amount is considered to be a reasonable approximation to fair value.

### Note 18 – Financial risk and capital management

The Group's policies for management of capital and financial risk aim to support the current strategy and target of maintaining a high rate of growth and developing prospective business opportunities. The Group's capital structure shall be robust enough to maintain the desired freedom of action and utilize growth opportunities, based on strict assessments relating to the allocation of capital. The Group debt financing consist of bank and leasing financing. The loan covenants to which the Group is subject play a key role in how capital is managed and allocated, to maintain a low financing risk and financial flexibility. See note 15 borrowings for further details on the Group's financing.

#### Market risk

The Group's exposure to financial market risk is mainly related to interest rates on external financing and various forms of currency risks. The Group has a diversified client list and evaluates changes in pricing structure contract by contract, as part of its mitigation process to cover for increased interest cost. The Group has not entered into any interest swap agreements.

#### Currency risk

The Group has Norwegian kroner (NOK) as its base currency. However, through its operations outside Norway, the Group is exposed to fluctuations in certain exchange rates, mainly Euro (EUR), British Pound (GBP) and

American dollar (USD). The Group also has currency risks linked to both balance sheet monetary items and investments in foreign countries. The tables below show the Group's most significant currency exposure per year-end. As the Group does not apply hedge accounting, the impact on profit/loss and equity will be the same regardless of the direction of the exchange rate change.

### Currency exposure – 31.12.2023

(amounts in NOK 1000)	USD	EUR	GBP	SUM NOK
Trade receivables	11 190	851	5 517	17 558
Cash and cash equivalents	3 076	912	3 827	7 814
Trade payables	- 65	0	0	- 65
Currency forward contracts	- 7 494	0	0	- 7 494
<b>Net exposure</b>	<b>6 707</b>	<b>1 762</b>	<b>9 344</b>	<b>17 813</b>

### Currency exposure – 31.12.2022

(amounts in NOK 1000)	USD	EUR	GBP	SUM NOK
Trade receivables	978	3 179	3 754	7 911
Cash and cash equivalents	110	644	3 042	3 796
Trade payables	- 1 704	0	-136	- 1 841
Currency forward contracts	- 7 267	0	0	- 7 267
<b>Net exposure</b>	<b>- 7 883</b>	<b>3 823</b>	<b>6 660</b>	<b>2 599</b>

### Interest rate risk

The Company loan and leasing agreements have floating interest rates based on NIBOR according to the financial strategy, see Note 15 borrowings, and is thereby influenced by changes in the interest market. A change of increase of 1 percentage point in NIBOR means a change in yearly net interest expenses of approximately MNOK 1.5.

### Credit risk

Assets that may give rise to credit risk comprise mainly trade receivables and bank deposits. For the latter, the counterparties are mainly banks established in the Nordic countries, which indicates that the credit risk should be regarded as negligible. Trade receivables are characterized by a concentration in the customer base, in terms of country and industry. The customers, however, are primarily large companies with high credit ratings, and the agreed payment terms in the contracts typically ensure that any overdue amounts are kept at low level. Thus, credit losses have historically been insignificant.

### Liquidity risk

As at year-end, the Group's portfolio of loans and loan facilities is well diversified both with regards to maturity profile and lenders. In June 2023 the Company entered a 7-year loan facility of MNOK 73 with Sandnes Sparebank. Together with an existing loan facility of MNOK 75 with Sandnes Sparebank, the facilities total MNOK 148. The unused portion of the credit facilities was MNOK 55.3 as at 31.12.2023.

### Summary of contractual maturities 31.12.2023

(amounts in NOK 1000)	Next year	1-2 years	2-5 years	More than 5 years
Lease liabilities	12 442	13 581	20 614	16 556
Borrowings	21 393	18 942	47 024	14 453
Trade payables	13 153	0	0	0
<b>Total non-derivative</b>	<b>46 988</b>	<b>32 523</b>	<b>67 639</b>	<b>31 009</b>
Currency forward contracts	3 672	0	0	0
<b>Total derivative</b>	<b>3 672</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>50 660</b>	<b>32 523</b>	<b>67 639</b>	<b>31 009</b>

## Note 19 – Climate risk

The Group has evaluated the overall climate risk to be low. Climate related matters are not expected to critically effect assets, provisions, or future cash flows. The analysis is based on the Task Force on Climate-related Financial Disclosures (TCFD) framework. The Group has evaluated the physical risk, the risk associated with transition into a low carbon community and the liability risk towards the Group. The opportunities are considered to exceed the risks identified for the Group.

### Soiltech's risks

Risk	Soiltech's Risk	Soiltech Mitigation of Risk	Risk Output
Physical risk	Impact on infrastructure integrity and safety. Increased vulnerability to extreme weather events affecting transportation of goods and services	<ul style="list-style-type: none"><li>✓ Several transportation suppliers and focus on proper communications with them</li><li>✓ Focus on critical spare parts in-house</li><li>✓ Proper planning to address possible longer delivery times</li></ul>	Low
Transition into a low carbon community	Mainly oil & gas clients are an inherent risk for Soiltech today.	<ul style="list-style-type: none"><li>✓ Technology to be introduced to other sectors such as marine, water purifying, and other types of fluid waste streams</li></ul>	Medium
Liability risk	<p>Operating in the oil and gas sector involves potential changes in legal regulations.</p> <p>The liability risk for Soiltech is evaluated more as an opportunity rather than a risk. As discharge to sea requirements (OIW) tighten worldwide, this gives Soiltech increased opportunities for international growth.</p>	<ul style="list-style-type: none"><li>✓ Soiltech's unique technologies reduce the carbon footprint for our clients</li><li>✓ Continued focus on development of our technologies</li></ul>	Low

## Note 20 – Share capital and shareholder information

### Share capital and ownership structure

The share capital of the parent company, Soiltech AS, amounts to NOK 740 543 as of 31 December 2023, and consists of a total of 7,405,430 ordinary shares, each with a nominal value of NOK 0.1.

## Shareholders as of 31.12.2023

Shareholders	Number of shares	Ownership interest
Winthershall DEA Technology Ventures GmbH	1 067 820	14,4%
HilDr AS	747 430	10,1%
Wellex AS by Glenn Åsland	747 430	10,1%
Knatten I AS by Jan Erik Tveteraas	700 325	9,5%
Carnegie Investment Bank AB	560 980	7,6%
Skagenkaien Investering AS	541 380	7,3%
Tveteraas Invest AS	521 710	7,0%
DNB Bank ASA	345 790	4,7%
Pima AS by Eirik Flatebø	202 830	2,7%
Havnebase Eiendom AS	158 470	2,1%
Zetlitz Capital AS	102 030	1,4%
Tucan Holding AS	100 560	1,4%
Campo Eiendom AS	83 000	1,1%
Forte Trønder	79 800	1,1%
Ryder	78 000	1,1%
<b>Top 15 shareholders</b>	<b>6 037 555</b>	<b>82%</b>
Other	1 367 875	18%
<b>Total</b>	<b>7 405 430</b>	<b>100%</b>

Included in Other shareholders are 5 000 shares owned by board member Olaf Skrivervik.  
Foreign ownership was 32,4% at year-end 2023 (2022: 32,4%)

## Note 21 – Earnings per share

(amounts in NOK 1000)	2023	2022
Basic earnings per share	3,70	1,98
Diluted earnings per share	3,44	1,86

### Earnings

(amounts in NOK 1000)	2023	2022
Profit (loss) for the period	27 411	14 657

### Shares used as the denominator

(amounts in 1000)	2023	2022
Weighted average number of shares	7 405	7 405

### Adjustments for calculation of diluted earnings per share

Options	571	454
Weighted average number of shares and potential shares	7 977	7 860

\* More information on options in note 24

## Note 22 – Group composition and subsidiaries

### Accounting policies

The consolidated financial statements comprise of all subsidiaries controlled by the parent entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. Likewise, they are deconsolidated from the date that control ceases.

### Changes in the composition of the Group

The subsidiary Sorbwater Technology AS was acquired by Soiltech AS on 2 September 2022, and were consolidated from this date forward (ref. further details below). The composition of the Group is otherwise unchanged in the periods presented in these financial statements.

### Subsidiaries as of 31.12.2023

	Registered office	Ownership interest	Voting share
Soiltech Offshore Services AS	Sandnes, Norway	100%	100%
Sorbwater Technology AS	Bergen, Norway	100%	100%

### Acquisition of Sorbwater Technology AS in 2022

On 2nd of September 2022 the Group acquired 100% of the shares in Sorbwater Technology AS. Sorbwater has industry leading expertise within bio-degradable chemistry. The deferred tax asset is recognized in full as it is probable that the Group will have sufficient future taxable profits to realize carryforward unused tax losses, through group contributions between the Group companies. A part of the consideration for Sorbwater, amounting to MNOK 15, was contingent on meeting certain sales targets in the future. At the time of acquisition, the Company assessed meeting these sales targets as highly probable. The entire contingent consideration was therefore recognized as a liability and presented as other non-current liabilities in the statement of financial position. With reference to note 9, the expected synergies from the Sorbwater patented, biodegradable chemicals are delayed, and the business plan has therefore been revised. Consequently, the contingent part of the consideration has been recognized as other gain in 2023.

Details of the fair value of identifiable assets and liabilities acquired purchase consideration and goodwill are as follows:

#### Purchase consideration

(amounts in NOK 1000)

Cash paid	0
Ordinary shares issued	15 000
Contingent consideration	15 000
<b>Total</b>	<b>30 000</b>

## Fair value of assets and liabilities acquired

(amounts in NOK 1000)

### Assets

Deferred tax assets	25 316
Intangible assets	675
Property, plant & equipment	3 242
Inventories	294
Cash and cash equivalents	160
Other current assets	160
Liabilities	
Other current liabilities	-4 898
Net identifiable assets acquired	24 949
Goodwill	5 051
<b>Net assets acquired</b>	<b>30 000</b>

(amounts in NOK 1000)

Cash paid	0
Acquisition related cost	- 227
Cash acquired	160
Liability to Soiltech (before acquisition date)	- 400
<b>Net cash outflow – investing activities</b>	<b>- 467</b>

## Note 23 – Remuneration to senior executives and Board of Directors

(amounts in NOK 1000)

	Salary	Other benefits	Pension
Salary CEO (Jan Erik Tveteraas)	2 131	162	93
Salary CEO (Stig H. Christiansen)	1 891	89	48
Salary CFO	1 340	142	93

The previous CEO Stig H. Christiansen resigned from his position in April 2023. No severance payment was made. At the same time, Jan Erik Tveteraas was appointed as new CEO. If the Company terminates the CEO's employment, the Executive shall be entitled to severance pay for a period of 12 months after the expiry of the agreed notice period.

Board of directors	Remuneration	Other benefits
Board (excl. Chairman of the board)	300	0
<b>Total remuneration</b>	<b>300</b>	<b>0</b>

Gunnar Winther Eliassen was elected as new Chairman of the board in December 2023. The previous executive chairman Jan Erik Tveteraas resigned from the board in December 2023, continuing in his role as CEO. Robert Hvide MacLeod resigned from the board in December 2023. No remuneration has been paid to the general manager and directors in subsidiaries. The Company has not provided loans or collateral to executives or members of the board.

## Granted options to senior executives and Board of Directors

Name	Title	Granted 2023	Excersiced 2023	As at 31.12.23
Jan Erik Tveteraas	CEO	-	-	147 440
Stig H. Christiansen	CEO	-	-	-
Tove Vestie	CFO	-	-	100 000
Glenn Åsland	COO/Board	-	-	86 130
Eirik Flatebø	Board	-	-	75 000
Robert Hvide MacLeod*	Board	-	-	75 000
Olaf Skrivervik	Board	-	-	10 000
<b>Total</b>		-	-	<b>493 570</b>

\*Robert Hvide MacLeod resigned from the board in December 2023.

## Note 24 – Share-based payment transactions

### Accounting policies

The Group has a long-term share-based incentive plan for key personnel and board members. The term of the plan implies that it is recognised as an equity-settled share-based payment transaction in accordance with IFRS 2. Associated obligations to pay social security tax are recognised as cash-settled share-based payment transactions.

### Long-term share-based incentive plan

The strike price of the options is set at the market price at grant date. Granted options are distributed over three equal tranches with vesting period of 1-3 years. All outstanding options must be exercised within 5 years from the grant date. Granted options are measured at fair value at the grant date, which is determined using the Black-Scholes option pricing model. Company uses a third-party company for this calculation.

### Summary of granted options in the period

	2023	2022
Risk free interest rate	3,70	2,17
Historical volatility	0,10	0,10
Expected lifetime of the option (years)	5,00	5,00
Share price	80-82	45-75
Average option value (NOK)	80	65

### Movement in outstanding share options

	Average exercise price		Number of options	
	2023	2022	2023	2022
As at 1 January	80,00	66,00	1 249 700	829 700
Granted during the year			170 000	425 000
Exercised during the year			-	5 000
Forfeited during the year			150 000	-
Expired during the year			-	-
As at 31 December			<b>1 269 700</b>	<b>1 249 700</b>
Vested and exercisable at 31 December			<b>871 367</b>	<b>615 553</b>



## Outstanding share options at year end

Grant date	Expiry date	Exercise price	Number of options	
			2023	2022
2012	30.03.2026	12,00	172 260	172 260
2013	30.03.2026	11,00	5 000	5 000
2017	30.03.2026	35,00	85 000	85 000
2018	30.03.2026	35,00	35 000	35 000
2019	30.03.2026	35,00	35 000	35 000
2020	30.03.2026	35,00	257 440	257 440
2021	30.03.2026	35,00	60 000	60 000
2021	01.09.2026	35,00	15 000	15 000
2021	23.09.2026	45,00	160 000	160 000
2022	01.01.2027	45,00	100 000	100 000
2022	17.03.2027	65,00	90 000	90 000
2022	09.06.2027	62,50	15 000	165 000
2022	02.09.2027	75,00	70 000	70 000
2023	17.04.2028	82,00	30 000	
2023	01.06.2028	80,00	15 000	
2023	01.09.2028	80,00	45 000	
2023	01.10.2028	80,00	65 000	
2023	01.12.2028	80,00	15 000	
<b>Total</b>			<b>1 269 700</b>	<b>1 249 700</b>

### Note 25 – Events after the reporting period

There are no events other than business activities in the ordinary course of business after the balance sheet date of an adjusting or non-adjusting nature.

### Note 26 – Transition from NGAAP to IFRS

In connection with the transition to IFRS, the management has carried out a thorough review of the Group's business and its accounting policies currently applied under NGAAP. Although the transition requires changes in the treatment of operating leases and goodwill, the overall conclusion has been that the transition has a limited impact on the financial reporting of the Group. Further details of the most significant changes per transition date and year-end 2022 are explained in notes to the reconciliations below.

## Effect of transition on statement of financial position per 1 January 2022

(amounts in NOK 1000)	Note	NGAAP	Adjust-ments	Reclassi-fications	IFRS
<b>Assets</b>					
<b>Non-current assets</b>					
Deferred tax assets	C	-	142	- 142	-
Intangible assets		461	-	-	461
Property, plant & equipment		88 968	-	-	88 968
Right-of-use assets	B	33 508	6 141	-	39 649
Other non-current assets		294	-	-	294
<b>Total non-current assets</b>		<b>123 231</b>	<b>6 282</b>	<b>- 142</b>	<b>129 372</b>
<b>Current assets</b>					
Inventories		-	-	-	-
Trade receivables	A	28 945	-	5 376	34 321
Cash and cash equivalents		39 232	-	-	39 232
Other current assets	A	21 435	-	5 376	16 059
<b>Total current assets</b>		<b>89 613</b>	<b>-</b>	<b>-</b>	<b>89 612</b>
<b>Total assets</b>		<b>212 844</b>	<b>6 282</b>	<b>- 142</b>	<b>218 984</b>
<b>Equity and liabilities</b>					
<b>Equity</b>					
Share capital		720	-	-	720
Other paid-in equity		70 045	-	-	70 045
Other reserves		-	-	-	-
Retained earnings	C	42 485	502	-	41 983
<b>Total equity</b>		<b>113 249</b>	<b>502</b>	<b>-</b>	<b>112 748</b>
<b>Liabilities</b>					
<b>Non-current liabilities</b>					
Borrowings	B	40 106	-	8 962	31 144
Lease liabilities	B	-	5 499	14 309	19 808
Deferred tax liabilities		6 040	-	142	5 898
Provisions		911	-	-	911
Other non-current liabilities		55	-	-	55
<b>Total non-current liabilities</b>		<b>47 112</b>	<b>5 499</b>	<b>5 206</b>	<b>57 817</b>
<b>Current liabilities</b>					
Trade payables	A	13 321	-	459	13 780
Borrowings	B	16 418	-	10 048	6 370
Lease liabilities	B	-	1 286	4 955	6 241
Tax payable		931	-	-	931
Other current liabilities	A	21 813	-	714	21 099
<b>Total current liabilities</b>		<b>52 483</b>	<b>1 286</b>	<b>5 347</b>	<b>48 421</b>
<b>Total liabilities</b>		<b>99 595</b>	<b>6 784</b>	<b>- 142</b>	<b>106 238</b>
<b>Total equity and liabilities</b>		<b>212 844</b>	<b>6 282</b>	<b>- 142</b>	<b>218 986</b>

## Effect of transition on statement of financial position per 31 December 2022

(amounts in NOK 1000)	Note	NGAAP	Adjust-ments	Reclassi-fications	IFRS
<b>Assets</b>					
<b>Non-current assets</b>					
Deferred tax assets	C	15 133	139	-	15 272
Intangible assets	C	6 835	- 40	-	6 795
Property, plant & equipment		130 300	-	-	130 300
Right-of-use assets	B	47 126	5 668	- 12 442	40 352
Other non-current assets		738	-	-	738
<b>Total non-current assets</b>		<b>200 132</b>	<b>5 767</b>	<b>- 12 442</b>	<b>193 457</b>
<b>Current assets</b>					
Inventories		238	-	-	238
Trade receivables	A	22 288	-	6 956	29 244
Cash and cash equivalents		38 832	-	-	38 832
Other current assets	A	15 003	-	6 956	8 047
<b>Total current assets</b>		<b>76 360</b>	<b>-</b>	<b>-</b>	<b>76 361</b>
<b>Total assets</b>		<b>276 492</b>	<b>5 767</b>	<b>- 12 442</b>	<b>269 818</b>
<b>Equity and liabilities</b>					
<b>Equity</b>					
Share capital		741	-	-	741
Other paid-in equity		83 948	-	-	83 948
Other reserves		1 132	-	-	1 132
Retained earnings	C	57 132	- 493	-	56 639
<b>Total equity</b>		<b>142 953</b>	<b>- 493</b>	<b>-</b>	<b>142 460</b>
<b>Liabilities</b>					
<b>Non-current liabilities</b>					
Borrowings		61 795	-	- 22 903	38 892
Lease liabilities	B	-	4 652	12 090	16 742
Deferred tax liabilities		-	-	-	-
Provisions		796	-	- 796	-
Other non-current liabilities		18 081	-	- 2 285	15 796
<b>Total non-current liabilities</b>		<b>80 672</b>	<b>4 652</b>	<b>- 13 894</b>	<b>71 430</b>
<b>Current liabilities</b>					
Trade payables	A	9 178	-	724	9 902
Borrowings		21 254	-	- 7 928	13 326
Lease liabilities	B	-	1 609	6 327	7 935
Tax payable		-	-	-	-
Other current liabilities	A	22 437	-	- 2 329	24 766
<b>Total current liabilities</b>		<b>52 869</b>	<b>1 609</b>	<b>1 452</b>	<b>55 929</b>
<b>Total liabilities</b>		<b>133 539</b>	<b>6 260</b>	<b>- 12 442</b>	<b>127 359</b>
<b>Total equity and liabilities</b>		<b>276 492</b>	<b>5 767</b>	<b>- 12 442</b>	<b>269 819</b>

## Effect of transition on statement of comprehensive income for 2022

(amounts in NOK 1000)	Note	NGAAP	Adjust-ments	Reclassi-fications	IFRS
Revenue		177 073	-	-	177 073
Other operating income		1 097	-	-	1 097
<b>Total operating income</b>		<b>178 170</b>	-	-	<b>178 170</b>
Cost of materials		35 220	-	-	35 220
Personnel expenses		88 383	-	-	88 383
Depreciation and amortisation	A, B	14 799	1 232	-	16 032
Other operating expenses	A, B	17 372	1 515	-	15 857
<b>Total operating expenses</b>		<b>155 775</b>	<b>283</b>	-	<b>155 492</b>
<b>Operating profit (loss)</b>		<b>22 396</b>	<b>283</b>	-	<b>22 678</b>
Net foreign exchange gains (losses)		-	-	-	-
Financial income		1 214	-	-	1 214
Financial expenses	A	4 819	272	-	5 091
<b>Net financial items</b>		<b>3 605</b>	<b>272</b>	-	<b>3 877</b>
<b>Profit (loss) before tax</b>		<b>18 791</b>	<b>11</b>	-	<b>18 802</b>
Income tax expense		4 143	2	-	4 145
<b>Profit (loss) for the period</b>		<b>14 648</b>	<b>9</b>	-	<b>14 656</b>
<b>Other comprehensive income</b>					
<i>Items that may be reclassified to profit or loss</i>					
Currency translation differences		-	-	-	-
Income tax relating to these items		-	-	-	-
Net other comprehensive income		-	-	-	-
<b>Total comprehensive income for the period</b>		<b>14 648</b>	-	-	<b>14 656</b>

### Note 26 A - D

#### Note 26 A – Trade receivables and trade payables

In order to achieve a more correct classification in the balance sheet, the Group has decided to reclassify receivables relating to earned, not invoiced revenue from other current assets to trade receivables. Correspondingly, the provision for trade payables for which no invoice has been received has also been reclassified from other current liabilities to trade payables.

#### Note 26 B – Leasing

For operating leases, the lease payments have been expensed continuously under NGAAP. As IFRS does not distinguish between operating and financial leases, all leases are recognized in the balance sheet as right-of-use assets and lease liabilities. The transition adjustments relate exclusively to the rental of office premises. For these leases, the Group has decided to recognize the right-of-use assets with a carrying amount as if IFRS 16 had been applied since commencement date. A discount rate of 4,6% has been applied when calculating the liability for the office leases.

### Summary of adjustments for office leases

(amounts in NOK 1000)	31/12/2022	01/01/2022	2022
Right-of-use asset	5 668	6 141	
Lease liability	- 6 260	6 784	
Deferred tax asset	139	142	
Retained earnings	493	502	
Depreciation			1 420
Other operating expenses		-	1 742
Financial expenses			272
Income tax expense			11
Profit (loss) for the period		-	40

### Note 26 C – Reclassifications relating to finance leases

In previous reporting under NGAAP, the Group's liabilities relating to financial leases have been presented together with ordinary bank loans in the balance sheet. Starting from the transition to IFRS, these are presented separately as lease liabilities in the balance sheet.

As of end 2022, the Group had entered into several lease agreements for the lease of STT units under construction, but not yet handed over to the Group. Previous balance sheets prepared under NGAAP, included assets and liabilities corresponding to the accrued payments from the bank to the manufacturer of the equipment. An adjustment of MNOK 12,4 is therefore made to both right-of-use assets and lease liabilities since IFRS does not permit recognition of these items until the date of commencement of the lease.

### Note 26 D – Acquisition of Sorbwater Technology AS in 2022

In September 2022, the Company acquired Sorbwater Technology AS. Prior to this; the Company has not been involved in any business combinations that could be eligible for a retrospective application of IFRS 3. When accounting for the acquisition of Sorbwater Technology AS under NGAAP, all assessments and assumptions were made in light of a possible future transition to IFRS. As a result, the differences were limited to those areas where NGAAP prohibits the use of IFRS solutions. These areas comprise amortization of goodwill under NGAAP, as well as the treatment of transaction costs. While transaction costs are always recognized as expenses under IFRS, they are treated as part of the consideration under NGAAP, which in practice leads to increased goodwill.

### Summary of adjustment for goodwill

(amounts in NOK 1000)	31/12/2022	2022
Intangible assets	- 40	
Depreciation and amortization		187
Other operating expenses		- 227

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## FINANCIAL STATEMENTS FOR PARENT COMPANY

### STATEMENT OF PROFIT AND LOSS

(amounts in NOK 1000)

	Note	<u>2023</u>	<u>2022</u>
Revenue	3	229 108	176 877
Other operating income	3	167	1 217
			0
<b>Total operating income</b>	3	<u>229 275</u>	<u>178 094</u>
Cost of materials		-124 042	-96 750
Personnel expenses	4	-38 124	-31 320
Depreciation and amortisation	5	-15 641	-14 441
Impairment		0	0
Other operating expenses	6	<u>-18 486</u>	<u>-12 195</u>
<b>Total operating expenses</b>		<u>-196 294</u>	<u>-154 706</u>
Other gains	7	15 000	0
<b>Operating profit</b>		<u>47 981</u>	<u>23 388</u>
Net foreign exchange gains (losses)		179	-136
Financial income		288	538
Financial expenses	8	<u>-16 624</u>	<u>-3 921</u>
<b>Net financial items</b>		<u>-16 157</u>	<u>-3 519</u>
<b>Profit before tax</b>		<u>31 824</u>	<u>19 870</u>
Income tax expense	9	-5 736	-4 339
<b>Profit for the period</b>		<u>26 088</u>	<u>15 530</u>
<b>Total profit for the period is attributable to:</b>			
Owners of Soiltech AS		<u>26 088</u>	<u>15 530</u>
<b>TRANSFERS</b>			
Transfers to other equity		<u>26 088</u>	<u>15 530</u>
<b>Total allocations</b>		<u>26 088</u>	<u>15 530</u>

## BALANCE SHEET

(amounts in NOK 1000)

<b>ASSETS</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
<b>Non-current assets</b>			
Intangible assets	10	1 136	1 070
Property, plant & equipment	11	180 954	127 230
Right-of-use assets	12	53 027	34 684
Investments in subsidiaries	7	37 434	37 682
Other non-current assets	13	762	738
<b>Total non-current assets</b>		<b>273 312</b>	<b>201 403</b>
<b>Receivables</b>			
Trade receivables	14	44 171	29 338
Cash and cash equivalents	15	23 586	36 098
Other current assets	13	16 829	7 933
<b>Total current assets</b>		<b>84 585</b>	<b>73 368</b>
<b>TOTAL ASSETS</b>		<b>357 897</b>	<b>274 772</b>
<b>EQUITY AND LIABILITIES</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
<b>Equity</b>			
Share capital	17	741	741
Other paid-in equity		83 948	83 948
Other reserves		1 826	1 132
Retained earnings		83 825	57 738
<b>Total equity</b>		<b>170 340</b>	<b>143 558</b>
<b>LIABILITIES</b>			
Borrowings	16	68 913	38 892
Lease liabilities	12	24 800	12 090
Deferred tax liabilities	9	11 699	8 499
Other non-current liabilities	13	669	15 796
<b>Total non-current liabilities</b>		<b>106 081</b>	<b>75 277</b>
<b>Current liabilities</b>			
Trade payables		29 866	21 146
Borrowings	16	16 860	13 325
Lease liabilities	12	8 800	7 211
Tax payable	9	0	0
Other current liabilities	13	25 950	14 254
<b>Total current liabilities</b>		<b>81 477</b>	<b>55 936</b>
<b>Total liabilities</b>		<b>187 558</b>	<b>131 214</b>
<b>Total equity and liabilities</b>		<b>357 897</b>	<b>274 772</b>



Sandnes, March 15, 2024

The board of directors of Soiltech AS

*Gunnar Winther Eliassen*  
Gunnar Winther Eliassen (Mar 15, 2024 10:29 GMT)

**Gunnar Winther Eliassen**  
Chairman of the Board

*Olaf Skrivervik*  
Olaf Skrivervik (Mar 16, 2024 13:10 GMT+1)

**Olaf Skrivervik**  
Member of the Board

*Eirik*  
Eirik Flatebø (Mar 16, 2024 10:35 GMT+1)

**Eirik Flatebø**  
Member of the Board

*Carsten Brueckner*  
Carsten Brueckner (Mar 15, 2024 11:30 GMT+1)

**Carsten Brückner**  
Member of the Board

*Glenn Åsland*

**Glenn Åsland**  
Member of the Board

*Jan Erik Tveteraas*  
Jan Erik Tveteraas (Mar 15, 2024 11:28 GMT+1)

**Jan Erik Tveteraas**  
Chief Executive Officer

## STATEMENT OF CASH FLOWS

	<u>2023</u>	<u>2022</u>
<b>Cash flows from operating activities</b>		
Operating profit before tax	31 824	19 870
Income taxes paid	0	-893
Depreciation and amortisation	15 641	14 441
Interest expense	7 360	3 929
Other gains	-15 000	0
Impairment of shares in subsidiaries	9 240	-982
Changes in trade receivables, contract assets/liabilities	-14 669	6 564
Changes in trade payables	9 593	-3 774
Changes in other accruals and prepayments	-7 049	6 636
<b>Net cash flow from operating activities</b>	<u>36 938</u>	<u>45 791</u>
<b>Cash flows from investment activities</b>		
Purchase of property, plant & equipment & Intangible a:	-63 988	-49 900
Sale of property, plant and equipment	0	1 250
Investment in subsidiary net of cash acquired	0	-627
<b>Net cash flow from investment activities</b>	<u>-67 144</u>	<u>-50 993</u>
<b>Cash flows from financing activities</b>		
Proceeds from new borrowings	45 561	25 301
Repayments on borrowings	-13 226	-10 371
Payment of principal portion of lease liabilities	-8 664	-6 047
Interest paid	-6 139	-4 156
Proceeds from capital increase	0	55
<b>Net cash flow from financing activities</b>	<u>17 531</u>	<u>4 782</u>
<b>NET CASH FLOW FOR THE PERIOD</b>	<u>-12 512</u>	<u>-439</u>
Cash and cash equivalent 01.01	<u>36 098</u>	<u>36 537</u>
<b>Cash and Cash equivalents 31.12</b>	23 586	36 098

## STATEMENT OF CHANGES IN EQUITY

(amounts in NOK 1000)	Note	Share capital	Other paid-in	Other reserves	Retained earnings	Total equity
Balance at 31 December 2022		741	83 948	1 132	57 738	143 558
Balance at 31 December 2022		741	83 948	1 132	57 738	143 558
Profit for the period		0	0		26 088	26 088
Total income		0	0	0	26 088	26 088
Transactions with owners						
<i>Share-based payment</i>		0	0	694	0	694
Contributions of equity		0	0	0	0	0
<b>Balance at 31 December 2023</b>		<b>741</b>	<b>83 948</b>	<b>1 826</b>	<b>83 825</b>	<b>170 340</b>

## NOTES TO THE FINANCIAL STATEMENTS

### Note 1 – General information

Soiltech AS (the 'Company') is a limited company domiciled in Norway. The registered office of the Company is Koppholen 25, 4313, Sandnes, Norway. The Company is an innovative technology company specializing in the treatment, recycling and responsible handling of contaminated water and solid industrial waste streams at site. The Company is listed on the NOTC in Oslo with ticker code 'SOIL'. The financial statements for the year ended 31 December 2023 were approved and authorized for issue in accordance with a resolution of the board of directors on 19th of March 2024.

### Note 2 – Summary of general accounting policies

The general accounting policies applied in the preparation of the financial statements are set out below. Specific accounting policies related to the individual areas in the financial statements are described in the relevant notes.

#### Basis for preparation

The financial statement has been prepared in accordance with Norwegian Accounting Act and associated regulations, as well as Generally Accepted Accounting Principles (GAAP) in Norway. The financial statement is presented in Norwegian Kroner (NOK) and have been rounded to the nearest thousand unless otherwise stated. As a result of rounding adjustments, amounts and percentages may not add up to the total. The financial statements are prepared on a going concern basis.

#### Currency

Transactions in foreign currencies are translated at the rate applicable on the transaction date. Monetary items in a foreign currency are translated into NOK using the closing rate at the balance sheet date.

#### The cash flow analysis

The cash flow analysis has been prepared according to the indirect method.

### Note 3 – Revenues

#### Revenue recognition

##### Overall description of contracts with customers

The Group's revenue mainly derive from the sale of services related to treatment of contaminated water (i.e. slop), cuttings handling, cleaning services and other related services, for customers within the oil & gas industry. The key element of the service deliveries is the deployment and supervision of treatment and handling equipment at the customer's site. The contract consideration is composed mainly of agreed daily rates for equipment and personnel, respectively, and reimbursement of costs plus a markup. Rates vary depending on whether the equipment is in active use during ongoing operations or in standby, for example when the equipment is on location but not in operation. Costs of mobilization and demobilization of equipment and personnel are normally recovered through the agreed daily rates, except for some contracts, where they are reimbursed separately. Such reimbursement are, however, generally not material in relation to the total contract consideration. Consideration is normally invoiced monthly, based on actual deliveries.

##### Accounting policies

The contracts are considered to consist of only one performance obligation, which is satisfied over time. Progress is measured on the basis of the time the STT unit is available to service the customer. In practice, revenue based on daily rates are thus recognized with the amount that the Company has a right to invoice. As a practical simplification based on materiality, any fees associated with mobilization and demobilization are recognized linearly over the period of the contract they relate to. Cost of mobilization is considered to be cost to fulfil a contract and are recognized as an asset when incurred. The asset is subsequently amortized over the contract period, as cost of materials and personnel expenses.

### Revenues by product category

(amounts in NOK 1000)	2023	2022
Slop- and water treatment services	153 033	128 368
Other revenue	76 242	49 726
<b>Total</b>	<b>229 275</b>	<b>178 094</b>

### Revenues by geography

(amounts in NOK 1000)	2023	2022
Norway	167 003	149 289
International	62 272	28 805
<b>Total</b>	<b>229 275</b>	<b>178 094</b>

### Revenues from major customers

(amounts in NOK 1000)	2023	2022
Customer 1	68 579	59 379
Customer 2	39 454	30 595
Customer 3	27 532	20 406
Customer 4	23 454	27 028
<b>Total from major customers</b>	<b>159 019</b>	<b>137 408</b>
Other (less than 10% each)	70 256	40 686
<b>Total</b>	<b>229 275</b>	<b>178 094</b>

### Costs to fulfil the customer contracts

(amounts in NOK 1000)	2023	2022
<b>Carrying amount 01.01.</b>	<b>0</b>	<b>1 472</b>
Incurred during the period	3 965	0
Amortised during the period	0	-1 472
<b>Carrying amount 31.12.</b>	<b>3 965</b>	<b>0</b>

## Note 4 – Personnel expense & remuneration to senior executives and board of directors

### Accounting policies

Personnel costs are expensed as the employees earn the right to the payment of wages for hours worked. Payments to defined contribution pension are expensed over the period in which the employees earn the right to the deposit.

### Pensions

The company has a defined contribution plan for its employees. The Group's Norwegian entities are obligated to follow the stipulations in the Norwegian Mandatory Occupational Pensions Act. The Group's pension scheme adheres to the requirements, as set in the Act.

### Specification of personnel expenses

(amounts in NOK 1000)	2023	2022
Wages and salaries	23 336	22 758
Contract personnel	2 667	1 798
Pension contributions	1 200	862
Social security tax	5 407	3 810
Other personnel expenses*	5 514	2 092
<b>Total</b>	<b>38 124</b>	<b>31 320</b>

\*Other personnel expenses include expenses related to share-based payment transactions. Please refer to notes for Consolidation financial statement for further details.

### Number of employees

	31/12/2023	31/12/2022
Norway	20	13
United Kingdom	13	7
Other	6	6
<b>Total</b>	<b>39</b>	<b>26</b>

### Remuneration to senior executives and board of directors

(amounts in NOK 1000)	Salary	Other benefits	Pension
Salary CEO (Jan Erik Tveteraas)	2 131	162	93
Salary CEO (Stig H. Christiansen)	1 891	89	48
Salary CFO	1 340	142	93

The previous CEO Stig H. Christiansen resigned from his position April 2023. No severance payment was made. The new CEO Jan Erik Tveteraas started in April 2023.

Board of directors	Remuneration	Other benefits
Board (excl. Chairman of the board)	300	0
<b>Total remuneration</b>	<b>300</b>	<b>0</b>

Gunnar Winther Eliassen was elected as new Chairman of the board in December 2023. The previous Chairman of the board Jan Erik Tveteraas continues as CEO. Director Robert Hvide MacLeod resigned from board in December 2023.

### Note 5 – Depreciation and amortisation

#### Specification of depreciation and amortisation

(amounts in NOK 1000)	Note	2023	2022
Amortisation of intangible assets	10	146	12
Depreciation property, plant & equipment	11	11 580	10 750
Depreciation of right-of-use assets	12	3 916	3 679
<b>Total</b>		<b>15 641</b>	<b>14 441</b>

## Note 6 – Other operating expenses

### Specification of other operating expenses

(amounts in NOK 1000)	2023	2022
Cost of lease of assets of low value	163	163
Audit and Accounting cost	2 764	1 644
Legal advisor cost	3 576	720
Office cost and it equipment	4 153	5 207
Travel related cost	803	803
Sales and commercial cost	940	940
Insurance	750	622
Other cost	5 337	2 096
<b>Total</b>	<b>18 486</b>	<b>12 195</b>

### Specification of auditors' remuneration

(amounts in NOK 1000)	2023	2022
Statutory audit fee	474	140
Other certification services	0	0
Tax advisory services	0	0
Other non-auditing services	273	213
<b>Total</b>	<b>747</b>	<b>353</b>

## Note 7 – Related parties

### Accounting policies

In the Parent company, the subsidiaries and investments in any associated company are valued at cost. The investment is valued at the cost of the shares, less any impairment losses. An impairment loss is recognized if the impairment is not considered temporary, in accordance with generally accepted accounting principles. Impairment losses are reversed if the reason for the impairment loss is rectified in a later period.

Dividends, Group contributions and other distributions from subsidiaries are recognized in the same year as they are recognized in the financial statement of the provider. If dividends / group contribution exceeds withheld profits after the acquisition date, the excess amount represents repayment of invested capital, and the distribution will be deducted from the recorded value of the acquisition in the balance sheet for the parent company.

### Subsidiaries

Company name (amounts in NOK 1000)	Place of office	Ownership	Equity as of 31.12.2023	Net result for 2023	Carrying value 31.12.2023
Soiltech Offshore Services AS	Sandnes	100%	1 065	140	788
Sorbwater Technology AS	Bergen	100%	37 017	-3 036	36 646

The expected synergies from the Sorbwater patented biodegradable chemicals are delayed and the business plan has therefore been revised. The delay in synergies has resulted in certain thresholds under the SPA are uncertain to be met. Consequently, the contingent consideration of MNOK 15 that was recognized as part of the consideration has been reversed and recognized as other gain in 2023. As a consequence of this, a write down of the investment in Sorbwater Technology AS of MNOK 9.2 has been made. This write down is reflected under financial expenses.

## Transactions with related parties

(amounts in NOK 1000)	Relationship	Transaction type	2023	2022
Purchase of services from Soiltech Offshore AS	Subsidiary	Purchase of serv.	85 591	66 885
Funding of Sorbwater Technology AS	Subsidiary	Funding	3 555	1 715
<b>Total</b>			<b>89 146</b>	<b>68 600</b>

## Outstanding balances with group companies

(amounts in NOK 1000)	Relationship	Nature of amount	2023	2022
		Funding and group contribution		
Sorbwater	Subsidiary		- 17 315	6 432
Soiltech Offshore Services AS	Subsidiary	Trade payables	- 18 464	12 872
<b>Total</b>			<b>- 35 779</b>	<b>19 304</b>

## Note 8 – Financial items

(amounts in NOK 1000)	2023	2022
<b>Net foreign exchange gains (losses)</b>	<b>179</b>	<b>-136</b>
Interest income	288	538
Other	0	
<b>Total financial income</b>	<b>288</b>	<b>538</b>
Interest expenses on leases	-2 674	-1 532
Interest expenses on borrowings	-4 686	-2 392
Impairment of shares in subsidiaries	-9 240	0
Other	-25	3
<b>Total financial expenses</b>	<b>-16 624</b>	<b>-3 921</b>
<b>Net financial items</b>	<b>-16 157</b>	<b>-3 519</b>

## Note 9 – Income tax

### Accounting policies

The tax expense consists of the tax payable and changes to deferred tax. Deferred tax/tax assets are calculated on all differences between the book value and tax value of assets and liabilities, with the exception of: temporary differences linked to goodwill that are not tax deductible. Temporary differences, both positive and negative, which will or are likely to reverse in the same period, are recorded as a net amount.

Deferred tax assets are recognised when it is probable that the company will have a sufficient profit for tax purposes in subsequent periods to utilize the tax asset. The companies recognize previously unrecognized deferred tax assets to the extent it has become probable that the company can utilize the deferred tax asset. Similarly, the company will reduce a deferred tax asset to the extent that the company no longer regards it as probable that it can utilize the deferred tax asset. Deferred tax and deferred tax assets are measured on the basis of the expected future tax rates applicable to the companies in the Group where temporary differences have arisen based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax and deferred tax assets are recognized at their nominal value and classified as non-current asset investments (non-current liabilities) in the balance sheet.



## Specification of income tax expense

	<b>2 023</b>	<b>2 022</b>
Profit before tax	31 824	19 870
Group contribution	-11 527	-8 547
+/- Permanent differences	-5 623	-30
+/- Change in temporary differences	-14 674	-11 293
- Carry-forward deficit	0	0
<b>Basis for calculating tax</b>	<b>0</b>	<b>0</b>
Tax payable 22%	0	0
+/- Changes in deferred tax	5 736	4 339
<b>Tax expense in the statement of profit and loss</b>	<b>5 736</b>	<b>4 339</b>
Tax payable in tax expense	0	0
Tax payable in the balance sheet	0	0

### Temporary differences related to:

Intangible assets	0	0
PP&E Assets and Intangible	83 263	71 549
Current assets	3 965	0
Non-current assets	0	0
Long-term liabilities	-32 891	-32 722
Gain & loss account	629	786
Current liabilities	-2 456	-1 777
Tax losses carried forward*	0	0
<b>Net difference</b>	<b>52 509</b>	<b>37 836</b>
Tax reducing differences which may not be netted	669	796
<b>Total temporary differences</b>	<b>53 179</b>	<b>38 632</b>
<b>Deferred tax liability (asset) 22%</b>	<b>11 699</b>	<b>8 499</b>

A group contribution is given to subsidiary company Sorbwater Technology AS that will utilize this against its loss carry forward.

## Note 10 – Intangible assets

### Accounting policies

Intangible assets mainly comprise goodwill originating from previous acquisitions. Goodwill is not depreciated but is instead subject to annual impairment testing. Other intangible assets include patents and software which are recognised in accordance with the cost method and depreciated over their expected economic lifetime.

## Specification of intangible assets

(amounts in NOK 1000)

	<b>Other</b>
<b>Cost 01.01.2022</b>	<b>2 061</b>
Additions	621
Addition business combination	0
<b>Cost 31.12.2022</b>	<b>2 682</b>
Additions	213
Disposals	0
<b>Cost 31.12.2023</b>	<b>2 895</b>
Accumulated depreciation 01.01.2022	1 500
Depreciations for the year	12
<b>Accumulated depreciation 31.12.2022</b>	<b>1 512</b>
Accumulated impairment 01.01.2022	100
Impairment for the year	0
<b>Accumulated impairment 31.12.2022</b>	<b>100</b>
Depreciations for the year	146
<b>Accumulated depreciation 31.12.2023</b>	<b>1 658</b>
Impairment for the year	0
<b>Accumulated impairment 31.12.2023</b>	<b>100</b>
<b>Carrying amount 01.01.2022</b>	<b>561</b>
<b>Carrying amount 31.12.2022</b>	<b>1 070</b>
<b>Carrying amount 31.12.2023</b>	<b>1 136</b>

## Note 11 – Property, plant & equipment

### Accounting policies

Property, plant & equipment consists of slop treatment units, equipment for cuttings handling and swarf removal, skips and various other equipment. Property, plant & equipment are recognized in accordance with the cost method and depreciated over their expected economic lifetime.

## Specification of property, plant & equipment

(amounts in NOK 1000)	Property, plant & equipment
<b>Cost 01.01.2022</b>	<b>122 149</b>
Additions	49 279
Addition business combination	0
Disposals	-268
<b>Cost 31.12.2022</b>	<b>171 160</b>
Additions	63 776
Other non cash adjustments	1 527
Disposals	
<b>Cost 31.12.2023</b>	<b>236 463</b>
Accumulated depreciation 01.01.2022	29 612
Depreciations for the year	10 750
<b>Accumulated depreciation 31.12.2022</b>	<b>40 362</b>
Accumulated impairment 01.01.2022	3 568
Impairment for the year	0
<b>Accumulated impairment 31.12.2022</b>	<b>3 568</b>
<b>Accumulated depreciation 31.12.2022</b>	<b>40 362</b>
Depreciations for the year	11 580
<b>Accumulated depreciation 31.12.2023</b>	<b>51 942</b>
Accumulated impairment 31.12.2022	3 568
Impairment for the year	0
<b>Accumulated impairment 31.12.2023</b>	<b>3 568</b>
<b>Carrying amount 01.01.2022</b>	<b>92 537</b>
<b>Carrying amount 31.12.2022</b>	<b>127 230</b>
<b>Carrying amount 31.12.2023</b>	<b>180 954</b>
Economic useful life	5-15 years
Depreciation schedule	Linear

## Note 12 – Leases

### Accounting policies

The Company leases certain operating equipment which in turn is leased to our customers. The Company has substantially all the risks and rewards of ownership and the leases are classified as financial leases. Financial leases are capitalized at the inception of the lease at the lower of the fair value of the leased asset or the present value of the future minimum lease payments. Each lease payment is allocated between the corresponding financial lease liability and finance charges to achieve a constant rate on the liability outstanding.

Depreciation of assets held under capital leases is reported within “Depreciation and amortization expense” in the Statement of Profit and Loss. The depreciation policy for assets held under financial leases is consistent with that for owned assets and is depreciated over estimated economic life.

### Overall description of the leases of the parent company

The parent company primarily leases slop treatment units (STT). For slop treatment units (STT), the lease term is usually between 4 and 7 years.

### Specification of right-of-use assets

(amounts in NOK 1000)	Slop Treatment Units
<b>Carrying amount 01.01.2022</b>	<b>33 508</b>
Additions	4 854
Index regulation	0
New lease business combination	0
Depreciations	-3 679
<b>Carrying amount 31.12.2022</b>	<b>34 684</b>
Additions	22 259
Index regulation	0
Depreciations	-3 916
<b>Carrying amount 31.12.2023</b>	<b>53 027</b>
Economic useful life	5-15 years
Depreciation schedule	Linear

### Specification of lease liabilities

(amounts in NOK 1000)	2023	2022
<b>Carrying amount 01.01.</b>	<b>19 302</b>	<b>19 264</b>
Additions	22 258	5 200
New lease business combination	0	0
Index regulation	0	0
Interest expenses	2 543	1 532
Lease payments	-11 207	-7 579
Prepayments leasing	704	885
Effect of currency translation	0	0
<b>Carrying amount 31.12.</b>	<b>33 600</b>	<b>19 302</b>
Non-current lease liabilities	24 800	12 091
Current lease liabilities	8 800	7 211

### Contractual payments on leases

(amounts in NOK 1000)	2023	2022
Due within one year	9 555	10 480
Due within one and five years	23 820	23 033
Due after 5 years	7 500	3 838
<b>Total</b>	<b>40 875</b>	<b>37 351</b>

## Note 13 – Other assets and liabilities

### Accounting policies

Non-current assets are assets intended for long-term ownership or use. All other assets are current assets.

Receivables that fall due for payment within one year shall not be classified as non-current assets. Similar criteria apply to liabilities.

Other current assets are recorded in the balance sheet at nominal value less provisions for expected credit losses.

### Other non-current assets

(amounts in NOK 1000)	2023	2022
Restricted cash	762	738
Other	0	0
<b>Total</b>	<b>762</b>	<b>738</b>

### Other current assets

(amounts in NOK 1000)	Note	2023	2022
Prepaid expenses		3 637	3 045
VAT receivable		7 044	4 094
Cost to fulfill customer contract		3 965	0
Tax refund connected to research and development		1 655	0
Short term loan to group company		529	794
Other		<b>16 829</b>	<b>7 933</b>

### Other non-current liabilities

(amounts in NOK 1000)	Note	2023	2022
Contigent liability	9	0	15 000
Other		669	796
<b>Total</b>		<b>669</b>	<b>15 796</b>

### Other current liabilities

(amounts in NOK 1000)	Note	2023	2022
Liability relate to currency forward contract	16	0	0
Public duties payable		3 951	2 541
Liability to employers incl. holiday pay		2 391	4 069
Liability to group companies		17 316	6 521
Other		2 292	1 123
<b>Total</b>		<b>25 950</b>	<b>14 254</b>

## Note 14 – Trade receivables

### Accounting policies

Trade receivables are recognized at an amount equal to the transaction price, less provisions for expected credit losses. The Group applies the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

## Specification of trade receivables

(amounts in NOK 1000)	31.12.23	31.12.22
Accounts receivable	42 772	22 382
Earned not invoiced revenues	1 399	6 956
Provision for expected credit losses	0	0
<b>Carrying amount</b>	<b>44 171</b>	<b>29 338</b>

## Note 15 – Cash and cash equivalents

### Accounting policies

Cash and cash equivalents comprise mostly ordinary bank deposits. The statement of cash flows is prepared using the indirect method. Interest income and expenses are presented as investing and financing activities, respectively.

### Restricted cash

(amounts in NOK 1000)	31.12.23	31.12.22
<b>Payroll withholding tax account</b>	<b>962</b>	<b>854</b>

## Note 16 – Borrowings

### Accounting policies

Borrowings are initially recognized at fair value, including transaction costs directly attributable to the transaction, and are subsequently measured at amortized cost.

### Covenants

The loan facility with Sandnes Sparebank entered in 2023 has the following covenants:

- NIBD/EBITDA > 4
- Book equity > 30%
- Approval from bank if dividend/group contribution

## Specification of borrowings – 31.12.2023

(amounts in NOK 1000)	Nominal interest rate	Nominal amount	Capitalized financing fees	Carrying amount
Innovasjon Norge	7,7%	3 875	0	3 875
Sandnes Sparebank	3 m.Nibor+2.5%	81 898	0	81 898
<b>Carrying amount as per 31.12.2023</b>		<b>85 773</b>		<b>85 773</b>
<b>Non-current borrowings</b>				<b>68 913</b>
<b>Current borrowings</b>				<b>16 860</b>

## Specification of borrowings – 31.12.2022

(amounts in NOK 1000)	Nominal interest rate	Nominal amount	Capitalized financing fees	Carrying amount
Innovasjon Norge	6,0%	6 458	0	6 458
Sandnes Sparebank	3 m.Nibor+2.5%	45 758	0	45 758
<b>Carrying amount as per 31.12.2022</b>		<b>52 217</b>	<b>0</b>	<b>52 217</b>
<b>Non-current borrowings</b>				<b>38 892</b>
<b>Current borrowings</b>				<b>13 325</b>

## Contractual payments on borrowings – 31.12.2023

(amounts in NOK 1000)	Next year	1-2 years	2-5 years	More than 5 years
Innovasjon Norge	2 813	1 330	0	0
Sandnes Sparebank	18 580	17 612	47 024	18 038
<b>Total</b>	<b>21 393</b>	<b>18 942</b>	<b>47 024</b>	<b>18 038</b>

## Contractual payments on borrowings – 31.12.2022

(amounts in NOK 1000)	Next year	1-2 years	2-5 years	More than 5 years
Innovasjon Norge	2 908	4 076	0	0
Sandnes Sparebank	13 555	12 776	26 090	0
<b>Total</b>	<b>16 463</b>	<b>16 852</b>	<b>26 090</b>	<b>0</b>

For loans with floating interest rates, the amounts above are calculated using the current interest rate per the relevant year end.

## Carrying amount of assets pledged as security

(amounts in NOK 1000)	2023	2022
Property, plant & equipment	181 937	127 230
Trade receivables	44 171	29 338
<b>Total</b>	<b>226 108</b>	<b>156 568</b>

## Note 17 – Share capital and shareholder information

### Share capital and ownership structure

The share capital of the parent company, Soiltech AS, amounts to NOK 740 543 as of 31 December 2023, and consists of a total of 7,405,430 ordinary shares, each with a nominal value of NOK 0.1.

### Shareholders as of 31.12.2023

Shareholders	Number of shares	Ownership interest
Winthershall DEA Technology Ventures GmbH	1 067 820	14,4%
Hildr AS	747 430	10,1%
Wellex AS by Glenn Åsland	747 430	10,1%
Knatten I AS by Jan Erik Tveteraas	700 325	9,5%
Carnegie Investment Bank AB	560 980	7,6%
Skagenkaien Investering AS	541 380	7,3%
Tveteraas Invest AS	521 710	7,0%
DNB Bank ASA	345 790	4,7%
Pima AS by Eirik Flatebø	202 830	2,7%
Havnebase Eiendom AS	158 470	2,1%
Zetlitz Capital AS	102 030	1,4%
Tucan Holding AS	100 560	1,4%
Campo Eiendom AS	83 000	1,1%
Forte Trønder	79 800	1,1%
Ryder	78 000	1,1%
<b>Top 15 shareholders</b>	<b>6 037 555</b>	<b>82%</b>
Other	1 367 875	18%
<b>Total</b>	<b>7 405 430</b>	<b>100%</b>

Included in Other shareholders are 5 000 shares owned by board member Olaf Skrivervik. Foreign ownership was 32,4% at year-end 2023 (2022: 32,4%)

## Note 18 – Financial risk and capital management

See information in consolidated financial statement.

**Note 19 – Climate risk**

See information in consolidated financial statement.

**Note 20 – Remuneration to senior executives and Board of Directors**

See information in consolidated financial statement.

**Note 21 – Share-based payment transactions**

See information in consolidated financial statement.

**Note 22 – Events after the reporting period**

There are no events other than business activity in the ordinary course of business after the balance sheet date of an adjusting or non-adjusting nature.














# 2023 Annual Report


Final Audit Report

2024-03-16


Created:	2024-03-15
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To the General Meeting of Soiltech AS

## Independent Auditor's Report

### Opinion

We have audited the financial statements of Soiltech AS, which comprise:

- the financial statements of the parent company Soiltech AS (the Company), which comprise the balance sheet as at 31 December 2023, the statement of profit and loss, the statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of Soiltech AS and its subsidiaries (the Group), which comprise the statement of financial position as at 31 December 2023, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

### Basis for Opinion

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

### Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.

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



of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Stavanger, 15 March 2024

**PricewaterhouseCoopers AS**

Roy Henrik Heggelund  
State Authorised Public Accountant  
(This document is signed electronically)

## Revisjonsberetning

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### Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
Heggelund, Roy Henrik	BANKID	2024-03-18 10:22



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