

PROSPECTUS



Cloudberry Clean Energy ASA

(A Public Limited Liability Company incorporated under the laws of Norway)

PUBLIC RETAIL OFFERING OF UP TO 800,000 SHARES AT AN OFFER PRICE OF NOK 12.50 PER SHARE SUBSEQUENT OFFERING OF UP TO 2,000,000 SHARES AT AN OFFER PRICE OF NOK 12.50 PER SHARE LISTING OF THE COMPANY'S SHARES ON OSLO STOCK EXCHANGE

This prospectus ("**Prospectus**") has been prepared by Cloudberry Clean Energy ASA ("**Company**" or "**Cloudberry**") and together with its consolidated subsidiaries the "**Group**") in connection with (i) public offering of up to 800,000 ordinary shares in the Company in a retail tranche (the "**Retail Offering**") (ii) the subsequent offering of up to 2,000,000 ordinary shares in the Company (the "**Subsequent Offering**", together with the Retail Offering the "**Offering**") and (iii) the and the listing of the Company's shares, each with a nominal value of NOK 0.25 (the "**Shares**") on Oslo Børs, a stock exchange operated by Oslo Børs ASA ("**Oslo Stock Exchange**") (the "**Listing**"). The Offering comprises a primary offering of up to 2,800,000 new Shares to be issued by the Company (the "**Offer Shares**") to raise gross proceeds of up to NOK 35 million. The price at which the Offer Shares will be sold is NOK 12.50 per Offer Share (the "**Offer Price**").

The shareholders of the Company as of 1 June 2021 (and being registered as such in the Norwegian Central Securities Depository (the "**VPS**") on 3 June 2021 (the "**Record Date**")) who were not allocated shares in the NOK 1,075 million private placement announced by the Company on 1 June 2021 pursuant to which it was issued 86,000,000 new Shares in the Company at the ("**Private Placement**") and who are not resident in a jurisdiction where such offering would be unlawful, or for jurisdictions other than Norway, Sweden, Finland or Denmark would require any filing, registration or similar action (the "**Eligible Shareholders**"), will be granted 0.04062 non-transferable subscription rights (the "**Subscription Rights**") for each share held in the Company on the Record Date that, subject to applicable law, give a right to subscribe for and be allocated one Offer Share, rounded down to the nearest whole Offer Share, at the Offer Price. The Subscription Rights will be registered on each Eligible Shareholder's VPS account. Over-subscription will be permitted, however, subscription without Subscription rights will not be permitted in the Subsequent Offering.

The subscription period for the Subsequent Offering (the "**Subsequent Offering Subscription Period**") will commence at 09:00 hours (CEST) on 21 June 2021 and close at 12:00 hours (CEST) on 2 July 2021. The subscription period for the Retail Offering (the "**Retail Offering Subscription Period**", together with the Subsequent Offering Subscription Period, the "**Subscription Periods**") will commence at 09:00 hours (CEST) on 21 June 2021 and close at 23:59 hours (CEST) on 1 July 2021. See Section 19 (Terms of the Offering) for further information.

Subscription rights that are not used to subscribe for Offer Shares in the Subsequent Offering before the expiry of the Subsequent Offer Subscription Period will have no value and will lapse without compensation to the holder.

The Shares are, and the Offer Shares will be, registered in the Norwegian Central Securities Depository (the "**VPS**") in book-entry form. Except where the context otherwise requires, references in this Prospectus to the Shares will be deemed to include the Offer Shares.

Investing in the Offer Shares involves a high degree of risk. Prospective investors should read the entire Prospectus and, in particular, consider Section 2 (Risk factors) when considering an investment in the Company.

The Subscription Rights and the Offer Shares have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and are being offered and sold: (i) in the United States only to persons who are reasonably believed to be QIBs in reliance on Rule 144A or another available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act; and (ii) outside the United States in "offshore transactions" as defined in, and in compliance with, Regulation S. Prospective investors are notified that any seller of the Offer Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A. The distribution of this Prospectus and the granting and exercise of the Subscription Rights and sale of the Offer Shares may be restricted by law in certain jurisdictions. Persons in possession of this Prospectus are required by the Company and the Managers to inform themselves about and to observe any such restrictions. Failure to comply with these regulations may constitute a violation of the securities laws of any such jurisdictions. See Section 20 (Selling and transfer restrictions).

Prior to the listing, the Shares have been publicly traded on Euronext Growth, a multilateral trading facility operated by Euronext. On 15 June 2021, the Company applied for the Shares to be admitted for trading and listing on the Oslo Stock Exchange, and completion of the listing is subject to the approval of the listing application by the Oslo Stock Exchange and the satisfaction of the listing conditions set by the Oslo Stock Exchange as set out in Section 19.14 (Conditions for completion of the Offering, Listing and trading of the Offer Shares).

The due date by which payment in respect of the Offer Shares in the Offering is required to be received is expected to be on or about 7 July 2021. Delivery of the Offer Shares in the Offering is expected to take place on or about 14 July 2021, through the facilities of the VPS. The Offering is subject to certain conditions. The first day of trading of the Shares on the Oslo Stock Exchange under the ticker code "CLOUD" is expected to be 22 June 2021. All dealings in the Offer Shares prior to settlement and delivery are at the sole risk of the parties concerned.

Managers

Carnegie AS

Pareto Securities AS

The date of this Prospectus is 18 June 2021

IMPORTANT INFORMATION

This Prospectus has been prepared by the Company in connection with the Offering of the Offer Shares and the listing of the Shares on the Oslo Stock Exchange.

This Prospectus has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75, as amended (the "**Norwegian Securities Trading Act**") and related secondary legislation, including Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act (the "**EU Prospectus Regulation**"). This Prospectus has been prepared solely in the English language, except for the Swedish summary set out in Section 22 (Swedish summary).

This Prospectus has been approved by the Financial Supervisory Authority of Norway (Nw.: *Finanstilsynet*) (the "**NFSA**"), as the competent authority under the EU Prospectus Regulation. The NFSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

For definitions of certain other terms used throughout this Prospectus, see Section 23 (Definitions and terms).

Carnegie AS and Pareto Securities AS are acting as managers in the Offering.

The information contained herein is current of the date hereof and is subject to change, completion and amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, significant new factors, material mistakes or material inaccuracies relating to the information included in this Prospectus, which may affect the assessment of the Offer Shares and which arises or is noted between the time when the Prospectus is approved by the NFSA and the Listing of the Shares and the Offer Shares on the Oslo Stock Exchange, will be mentioned in a supplement to this Prospectus without undue delay. Neither the publication nor distribution of this Prospectus, the granting of any Subscription Rights nor the sale of any Offer Share, shall under any circumstances imply that there has been no change in the Group's affairs or that the information herein is correct of any date subsequent to the date of this Prospectus.

No person is authorised to give information or to make any representation concerning the Group or in connection with the Offering other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorised by the Company or the Managers or by any of the affiliates, representatives, advisors or selling agents of any of the foregoing.

The distribution of this Prospectus, the granting and exercise of the Subscription Rights and the offer and sale of the Offer Shares in certain jurisdictions may be restricted by law. This Prospectus does not constitute an offer of, or an invitation to exercise Subscription Rights or purchase, any of the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. Neither this Prospectus nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with applicable laws and regulations. Persons in possession of this Prospectus are required to inform themselves about, and to observe, any such restrictions. In addition, the Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. See Section 20 (Selling and transfer restrictions) for further information.

This Prospectus and the terms and conditions of the Offering as set out in this Prospectus, the granting or exercise of the Subscription Rights and any sale and purchase of Offer Shares shall be governed by, and construed in accordance with, Norwegian law. The courts of Norway, with Oslo City Court as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Offering or this Prospectus.

In making an investment decision, prospective investors must rely on their own examination, analysis of, and enquiry into, the Group and the terms of the Offering, including the merits and risks involved. Neither the Company nor any of the Managers, or any of their respective representatives or advisers, is making any representation to any offeree or purchaser of the Offer Shares or holder of Subscription Rights regarding the legality of an investment in the Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares.

All Sections of the Prospectus should be read in context with the information included in Section 4 (General information).

INFORMATION TO INVESTORS IN THE UNITED STATES

The Offer Shares and the Subscription Rights have not been recommended by any United States federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not passed upon the merits of the Offering or confirmed the accuracy or determined the adequacy of this Prospectus. Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved this Prospectus of the issue of the Shares or passed upon or endorsed the merits of the Offering or the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense under the laws of the United States.

The Offer Shares and the Subscription Rights have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state or other jurisdiction in the United States for offer or sale as part of their distribution and may not be offered, sold, pledged or otherwise transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws.

Accordingly, the Offer Shares are being offered and sold: (i) in the United States only to persons reasonably believed to be QIBs in reliance upon Rule 144A or another available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act; and (ii) outside the United States in "offshore transactions" as defined in, and in compliance with, Regulation S. For certain restrictions on the sale and transfer of the Offer Shares, see Section 20 (Selling and transfer restrictions).

Prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Offer Shares, and are hereby notified that sellers of Offer Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act.

In the United States, this Prospectus is being furnished on a confidential basis solely for the purposes of enabling a prospective investor to consider purchasing the particular securities described in this Prospectus. The information contained in this Prospectus has been provided by the Company and other sources identified herein. Distribution of this Prospectus to any person other than the offeree specified by the Managers or their representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorised, and any disclosure of its contents, without prior written consent of the Company, is prohibited. Any reproduction or distribution of this Prospectus in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited. This Prospectus is personal to each offeree and does not constitute an offer to any other person or to the public generally to purchase Offer Shares or subscribe for or otherwise acquire any Shares.

INFORMATION TO INVESTORS IN THE UNITED KINGDOM

The Offering is only made to the public in Norway, Sweden, Finland and Denmark. This Prospectus is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (iii) high net worth entities, falling within Article 49 (2)(a) to (d) of the Order or (iv) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as the "**Relevant Persons**"). The Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Prospectus or any of its contents.

INFORMATION TO INVESTORS IN THE EEA

In any member state of the European Economic Area (the "**EEA**") other than Norway, Sweden, Finland and Denmark (each, a "**Relevant State**"), this communication is only addressed to and is only directed at persons who are "qualified investors" within the meaning of Article 2(e) of the EU Prospectus Regulation. The Prospectus has been prepared on the basis that the granting of Subscription Rights and all offers of Offer Shares outside Norway, Sweden, Finland and Denmark will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to produce a prospectus for offer of securities. Accordingly, any person making or intending to make any offer of Offer Shares which is the subject of the Offering contemplated in this Prospectus within any Relevant State should only do so in circumstances in which no obligation arises for the Company or any of the Managers to publish a prospectus or a supplement to a prospectus under the EU Prospectus Regulation for such offer. Neither the Company nor the Managers have authorised, nor do they authorise, the making of any offer of Shares through any financial intermediary, other than offers made by Managers which constitute the final placement of Offer Shares contemplated in this Prospectus.

Each person in a Relevant State other than, in the case of paragraph (a), persons receiving offers contemplated in this Prospectus in Norway, who receives any communication in respect of, or who are granted Subscription Rights or acquires any Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to and with the Managers and the Company that:

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

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

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II (the "**Positive Target Market**"); and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II. Notwithstanding the Target Market Assessment (as defined below), distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Consequently, an investment in the Shares is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile (the "**Negative Target Market**", and, together with the Positive Target Market, the "**Target Market Assessment**").

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

ENFORCEMENT OF CIVIL LIABILITIES

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

The members of the Company's board of directors (the "**Board Members**" and the "**Board of Directors**", respectively) and the members of the management of the Company (the "**Management**") are not residents of the United States, and none of the Company's assets are located within the U.S. As a result, it may be impossible or difficult for investors in the U.S. to effect service of process on the Company, the Board Members and the Management in the U.S. or to enforce judgments obtained in U.S. courts against the Company or those persons, whether predicated upon civil liability provisions of federal securities laws or other laws of the U.S. (including any State or territory within the U.S.).

The U.S. and Norway do not currently have a treaty providing for reciprocal recognition and enforcement of judgements (other than arbitral awards) in civil and commercial matters. Uncertainty exists as to whether courts in Norway will enforce judgments obtained in other jurisdictions, including the U.S., against the Company or its Board Members or the Management under the securities laws of those jurisdictions or entertain actions in Norway against the Company or its Board Members or the

Management under the securities laws of other jurisdictions. In addition, awards of punitive damages in actions brought in the U.S. or elsewhere may not be enforceable in Norway.

Similar restrictions may apply in other jurisdictions.

AVAILABLE INFORMATION

The Company has agreed that, for so long as any of the Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act, it will during any period in which it is neither subject to Sections 13 or 15(d) of the U.S. Securities Exchange Act of 1934 (the "**U.S. Exchange Act**"), nor exempt from reporting pursuant to Rule 12g3-2(b) under the U.S. Exchange Act, provide to any holder or beneficial owners of Shares, or to any prospective purchaser designated by any such registered holder, upon the request of such holder, beneficial owner or prospective owner, the information required to be delivered pursuant to Rule 144A(d)(4) of the U.S. Securities Act. The Company will also make available to each such holder or beneficial owner, all notices of shareholders' meetings and other reports and communications that are made generally available to the Company's shareholders.

DATA PROTECTION

As data controllers, each of the Managers processes personal data to deliver the products and services that are agreed between the parties and for other purposes, such as to comply with laws and other regulations, including the General Data Protection Regulation (EU) 2016/679 (the "**GDPR**") and the Norwegian Data Protection Act of 15 June 2018 no. 38. The personal data will be processed as long as necessary for the purposes, and will subsequently be deleted unless there is a statutory duty to keep it. For detailed information on each Manager's processing of personal data, please review such Manager's privacy policy, which is available on its website or by contacting the relevant Manager. The privacy policy contains information about the rights in connection with the processing of personal data, such as the access to information, rectification, data portability, etc. If the applicant is a corporate customer, such customer shall forward the relevant Manager's privacy policy to the individuals whose personal data it discloses to the Managers.

TABLE OF CONTENTS

1.	SUMMARY	12
2.	RISK FACTORS	19
2.1	Market related risks	19
2.2	Commercial and operational risks	20
2.3	Financial risks.....	26
2.4	Risk related to the Shares	27
3.	RESPONSIBILITY FOR THE PROSPECTUS.....	29
4.	GENERAL INFORMATION	30
4.1	The approval of this Prospectus by the Norwegian Financial Supervisory Authority 30	
4.2	Other important investor information.....	30
4.3	Presentation of financial and other information	31
4.4	Cautionary note regarding forward-looking statements	36
5.	REASONS FOR THE OFFERING AND THE LISTING AND USE OF PROCEEDS ...	37
6.	DIVIDENDS AND DIVIDEND POLICY	38
6.1	Dividend policy	38
6.2	Legal and contractual constraints on the distribution of dividends	38
6.3	Manner of dividend payment.....	39
7.	POWER MARKET OVERVIEW	40
7.1	Introduction	40
7.2	The shift toward renewable energy	40
7.3	Supply and demand for Nordic electricity.....	41
7.4	Competitive landscape	45
7.5	Nordic power prices	46
7.6	Other sources of revenue from power production	49
7.7	Regulatory framework.....	50
8.	THE BUSINESS OF THE GROUP	53
8.1	Introduction	53
8.2	Overview of the Group's operations and activities	54
8.3	Recent M&A Activities.....	56
8.4	Cloudberry Production AS, operation and activities	59
8.5	Cloudberry Develop AS, operations and activities	60
8.6	History and important events.....	62
8.7	Competitive strengths	63
8.8	Strategy and objectives.....	63
8.9	Business processes and objectives – Cloudberry's approach.....	65
8.10	Material agreements	67

8.11	Dependency on contracts, patents, licenses etc.	68
8.12	Properties.....	68
8.13	Insurance	69
8.14	Legal and arbitration proceedings	69
9.	CAPITALISATION AND INDEBTEDNESS.....	70
9.1	Introduction	70
9.2	Capitalisation.....	71
9.3	Net Financial Indebtedness.....	72
9.4	Working Capital Statement	73
9.5	Contingent and indirect indebtedness.....	73
10.	SELECTED FINANCIAL AND OTHER INFORMATION	75
10.1	Introduction and basis for preparation.....	75
10.2	Summary of accounting policies and principles.....	75
10.3	Statement of profit and loss	76
10.4	Selected statement of financial position	77
10.5	Selected statement of cash flow	77
10.6	Selected statement of changes in equity	78
11.	OPERATING AND FINANCIAL REVIEW	79
11.1	Results by operating segment and geographic area.....	79
11.2	Recent developments and trends	88
11.3	Liquidity and capital recourses.....	89
11.4	Financing arrangements and other commitments.....	91
11.5	Investments.....	93
11.6	Off-balance sheet arrangements	97
11.7	Related party transactions.....	98
11.8	Grants	98
11.9	Critical accounting policies and estimates.....	98
11.10	Significant changes.....	99
12.	UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION	100
12.1	Introduction	100
12.2	General information and purpose of the Unaudited Pro Forma Condensed Financial Information.....	102
12.3	Basis for the preparation.....	103
12.4	Independent practitioner's assurance report on the compilation of pro forma financial information included in a prospectus	104
12.5	Unaudited Pro Forma Condensed Financial Information.....	104
12.6	Selselva Kraft AS – Preliminary Purchase Price Allocation.....	111

13.	BOARD OF DIRECTORS, MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE	112
13.1	The Board of Directors	112
13.2	Management	115
13.3	Remuneration and benefits	117
13.4	Benefits upon termination	119
13.5	Employees	119
13.6	Pension and retirement benefits.....	120
13.7	Corporate governance requirements.....	120
13.8	Nomination committee	120
13.9	Audit committee	120
13.10	Compensation committee	120
13.11	ESG committee.....	120
13.12	Conflicts of interests, etc.	121
14.	DESCRIPTION OF SHARE CAPITAL	122
14.1	Share capital and share capital history	122
14.2	Ownership structure	122
14.3	Authorisation to issue additional shares	123
14.4	Financial instruments	124
14.5	Shareholder rights.....	124
15.	CORPORATE INFORMATION.....	125
15.1	Company corporate information.....	125
15.2	Legal structure	125
15.3	The Articles of Association	127
16.	NORWEGIAN CORPORATE LAW	129
16.1	Certain aspects of Norwegian corporate law	129
16.2	Shareholder agreements.....	132
17.	SECURITIES TRADING IN NORWAY	133
17.1	Introduction	133
17.2	Market value of shares trading on Oslo Stock Exchange	133
17.3	Trading and settlement	133
17.4	Information, control and surveillance.....	134
17.5	The VPS and the transfer of Shares	134
17.6	Shareholder register – Norwegian law	135
17.7	Foreign investment in shares listed in Norway	135
17.8	Disclosure obligations	135
17.9	Insider trading.....	136
17.10	Mandatory offer requirement	136

17.11	Compulsory acquisition.....	137
17.12	Foreign exchange controls.....	138
18.	TAXATION	139
18.1	Norwegian taxation	139
18.2	Swedish taxation.....	141
19.	THE COMPLETED PRIVATE PLACEMENT AND TERMS OF THE OFFERING..	144
19.0	The completed Private Placement	144
19.1	Overview of the Offering	146
19.2	Timetable for the Offering.....	147
19.3	Resolution relating to the Offering and the issuance of the Offer Shares	148
19.4	The Subsequent Offering.....	148
19.5	The Retail Offering	152
19.6	Allocation, payment and delivery of Offer Shares	153
19.7	VPS account	155
19.8	Product Governance	155
19.9	National Client Identifier and Legal Entity Identifier	156
19.10	Mandatory anti-money laundering procedures.....	156
19.11	Publication of information in respect of the Offering	156
19.12	The rights conferred by the Offer Shares	156
19.13	VPS registration	157
19.14	Conditions for completion of the Offering, Listing and trading of the Offer Shares 157	
19.15	Expenses of the Offering.....	157
19.16	Dilution and share capital following the Offering.....	157
19.17	Interest of natural and legal persons involved in the Offering	158
19.18	Participation of major existing Shareholders and members of the Management, supervisory and administrative bodies in the Offering.....	158
19.19	Governing law and jurisdiction	158
20.	SELLING AND TRANSFER RESTRICTIONS	159
20.1	General	159
20.2	Selling restrictions	159
20.3	Transfer restrictions.....	160
21.	ADDITIONAL INFORMATION	164
21.1	Auditor.....	164
21.2	Advisors.....	164
21.3	Documents available	164
22.	SWEDISH SUMMARY	166
23.	DEFINITIONS AND TERMS.....	174

Appendix A	Articles of Association of Cloudberry Clean Energy ASA
Appendix B	Cloudberry Clean Energy ASA's audited financial statements for the years ended 31 December 2020 (IFRS), 2019 (NGAAP) and 2018 (NGAAP).
Appendix C	Independent auditor's assurance report on the compilation of unaudited pro forma condensed financial information
Appendix D	Selselva Kraft AS' audited financial statements for the year ended 31 December 2020, 2019 and 2018
Appendix E	Subscription Form for the Subsequent Offering

1. SUMMARY

INTRODUCTION AND WARNING

Warning This summary has been prepared in accordance with Article 7 of Regulation (EU) 2017/1129 and should be read as an introduction to the Prospectus. Any decision to invest in the Shares should be based on consideration of the Prospectus as a whole by the investor. An investment in the Shares involves inherent risk and any investor could lose all or part of their invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or if it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Shares.

Securities Shares; ISIN NO 001 0876642.

Issuer Cloudberry Clean Energy ASA is a public limited liability company (Nw: *allmennaksjeselskap*) validly incorporated and existing under the laws of Norway. The Company's Legal Entity Identifier ("LEI") is 549300VUALPJQLAH7B56. The Company's registered business address is Frøyas gate 15, 0273 Oslo, Norway, which is also its principal place of business. The Company's telephone number is +47 91 30 29 07. The Company's website is www.cloudberry.no.

Competent Authority This Prospectus has been approved by the NFSA, as competent authority, with its head office at Revierstredet 3, 0151 Oslo, Norway, and telephone number: +47 22 93 98 00, in accordance with Regulation (EU) 2017/1129.

This Prospectus was approved on 18 June 2021.

KEY INFORMATION ON THE COMPANY

Who is the issuer of the securities?

Corporate information The Company is a public limited liability company organised and existing under the laws of Norway pursuant to the Public Limited Liability Companies Act ("**Public Companies Act**"). The Company was incorporated in Norway on 10 November 2017, and the Company's registration number in the Norwegian Register of Business Enterprises is 919 967 072 and its LEI code is 549300VUALPJQLAH7B56. The Company has its registered office in Norway.

Principal activities Cloudberry is a Nordic renewable energy company, which owns, develops and operates hydropower plants and wind farms in Norway and Sweden. The Company's purpose is providing clean renewable energy for future generations, developing a sustainable society for the long term and create value for stakeholders.

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

To the Company's knowledge, as of the date of this Prospectus, the following persons will after following delivery of the Private Placement Shares, prior to and immediately following the Listing, be directly or indirectly interested (within the meaning of the Norwegian Securities Trading Act) in 5% or more of the Company's issued share capital:

Shareholder	Number of Shares	Percentage
Joh Johannson Eiendom AS	20,145,780	10.54%
Havfonn AS (Bergesen family)	16,152,596	8.45%
Ferd AS	16,000,000	8.37%
SPSW Capital GmbH	14,400,000	7.54%

HRL Morrison & Co Limited	12,000,000	6.28%
Snefonn AS (Bergesen family)	11,758,472	6.15%

*Key
managing
directors*

The Group's management team are set out in the table below.

Name	Current position
Anders J. Lenborg	Chief Executive Officer
Christian A. Helland	Chief Value Officer
Suna F. Alkan	Chief Sustainability Officer
Jon Gunnar Solli	Chief Operating Officer
Tor Arne Pedersen	Chief Development Officer

*Independent
auditors*

Ernst & Young AS, with company registration number 976 389 387, and business address Dronning Eufemias gate 6A, 0191 Oslo, Norway, has been the independent auditor of the Company since 17 June 2020. BDO AS, with company business registration number 993 606 650, and business address at Munkedamsveien 45A, 0250 Oslo, Norway, was the Company's auditor from 19 January 2018 to 17 June 2020.

What is the key financial information regarding the issuer?

For the financial years up to and including 31 December 2019, the Company prepared its financial statements in accordance with NGAAP, the Norwegian Accounting Act and NRS no. 8. The financial statement for the year ended 31 December 2020, is the first the Group has prepared in accordance with IFRS. Accordingly, the Company has prepared financial statements that comply with IFRS, applicable as of 31 December 2020, together with the comparative period data for the year ended 31 December 2019. In preparing the financial statements, the Group's opening statement of financial position was prepared as of 1 January 2019, the Group's date of transition from NGAAP to IFRS.

The Group was established 15 February 2020. Comparable information in previous periods is from the Company only. Consequently, undue reliance should not be placed on the comparability of these line items in the Prospectus.

The tables set out below contain key financial information extracted from the Company's audited Financial Statements for the years ended 31 December 2020, 31 December 2019 (2019 IFRS is extracted from 2020 comparable statements) and 31 December 2018.

Selected consolidated income statement of profit and loss

(In NOK 1,000)	Year ended			
	2020	2019	2019	2018
	1/1-31/12	1/1-31/12	1/1-31/12	10/11/17-31/12/18
	IFRS	IFRS	NGAAP	NGAAP
Total revenue	3 640	279	279	250
Operating profit	-33 111	-2 613	-2 613	-2 049
Profit/(loss) for the year from total operations	-33 865	-2 609	-2 609	-2 062

Selected consolidated statement of financial position

(In NOK 1,000)	Year ended			
	2020	2019	2019	2018
	31.dec	31.dec	31.dec	31.dec
	IFRS	IFRS	NGAAP	NGAAP
Total assets	1 396 861	5 304	5 304	273
Total equity	1 054 711	4 829	4 829	-562
Total liabilities	342 151	475	475	835

Selected consolidated statement of cash flow

	(In NOK 1,000)				Year ended			
	2020		2019		2019		2018	
	1/1-31/12		1/1-31/12		1/1-31/12		10/11/17-31/12/18	
	IFRS		IFRS		NGAAP		NGAAP	
Cash flows from operating activities	-	4 314	-	2 906	-	2 906	-	1 350
Cash flows from investing activities	-	354 184	-	-	-	-	-	21
Cash flows from financing activities		958 355		8 000		8 000		1 500

In 2020 and 2021, the Group has inter alia acquired 100% of the shares of Cloudberry Production AS, Cloudberry Develop AS, Skogvind AS, Cloudberry Offshore Wind AS and Selselva Kraft AS, in addition to acquiring 34% of the shares of Forte Energy Norway and 15% of the shares of Odal Vindkraftverk AS. These transactions, which represents a significant gross change for the Group, consequently, Cloudberry has in this Prospectus included unaudited pro forma condensed financial information to illustrate how the Group's acquisition of these entities could have affected the Company's consolidated income statement for the financial year ended 31 December 2020 as if each of these transactions had taken place on 1 January 2020.

The acquisitions of Cloudberry Production AS, Cloudberry Develop AS, Skogvind AS and Cloudberry Offshore Wind AS in addition to 34% of the shares of Forte Energy Norway AS and 15% of the shares of Odal Vindkraftverk AS were completed prior to 31 December 2020 and the Company's consolidated financial position for the financial year ended 31 December 2020 reflect these transactions. However, the acquisition of Selselva Kraft AS was completed in January 2021 and Cloudberry has consequently also included pro forma statement of financial position as per 31 December 2020 to illustrate how the acquisition of Selselva Kraft AS could have affected the Company's consolidated statement of financial position if the transaction occurred 31 December 2020.

The unaudited pro forma condensed financial information included in this Prospectus is presented for illustrative purposes only and does not purport to represent what the Company's actual financial statements would have been had each of the transactions occurred on the relevant dates. The unaudited pro forma condensed financial information does not include all of the information required for financial statement prepared in accordance with IFRS and the unaudited pro forma condensed financial information should be read in conjunction with the Company's consolidated financial statements for the financial years ended 31 December 2020, 31 December 2019 and 31 December 2018.

Selected unaudited pro forma condensed consolidated statement of profit and loss for 2020

	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	Group	Cloudberry Production	Cloudberry Develop	Skogvind AS	Cloudberry Offshore Wind	Selselva Kraft AS	Forte Energy Norway AS	Odal Vindkraftverk AS	Adjustments	Pro forma adjustments/
	(1.1-31.12)	(1.1-15.2)	(1.1-15.2)	(1.1-31.8)	(1.1-22.9)	(1.1-31.12)	(1.10-15.11)	(16.3-23.12)	NGAAP/IFRS	eliminations
(NOK 1000)	(IFRS)	(NGAAP)	(NGAAP)	(NGAAP)	(NGAAP)	(NGAAP)	(NGAAP)	(NGAAP)		Pro Forma Condensed Financial Information
Total revenue	3 640	446	0	3 921	0	7 595	0	-624	1 921	0
Operating profit (EBIT)	-33 111	34	-760	3 098	-116	3 846	0	-624	5	-4 037
Profit/(loss) for the year	-33 866	0	-760	2 654	-90	729	0	-624	-7	-3 746

Selected unaudited pro forma condensed statement of financial position as of 31 December 2020

	Group	Selselva Kraft AS	Unaudited	Unaudited	Unaudited
	(IFRS)	(NGAAP)	Adjustments	Pro forma	Pro Forma Condensed
	31.12.2020	31.12.2020	NGAAP/IFRS	adjustments/	Financial Information
(NOK 1000)				eliminations	31.12.2020
Total assets	1 396 861	59 344	622	11 805	1 468 632
Total equity	1 054 711	6 274	-1 462	-5 285	1 054 238
Total liabilities	342 150	53 070	2 084	17 089	414 393

What are the key risks that are specific to the issuer?

Material risk factors

- The major part of the Company's revenue comes from sale of electricity which is exposed to fluctuations in the market.
- The revenues from the Group's power plants are dependent on metrological conditions, which can vary materially from season to season and from year to year.
- Several of the Group's projects under development are subject to various governmental concessions and approvals and may not be realized.
- To operate its business the Group relies on subcontractors for construction, operation, maintenance etc. Failure by the subcontractors may lead to additional costs for the Group.
- The Group holds minority interest in Forte Energy Norway AS and Odal Vind AS. As a minority shareholder the Group is not in a position to control the business and operations of these companies. Further, the Group's influence over these companies may be reduced over time.
- Due to the restrictions by the authorities in relation to the covid-19 pandemic, there is a risk for the Odal wind farm project to be delayed. This may in turn lead to the deadline for energization on 30 June 2022 not being met.
- The grid capacity permit for the D  vhallen project does currently not match the construction permit. If the application for increased power grid capacity is not approved, the project may not be realized.
- In order to continue to grow its business the Group is dependent on external financing on a timely basis and on attractive terms. In case the Group need to raise further equity, this may have a dilutive effect on the existing shareholders.

KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?

Type, class and ISIN

All of the Shares are shares in the Company and have been created under the Public Companies Act. The existing Shares are, and the Offer Shares will be, registered in book-entry form with the VPS and have ISIN NO 001 0876642.

Currency, nominal value and number of securities

The currency of the Shares is NOK. As of the date of this Prospectus, the issued share capital of the Company, including the resolved share capital increase in relation to the Private Placement, is NOK 47,766,334, comprising 191,065,336 Shares, each with a nominal value of NOK 0.25.

Rights attached to the securities

The Company has one class of shares in issue, and in accordance with the Public Companies Act, all shares in that class provide equal rights in the Company, including the rights to dividends. Each Share carries one vote.

Transfer restrictions

The Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold, directly or indirectly, or otherwise transferred within the United States except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the U.S. Securities Act. The Articles of Association do not provide for any restrictions on the transfer of Shares, or a right of first refusal for the Shares. Share transfers are not subject to approval by the Board of Directors.

Dividend and dividend policy

The amount, timing and frequency of future distributions will be at the sole discretion of the Board and will be declared based upon various factors, including but not limited to, legal restrictions, return on capital of available organic and acquisition investment opportunities, the Group's financial condition and operating cash flows, undertakings to creditors and loan covenants. As of the date of this Prospectus the Company has not paid any dividends. The Company's dividend policy is that the Company does not expect to pay any dividend in the short to medium term as the Company intends to use its profit for both organic and acquisitions related growth initiatives. The Company's long-term objective is to pay Shareholders consistent and growing cash dividends. Over time, the intention is to pay its Shareholders dividends representing 30 – 50% of free cash distributed from the producing power plant companies. However, there can be no assurance that in any given year a

dividend will be proposed or declared, or if proposed or declared, that the dividend will be as contemplated by the policy.

Where will the securities be traded?

The Company's Shares are currently trading on Euronext Growth Oslo, a multilateral trading facility (MTF) operated by Euronext. On 15 June 2021, the Company applied for Listing of its Shares on Oslo Stock Exchange. Subject to Oslo Stock Exchange's approval of the Company's admission application and satisfaction of any conditions for admission to trading set by Oslo Stock Exchange, the Company expects that the first day of trading of the Company's shares on Oslo Stock Exchange will be on or about 22 June 2021. The Company has not applied for admission to trading of the Shares on any other stock exchange, regulated market or multilateral trading facility.

What are the key risks that are specific on the securities?

Material risk factors

- Future issuances of shares in the Company or other securities, including by use of board authorizations, may dilute the holdings of the Shareholders and could materially affect the trading price of the Company's Shares.
- Shareholders holding shares registered on nominee accounts may not be able to exercise their voting rights unless their ownership is re-registered in their names in the VPS prior to any General Meeting.
- The Group has a limited operating history, which makes it difficult for prospective investors to evaluate and forecast the Group's future results of operations.

KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this security?

Terms and conditions of the Offering

The Offering consists of an offer of up to 2,800,000 Offer Shares, each with a nominal value of NOK 0.25, to raise gross proceeds of up to approximately NOK 35 million. The Offer Price at which the Shares will be sold is NOK 12.50 per Offer Share, being equal to the subscription price in the Private Placement. The Offering comprise of:

1. The Subsequent Offering in which 2,000,000 Offer Shares are being offered to Eligible Shareholders to subscribe for Shares in the Company at the same price as in the Private Placement. Eligible Shareholders are shareholders of the Company as of 1 June 2021 (as registered in the VPS on the Record Date), who were not allocated shares in the Private Placement announced by the Company on 1 June 2021 and who are not resident in a jurisdiction where such offering would be unlawful, or for jurisdictions other than Norway, Sweden, Finland or Denmark would require any filing, registration or similar action. Eligible Shareholders will be granted non-transferable Subscription Rights that, subject to applicable laws, provide the right to subscribe for, and be allocated, Offer Shares in the Subsequent Offering. Over-subscription will be permitted, but subscription without Subscription Rights will not be permitted. The Eligible Shareholders will receive 0.04062 Subscription Rights for every existing share in the Company registered as held by such Eligible Shareholder as of the Record Date. Each whole Subscription Right will, subject to applicable securities laws, give the right to subscribe for and be allocated one Offer Share in the Subsequent Offering. The Subscription Rights will be credited to and registered on each Eligible Shareholder's VPS account on or about 21 June 2021 under the ISIN NO0011025777. The Subscription Rights will be distributed free of charge to Eligible Shareholders. The Subscription Rights are non-transferable. **The Subscription Rights must be used to subscribe for Offer Shares before the expiry of the Subsequent Offering Subscription Period on 2 July 2021 at 12:00 hours (CEST). Subscription Rights that are not exercised before 12:00 hours (CEST) on 2 July 2021 will have no value and will lapse without compensation to the holder.** Holders of Subscription Rights should note that subscriptions for Offer Shares in the Subsequent Offering must be made in accordance with the procedures set out in this Prospectus and that the Subscription Rights does not in itself constitute a subscription of Offer Shares.
2. The Retail Offering, in which 800,000 Offer Shares are being offered to the public in Norway, Sweden, Finland and Denmark subject to a minimum amount per application of

NOK 10,500 and an upper limit per application of NOK 2,499,999 for each investor. Multiple applications by one applicant in the Retail Offering will be treated as one application with respect to the maximum application limit.

Timetable in the Offering

The timetable set out below provides certain indicative key dates for the Offering (subject to extensions):

Last day of trading in the Shares including Subscription Rights	1 June 2021
First day of trading in the Shares excluding Subscription Rights	2 June 2021
Record Date	3 June 2021
Subscription Period for Subsequent Offering and Retail Offering commences	21 June 2021 at 09:00 hours (CEST)
Listing and commencement of trading of the Shares (other than the Offer Shares) on Oslo Stock Exchange	22 June 2021 at 09:00 hours (CEST)
Retail Offering Subscription Period ends	1 July 2021 at 23:59 hours (CEST)
Subsequent Offering Subscription Period ends	2 July 2021 at 12:00 hours (CEST)
Allocation of the Offer Shares	On or about 2 July 2021
Publication of the results of the Offering	On or about 2 July 2021
Accounts from which payment will be debited in the Offering to be sufficiently funded	On or about 6 July 2021
Payment Date in the Offering	On or about 7 July 2021
Registration of new share capital and issuance of Offer Shares	On or about 13 July 2021
Delivery of the Offer Shares in the Offering	On or about 14 July 2021
Listing and commencement of trading in the Offer Shares on Oslo Stock Exchange	On or about 14 July 2021

The Subscription Periods cannot be shortened, but the Board of Directors may cancel the Offering. The Board may also extend the Subscription Periods if this is required by law as a result of the publication of a supplemental prospectus. In the event of an extension of the Subscription Periods, the dates set out above will be changed accordingly, but the date of the Listing of the Shares (other than the Offer Shares) will not necessarily be changed.

Admission to trading

On 15 June 2020, the Company applied for listing of its Shares on Oslo Stock Exchange. It is expected that Oslo Stock Exchange will approve the listing application of the Company on or about 18 June 2021. It is expected that trading in the Shares (except the Offer Shares) on Oslo Stock Exchange will commence at 09:00 hours CEST on 22 June 2021. Subject to completion of the Listing it is expected that the Offer Shares will be listed on the Oslo Stock Exchange as soon as the share capital increase pertaining to the Offering has been registered with the Norwegian Register of Business Enterprises and the Offer Shares have been registered in the VPS. This is expected to take place on or about 14 July 2021. The Offer Shares may not be traded earlier. The Company has not applied for admission to trading of the Shares on any other stock exchange, regulated market or a multilateral trading facility (MTF). The Shares are as of the date hereof admitted for listing and trading on Euronext Growth Oslo under the ticker code "CLOUD".

Distribution plan

In the Subsequent Offering, allocation will take place in accordance with the following criteria: (1) Allocation will be made to applicants based on the number of Subscription Rights validly exercised when subscribing for Offer Shares in the Subscription Periods. Each whole Subscription Right will give the right to subscribe for and be allocated one Offer Share. (2) If not all Subscription Rights are exercised during the Subscription Periods, applicants having used their Subscription Rights and who have over-subscribed will be allocated up to the number of remaining Offer Shares reserved for the Subsequent Offering on a pro rata basis based on the number of Subscription Rights exercised. In the event that pro rata allocation is not possible due to the number of remaining Offer Shares, the Company will determine the allocation by drawing of lots. Subscription of Offer Shares reserved for the Subsequent Offering without Subscription Rights is not permitted.

In the Retail Offering, allocation of the Offer Shares reserved for the Retail Offering will be made on a pro rata basis using Nordnet's automated simulation procedures. The Company and Nordnet reserve the right to limit the total number of applicants to whom Offer Shares are allocated in the Retail Offering in order to keep the number of Shareholders at an appropriate level, in which case the applicants to whom Offer Shares are allocated will be determined on a random basis by using Nordnet's automated simulation procedures and/or other random allocation mechanism. No fractional Offer Shares will be allocated. The Company reserves the right to round off, reject or reduce any subscription for Offer Shares not covered by Subscription Rights.

Dilution

The net asset value per existing Share as at 31 December 2020 was approximately NOK 10.04. The following table shows a comparison of participation in the Company's share capital and voting rights for existing Shareholders before and after the Private Placement and the Offering, with the assumption that existing shareholders do not subscribe for Offer Shares and assuming that all the Offer Shares are issued:

	<i>Prior to the Private Placement and the Offering</i>	<i>Subsequent to the Private Placement</i>	<i>Subsequent to the Private Placement and the Offering</i>
Number of Shares prior to the Private Placement and the Offering	105 065 336	105 065 336	105 065 336
Private Placement	0	86 000 000	86 000 000
Offering	0	0	2 800 000
Total number of Shares	105 065 336	191 065 336	193 865 336
% dilution	-	45,01 %	45,80 %

Total expenses of the issue/offer

The Company will bear approximately NOK 2 million of fees and expenses in relation to the Offering. These costs and expenses consist of underwriting commissions and expenses, fees and expenses of legal and other advisors, and other transaction costs. No expenses or taxes will be charged by the Company or the Managers to the applicants in the Offering.

Who is the offeror and/or the person asking for admission to trading?

The Company is the offeror of Offer Shares in the Offering. Further, it is the Company asking for admission to trading.

Why is this Prospectus being produced?

Reasons for the offer/admission to trading

The Subsequent Offering is made to enable the Eligible Shareholders to subscribe for Shares in the Company at the same price as in the Private Placement, thus limiting the dilution of their shareholding. The Retail Offering is made to ensure that the Company gets a more diversified shareholder base of Nordic shareholders. The Listing is carried out to advance the Group's public and commercial profile and to provide better access to public capital markets and to a diversified base of shareholders.

Use of proceeds

The net proceeds from the Offering, are estimated to amount to NOK 33 million (after deduction of costs and expenses payable by the Company). The Company intends to use the net proceeds of the Offering of approximately NOK 33 million to finance operating costs, costs related to the Group's project under development and costs related to the development of the Group's backlog. The net proceeds may also be used to finance growth opportunities.

Underwriting

The Offering is not underwritten.

Conflicts of interest

The Managers or their affiliates have provided from time to time, and may provide in the future, financial advisory, investment and commercial banking services, as well as financing, to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Managers will receive a fee in connection with the Offering and, as such, have an interest in the Offering.

2. RISK FACTORS

Investing in the Shares involves a high degree of risk. An investor should consider carefully the risks and uncertainties described below, together with all of the other information in this Prospectus before deciding whether to invest in the Shares. The risks and uncertainties described in this Section 2 (Risk factors) are the material known risks and uncertainties faced by the Group as of the date hereof that the Company believes are the material risks relevant to an investment in the Shares.

If any of the risks were to materialize, individually or together with other circumstances, it could have a material and adverse effect on the Group and/or its business, financial condition, results of operations, cash flow and/or prospects, which may cause a decline in the value of the Shares that could result in a loss of all or part of any investment in the Shares.

The risks and uncertainties described below are not the only risks the Group may face. Additional risks and uncertainties that the Company currently believes are immaterial, or that are currently not known to the Company, may also have a material adverse effect on its business, financial condition, results of operations and cash flow.

The order in which the risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of their severity or significance.

The risk factors described in this Section 2 are sorted into four categories:

1. Market related risks
2. Commercial and operational risks
3. Financial risks
4. Risks related to the Shares

The Company has sought to place each individual risk factor in the most appropriate category based on the nature of the risk it represents. The list of risk factors should not be perceived as a ranking of importance, and it is not exhaustive. The risks mentioned herein could materialize individually or cumulatively.

The information in this Section 2 is as of the date of this Prospectus.

2.1 Market related risks

2.1.1 *The Group's profitability depends on the spot rates for electricity*

The profitability of the Group's producing power plants depends on the volume and prices of the electricity produced. The majority of the Group's sale will be exposed to price risk related to electricity sold at spot rates. The Group has entered into fixed price contracts which covers the period until the end of 2021 for sale of the power produced by Røyrmøya Vindpark AS (which for 2021 is estimated to account for approximately 8 GWh of an estimated total production of between 140 GWh and 150 GWh). The remaining part of the Group's production volume is sold in the spot market and consequently exposed to fluctuations in the market prices for electricity, unless new fixed terms agreements are entered into.

Electricity prices are *inter alia* dependent on substitute or adjacent commodity prices such as e.g. oil, gas and coal prices, but also dependent on metrological conditions, CO2 pricing and other supply and demand factors going into the clearing of the market price of electricity.

Further, massive climate goal subsidy schemes may put downward pressure on revenues (i.e. electricity prices) of non-subsidized existing assets. Cloudberry considers subsidized offshore wind power as the most likely threat.

As sale of electricity constitutes a material share of the Group's revenues, the price risks related to electricity prices could result in reduced revenue and profitability for the Group and also reduce the fair market value of the Group's assets.

2.1.2 *The power industry is a highly regulated sector and thus subject to political risk*

The Group is engaged in the production of sale of renewable electrical power. The power industry is highly regulated and regulations may change over time. If the governments or international community were to withdraw, reduce or change support for the increased use of energy from renewable sources, including generation of electricity wind farms and hydropower plants, for whatever reason, this may have a material adverse effect on the support of national or international authorities in respect of the promotion of the use of energy from such renewable sources. This may reduce the demand for the power produced by the Group's wind and hydro power assets compared to power produced by other sources. Further, governmental promotion for increased use of other energy sources than wind or hydro power may reduce the value of the Group's assets.

Further, a number of broader regulatory changes to the electricity market, such as changes to integration of transmission allocation, changes to energy trading and transmission charging, are being implemented across Europe and in the Nordics. These changes may have an impact on the electricity prices and the costs of selling electrical power, which may reduce the Group's profitability.

The Group also has several projects under development, which require support from local and/or national authorities. Changes in the political landscape may lead to that certain of the Group's projects under development must be abandoned due to lack of political support or regulatory changes which result in that the projects no longer are expected to be profitable.

2.1.3 *The renewable sector may develop in a direction which adversely affect the Group's business and prospects*

Unexpected success in other areas of renewable energy may reduce the pressure on the authorities to allow for development of wind parks and hydropower plants. This may affect the Group's future investment opportunities and reduce the second-hand value of its power plants. The same may also hold true for non-renewable or currently unknown energy technologies. The uncertainties associated with the development of the renewable sector, as well as the emergence of other technologies, are factors which could adversely affect the Group's business and growth opportunities.

2.2 Commercial and operational risks

2.2.1 *The Group has a limited operating history*

The Group has a limited operating history upon which to evaluate the Group's likely performance. This equally holds true for the Group's power plants. Some of the Group's power plants are not yet constructed, and the Group has no operating history to base its assessment of future performance on for such power plants. Return calculations, budgets and accounting are based on forecasts and assumptions that may change over the life of the Group. The risks and uncertainties associated with the Group's limited operating history, may adversely affect the Group's business, prospects and income.

2.2.2 *Several of the Group's development projects may not be realized*

Several of the Group's projects are under development and may not be realized. The right to build and operate a renewable project is subject to public concessions and permits in addition to private ownership rights to land and waterfalls. This comprises all stages of a renewable project, from early development stage to construction, production, transmission and sale of power. The necessary concessions and permits will depend on size and type of project, classification, development stage of the projects and

jurisdiction. In addition to the energy/production related concessions and permits other permits, licenses and regulatory requirements are also applicable, such as licenses related to safety, pollution, noise, etc.

The Group is required to obtain various governmental concessions and approvals for each of its projects, including *inter alia* construction concessions and sales concessions. As of the date hereof, all permits and licenses have been obtained for the assets that are in production and all relevant concessions and permits for the projects under construction. Completion permissions, concession for sale of power, etc. are not yet in place due to the stage of the construction work.

Following public and political hearings throughout 2019/2020, the Norwegian Water Resources and Energy Directorate ("NVE") are likely to be working from a revised and more conservative framework when considering permits for new power production projects.

For greenfield projects that are not under construction and/or in operation, the Group will need to obtain necessary concessions, permits and contracts with landowners.

Whether the projects will be profitable depends on several factors outside the Group's control. Before construction of any projects commence, the Group will make an assessment of whether it is expected that the project will be profitable. If a project does not move to the construction phase, the development costs will not be recoverable. For several projects, the granted concessions include deadlines for initiation of the construction phase. If the deadlines are not met, the concessions will lapse. In such case, the Group must write down the investment made in the relevant project.

2.2.3 *The Group may make acquisitions that prove unsuccessful or strain or divert management resources*

The Group was created in 2020 through a business combination of three separate businesses. During 2020 and 2021 the Group has had an active mergers and acquisition strategy. Making acquisitions will continue to be an important part of the Group's strategy to support growth and profitability.

Successful growth through acquisitions is dependent upon the Group's ability to identify suitable acquisition targets, conduct appropriate due diligence, negotiate transactions on favorable terms, obtain required licenses and authorizations and ultimately complete such acquisitions and integrate acquired entities into the Group. If the Group makes acquisitions, it may be unable to generate expected margins or cash flows, or realize the anticipated benefits of such acquisitions, including growth or expected synergies. The Group's assessment of and assumptions regarding acquisition targets could prove to be incorrect, and actual developments may differ significantly from expectations. The Group may not be able to integrate acquisitions successfully and such integration may require greater investment than anticipated, and the Group could incur or assume unknown or unanticipated liabilities or contingencies with respect to customers, employees, government authorities or other parties. The process of integrating acquisitions may also be disruptive to the Group's operations, as a result of, among other things unforeseen legal, regulatory, contractual and other issues and difficulties in realizing operating synergies, which could cause the Group's results of operations to decline. Moreover, any acquisition may divert management's attention from day to day business and may result in the incurrence of additional debt. Should any of the above occur in connection with an acquisition, there could be a material adverse effect on the Group's profitability, business and prospects.

2.2.4 *Specific risks related to the Group's shares in Forte Energy Norway AS*

The Group owns 34% of the shares in Forte Energy Norway AS. As a minority shareholder in Forte Energy Norway AS, the Group will not be in position to control the business and operations of Forte Energy Norway AS or Forte Energy Norway AS' payment of dividends to its shareholders. It is therefore a risk that the Group's investment in Forte Energy Norway AS will not generate the expected returns or cash flows.

In case Forte Energy Norway AS requires additional funding, the Group's ownership in Forte Energy Norway AS could be reduced, e.g. due to dilution as a result of share capital increases in Forte Energy Norway AS if the Group does not subscribe for its pro rata share or at all. If the Group's ownership in Forte Energy Norway AS is reduced to below 10% the Group's influence as a shareholder in Forte Energy Norway AS will be significantly limited.

The shares in Forte Energy Norway AS are also subject to certain share transfer restrictions. If the Group should wish to sell all or parts of its shares in Forte Energy Norway AS, there is a risk that the share price could be negatively impacted by such transfer restrictions or that the Group will not be able to complete any such sale at all.

2.2.5 *Specific risks related to completion of acquisition of Åmotsfoss Kraft AS*

In September 2020, the Group signed the share purchase agreement to buy 100% of the shares of Åmotsfoss Kraft AS, a hydropower plant under construction in Norway with expected annual production of 22.5 GWh. The turbines are installed and the plant is scheduled to be in operation from Q2/Q3 2021. The Group has not assumed any construction risk, and the closing of the transaction is scheduled for Q3 2021. The hydropower plant produces from a reservoir with storage capacity. The Group will not pay for the shares in Åmotsfoss Kraft AS before the power plant is up and running and approved by the relevant authorities. The main risk related to this project is that the construction process may be delayed, which will result in a postponed closing and delay the Group's revenue streams from the hydropower plant.

2.2.6 *Specific risks related to the Rewind Vänern Project*

In September 2020, Cloudberry acquired 100% of the shares in Cloudberry Offshore Wind AS a company that develops the offshore wind power project referred to as the Rewind Vänern Project in Sweden. The current development plan includes 16 turbines with an estimated installed effect of 100 MW and an annual power production around 350 GWh. The project has a construction license with Swedish Mark-och Miljöödomstolen (Swedish Court). The license is everlasting and there are no lease or rental obligations when producing. The project is located in fresh- and shallow-water and construction deadline is Q3 2024.

The Rewind Vänern Project is under development and no final investment decision has been made. Before an investment decision will be made, the Group must *inter alia* secure grid connection, negotiate and conclude agreements related to construction, maintenance and operation of the plant and obtain financing for the project. There can be no guarantee that the Group will be able to complete these preparatory steps, or that if completed, the required agreements are entered into on favourable terms or in a timely manner to meet the deadlines set forth in the project timeline.

In January 2021 it was agreed to sell 80% of the ownership interest to funds managed by Downing LLP. The transaction is subject to a number of conditions, including that the parties agree to make a final investment decision. If the conditions are not met, the Group must consider and resolve other alternatives to realize the project. It cannot be guaranteed that the Rewind Vänern Project will be realized.

If the Rewind Vänern Project is not realized the Group must write down the investments made into the project.

2.2.7 *Specific risks related to the Odal project*

The Group is a minority owner, currently owning 15% of the shares in Odal Vind AS (with an option to increase the ownership to 33.4%), which is the owner of the Odal wind farm project. The Odal wind farm project is currently under construction with expected completion in Q4 2021. So far, the project is on time and budget with minimal overruns and variation orders (less than NOK 6 million). However, as

a result of the restrictions imposed by the authorities as a result of the covid-19 pandemic, the construction of the project may be delayed.

The original deadline for energization of the wind farm was 31 December 2021. However, Odal Vind AS applied for an extension of up to 6 months which was approved by the NVE. This means that the new deadline for energization is 30 June 2022. If the deadline for energization is not met, Odal Vind AS may be fined for delays or in a worst case scenario must abandon the project and decommission the work in progress.

Regardless of the extended deadline for the construction permit from the NVE, the project will not receive Electricity Certificates if the turbines are not energized within 31 December 2021 as the turbines which are energized after this date will not be subject to accelerated depreciation of 5 years. If these risks materialize, it may have a material adverse effect on the value of the Group's investment in the project.

As a minority shareholder in Odal Vind AS, the Group will not be in position to control the business and operations of Odal Vind AS or Odal Vind AS' payment of dividends to its shareholders. It is therefore a risk that the Group's investment in Odal Vind AS will not generate the expected returns or cash flows.

Pursuant to the shareholders' agreement for Odal Vind AS, the Group has an obligation to participate in the funding of the construction of the wind farm. If the Group defaults on its financing obligations, and such default is not remedied within an agreed remedy period the other shareholders have a right to acquire the Group's shares at a significant discount. If this risk materialize, it will have a material adverse effect on the Group's investment in Odal Vind AS.

The shares in Odal Vind AS are also subject to share transfer restrictions during the construction period. If the Group should wish to sell all or parts of its shares in Odal Vind AS, there is a risk that the share price could be negatively impacted by such transfer restrictions or that the Group will not be able to complete any such sale at all.

2.2.8 *Specific risks related to the Hån project*

Hån wind farm is a 21 MW wind project located in Sweden. Due to limited grid capacity in the area the projected wind farm is located, the power produced must be exported and sold into Norway. The Group has been granted a concession to build and operate a 22 kV cable between Norway and Sweden and has also been granted a power export license from the Swedish authorities.

It is expected that the civil works will commence late in H2 2021 and that the wind farm will be completed in H2 2022. Pursuant to the terms of the project's concessions, the deadline for completion of the construction of project is in Q3 2023. Although, the Group expects the project to be completed well before the deadline, there is a risk of construction delays. If the wind farm is not energized within the deadline set out in the concessions, this may result in fines for delays or in a worst case scenario that the Group must abandon the project and decommission the work in progress.

2.2.9 *Specific risks related to the Duvhällen project*

Duvhällen wind farms is an in-house project where the Group has been granted a construction permit of 60 MW/165 GWh. However, due to limited power grid capacity, the project has only been granted a power grid capacity permit of 30 MW/82 GWh. The grid owner, Vattenfall, has completed an environmental impact assessment and filed for an increased power grid capacity permit with the relevant authorities to match the construction permit. A final investment decision for the project will not be made until an increased power grid capacity permit has been granted. If such permit is not granted, the project may not be realized and the Group may have to write off the investments made in the project.

2.2.10 *Profitability of the Group's projects is not given*

There may be errors in the assumptions or methodology used in the financial models used by the Group in relation to its decisions to acquire or develop renewable energy assets, whether as part of the Group's current portfolio or subsequent acquisitions or investments. This may result in the returns generated by such projects being materially lower than expected. Although the Group has more than 10 years of experience with development of renewable energy assets, the Group has only been engaged in acquisition of turn-key projects or assets under production for a few years. This is relatively short compared to many of its more established competitors. The financial models of the Group is constantly being developed and refined based on the experience gained by the Group. Further, given the lean organization of the Group, there are only a few persons who review and provide input to the financial models used in relation to business decisions. These factors increase the risk of errors in the assumption or methodology used in the financial models used by the Group compared to other more established players in the market. Further, the Group will develop, own, operate and make investments in assets and projects which are illiquid. The realization of such assets may take time and there can be no assurances that the Group will be able to sell its assets or realize its projects as planned. This could have a material adverse effect on the Group's business, operating results, financing condition and prospects.

2.2.11 *In Norway it is expected that a new tax on revenue from wind power will be levied from 2022*

In Norway, it has been announced that the current political majority has recommended to increase the taxes on revenue from wind power. On 12 May 2021, the Norwegian government published its revised state budget for 2021. The budget contained a notice that the government is considering to implement a new excise tax on Norwegian wind farms. The details of the tax, and a specific proposal is expected to be announced during fall 2021 in connection with the Norwegian state budget for 2022. The guidance provided by the government is that the level of the tax will be "moderate". The new excise tax will reduce the Group's net profit after tax for revenue generated by its Norwegian wind farm assets and may also reduce the fair market value of such assets.

2.2.12 *Power plants are highly technical and thus subject to operational risk*

Investments in power generation and energy-related infrastructure involve technical and operational risks. The Group will seek to invest in power plants of expected good technical standard to reduce the technical risk of the investment. The Group will prioritize technical solutions that are well-proven and delivered by reputable suppliers, so that any repairs can be made within reasonable timeframes and at reasonable cost, and that it is possible with attractive insurance terms. Despite the aim of choosing sound solutions, technical problems may occur meaning possible stops in production or costly reinvestments that reduce the Group's revenue, profitability and/or financial position.

2.2.13 *The revenues from the Group's power plants are dependent on the metrological conditions*

The metrological conditions (rain and wind) at particular sites at which the Group's power plants are located can vary materially from season to season and from year to year. If a site proves to have lower resources than anticipated in the Group's business model or suffers a sustained decline in metrological conditions, such power plants are likely to generate lower electricity volumes and lower revenue than anticipated. This will reduce the Group's revenue and may also result in that the Group must write down the value of the relevant assets.

2.2.14 *The Group's revenues and costs are dependent on charges related to transmission and distribution*

Increases in charges relating to the connection to and use of the electricity transmission and distribution networks and relating to balancing of electricity supply and demand, and/or restrictions on the capacity in such networks available for use by the Group's power plants, may result in higher operating costs, lower revenues and fewer growth opportunities for the Group.

2.2.15 *Future revenues and costs of the Group are dependent on costs related to agreements with landowners*

Subsequent decisions by the Group to develop renewable energy assets are subject to reaching an agreement with the landowners of the contemplated properties for development. Consequently, the ability to develop further power plants is subject to negotiations with the landowners and thus the Group's revenues and costs are subject to the inherent risk thereof.

2.2.16 *The Group may be subject to claims and legal proceedings*

The members of the Group may become subject to legal disputes. Whether or not the member of the Group ultimately prevails, legal disputes are costly and can divert management's attention from the Group's business. In addition, the relevant member of the Group may decide to settle a legal dispute, which could cause the Group to incur significant costs. An unfavourable outcome of any legal dispute could inter alia imply that the relevant member of the Group becomes liable for damages, payments or will not be able to realize some of its projects. A settlement or an unfavourable outcome in a legal dispute could have adverse effects on the Group's business, results of operations, cash flows, financial condition and prospects.

The Company is currently involved in a discussion with a contractor related to the final account of the work performed by the contractor. Although the final account has not yet been presented, the Company has disputed an invoice of approximately NOK 8.7 million (excl. VAT) related to the construction work as the Company's view is that this amount is covered by the fixed price for the construction work. Further, the Company may have a significant claim for liquidated damages against the contractor due to delayed completion of the construction works. On this basis, no reserves have been made for the claim of NOK 8.7 million (excl. VAT). The Company believes the dispute will be settled without litigation. However, if the Company's claim is unsuccessful, the Company may be liable for payment of the full amount in addition to overdue interest payments and legal costs.

2.2.17 *The Group is dependent on contractors for the operation, maintenance and construction of its power plants and cost overruns or failure by subcontractors may lead to additional costs for the Group*

The Group does not have in-house expertise required to construct, operate and maintain its power plants. The Group will use external suppliers for construction, operation and maintenance of its power plants.

The contracts governing the operation and maintenance of wind farms are generally negotiated and entered into with turbine suppliers at the same time as the construction contracts for such wind farms. Operation and maintenance contracts typically have a term from 5 to 15 years for the Groups wind assets.

Hydro power plants do not tend to have long term operation and maintenance contracts with the turbine suppliers or the suppliers of principal components, but tend to have shorter term contracts with local utility partners.

Upon expiry of an operation and maintenance contract or their earlier termination (in the event of, for example, contractor insolvency or default), there is no assurance that replacement or renewal contracts

can be negotiated on similar terms and less favourable terms could result in increased operation and maintenance costs and reduced profitability for the Group. Where the Group will be required to appoint a replacement contractor, there is a further risk that finding a suitable contractor may take time, which could potentially lead to downtime for the relevant power producing asset.

The Group is further exposed to cost overruns on maintenance and/or reconstruction projects and/or construction projects, for example as a result of changes in plans or additional work that becomes necessary over and above what was included in the initial agreement with the subcontractor.

The Group's costs may also increase as a result of failure by its subcontractors which is not recoverable from such subcontractor, for example in case of contractor insolvency.

2.2.18 *The Group's capital expenditure and cost estimates for development and construction projects are subject to final agreements*

The estimated capital expenditures and costs for the Group's development and construction projects are based on the Group's best assessment, and are subject to final negotiations and agreements with suppliers and contractors. There is therefore a risk that the actual capital expenditures and costs for such projects may deviate from the Group's currently best estimates. If the actual capital expenditures and costs are higher than estimated this will result in reduced profitability for the projects.

2.3 Financial risks

2.3.1 *Increase in interest rates may reduce the Group's profitability*

The construction of the Group's projects will normally be financed with a combination of equity and debt. The Group's debt is exposed to floating interest rates. As a result, any increase in interest rates will lead to higher financing costs, which in turn reduces the Group's profitability.

2.3.2 *The Group's debt levels could limit the Group's flexibility to obtain additional financing and if the Group is not able to service its debt or meet the other terms of its credit facilities, the Group may be forced to take actions and sell its assets*

The Group has two credit facilities in Sparebank 1 SR Bank ASA, amounting to NOK 700 million, which are secured with *inter alia* a first priority pledge in 100% of the shares in Cloudberry Production AS and 100% of the shares of Cloudberry Develop AS and a first priority pledge in machinery and equipment, accounts receivables and inventory in Cloudberry Production AS.

As of the date of this Prospectus, the Group has a positive net financial indebtedness. However, as the Group draws on the credit facilities, the level of debt will increase. The Group's level of debt could have material consequences for the Group, including but not limited to (i) hindering the Group's ability to obtain additional financing or financing on favourable terms, (ii) increasing the Group's costs of borrowing as it becomes more leveraged and (iii) require the Group to use a substantial portion of its cash from operations to make principal and interest payments on its debt, reducing the funds that would otherwise be available for operations, future business opportunities and dividends to its shareholders.

The Group's ability to service its debt will depend upon, amongst other things, its future financial and operating performance, which will be affected by prevailing economic conditions as well as financial, business, regulatory and other factors, some of which are beyond its control. In addition, the credit facilities

If the Group's operating income is not sufficient to service its current or future indebtedness, or if the Group is unable to comply with the covenants in its financial arrangements the Group will be forced to take action such as reducing or delaying its business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing its debt or seeking additional equity capital, any

of which could adversely impact the Group's results of operations, cash flow and financial condition. In addition, there can be no assurance that the Group will be able to affect any of these remedies on satisfactory terms, or at all. In such case the lender may force the sale of the pledged assets.

2.3.3 *Fluctuations in exchange rates could affect the Group's cash flow and financial condition*

The Group presents its financial statements in NOK. However, Norwegian power companies sell the power through Nord Pool where EUR is the official trading currency. Electricity Certificates are traded in SEK. Further, from H2 2021, it is expected that a majority of the Group's investment in Odal Vind AS will be exposed to EUR. Consequently, the Group is exposed to currency risk. Any fluctuations in exchange rates between NOK, SEK and EUR could materially and adversely affect the Group's business, results of operations, cash flows, financial condition and/or prospects.

Additionally, the Group is also exposed to currency risk by having employees and operations in Sweden. Any fluctuations in exchange rates between NOK and SEK could materially and adversely affect the Group's business, results of operations, cash flows, financial condition and/or prospects. The Group may want to do business in other countries in the future, exposing the Group to additional currency risk. Should it choose to do so, any fluctuations in exchange rates between NOK and the relevant foreign currency could materially and adversely affect the Group's business, results of operations, cash flows, financial condition and/or prospects.

The Group does currently not have any currency hedging arrangements in place to limit the exposure to exchange rate fluctuations.

2.3.4 *The Group is dependent on external financing*

Further expansion of the Group's business will require external financing. If the Group is not able to obtain required financing on a timely basis and on attractive terms this could result in lost business opportunities, shortened lifetime of current assets and/or that the Group is forced to realize its interest in certain projects.

2.4 Risk related to the Shares

2.4.1 *Future issuances of shares in the Company or other securities, including by use of board authorizations, may dilute the holdings of Shareholders and could materially affect the trading price of the Company's Shares*

The Company's general meeting ("**General Meeting**") has resolved an equity incentive scheme which may cover up to 5% of the at any time outstanding shares in the Company. Currently, 2,200,000 warrants have been issued under the incentive scheme, with a strike price between NOK 11.1 and NOK 12.2 per share. Further, the General Meeting has resolved to approve the issuance of 5,500,000 additional warrants with a strike price of NOK 12.50, which have not yet been allocated. Each warrant entitles the holder to subscribe for one ordinary share in the Company. If the participants of the equity incentive program exercise their rights under the incentive scheme, this will have a dilutive effect on the existing Shareholders.

Further, the Company seeks to have a board authorization in place at all times, which will allow the Board to resolve to issue new shares on short notice to meet its obligations.

Depending on the structure of any future fund raising, existing Shareholders may not be able to purchase or subscribe for additional equity securities. If the Company raises additional funds by issuing additional shares or other equity securities, the relative holdings and voting interests and the financial interests of the Shareholders may be diluted.

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

As of 15 June 2021, approximately 24.2% of the Company's Shares are registered on nominee accounts, which constitutes a significant number of the Shares. Following the Listing on Oslo Stock Exchange, the Company expects an increase of the number of international shareholders and thus, an increase of the numbers of Shares registered on a nominee account. Beneficial owners of the Shares that are registered in a nominee account or otherwise through a nominee arrangement (such as brokers, dealers or other third parties) may not be able to vote for such shares unless their ownership is re-registered in their names in the VPS prior to any General Meeting. The Company cannot guarantee that beneficial owners of the Shares will receive the notice of any General Meeting in time to instruct their nominees to either effect a re-registration of the beneficial interests registered in the VPS or otherwise instruct the VPS Registrar to vote their Shares in the manner desired by such beneficial owners.

3. RESPONSIBILITY FOR THE PROSPECTUS

This Prospectus has been prepared in connection with the Offering described herein and the Listing of the Shares on Oslo Stock Exchange.

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

18 June 2021

**The Board of Directors of
Cloudberry Clean Energy ASA**

Frank Jarle Berg
Chairperson

Benedicte Heidenreich Fossum
Board Member

Liv Eiklo Lønnum
Board Member

Morten Sigval Bergesen
Board Member

Petter Winther Borg
Board Member

4. GENERAL INFORMATION

4.1 The approval of this Prospectus by the Norwegian Financial Supervisory Authority

This Prospectus has been approved by the NFSA, as competent authority under the EU Prospectus Regulation. The NFSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

4.2 Other important investor information

The Company has provided the information in this Prospectus. The Managers make no representation or warranty, express or implied, as to the accuracy, completeness or verification of the information set forth herein, and nothing contained in this Prospectus is, or shall be relied upon, as a promise or representation in this respect, whether as to the past or the future. The Managers disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise, which they might otherwise be found to have in respect of this Prospectus or any such statement.

The Managers are acting exclusively for the Company and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offering or any transaction or arrangement referred to herein.

The information contained herein is current as of the date hereof and subject to change, completion and amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, significant new factors, material mistakes or material inaccuracies relating to the information included in this Prospectus, which may affect the assessment of the Offer Shares and which arises or is noted between the time when the Prospectus is approved by the NFSA and the Listing of the Shares on Oslo Stock Exchange, will be mentioned in a supplement to this Prospectus without undue delay. Neither the publication nor distribution of this Prospectus, nor the sale of any Offer Shares, shall under any circumstance imply that there has not been any change in the Group's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

No person is authorised to give information or to make any representation concerning the Group or in connection with the Offering or the sale of the Offer Shares other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorised by the Company, or the Managers or by any of the affiliates, representatives, advisers or selling agents of any of the foregoing.

Neither the Company or the Managers, or any of their respective affiliates, representatives, advisers or selling agents, is making any representation, express or implied, to any offeree or purchaser of the Offer Shares regarding the legality of an investment in the Offer Shares. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares.

Investing in the Shares involves a high degree of risk. See Section 2 (Risk factors).

In connection with the Offering, each of the Managers and any of their respective affiliates, acting as an investor for its own account, may take up Offer Shares in the Offering and in that capacity may retain, purchase or sell for its own account such Offer Shares or related investments and may offer or sell such Offer Shares or other investments otherwise than in connection with the Offering. Accordingly,

references in the Prospectus to Offer Shares being offered or placed should be read as including any offering or placement of Offer Shares to any of the Managers or any of their respective affiliates acting in such capacity. In addition, certain of the Managers or their affiliates may enter into financing arrangements (including swaps) with investors in connection with which such Managers (or their affiliates) may from time to time acquire, hold or dispose of Shares. None of the Managers intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

4.3 Presentation of financial and other information

4.3.1 Historical financial information

The Group's audited financial statements as of, and for the year ended 31 December 2020, included in Appendix B to this Prospectus, has been prepared in accordance with International Financing Reporting Standards ("**IFRS**"). Comparable figure as of, and for the year ended 31 December 2019 are presented according to IFRS together with the opening balance 1 January 2019, which was the IFRS transition date for the Group.

The financial statements prepared for the years ended 31 December 2019 and 2018 were prepared in accordance with Norwegian General Accepted Accounting Principles ("**NGAAP**"), the Norwegian Accounting Act of 17 July 1998 no 56 (the "**Norwegian Accounting Act**") and Norwegian Accounting Standard Board (Nw.: *Norsk RegnskapsStiftelse*) standard no. 8 (good accounting practice for small businesses) (Nw.: *Norsk Regnskaps Standard nr 8, God regnskapsskikk for små foretak*).

The financial statements prepared for the years ended 31 December 2018, 31 December 2019 and 31 December 2020 is together referred to as the annual financial statements (the "**Annual Financial Statements**"), The Annual Financial Statements are prepared and presented in NOK (presentation currency).

The financial statements for the year ended 31 December 2020 have been audited by Ernst & Young AS, as set forth in their report therein included in Appendix B. For the years ended 31 December 2019 and 2018 the financial statements were audited by BDO AS as set forth in their reports included in Appendix B.

See note 2 to the 2020 consolidated Annual Financial Statements related to general accounting policies and principles for further details.

4.3.2 Pro forma financial information

In addition to the Annual Financial Statements, this Prospectus contain unaudited pro forma condensed financial information to illustrate how the Company's acquisitions of Cloudberry Production AS, Cloudberry Develop AS, Cloudberry Offshore Wind AS, Skogvind AS, Selselva Kraft AS, Odal Vindkraftverk AS (15 % minority stake) and Forte Energy Norway AS (34% minority stake) (as further described in Section 12.1 (Introduction) below) would have affected the Group's profit and loss accounts as included in the consolidated financial statements for the financial year ended 31 December 2020 as if each of these transactions had taken place on 1 January 2020.

Further, the Prospectus contains unaudited pro forma condensed financial information to illustrate how the Group's consolidated statement of financial position would have been as of 31 December 2020 if the acquisition of Selselva Kraft AS had taken place by 31 December 2020. The unaudited pro forma consolidated statement of financial position does not include the other acquisitions included in the unaudited pro forma profit and loss accounts as they were completed prior to 31 December 2020 and consequently is fully reflected in the Annual Financial Statement as of 31 December 2020.

The unaudited pro forma condensed financial information is presented for illustration purposes only and does not purport to represent what the Company's consolidated financial statements would have been had each of the transactions occurred on the relevant dates. The unaudited pro forma condensed financial information does not include all of the information required for financial statements prepared according to IFRS and the unaudited pro forma condensed financial information should be read in conjunction with the Annual Financial Statements and related notes.

Ernst & Young AS has issued an independent assurance report on the unaudited pro forma condensed financial information, included in Appendix C. There are no qualifications or emphasis of matter set out in the report prepared by Ernst & Young AS.

See Section 12.3 (Basis for the preparation) for further information about the basis for preparation of the unaudited pro forma condensed financial information.

4.3.3 *Non-IFRS financial measures*

To provide a better understanding of Cloudberry's performance, the Company has in this Prospectus presented a number of alternative performance measures ("**APMs**") as defined by the European Securities and Markets Authority ("**ESMA**") in the ESMA Guidelines on Alternative Performance Measures 2015/1057, APMs which the Company will apply when communicating with its investors. An APM is defined by ESMA guidelines as a financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the relevant accounting rules (IFRS).

It is the Company's view that the APMs provides the investors relevant and specific operating figures which may enhance their understanding of the Group and its performance. APMs should not be considered as a substitute for or superior measures of performance in accordance with IFRS. APMs are calculated consistently over time and are based on financial data presented in accordance with IFRS and other operational data as described below. The Group uses the following financial APMs:

Measure	Description	Reason for including
EBITDA incl. associated companies:	EBITDA is net earnings before interest, tax, depreciation, amortisation & impairments. EBITDA includes the proportional ownership in Forte Energy Norway AS and Odal Vind AS.	Shows performance regardless of capital structure, tax situation or effects arising from different depreciation methods including the proportional ownership in Forte Energy Norway AS and Odal Vind AS. Management believes the measurement enables an evaluation of operating performance.
EBIT incl. associated companies:	EBIT is net earnings before interest and tax. EBIT includes the proportional ownership in Forte Energy Norway AS and Odal Vind AS.	Shows performance regardless of capital structure and tax situation including the proportional ownership in Forte Energy Norway AS and Odal Vind AS. Management believes the measurement enables an evaluation of operating performance.
Net interest-bearing debt (NIBD):	Net interest-bearing debt is interest-bearing debt, less cash and cash equivalents. IFRS 16 leasing liabilities are not included in the net interest-bearing debt.	Shows the interest-bearing debt position of the company adjusted for the cash position. Management believes the measure provides an indicator of net indebtedness and risk.

Equity ratio	Equity ratio equals total equity divided by total assets	Shows the equity relative to the assets. Management believes the measurement enables an evaluation the financial strength and an indicator of risk.
---------------------	--	---

Reconciliation of financial APMs

<i>NOK 1000</i>		2020		2019
EBITDA, incl. associated companies	-	29 822	-	2 606
EBIT, incl. associated companies	-	33 111	-	2 613
Net interest bearing debt	-	341 919	-	5 223
Equity ratio		75,5 %		91,0 %

<i>NOK 1000</i>		2020		2019
Long term Interest-bearing loans and borrowings		26 440		
Short term Interest bearing financial liabilities		236 767		
Cash and cash equivalents	-	605 126	-	5 223
Net interest bearig debt	-	341 919	-	5 223

Further, the Group uses the following non-financial APMs:

Measure	Description	Reason for including
Power Production:	<p>Power delivered to the grid over the defined time period (one year). Units are measured in GWh.</p> <p>Example A typical 4 MW turbine produces 3,000 full-load hours during a year. 4 MW x 3,000 hours = 12,000 MWh or 12 GWh.</p> <p>For illustration, according to the International Energy Agency¹ ("IEA") the electrical power consumption per capita in Europe is approximately 6 MWh per year.</p>	Shows Cloudberry's total production in GWh for the full year including the proportionate share of the production from Cloudberry's associated companies.
Production & under construction, secured:	At the time of measure, the estimated power output of the secured production and under construction portfolio. The measure is at year-end. Units are measured in MW.	Shows Cloudberry's total portfolio of secured projects that are either producing or under construction.

¹ <https://www.iea.org/data-and-statistics/?country=WEIOEUR&fuel=Energy%20consumption&indicator=ElecConsPerCapita> (accessed 14 June 2021)

Construction Permits:	At the time of measure, the estimated total power output to be installed in projects with construction permit. Construction Permit is at the stage when concession has been granted, but before a final investment decision has been made. The measure is at year-end. Units are measured in MW.	Shows Cloudberry's total portfolio of projects with construction permit.
Backlog:	At the time of measure, the estimated total effect to be installed related to projects that are exclusive to the Group and in a concession application process. The measure is at year-end. Units are measured in MW	Shows Cloudberry's portfolio of project where Cloudberry has an exclusive right to the projects. The projects are still under development.
Direct emissions:	Measure in tons of CO ₂ equivalents. The use of fossil fuels for transportation or combustion in owned, leased or rented assets. It also includes emission from industrial processes.	Shows Cloudberry's direct emissions (Scope 1, GHG emissions) for the full year.
Indirect emissions:	<p>Measure in tons of CO₂ equivalents. Related to purchased energy; electricity and heating/cooling where the organisation has operational control.</p> <p>The electricity emission factors used are based on electricity production mixes from statistics made public by the IEA.</p> <p>Emissions from value chain activities are a result of the Group's upstream and downstream activities, which are not controlled by the Group. Examples are consumption of products, business travel, goods transportation and waste handling.</p>	Shows Cloudberry's indirect emissions (Scope 2 and Scope 3, GHG emissions) for the full year.
CO₂ reduction:	Refers to the reduction of greenhouse gas emissions relative to baseline emissions from the European electricity mix (EU-27 electricity mix, IEA 2020 ¹).	Shows Cloudberry's reduction of greenhouse gases for the full year relative to the European Electricity mix after the direct and indirect emissions from Cloudberry's operation is subtracted

¹ <https://www.iea.org/data-and-statistics/charts> (accessed 6 May 2021)

Reconciliation of non-financial APMs

	2020	2019
Power Production (GWh)	21	0
Production & under construction, secured (MW)	109	15
Construction permit (MW)	151	0
Backlog (MW)	370	0
Direct emissions (CO2 equivalent)	0	0
Indirect emissions (CO2 equivalent)	185	NA
CO2 reduction (tons)	5378	NA

4.3.4 Industry and market data

This Prospectus contains statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group's business and the industries and markets in which it operates. Unless otherwise indicated, such information reflects the Group's estimates based on analysis of multiple sources, including data compiled by professional organisations, consultants and analysts and information otherwise obtained from other third party sources, such as annual and interim financial statements and other presentations published by listed companies operating within the same industry as the Group, as well as the Group's internal data and its own experience, or on a combination of the foregoing. Unless otherwise indicated in the Prospectus, the basis for any statements regarding the Group's competitive position is based on the Company's own assessment and knowledge of the market in which it operates.

For the purpose of this Prospectus, industry and market data obtained from independent industry publications, market research, internal surveys and other publicly available information, has been used. Such data has not been verified by us. Neither, have our internal surveys been verified by independent sources. Thus, Cloudberry do not guarantee or assume any responsibility for the accuracy of the data, estimates, forecasts or other information taken from sources in the public domain.

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

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

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

Prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Company's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described

above and to a variety of other factors, including those described in Section 2 (Risk factors) and elsewhere in this Prospectus.

The following third party sources has been used in this Prospectus:

- Value (former Wattsight)
 - Nordic Power Prices, see Section 7.5 (Nordic power prices)
 - Long Term Price Forecast for Electric Power in the Nordic Countries, 2021 – 2050 March 2021 Edition. A detailed overview of the Nordic Power market including low, base and high cases for the next thirty years. The power curve (base case) is used as input to Cloudberry's financial models.
 - This source is not freely available

None of the third party sources referred to above are incorporated by reference into or otherwise form part of this Prospectus.

4.3.5 Rounding

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

4.4 Cautionary note regarding forward-looking statements

This Prospectus includes forward-looking statements that reflect the Group's current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, such as the terms "anticipates", "assumes", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "should", "will", "would" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements are not historic facts.

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

By their nature, forward-looking statements involve, and are subject to, known and unknown risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements. For a non-exhaustive overview of important factors that could cause those differences, please refer to Section 2 (Risk factors).

These forward-looking statements speak only as of the date of this Prospectus. Except as required by Article 23 of the EU Prospectus Regulation or by other applicable law, the Company undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on the Company's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Prospectus.

5. REASONS FOR THE OFFERING AND THE LISTING AND USE OF PROCEEDS

The main reasons for the Listing is to ensure that the Company trades on a regulated market to advance the Group's public and commercial profile and to provide better access to public capital markets and to a more diversified shareholder base.

The main reason for the Subsequent Offering is made to enable the Eligible Shareholders to subscribe for Shares in the Company at the same price as in the Private Placement, thus limiting the dilution of their shareholding. The Retail Offering is made to ensure that the Company gets a more diversified shareholder base of Nordic shareholders.

Assuming a sale of the maximum number of Offer Shares, the estimated gross proceeds from the Offering amounts to approximately NOK 35 million. The net proceeds from the Offering is expected to amount to approximately NOK 33 million, after deduction of approximately NOK 2 million in estimated total transactions costs related to the Offering. The costs of the Listing is estimated to approximately NOK 6 million and will incur regardless of the Offering. All costs directly attributable to the Offering or the Listing are to be paid by the Company.

As of the date of this Prospectus, the Company intends to use the net proceeds from the Offering of approximately NOK 33 million to finance operating costs, costs related to the Group's project under development and costs related to the development of the Group's backlog. The net proceeds may also be used to finance growth opportunities.

The Company believes the Listing will:

- Further strengthen the Company's access to the capital markets and ensure that the Company obtains access to a larger and more diversified shareholder base, both nationally and internationally.
- Create better liquidity in, and crystallise the true value of, the Share for current and potential investors.
- Further enhance the Company's profile, transparency and governance reporting, with current and potential investors, business partners, suppliers, customers and other stakeholders.
- Further improve the ability of the Company to attract and retain key management and employees.

6. DIVIDENDS AND DIVIDEND POLICY

6.1 Dividend policy

The Company's dividend policy is that the Company does not expect to pay any dividend in the short to medium term as the Company intends to use its profit for both organic and acquisitions related growth initiatives. The Company's long-term objective is to pay Shareholders consistent and growing cash dividends. Over time, the intention is to pay its Shareholders dividends representing 30 – 50% of free cash distributed from the producing power plant companies. However, there can be no assurance that in any given year a dividend will be proposed or declared, or if proposed or declared, that the dividend will be as contemplated by the policy.

In deciding whether to propose a dividend and in determining the dividend amount, the Board of Directors will take into account legal restrictions, as further described in Section 6.2 (Legal and contractual constraints on the distribution of dividends) below, as well as the Company's capital expenditure plans, financial condition, restrictions following from credit arrangements or other contractual arrangement and the ability to maintain appropriate financial flexibility to meet the Group's strategic plans.

The Company has not paid any dividends on its Shares since its incorporation.

6.2 Legal and contractual constraints on the distribution of dividends

In accordance with the Public Companies Act, when proposing and determining the dividend amount, the Board of Directors must take into account the (i) Company's capital requirements, including capital expenditure requirements, (ii) the Company's financial condition, (iii) general business conditions and (iv) any restrictions that its contractual arrangements in force at the time of the dividend may place on its ability to pay dividends and the maintenance of appropriate financial flexibility. With a few statutory limited exceptions, the amount of dividends paid may not exceed the amount recommended by the Board of Directors.

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

- Section 8-1 of the Public Companies Act regulates what may be distributed as dividend, and provides that the Company may distribute dividends only to the extent that the Company after said distribution still has net assets to cover (i) the share capital and (ii) other restricted equity (i.e. the reserve for unrealized gains and the reserve for valuation of differences). The Company's total nominal value of treasury shares which have been acquired for ownership or security, any receivables of the Company which are secured through a pledge over the Shares and the aggregate amount of credit and security which, pursuant to Sections 8-7 through to 8-10 of the Public Companies Act fall within the limits of distributable equity are to be deducted from the distributable amount.
- The calculation of the distributable equity shall be made on the basis of the balance sheet included in the approved annual accounts for the last financial year, provided, however, that the registered share capital as of the date of the resolution to distribute dividend shall be applied. Following the approval of the annual accounts for the last financial year, the General Meeting may also authorize the Board of Directors to declare dividends on the basis of the Company's annual accounts.
- Dividends may also be resolved by the General Meeting based on an interim balance sheet which has been prepared and audited in accordance with the provisions applying to the annual accounts and with a balance sheet date not further into the past than six months before the date of the General Meeting's resolution.

- Dividends can only be distributed to the extent that the Company's equity and liquidity following the distribution is considered sound.

The time when an entitlement to dividend arises depends in accordance with the Public Companies Act on the resolution passed by the General Meeting regarding issuance of new shares. Normally, a subscriber of new shares in a Norwegian public limited liability company will be entitled to dividends from the time when the relevant share capital increase is registered with the Norwegian Register of Business Enterprises. There are no statutory limits in the Public Companies Act regarding lapse of dividend entitlement. However, subject to various exceptions, Norwegian law in general provides a limitation period of three years from the date an obligation is due. There are no dividend restrictions or specific procedures for non-Norwegian resident Shareholders to claim dividends. For a description of withholding tax on dividends applicable to non-Norwegian residents, see Section 18 (Taxation).

There are no dividend restrictions in any of the loan agreements for Cloudberry or its subsidiaries.

6.3 Manner of dividend payment

Any future payments of dividends on the Shares will be denominated in the currency of the bank account of the relevant Shareholder and will be paid to the Shareholders through the VPS.

Shareholders registered in the VPS who have not supplied the VPS with details of their bank account, will not receive payment of dividends unless they register their bank account details with the VPS Registrar.

The exchange rate(s) that is applied when denominating any future payments of dividends to the relevant Shareholder's currency will be the VPS Registrar's exchange rate on the payment date.

Dividends will be credited automatically to the Shareholders' bank accounts registered in the VPS or *in lieu* of such registered account, at the time when the Shareholder has provided the VPS Registrar with their bank account details.

Shareholders' right to payment of dividend will lapse three years following the resolved payment date for those Shareholders who have not registered their bank account details with the VPS Registrar within such date.

7. POWER MARKET OVERVIEW

7.1 Introduction

An energy transition is ongoing: Clean energy without greenhouse gas emissions is needed to address the climate challenge, meet the ambitions of the Paris Agreement, contribute to the UN Sustainable Development Goals as well as the European Green Deal. All of Europe is in the process of reducing carbon emissions in everything from households to industry. The most efficient way of getting emissions down globally is to reduce fossil fuelled electricity production from coal-, gas- and oil-fired power plants.¹ The reason why this is efficient is because of the huge existing emissions from the sector today, and because there are commercially available alternatives to produce electricity through renewable sources, that is primarily by the means of hydropower, wind power or solar PV. Wind and solar power production have seen significant cost reductions over the last decade due to scaling and technological development. At the same time electricity from CO₂-emitting fossil-fuelled plants have grown more expensive due to increased pricing of CO₂.² Hydropower has been commercially competitive all along, but rather naturally limited to certain mountainous regions where most economical potential is already built out or protected. However quite a few hydropower projects previously deemed un-economical are becoming competitive for buildout due to interconnectors to Europe, increase in long-term power price forecasts, their production profile that does not correlate to wind or solar, and finally due to lower financing costs.

Additionally, an efficient way of reducing emissions in other sectors is through further electrification, i.e. to electrify processes that use fossil fuels today such as replacing gas heating by heat pumps or petrol fuelled cars by electric vehicles. This ongoing electrification will further strengthen the demand for new renewable electricity. At Cloudberry we intend to do our best to help meet this demand.

Renewable hydro and wind energy resources in the Nordics offer local communities and continental Europe a more sustainable energy solution. The EU's Projects of Common Interest are key cross border infrastructure projects that link the energy systems between EU countries. Due to the interconnected electricity market, the new renewable production does not have to be located exactly where the outdated CO₂-emitting power plants were. Cloudberry believes that an increased power interconnection capacity between the Nordics and Europe, will drive a sustained long-term increase in the demand for Nordic renewables and as such also the power prices.

7.2 The shift toward renewable energy

There is a strong regulatory, environmental and economic push for the shift towards renewable energy. The energy transition is anchored at government level across the world. The IEA predicts that Renewables will overtake coal to become the largest source of electricity generation worldwide in 2025.³ By that time, renewables are expected to supply one-third of the world's electricity. Hydropower will continue to supply almost half of global renewable electricity. It is by far the largest source of renewable electricity worldwide, followed by wind and solar PV.⁴

The ongoing energy transition in Europe is driven by multiple key drivers such as technology development, policies and regulations and last but not least, individuals, businesses, capital markets and society responding to climate change and environmental issues. These drivers are having an increasing impact on energy supply and demand, and ultimately power pricing.

¹ <https://www.iea.org/reports/net-zero-by-2050> (accessed 29 May 2021)

² <https://www.barchart.com/futures/quotes/CKZ21> (accessed 29 May 2021)

³ <https://www.iea.org/reports/world-energy-outlook-2020/outlook-for-electricity> (accessed 29 May 2021)

⁴ <https://www.iea.org/reports/renewables-2020/renewable-electricity-2> (accessed 6 May 2021)

Technology development impacts the European energy outlook, the pace of the energy transition and the supply and demand of renewable energy. The levelized cost of energy ("LCOE") for renewables, particularly wind and solar, have dropped significantly over the last ten years. Further improvement in renewables' LCOE will increase the competitiveness of renewables compared to fossil fuels. A price on carbon will also promote renewable investments and give an economical signal to polluters who can either reduce emissions or pay for it.¹ Storage and battery technologies, both short-term and seasonal solutions, may also have a significant impact on the energy system. Storage in combination with renewable energy may lead to improved balance and offload the transmission system during peak demand periods.

Europe's electricity share of total energy demand is expected to double from today's ~20% to above 40% in 2050 (DNV Energy Transition Outlook²). Digital technology enabling smarter electricity use will increase energy efficiency. Digital technology is also expected to play an important role in balancing the energy system as more renewable and variable energy is connected to the grid.

The technology development within the electric mobility ecosystem is expected to impact the overall demand for electricity in general and clean electricity in particular. In the Road Traffic Information Council's (Nw.: *Opplysningsrådet for veitrafikkens*) 2020 report³, it is informed that 84% of all cars sold in Norway in 2020 were either electric or hybrid. The rapid shift towards low emission vehicles is explained by growing restrictions on the use of fossil fuel cars combined with financial incentives. It is thus an example of how rapidly the demand for electricity can rise if incentives and regulations take effect. Europe is in a decarbonisation mode to meet EU's climate and emissions goals. On 21 April 2021, the European Commission welcomed a provisional agreement between the co-legislators on the European Climate Law. As one of the key elements of the European Green Deal, the European Climate Law enshrines the EU's commitment to reaching climate neutrality by 2050 and the intermediate target of reducing net greenhouse gas emissions by at least 55% by 2030, compared to 1990 levels.⁴

In Cloudberry's home markets, Norway targets at least 50% reduction in non-quota emissions compared to 1990 within 2030⁵ while Sweden targets a 100% renewable power system by 2040 and net zero CO₂ emissions by 2045.⁶ The EU Commission has a vision of secure, sustainable, competitive and affordable energy. This vision is paving the way for new EU strategies, policies and regulations such as the European Green Deal and the EU taxonomy for sustainable activities and more. The EU's climate and energy targets together with national emission targets drive both the supply and demand of renewable energy.

The EU Emission Trading System which regulates the price of carbon emissions is a central instrument in EU's climate policy. The carbon price impacts continental power prices directly through adding marginal costs to the production bids from gas and coal fired power plants. Indirectly the price levels of the continent are also affecting the Nordic prices, due to the interconnections. Cloudberry believes that tighter regulations of the carbon market will boost the demand for renewable energy.

7.3 Supply and demand for Nordic electricity

As with all commodities within an open market, the price of electricity is a function of supply and demand. What is rather unique about electricity is the fact that it cannot be easily stored, and for every point in time there needs to be an exact match between supply and demand to keep the system stable. To keep this balance is the responsibility of the respective transmission system operators ("TSOs"),

¹ <https://www.worldbank.org/en/programs/pricing-carbon> (accessed 6 May 2021)

² <https://www.dnv.com/Publications/energy-transition-outlook-2020-186774> (accessed 6 May 2021)

³ <https://ofv.no/registreringsstatistikk> (accessed 6 May 2021)

⁴ https://ec.europa.eu/clima/policies/eu-climate-action_en (accessed 6 May 2021)

⁵ https://unfccc.int/sites/default/files/resource/LTS1_Norway_Oct2020.pdf (accessed 29 May 2021)

⁶ https://unfccc.int/sites/default/files/resource/LTS1_Sweden.pdf (accessed 29 May 2021)

being Statnett in Norway and Svenska Kraftnät in Sweden. To ensure the current balance, Statnett uses balance markets to regulate consumption / production up or down, depending on the imbalance.

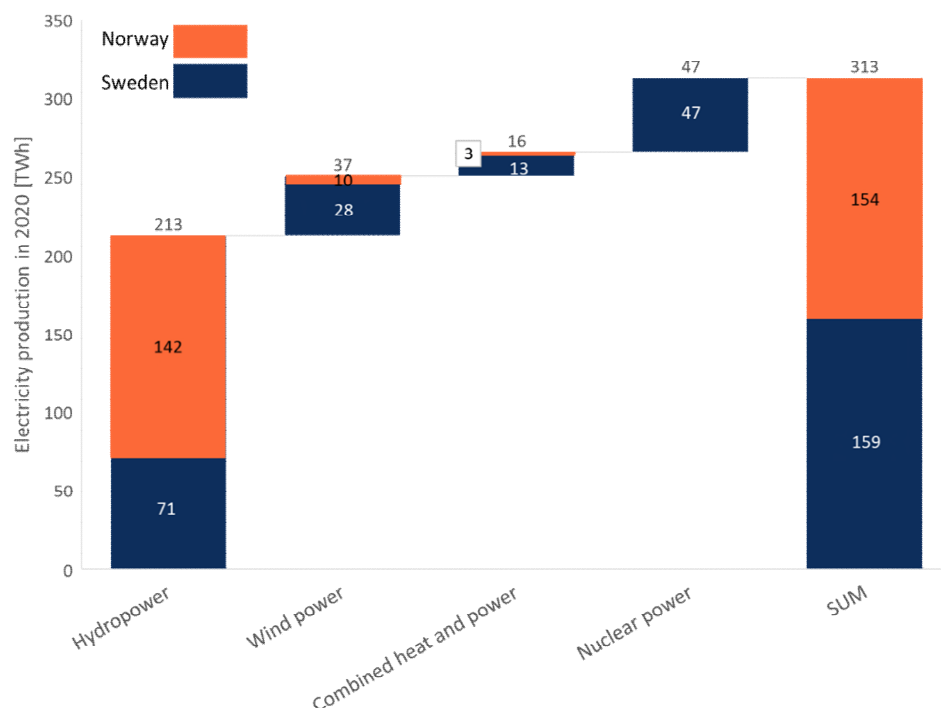
The unit for quantifying instant power consumed and produced is the watt (symbol: W); typically scaled up by either thousand (kW), million (MW), or even billion (GW). Energy is power consumed or produced over a certain period of time. A commonly used unit of electric energy would be the watt-hour (Wh), which equals the energy supplied from one watt over a full hour. Since a watt-hour is a very small unit we usually scale it up to kilowatt-hours (kWh), megawatt-hours (MWh) or gigawatt-hours (GWh).

7.3.1 Supply

The Nordic region, and especially Norway and Sweden, has a very good starting point for leading the green transition due to the existing power production mix as well as other factors. This because both countries already produce more electricity than they consume in a normal year, the lion's share of which comes from sources not emitting CO₂.

Both countries are blessed with vast hydropower resources and on a per capita basis they are the second and fifth largest worldwide.¹ Compared to consumption, Norway is covered in a normal year, whereas Sweden gets additional baseload energy from six nuclear reactors. Additionally, both countries have great potential for building wind power due to windy climates, scarcely populated unutilised land, and vast coastlines. Also, since most of the existing (Norwegian) hydropower is actually flexible with water potentially stored in reservoirs for later use (comparable to a large scale battery), the region can accommodate more intermittent wind power than most other regions.

The split of production between countries and production sources for 2020 is illustrated in the following figure, based on monthly data from the respective national statistics bureaus. If seen also in relation with the next subsection on demand, one sees a substantial net export of power from the two countries amounting to more than 45 TWh, or 15% of supply, in 2020.

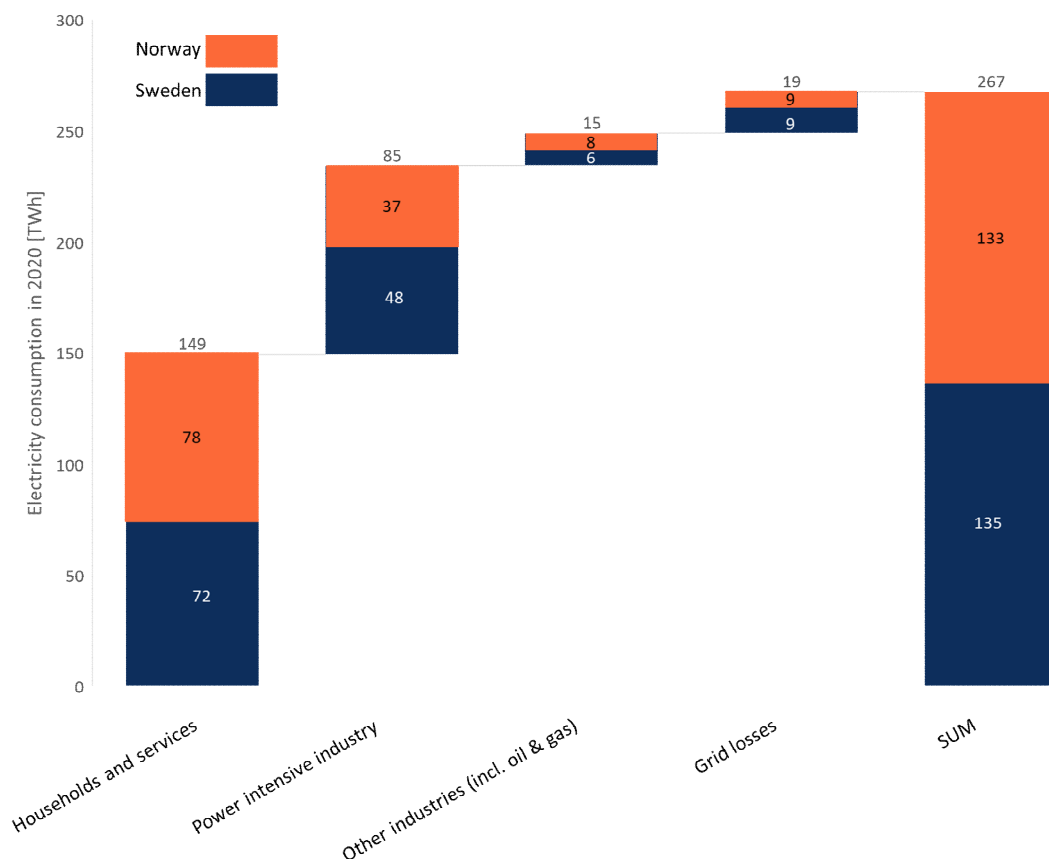


Source: Figure based on data from Statistics Norway (SSB); table 12824, and Statistics Sweden (SCB); Eltillförsel i Sverige efter produktionsslag. Månad 2020M01 - 2020M12

¹ <https://ourworldindata.org/grapher/hydro-electricity-per-capita?tab=table> (accessed 29 May 2021)

7.3.2 Demand

Due to the current and historical abundant supply of relatively cheap electricity both countries of Norway and Sweden sees high consumption numbers compared to their population.¹ The countries have a cold climate with a large share of electric heating that adds substantial consumption during winter months. Also both countries have a large share of power intensive industry. As can be seen in the following figure households and services actually accounts for more than half of the total electricity consumption in the two countries. Norwegian electricity consumption in 2020 was almost as high as in Sweden, despite the country have just more than half the population. Most analysts and governmental agencies expect a high growth in electricity demand going forward, driven by electrification of processes now run on fossil fuels, typically industries and transports, as well as by new industry establishments such as data centres, hydrogen and battery factories.^{2,3,4}



Source: Figure based on data from Statistics Norway (SSB); table 12824, and Statistics Sweden (SCB); Elanvändning, GWh efter användningsområde och månad 2020M01 - 2020M12

7.3.3 Interconnection, imports and exports

The Nordic transmission system is part of the transmission network in north-western Europe, which connects the Nordic region to one large synchronous power system (excl. western Denmark). Currently Norway and Sweden have direct connections towards Denmark, Finland, Netherlands, Poland,

¹ <https://ourworldindata.org/grapher/per-capita-electricity-consumption?tab=table> (accessed 14 June 2021)

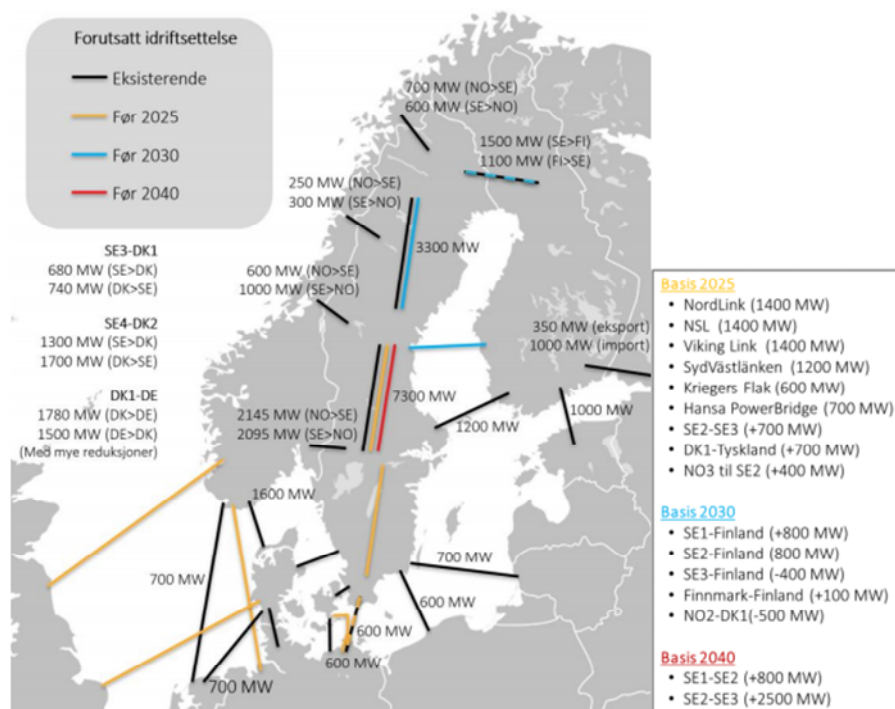
² NHO, LO, Industri Energi, Energi Norge and more:

<https://www.nho.no/contentassets/67d09fd17be24b91be4c05147e8d4d20/rapport-felles-energi--og-industripolitisk-plattform-.pdf> (accessed 14 June 2021)

³ <https://www.nve.no/energiforsyning/kraftmarkedsdata-og-analyser/langsiktig-kraftmarkedsanalyse/> (accessed 14 June 2021)

⁴ <https://www.statnett.no/globalassets/for-aktorer-i-kraftsystemet/planer-og-analyser/2020-langsiktig-markedsanalyse-norden-og-europa-2020-50.pdf> (accessed 14 June 2021)

Lithuania, and Germany. The latest interconnection with Germany, the 1400 MW NordLink from Norway, was just officially opened on 27 May 2021 after having been in trial operation since December 2020. Completion of a similar project, the 1400 MW North Sea Link interconnector to UK, is expected towards the end of 2021.

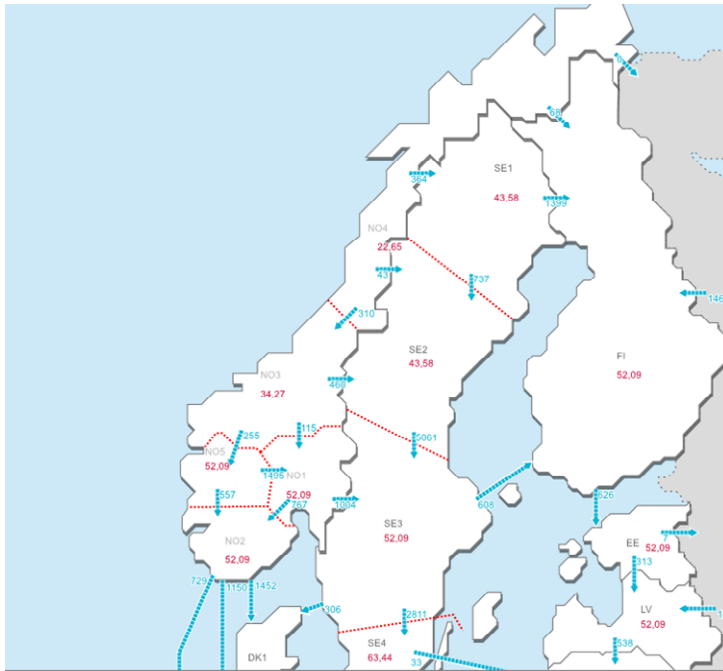


Source: [Statnett 2020](#), prior to completion of NordLink (accessed 14 June 2021)

International interconnection, similarly to connections within country, increase the social welfare through improving both security of supply as well as competition. If one single country were to rely solely on their own wind and solar power production, they would need more than 100% backup capacity for windless nights or during winter time when the sun does not shine. Through being interconnected with other countries, other production mixes and other weather patterns, the total system need for backup capacity decreases dramatically. For the Nordic countries this implies that our hydropower works as a large-scale battery towards continental Europe, storing water (by covering demand through import of electricity) when power prices are low and exporting power when the continent produces less energy as a result of shortage of wind and sun.

ENTSO-E, the European Network of Transmission System Operators, was established in 2008 in order to coordinate closer cooperation across the national transmission systems and thus enable further integration of renewable energy sources into the power system, which is central to meeting the European Union's energy policy objectives of affordability, sustainability and security of supply.

Also within Norway and Sweden the TSOs have established price zones in order to achieve more socioeconomic pricing incentives. Typically this implies power flow from lower priced northern price zones often limited by transmission bottlenecks towards the higher priced southern areas where most of the demand is.



Source: www.statnett.no (accessed 29 May 2021)

7.4 Competitive landscape

When investigating the competitive landscape of Cloudberry one has to separate between the competition in owning power production assets versus in development of new production assets. Note also that there is a fragmentation of players across the Norwegian-Swedish border as well as in terms of technology, hydro versus wind, so in the Company's view there are no direct competitors with the exact same focus areas as Cloudberry.

7.4.1 Competition within owning and operating power plants

The competitive landscape within upstream electricity production is characterized by the fact that most of the producing assets were built prior to the market deregulation. As such the ownership of existing supply is still dominated by publicly owned companies, led on by the state-owned giants of Norwegian Statkraft and Swedish Vattenfall, followed by regional integrated utilities. This is especially true for the large-scale hydropower, where 92% of all Norwegian hydropower above 10 MW is publicly owned. Looking to the more recently built wind power or small-scale hydro, where ownership is not affected by neither legacy nor regulation, the picture is more nuanced. For instance, in Norway two thirds of the wind power is held by private players, whereas just below half of the small-scale hydropower is private.¹

Among these privately owned assets the last decade has seen consolidation, from local land owners and farmers, towards more professional players that run or outsource operations at scale. Typically, these players are owned by international institutional investors, like for instance Aquila Capital behind Småkraft AS or BKW and Credit Suisse owning Fosen Vind alongside Statkraft.

Recently there has also been quite some interest from oil- and gas-based energy companies. Especially within offshore wind these type of new entrants will likely give existing traditional utilities tough competition, but it is also noted interest and actual transactions onshore with for instance Lundin Energy

¹ <https://www.nve.no/energiforsyning/kraftmarkedsdata-og-analyser/eierskap-i-norsk-vann-og-vindkraft/?ref=mainmenu> (accessed 14 June 2021)

having bought half of Leikanger kraftverk and Hitecvision trying to buy a minority of Haugaland Kraft.^{1,2}

All else alike these new entrants will add an upwards price pressure to the valuation of producing assets.

On the other hand, these valuations are the revenue baseline for the development segment.

7.4.2 Competition within project development

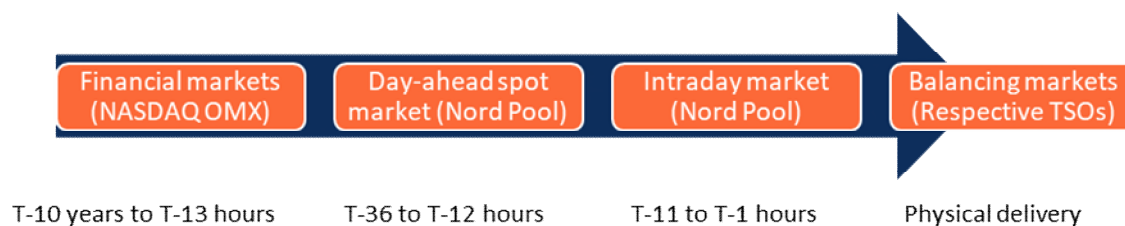
Historically the regional or state-owned utilities has tended to develop projects in close vicinity to their existing assets, with examples being Finnmark Kraft and TrønderEnergi AS developing and building wind power in the north and middle of Norway respectively. Utility owned Zephyr AS is an exception working projects in all but their owners' region of South-Eastern Norway. Most of the larger Norwegian utilities have been hesitant to develop or invest in wind power, due likely to owner preferences and capital restrictions. The largest owner of Norwegian wind power, Statkraft, said back in March of 2019 that they will stop development of onshore wind in Norway after having completed their at that time permitted projects.³

Within onshore wind development there are as such most private players, that to a higher extent work unrelated to where their headquarters are located. OX2 AB, Arise AB, Eolus Vind AB, Rabbalshede Kraft AB, Norsk Vind Energi AS are all examples of privately owned wind developers that span several counties and even countries with their onshore wind portfolio. Also within development there are some traditional oil and gas players coming along to get a hold a projects already in early phase, however Cloudberry believes it is most likely that they will develop such projects in collaboration with local partners, such as Cloudberry.⁴

7.5 Nordic power prices

7.5.1 Price formation and fundamental drivers

When talking about power prices in the Nordics people are usually referring to the day-ahead spot prices as calculated by the auction-based power exchange of Nord Pool. However the wholesale market for Nordic electricity consists of several layers with different and to some extent also competing marketplaces.



Looking chronologically through the electricity's path towards actual physical delivery, the first decision for a participant would be related to risk management and the uncertainties of future power price levels. Either through the use of a bilateral power purchase agreement, or through utilising the central clearing service of Nasdaq Commodities, can and will buy/sell financial products to limit the financial consequences of future spot prices. In order to forecast future power prices, market participants and analysts typically analyse the following market drivers:

¹ <https://energiteknikk.net/2019/10/lundin-kjoper-vannkraftverk/> (accessed 14 June 2021)

² <https://e24.no/det-groenne-skiftet/i/8654yd/hitecvision-kjoepet-andel-i-haugaland-kraft> (accessed 14 June 2021)

³ <https://www.dn.no/energi/statkraft-dropper-vindkraft-i-norge/2-1-574784> (accessed 14 June 2021)

⁴ <https://www.lundin-energy.com/operations/renewables-projects/> (accessed 14 June 2021)

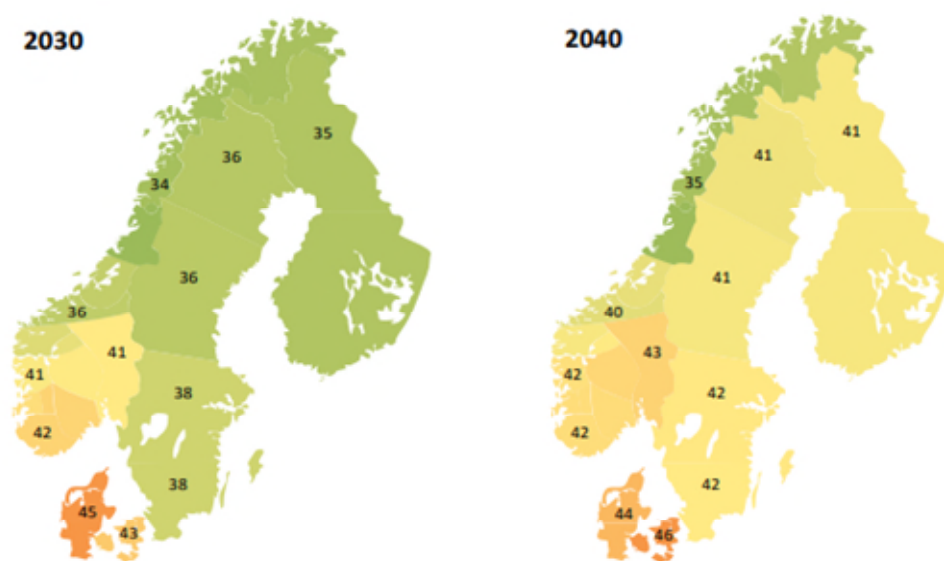
- **Fuel and CO2 prices** – The most expensive producer needed in the common European market would almost always be a coal- or gas-fired power plant. The marginal cost tends to be the fuel cost of natural gas or coal, combined with the cost of accompanying CO2 emissions. This is implicitly also the assumed price levels of continental Europe.
- **Supply and demand balance** – Weather forecast for temperature (directly affects heating demand), precipitation and wind, hydrological balance (water in the reservoirs, snow in the mountains), current supply and demand availability (outages in nuclear power plants, large smelters, etc)
- **Cross-border trading capacities** – Current and coming availability on interconnections to higher or lower priced regions

Typically, the power price in the short-term is volatile and will be affected by short term changes in weather and availabilities. The longer view on power prices is more stable and dependent on long term view on fuel / CO2 prices, interconnection buildouts, and also the long-term marginal costs of building new renewable production and accompanying storage solutions.

Even though long-term power price forecasts have been stable during 2020, the short-term prices have fluctuated significantly. Massive snowfall/melting, interconnectors under construction and under repair combined with the covid-19 pandemic resulted in low prices in the summer/fall of 2020, but rose to around EUR 40 per MWh at year-end 2020.

7.5.2 Price expectations

In October 2020, NVE published its long-term power analysis report. A summary of the expected forward prices is presented in the figure below (presented in EUR/MWh)¹.



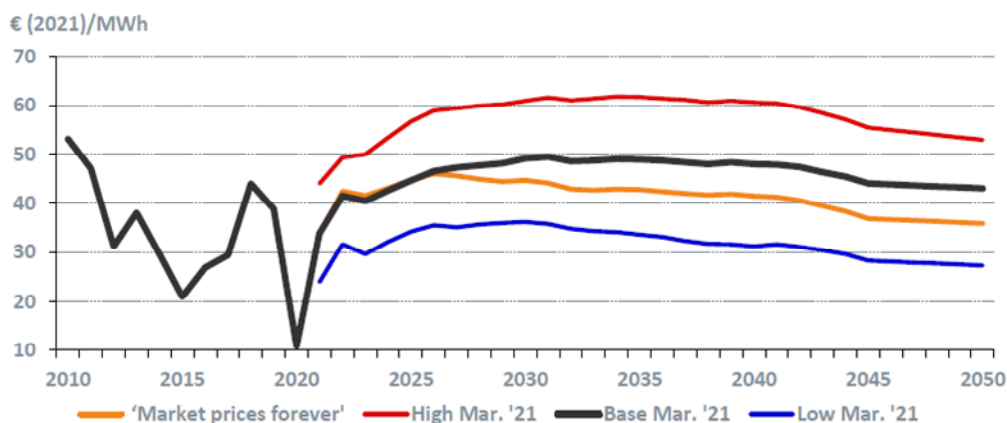
FIGUR 6-5 KRAFTPRISUTVIKLING I DE NORDISKE PRISOMRÅDENE I 2030 OG 2040

The figure below shows Value's (formerly named Wattsight) analysis and price projections for Nordic power prices 2021 – 2050²:

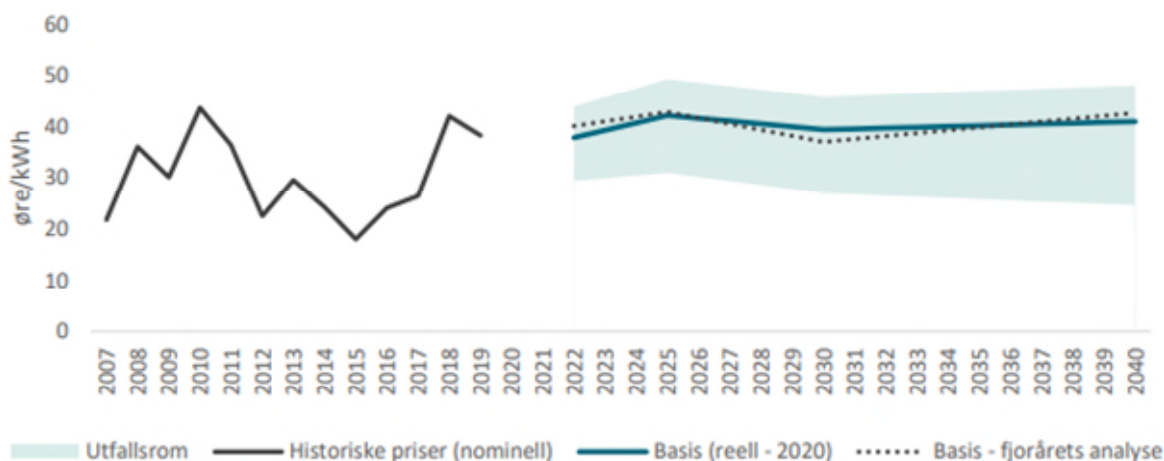
¹ https://publikasjoner.nve.no/rapport/2020/rapport2020_37.pdf (page 26) (accessed 6 May 2021)

² Value Insight, March 2021 report. Long Term Price Forecast in the Nordic Countries (2021 – 2050).

Figure 2.2: Forecasted Nordic spot price of base load power, in real 2021 euros



Both NVE and Cloudberry believe that the interconnectors from the Nordics to Europe will result in lower price differences to the continent/UK in the future. According to NVE's 2020 long term power report, real power prices in the Nordics are expected to remain more or less unchanged during the next 20 years.¹

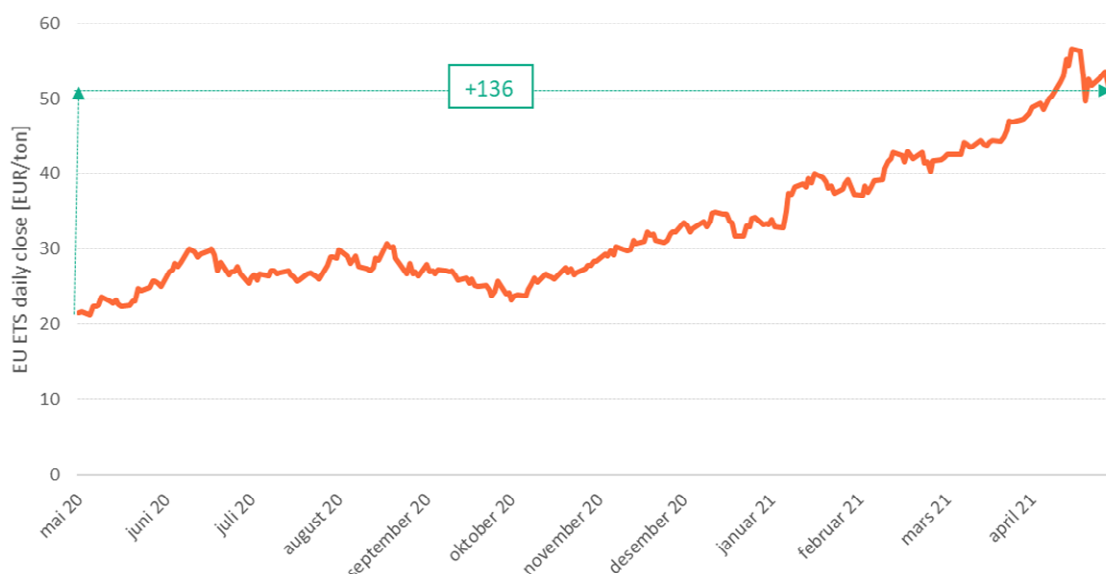


Both NVE's report and Value's reports have very similar conclusions. NVE projects long-term real power prices around EUR 40 per MWh while Value's projections are closer to EUR 45 per MWh.

Since the above-mentioned analyses were made, the EU ETS price for CO₂ emissions has increased quite substantially. According to THEMA, an increase of 1 EUR/ton in the ETS price translates to an increase between 0.3 and 0.4 EUR/MWh on the Nordic power price². Over the last 12 months the ETS price has increased by 136%. In absolute numbers the increase is almost 30 EUR/ton, which according to Cloudberry's calculations could translate to an increase of 10 EUR/MWh on the power prices.

¹ http://publikasjoner.nve.no/rapport/2020/rapport2020_37.pdf (page 2) (accessed 6 May 2021)

² <https://enerwe.no/co2-avgift-klimakvote-strompris/den-hoye-co2-prisen-har-direkte-pavirket-den-nordiske-stromprisen/398805> (accessed 14 June 2021)



Source: <https://ember-climate.org/data/carbon-price-viewer/> (accessed 14 June 2021)

7.6 Other sources of revenue from power production

Sale of Electricity Certificates and Guarantees of Origin are two other revenue sources for producers of renewable energy. In today's market, both revenue sources have minimal value in Cloudberry's financial models and is therefore only discussed briefly below.

7.6.1 *Electricity Certificates*

An Electricity Certificate is an electronic document granted to producers of new renewable electricity for each MWh of electricity they produce. From 1 January 2012 Norway and Sweden have had a common market for Electricity Certificates. Newly built renewable power plants are entitled to Electricity Certificates following certain criteria and approvals. Power plants approved in the scheme will be awarded electricity certificates for up to 15 years. The power plants must be put into operation at the latest by the end of 2021 to be approved in the scheme. Even though electricity certificates have a potentially interesting option value, Cloudberry has put minimal value on certificates in the in-house financial models. For the last 12 months the average price has been around 2 EUR/MWh.

7.6.2 *Guarantees of Origin*

A Guarantee of Origin is an electronic document proving to a final customer that the corresponding 1 MWh of electrical energy was produced from renewable sources. The Renewables Directive 2009/28/EC specifies that all producers of renewable power have a right to receive Guarantees of Origin for their renewable power production. Guarantees of Origins are traded bilaterally through no central or open exchange, and as such it is not a particularly transparent market. As of the date of this Prospectus, information in the market indicates that Guarantees of Origin are sold below 0.5 EUR/MWh.¹ The Group sells some Guarantees of Origin in the market and are also handing over Guarantees of Origin to its balancing service provider as part of the service fee.

¹ <https://www.montelnews.com/en/story/go-prices-will-struggle-to-recover-this-year--analysts-/1184678> (accessed 14 June 2021)

7.6.3 *Balancing markets*

Cloudberry has no particular flexible power producing assets and as such has indirectly more costs than revenue potential in the balancing markets. As per current strategy, Cloudberry utilized third parties for market operation of our assets, which includes both bidding and balancing services.

7.7 *Regulatory framework*

7.7.1 *General*

The Group complies with local and national laws and regulations in the countries in which it operates. Compliance with such laws and regulations is an important aspect of the Group's ability to continue its current operations.

The laws and regulations to which the Group is subject govern, among other things, management of water and wind resources, construction and operation of power plants and transmission and sale of electricity, the protection of the environment and natural resources, and the remediation of environmental contamination. The operations require the Group to obtain and comply with the terms and conditions of public permits and licenses, some of which are difficult and costly to obtain and could be subject to legal challenges.

Environmental standards applicable to the Group are established by the laws and regulations that apply in the countries in which the Group operates, standards adopted by regulatory agencies and the permits and licenses. Violations of these laws, regulations or permits and licenses may result in substantial civil and criminal fines, penalties, and possibly orders to cease the violating operations or to conduct or pay for corrective works. In some instances, violations may also result in the suspension or revocation of permits and licenses.

The risk of substantial environmental costs and liabilities is inherent in industrial operations, including the industries in which the Group is operating.

The EU has for many years taken steps to open the electricity market for competition. Already back in 1996, the 1996 Electricity Market Directive (96/92/EC) was adopted, which set out common rules for the internal market in electricity. This was the first step towards an open, common European electricity market. This directive has been revised several times. In June 2019, a Fourth Energy Package was adopted consisting of one directive (Electricity Directive (2019/944/EU) and three regulations: the Electricity Regulation (2019/943/EU), the Risk-Preparedness Regulation (2019/941/EU) and the Agency for the Cooperation of Energy Regulators (ACER) Regulation (2019/942/EU). The Fourth Energy package introduces new electricity market rules to meet the needs of renewable energies and to attract investments. It provides incentives for consumers and introduces a new limit for power plants to be eligible to receive subsidies as capacity mechanisms. It also makes it a requirement for the Member States to prepare contingency plans for potential electricity crises, and increases the ACER's competences in cross-border regulatory cooperation when there is the risk of national and regional fragmentation.

The Renewable Energy Directive (2009/28/EC) establishes an overall policy for the production and promotion of energy from renewable sources in the EU. It requires the EU to fulfil at least 32% of its total energy needs with renewable energy by 2030.

In December 2018, the recast Renewable Energy Directive 2018/2001/EU entered into force, as part of the Clean energy for all Europeans package, aimed at keeping the EU a global leader in renewables and, more broadly, helping the EU to meet its emissions reduction commitments under the Paris Agreement.

The recast directive moves the legal framework to 2030 and sets a new binding renewable energy target for the EU for 2030 of at least 32%, with a clause for a possible upwards revision by 2023, and comprises measures for the different sectors to make it happen.

The recast Renewable Energy Directive 2018/2001/EU also extends the Guarantee of Origin Scheme until 2030. Further, acknowledging that permitting processes can be an obstacle to renewable energy projects in general, and of wind power in particular, the EU has addressed this issue in the revised Renewable Energy Directive (2018/2001/EU), which includes provisions that aim to simplify permitting processes.

7.7.2 *Overview of legal framework for key activities in Norway*

Production, conversion and transmission of energy in Norway is subject to the Norwegian Energy Act of 29 June 1990 no. 50, which provides a framework for competition in production transferring and trading of electricity. The act provides key regulations for the marketplaces of electrical energy, responsibility for system operation, energy planning and electricity supply quality. Further, the act prescribes a compulsory license for the construction of wind farms and hydroelectrical power plants exceeding a certain size and capacity. The Norwegian Energy Act also requires that a trading license must be obtained before a power plant can deliver electricity to the grid.

To construct, own and operate a wind farm in Norway, a facility license under the Norwegian Energy Act is required. In addition, the wind farm must comply with the local municipal zoning regulations, which is normally achieved by obtaining a dispensation from the zoning plan in question. Prior to construction, a detail plan and an environmental, transport and construction plan must be approved by the NVE. Ultimately, permits must be obtained for any additional measures outside of the planning area (as described in the facility license).

On 19 June 2020, the Ministry of Petroleum and Energy announced a continued policy to facilitate for profitable wind farm projects in the future. The continuation entails that changes will be made to the facility license process to ensure better processing. These changes will likely include stricter documentation demands and more local involvement. The NVE has also suggested that processing is to be handled regionally, which may delay potential projects in certain regions.

Norwegian wind farms have until now only been subject to ordinary taxation. However, on 11 May 2021 the Norwegian government announced that it is planning on implementing a production fee on power from wind farms starting from 2022. Further details regarding the proposed new tax is expected to be disclosed in the state budget for 2022. The implementation of a production fee on wind power currently has a broad political support.

The implementation of a production fee on wind power currently has a broad political support.

In order to make use of water for energy production, the developer must have the ownership rights to the waterfall. With the exception of small-scale power projects, a non-state developer is required to obtain a license under the Norwegian Waterfall Rights Act of 14 December 1917 no. 16 (Nw.: *vannfallsrettighetsloven*) to acquire such rights. The Group's hydro power plants are all small-scale projects below the threshold for a license under the Waterfall Rights Act.

Energy projects of small scale may be subject to the Water Resources Act, under which a license containing conditions to ensure compensation for damage or to mitigate damage may be issued.

Furthermore, the regulation of river systems will be subject to the Watercourse Regulation Act as of 14 December 1917 no. 17. In order to regulate flow in a river or transfer water between river systems for utilization in power generation above a certain threshold, a license under the Watercourse Regulation Act is required.

The EU Water Framework Directive (2000/60/EC) has been implemented in Norwegian law through the Water Management Regulations, which were adopted under the Planning and Building Act of 27 June 2008 no. 71, the Water Resources Act of 24 November 2000 no. 82 and the Pollution Control Act of 13 March 1981 no. 6. The regulations stipulate provisions on river basin management plans, whose objective is to safeguard the ecological status of coastal waters, rivers and lakes.

Various other acts do also provide relevant legislation for the management of water and wind resources in Norway, such as the Expropriation Act of 23 October 1959 no. 3, the Cultural Heritage Act as of 9 June 1978 no. 50, the Competition Act of 5 March 2004 no. 12, the Consumer Purchases Act of 26 June 2002 no. 34 and the Public Administration Act as of 10 February 1967.

7.7.3 *Overview of legal framework for key activities in Sweden*

With regard to the legal framework for the operations in Sweden, the permitting process for wind farms is regulated by the Swedish Environmental Code, which stipulates different procedures depending on whether the wind farm is classified as mid-sized or large. Further, in case of infringement of a protected area under the Environmental Code, a permit must be obtained. If the wind farm is built on or close to an ancient monument, the developer is also required to have a permit in accordance with the Swedish Cultural Heritage Act.

Land rights for wind farms are normally obtained through leasehold or freehold (ownership). The rights of passage and wiring on another property can be secured by registering an easement on the property over which it passes. In case the landowner cannot agree on the right of passage, an administrative procedure may grant such rights.

7.7.4 *Political risks associated with Guarantee of Origin schemes could adversely affect the Group's business and income*

In accordance with EU legislation, power plants in the EEA may get approved for Guarantees of Origin for five years at a time. Energy suppliers may buy such Guarantees of Origin from the power producer in order to guarantee its customers that the delivered energy is produced from renewable sources.

The relevance of the latest revision of the current European Renewable Energy Directive is currently being assessed by the EEA/EFTA. The revision seems to extend the Guarantee of Origin scheme, although no decision has been made. The future of the scheme is thus subject to political risk, which in turn may affect the Group's business, income and financial condition.

8. THE BUSINESS OF THE GROUP

8.1 Introduction

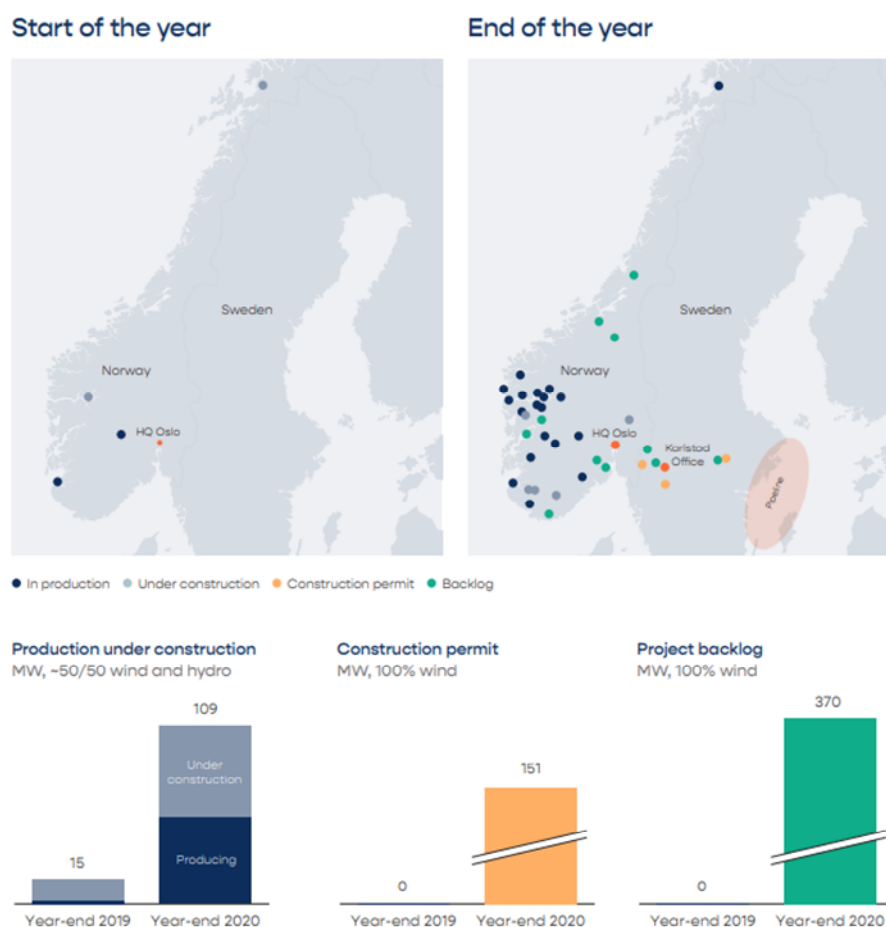
Unless otherwise stated, this Section provides an overview of the Group's business as of the date of this Prospectus. The following discussion contains forward-looking statements that reflect the Company's plans and estimates (please refer to Section 4.4 (Cautionary note regarding forward-looking statements) above regarding forward-looking statements) and should be read in conjunction with other parts of this Prospectus, in particular Section 2 (Risk factors).

The Company was established in November 2017 and is the parent company of the Group. The Group owns and develops Nordic renewable energy assets. The Company currently has two direct subsidiaries to reflect its business segments, Cloudberry Production AS ("**CB Production**") and Cloudberry Develop AS ("**CB Develop**"). A group chart with a full overview of the Company's subsidiaries are set out in Section 15.2 (Legal structure).

CB Production acquires and holds the producing hydro and power assets through special purpose vehicles with the help of externally sourced operating partners.

CB Develop develops hydro and wind power assets with the help of externally sourced construction partners. CB Develop holds, through a number of subsidiaries, a stake in a significant development portfolio with renewable assets both in Sweden and Norway. Post development, certain assets are kept by the Group through an intra-group transfer to CB Production while others are sold to third parties.

The Group has grown significantly during 2020 and 2021. The illustration below provides an overview over the portfolio development from 1 January 2020 until 31 December 2020:



























The Company has offices in Oslo, Norway (headquarter) and Karlstad, Sweden. As of 31 March 2021, the Group had a total of 12 employees, 7 in Oslo and 5 in Karlstad.

8.2 Overview of the Group's operations and activities

At the date of this Prospectus, Cloudberry's portfolio of power producing assets and secured assets under construction consists of 22 hydropower and 2 wind power assets, with a total capacity of 109 MW (32 MW in production, 12 MW in test production and the remaining 65 MW under construction). The 22 hydropower assets are Finnesetbekken (1 hydro asset), Forte (14 hydro assets), Selvelva (1 hydro asset), Bjørgelva (1 hydro asset), Åmotsfoss (1 hydro asset), Ramsliåna (1 hydro asset) and Skåråna (2 hydro assets). The 2 wind power assets are Røyrmýra (1 wind asset) and Odal (1 wind asset).

In addition, the Group holds three projects with construction permits of 101 MW, assuming 20 MW (20% ownership) in the Vänern Project, 21 MW in the Hån project and 60 MW in the Duvhällen project and a significant backlog of exclusive projects under development (380 MW). Below is an overview of the Group's power producing assets, secured assets under construction and projects with construction permits. For an explanation of the measurement of "production estimate", please see Section 4.3.3 (Non-IFRS financial measures).

	Project	Status	Type	Location	Production start	Aquired	Production estimate
	Finnesetbekken power plant	●		Nesbyen, Norway	2011	June 2019	1 MW 3 GWh
	Røyrmýra windfarm	●		Hå, Norway	2016	August 2019	2 MW 8 GWh
	Forte Vannkraft portfolio	●		Norway	All in production	June 2020	24 MW 85 GWh ¹⁾
	Selselva power plant ²⁾	●		Sunnfjord, Norway	2016	December 2020	5 MW 20 GWh
	Bjørgelva power plant	●		Sørreisa, Norway	Q4 2020	June 2019	3 MW 7 GWh
	Nessakraft	●		Balestrand, Norway	Q4 2020	June 2019	9 MW 34 GWh

	Project	Status	Type	Location	Production start	Aquired	Production estimate
	Åmotsfoss	●		Nissedal, Norway	Q3 2021	September 2020	5 MW 23 GWh
	Hydro portfolio (3 plants) ²⁾	●		Norway	H2 2021	Dec 2020/ Q1 2021	6 MW 20 GWh
	Odal windfarm	●		Innlandet, Norway	H1 2022	December 2020	54 MW 178 GWh ³⁾
	Hän windfarm	●		Ärjälg, Sweden	2022	Inhouse	21 MW 74 GWh
	Duvhällen windfarm	●		Eskilstuna, Sweden	2023	Inhouse	60 MW 165 GWh
	Project Vänern	●		Karlstad, Sweden	2023	September 2020	20 MW 70 GWh

STATUS ● In production ● Under construction ● Construction permit

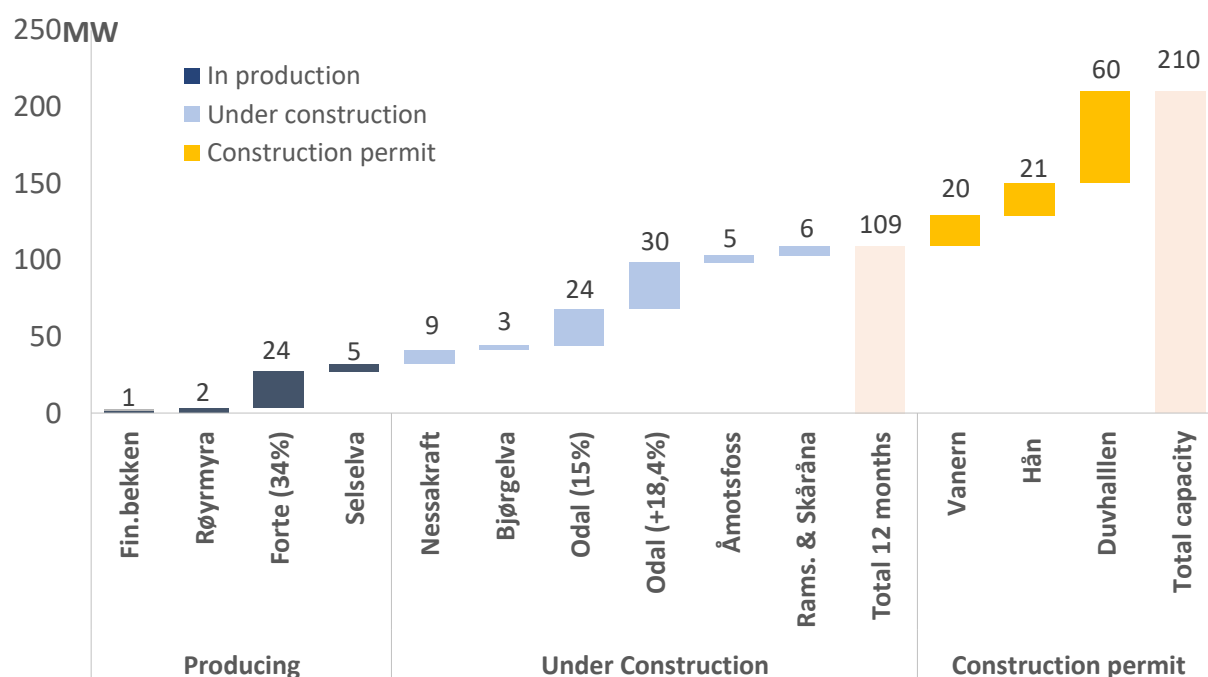
1) 250 GWh gross (Cloudberry ownership of 34%)

2) Acquisition processes announced in December 2020. Acquisition of Selselva and Skåråna has closed, while Ramsliåna is expected to close in H2 2021

3) Figure assuming 33.4% ownership (15% owned today, but plan to utilise option to own 33.4% during H1-2021)

The Group has entered into an agreement to divest 80% of the interest in Project Vänern, which has received a permit to build 20 wind turbines with a total installed capacity of 100 MW (Cloudberry's net production capacity consequently amounts to 20 MW). The agreement is subject to a number of conditions, including that the final investment decision is agreed. The hydro portfolio (3 plants) in the figure above is Ramsliåna (1 plant) and Skåråna (2 plants).

The graph below illustrates the production capacity of the Group's assets.



The “Odal (+18.4%)” is an option to increase the Group’s ownership in Odal Vind AS, which can be exercised until 30 June 2021.

The table below sets out further details related to the Group’s power producing assets, including remaining years under the concessions and the remaining years of the lease agreements with the landowners.

Project	Owner-ship	Effect (MW)	Est. prod. (GWh)	Concession (remaining years)	Land lease (remaining years)	Signed SPA	Financial Close	Revenue generating	Part of Cloudberry's balance sheet	Status
Finnesetbekken	100 %	1	3	> 100	41	2019	Completed	2020	Plant & eq.	Producing
Røyrmýra	100 %	2	8	20	46	2019	Completed	2020	Plant & eq.	Producing
Forte (14 plants)	34 %	24	85	> 100	50*	2020	Completed	H2 2020	Equity method	Producing
Selselva	100 %	5	20	> 100	60	2020	Completed	H1 2021	From 2021	Producing
Nessakraft	100 %	9	34	> 100	50	2019	H2 2021	H2 2021	From 2021	Test production
Bjørnelva	100 %	3	7	> 100	60	2019	H2 2021	H2 2021	From 2021	Test production
Odal Vind	15,0 %	24	79	30	30	2020	Completed	H1 2022	Equity method	Under const.
Odal Vind (option)**	18,4 %	30	97	30	30	2020	H1 2021	H1 2022	From 2021	Under const.
Åmotfoss	100 %	5	23	> 100	> 100	2020	H2 2021	H2 2021	From 2021	Under const.
Skåråna (2 plants)	100 %	4	14	> 100	40	2021	H1 2021	H2 2021	From 2021	Under const.
Ramsliåna	100 %	2	6	> 100	50	2021	H2 2021	H2 2021	From 2021	Under const.
Total 1 (Producing/under constr)		109	376							
Vanern ***	100 %	20	70	> 100	> 100	2021	2021	2023/2024	Inventory	Constr. permit
Hån	100 %	21	74	32	32	In house	In house	2022/2023	Inventory	Constr. permit
Duvhallen	100 %	60	165	27	27	In house	In house	2023/2024	Inventory	Constr. permit
Total 2 (incl. constr. permit)		210	685							

* Remaining years of land lease is a weighted average for the total Forte portfolio

** Cloudberry purchased 15% of Odal Vindpark AS in December 2020. Option, to purchase additional 18,4% (total 33,4%) before end of June.

*** Vanern. Sales and Purchase Agreement signed with Downina LLP to divest 80% during 2021.

Concessions from the NVE are granted without a time limit, and "remaining years" in the table above is related to the remaining years of the lease period in the agreements with the landowners. The majority of the lease agreements with landowners have mechanisms for extension beyond the initial lease period.

8.3 Recent M&A Activities

In the period since 1 January 2020, the Group has been involved in a large number of M&A transactions, as further described below in this Section 8.3.

8.3.1 *Formation of the Cloudberry Group in February 2020*

8.3.1.1 Acquisition of 100% of the shares of CB Production

In February 2020, the Company acquired 100% of the shares of Cloudberry Production AS (formerly known as CB Nordic Renewable & Infrastructure Fund I AS) for a total purchase price of NOK 83.5 million. CB Production was originally established as a renewable energy and infrastructure fund that neither took development or construction risk. At the time of the acquisition, CB Production had purchased two producing power plants (Røyrmýra (wind) and Finnesetbekken (hydro) and agreed to purchase two hydropower plants under construction (Nessakraft and Bjørgelva). The purchase price was settled through issuance of 7.775 million new shares in the Company at a subscription price of NOK 10.7419 per share.

8.3.1.2 Acquisition of 100% of the shares of CB Develop

In February 2020, the Company acquired 100% of the shares of Cloudberry Develop AS (formerly known as Scanergy AS) for a total purchase price of NOK 132.8 million. Cloudberry Develop AS is a developer of a number of wind and hydropower projects in Sweden and Norway. At the time of acquisition, Cloudberry Develop AS' main assets under development were the Hån project and the Duvhällen project, in addition to a significant backlog of potential projects. The purchase price was settled through issuance of 12.368 million new shares in the Company at a subscription price of NOK 10.7419 per share.

8.3.2 *Transactions completed in 2020 after the formation of the Cloudberry Group*

8.3.2.1 Acquisition of 34% of the shares of Forte Energy Norway AS

In June 2020, the Company entered into an agreement to purchase 34% of the shares of Forte Energy Norway AS, which owns a portfolio of 14 producing hydropower plants (including a power purchase agreement) with an expected annual production of 250 GWh. The purchase price amounted to NOK 238 million and was settled with cash payment. The transaction was completed in November 2020. All 14 plants are generating revenue.

8.3.2.2 Acquisition of 100% of the shares of Skogvind AS

In August 2020, Cloudberry Develop AS agreed to acquire 100% of the shares of Skogvind AS, a developer of smaller wind power projects in Norway. All of Skogvind AS' projects are in an early phase and no notification has been sent for any of the projects. The purchase price amounted to NOK 5.4 million and was settled with 118,648 shares in the Company at a price of NOK 12.01 per share.

8.3.2.3 Acquisition of 100% of the shares of Cloudberry Offshore Wind AS

In September 2020, Cloudberry Develop AS acquired 100% of the shares of Cloudberry Offshore Wind AS (formerly known as Scanvind2 AS), which is a developer of the Vänern-project, a nearshore shallow water wind project located at Stenkalles grund in Lake Vänern (the “**Rewind Vänern Project**”). The project has received a permit to build 20 wind turbines with a total installed capacity of 100 MW. The transaction was completed in September 2020. The purchase price amounted to NOK 34.2 million and was settled with NOK 7 million in cash payment and with 2,180,476 shares in the Company at a price of NOK 12.50 per share.

8.3.2.4 Acquisition of 15% of the shares of Odal Vindkraftverk AS (now Odal Vind AS)

In December 2020, Cloudberry Production AS entered into an agreement to acquire up to 33.4% of the shares of Odal Vindkraftverk AS, which is constructing a windfarm in Nord-Odal municipality in Norway. The wind farm has an expected total annual production of 526 GWh. The construction is estimated to be completed by the end of 2021 and expected to generate revenue in H1 2022.

The Group completed the acquisition of 15% of the shares in December 2020 for a purchase price of NOK 103 million. The purchase price of NOK 103 million was settled with cash payment. The Group further has an option to increase its ownership to 33.4%. The option expires 30 June 2021. The Group plans to exercise the option, but will assess this against the status of and the risk in the project and other investment opportunities at the time the option expires. Consequently, the final decision will not be made until around 30 June 2021.

8.3.3 *Transactions completed in 2021*

8.3.3.1 Acquisition of 100% of the shares of Selselva Kraft AS

In December 2020, Cloudberry Production AS entered into an agreement to acquire 100% of the shares of Selselva Kraft AS, which owns a power producing hydropower plant with expected annual production of 20 GWh. The transaction was completed in January 2021. The plant is generating revenue. The purchase price amounted to NOK 65 million and was settled with cash payment.

8.3.3.2 Acquisition of 100% of the shares of Skåråna Kraft AS

In December 2020, Cloudberry Production AS entered into an agreement to acquire 100% of the shares of Skåråna Kraft AS, which is the owner of two hydropower plants under construction. The power plants are expected to generate revenue in the end of H2 2021. The transaction was completed in February 2021. The purchase price has been estimated to NOK 23.7 million and will be subject to adjustments in case of cost overruns related to the construction projects. The purchase price was settled with payment of NOK 17.7 million at closing. The remaining NOK 6 million has been held back as security for the price adjustment mechanism and will become payable after the final purchase price has been calculated following the commissioning.

8.3.4 *Transaction agreed, but not completed at the time of this Prospectus*

8.3.4.1 Sale of 80% of the interest in the Rewind Vänern Project

In January 2021, the Group entered into an agreement to sell 80% of the interest in the Rewind Vänern Project to funds managed by Downing LLP. The transaction is subject to a number of conditions, *inter alia* that the parties agree to make the final investment decision for the project during H2 2021. If the conditions for completion of the transaction is not met, the Group must consider other alternatives to realize the project. Such alternatives are *inter alia* to develop the project in-house, sell the entire project to another third party or find a new co-owner.

If the transaction is completed, Cloudberry expects to collect about 1/3 of the revenue from the project sale in H2 2021 and the remaining 2/3 when the project is completed in 2023.

8.3.4.2 Acquisition of 100% of the shares of Åmotsfoss Kraft AS

In September 2020, Cloudberry Production AS agreed to acquire 100% of the shares of Åmotsfoss Kraft AS, a company owning a hydropower plant under construction with expected 22.5 GWh of annual production. The transaction is subject to completion of the plant. The plant is expected to generate revenue in H2 2021. The purchase price has been estimated to NOK 80 million and will be settled with cash payment.

8.3.4.3 Acquisition of 100% of the shares of Ramsliåna Kraftverk AS

In March 2021, the Group entered into an agreement to acquire 100% of the shares in Ramsliåna Kraftverk AS, which is in the process of constructing a hydropower plant in Flekkefjord, Norway with an expected annual production of 6 GWh. Closing of the transaction is expected post-test production at the end of 2021. The plant is expected to generate revenue in the end of H2 2021. The purchase price is estimated to be NOK 15.5 million and will be settled with cash payment.

8.4 Cloudberry Production AS, operation and activities

8.4.1 Overview

CB Production is focused on owning renewable energy projects in the Nordics with long-term cash flows expectations. The Group has long experience from managing power plants and technical suppliers. CB Production has focused on building a scalable platform with relatively low overhead costs and outsources construction, operations and maintenance of its power plants.

Construction, operation and maintenance are outsourced to selected experienced local utility partners and turbine manufacturers, securing access to well proven technological solutions, local presence and sharing in their economies of scale. CB Production's hydro plants are currently constructed and operated by Captiva Asset Management and Tinfos. Both contracts will expire when the construction of the hydro plants are completed in H2 2021. Cloudberry expects to renew the operational contracts during H2 2021. Outsourced operational tasks include *inter alia* continuous monitoring, 24h emergency central and local monitoring/servicing, planned servicing and optimisation of daily production (including daily weather monitoring). CB Production prefer risk-sharing contracts to ensure that the interests of the operating partner are aligned with those of CB Production.

Due to technological development, most of the plants are equipped with sensors and surveillance systems in order to minimize operations and maintenance costs. Operations and maintenance costs typically account for approximately 8% of revenue, property tax normally 0.7% of book values and other cost (insurance, accounting etc.) approximately 1% of the revenue.

Land lease agreements vary between the hydro projects and are specified in the table under Section 8.2 (Overview of the Group's operations and activities). In some agreements, the land-lease cost is normally 10% of revenue, wherein other contracts there is secured a minimum net equity return of typically 4%-7% before the upside is shared between Cloudberry and the landowner(s).

With regard to construction of new plants, the Group prefers to outsource construction in order to minimize overhead costs, secure high quality expertise and minimize project risk.

The market for construction of hydropower plants in Norway is mature and has developed over the last 100 years. The market for construction of wind power plants is less mature, but has developed significantly over the last decade. CB Production's experience is that high quality expertise is available, pricing is competitive, and benchmarking is relatively manageable. A majority of Cloudberry's hydro plants are new and currently under construction.

A power plant's revenue is sourced through the sale of power, Electricity Certificates and Guarantees of Origin. Revenue equals volume produced multiplied by the price of power, Electricity Certificates and Guarantees of Origin. All electricity produced is sold.

Water volumes in the rivers over time and high consistent wind speeds are important input factors for volume produced, while the power price is the most sensitive price input (please refer to Section 7.3 (Supply and demand for Nordic electricity) for information regarding expected long term power prices in the Nordics). CB Production borrow water and wind resources from landowners, and act as a long-term owner and steward of land, wind and water resources. Access to the land is secured through long-term lease agreements with the landowners.

By year end 2020, CB Production had a production portfolio of 27 MW in operation from Finnesetbekken, Røyrmýra and the proportionate share of Forte Energy Norway AS. Selselva came in production in January 2021. Power production for the year 2020 from Finnesetbekken and Røyrmýra was 4 and 8 GWh respectively and was the only revenue from power production. In addition, the Group's proportionate production from the Forte Energy Norway AS portfolio was 9 GWh during 2020. In total, Cloudberry's production was 21 GWh for 2020. Annual production is expected to increase considerably

in 2021, following acquisitions made in 2020, as well as the completion of several power plants under construction.

8.4.2 Construction projects

CB Production has several power plants under construction, as described under Section 8.2 (Overview of the Group's operations and activities).

The construction projects have progressed according to plan. Although the covid-19 pandemic has resulted in that critical expertise from suppliers to some of the projects in certain periods have been restricted from travelling to Norway, this has not yet resulted in significant delays.

The Odal Vind project applied for and received a 6-month-extension on the deadline to complete the construction phase to safeguard against delays as a result of covid-19. The construction of Odal wind farm is expected to be completed year end 2021. It is further expected that the farm will generate revenue from Q1 2022.

The Nessakraft project and the Bjørgelva project commenced production and were connected to the grid in December 2020. The two hydropower plants are now in the commissioning period and the plan is a handover to Cloudberry in end of June 2021. The assets are expected to generate revenue from end of June 2021.

The Åmotsfoss project is expected to be completed and energized in Q3 2021. Following commissioning, it is expected that the plant will generate revenue from the end of Q3 2021.

Both the Skåråna project (2 plants) and the Ramsliåna project are expected to be completed and generate revenue from H2 2021.

8.4.3 Realized Power prices in 2020

A warmer than normal winter and general business slowdown due to the covid-19 pandemic led to lower power demand in 2020, resulting in lower prices. Higher than normal water reservoir levels also contributed to low electricity prices, particularly during first half of 2020. Low power prices continued in the third quarter, whilst prices increased in the fourth quarter. For the full year, the average system price ended at NOK 120 per MWh¹, the lowest level since 2000. However, as a result of a fixed price, power purchase agreement with Axpo Nordic AS (NOK 330 per MWh) covering about 2/3 of Cloudberry's revenue in 2020, Cloudberry achieved a higher average sale price for the power produced. The fixed price agreement with Axpo Nordic AS will expire 31 December 2021.

8.5 Cloudberry Develop AS, operations and activities

8.5.1 Overview

Cloudberry Develop AS develops hydro and wind power assets from early stage through to obtaining construction permits. Assets developed are then sold, either to Cloudberry Production AS or wholly or partly to third parties.

The construction of the power plants is not done in-house, but outsourced to third parties to minimize overhead costs, secure high quality expertise and minimize project risk.

Cloudberry Develop AS is focused on growing and improving the Nordic backlog of renewable projects. To ensure progress, two new employees were hired at the office in Karlstad in 2021, focusing on project development. Cloudberry Develop AS has a dynamic approach to the project backlog portfolio and

¹ <https://www.nordpoolgroup.com/> (accessed 14 June 2021)

projects will either be developed, sold or discontinued based on the projects' characteristics and prospects for further development.

8.5.2 *On-shore development projects*

Cloudberry Develop AS currently has two main onshore development projects; project Hån and project Duvhällen.

Project Hån is a wholly owned wind farm project located in Årjäng, Sweden, with construction license. Hån is located close to the Marker wind farm, a project that Cloudberry Develop AS developed, constructed and later sold to BKW.

The Hån project, which will be developed in-house, has an estimated annual production of around 74 GWh with an installed capacity of 21 MW. Detailed planning of the project is underway. Due to limited capacity in the Swedish power grid, the project depends on that the power produced is exported to Norway. The Hån project has received an import licence from the Norwegian authorities and a power export licence from the Swedish authorities. The Group are negotiating the civil works and supply contracts related to the project. Civil works are scheduled for H2 2021, construction and installation in 2022 and expected commercial production in H2 2022.

Project Duvhällen is a wholly owned wind farm project located in Eskilstuna, Sweden. The project has received a construction license of 165 GWh/60MW. However, the current power grid capacity permit is limited to 30 MW/82 GWh. The grid owner, Vattenfall, has completed an environmental impact assessment and filed for an increased power grid capacity permit to match the construction permit to Elmarknadsinspektionen. Construction is expected to commence following receipt of increased power grid capacity permit, which is expected during 2022.

In addition, Cloudberry Develop AS has, at the date of this Prospectus, a backlog of projects with a potential of 380 MW.

8.5.3 *Shallow water and offshore*

Cloudberry Develop AS has been involved in offshore wind power since 2010 and has built up significant development expertise.

The Vänern Project is a nearshore shallow water wind project located at Stenkalles grund in Lake Vänern, the largest lake in Sweden. The project has received a permit to build 20 wind turbines with a total installed capacity of 100 MW and has secured power grid capacity. An agreement with Downing LLP was entered into in January 2021 for the sale of 80% of the project and the procurement process is ongoing. The target is a financial investment decision during 2021 and commercial operation in 2023.

Based on the experience and expertise gained from the Vänern Project, Cloudberry intends use the know-how for offshore projects in the Baltic Sea, which have similar water-depths and is expected to use similar technical solutions. CB Develop has long experience from offshore wind development in Sweden and a non-exclusive pipeline of seven projects with a combined potential capacity of about 2,500 MW. Cloudberry is currently prioritizing four shallow-water development projects in the Swedish sector.

8.5.4 *Hydropower*

Cloudberry Develop AS has a portfolio of smaller hydropower projects that NVE has granted a license to build and operate hydropower plants. Construction of the facilities has not started, due to weak profitability or lack of available power grid capacity. An application has been sent for an extended deadline for the start of construction for three projects. The company is considering applying for a change in the licenses or completely new licenses to create better profitability for some of the projects.

8.6 History and important events

The table below shows the key events in the history of the Group:

Date	Event
2017 November	The Company (formerly Cloudberry Capital AS) is incorporated.
2020 February	The Company acquires 100% of the shares of Cloudberry Develop AS (formerly Scanergy AS) and Cloudberry Production AS (formerly CB Nordic Renewable & Infrastructure Fund I AS) and the new group is formed.
2020 March	The Company completes a NOK 158 million private placement.
2020 April	The Company's shares are admitted to trading on Euronext Growth Oslo (formerly Merkur Market).
2020 June	The Group agrees to acquire 34% of the shares of Forte Energy Norway AS (owner of a producing hydropower portfolio).
2020 July	The Company completes a NOK 200 million private placement.
2020 August	The Group agrees to purchase 100% of the shares of Skogvind AS (industrial wind developer).
2020 September	The Group enters into an agreement to acquire 100% of the shares of Åmotsfoss Kraft AS (owner of a hydropower plant under construction).
2020 September	The Group agrees to acquire 100% of the shares of Cloudberry Offshore Wind AS (formerly Scanvind2 AS) (owner of a 100 MW shallow-water project in lake Vänern in Sweden).
2020 December	The Company completes a NOK 500 million private placement.
2020 December	The Group agrees to acquire 100% of the shares of Skåråna Kraft AS (owner of two hydropower plants under construction) and Selselva Kraft AS (owner of producing hydropower plant).
2020 December	The Group agrees to acquire up to 33.4% of the shares in Odal Vindkraft AS (owner of a 163 MW wind farm under construction) and completes the acquisition of the initial 15% of the shares.
2021 January	The Group entered into an agreement to sell 80% of the Rewind Vänern Project to funds managed by Downing LLP.
2021 March	The Group enters into a NOK 700 million credit facility agreement with SpareBank 1 SR Bank ASA (term loan of NOK 400 million and a related revolving credit facility of NOK 300 million).
2021 May	The Company is converted to a public limited liability company.
2021 June	The Company completes a NOK 1,075 million private placement.

8.7 Competitive strengths

Cloudberry is a local developer and owner of renewable projects in the Nordics. The Company considers that the following are the Group's main competitive strengths:

- **Local company with local offices** (head office in Norway and project office in Sweden) gives easier access to projects and stakeholders.
- **Sector knowledge and network.** The management has a long track record in the sector (hydro and wind). The management is often familiar with the advantages and disadvantages of projects and potential targets. This gives the management knowledge and saves time and cost since only projects that are considered valuable to Cloudberry is prioritized. The management and certain members of the board do also have a broad network within the sector and within the region giving local knowledge and access to projects. When developing or purchasing/selling projects several of the stakeholders are local and prefer to do develop and do business with other locals in their native language.
- **Listed Company in Norway.** Cloudberry is one of few listed companies within the renewable sector in Norway. Cloudberry has attracted new projects by having the option to settle certain M&A opportunities with shares.
- **Low overhead and cost focus.** The Group is lean and cost focused. The company outsources non-core activities and are familiar with the local price levels and competence levels when using 3rd parties.
- **Agile.** The Group has shown the ability to be dynamic and turn around quickly. This can be valuable in order to take advantage of short-term opportunities that are considered attractive to the shareholders.
- **Listed platform and access to capital.** The Group has the option to tap into the listed equity market and fund projects or larger transactions in a relative short time.
- **Sustainable focus and reporting.** The Group has established a sustainable platform and will publicly report on its development. An established sustainability and governance platform can be an advantage when dealing with local authorities, project owners and suppliers
- **Debt financing.** The Group has shown the ability to attract both local and global debt at attractive levels.
- **Clean balance sheet.** The Group has a strong equity relatively to debt. This can be an advantage when dealing with stakeholders and suppliers.

8.8 Strategy and objectives

8.8.1 Overview

Cloudberry was founded with the purpose of providing renewable energy for future generations, contributing to a sustainable society for the long term and creating value for stakeholders. Cloudberry owns, develops and operates hydro- and wind power assets in the Nordics. Cloudberry will only develop new renewable energy assets in a way which creates local value. Cloudberry strive to strike the right balance between environmental, social and economic elements to ensure value for all stakeholders.

The Group has an integrated business model with two operating business segments, Develop and Production, enabling a transparent value chain. A sustainable and local approach is key to the Group's strategy, together with a commitment to long-term value creation for all stakeholders.

Develop holds a portfolio of renewable projects in Sweden and Norway and is responsible for developing the projects with external construction partners. CB Production is the owner of the operating assets, with power sold in the spot market (NordPool) and under fixed price power purchase agreements. Cloudberry aims to cultivate the portfolio to ensure a diversification and balance of risk, returns, assets and geographical scope.

Cloudberry consider material financial and ESG related factors in making strategic decisions. Cloudberry aim to build a robust business through a diversified and balanced portfolio and use competitive financing to deliver sustainable, profitable and long-term growth.

8.8.2 *Strategy*

In 2020, Cloudberry built a listed growth platform for renewable projects in the Nordics. The production and development segments have grown significantly, while overhead costs have been kept at a low level with a lean management team. Cloudberry seeks to maintain an optimised capital structure, taking both return and risk levels into consideration. The Company uses its local knowledge and network to grow the development and production segment and is well positioned for taking part in structural opportunities in the rapidly growing Nordic renewable sector.

Valuable growth strategy

The Company believes in being local, focused and agile. The long-term growth strategy rests upon our ability to create value for all stakeholders, use the best possible technology available, bring down costs, and enhance sustainable operations.

- Organic growth through greenfield development of hydropower plants and wind farms
- Continuously grow and mature backlog and pipeline continuously
- Utilize modern technology to drive production and cost efficiency
- Identify and pursue inorganic growth opportunities through mergers and acquisitions
- Maintain scalable platform for growth

Financing strategy

Several long-term alternatives available for financing, depending on project size, transaction type and counterparty, including:

- Existing cash and cash flow generation
- Attractive and flexible bank financing
- Direct lending financing
- Green bond financing
- Farm down and carry arrangements
- Share consideration
- New Equity

8.8.3 *Sustainability at the core*

Cloudberry's purpose is to provide renewable energy for future generations from hydro and wind power in the Nordics, thereby contributing to a sustainable society in the long term, at the same time as creating value for Cloudberry's stakeholders and shareholders. The development of new renewable production and capacity contributes to the transition to green energy, European and national climate targets, and the UN Sustainable Development Goals. Sustainability is directly linked to Cloudberry's long-term success.

In addition to having a sustainable business model, Cloudberry is also conscious of the need to conduct its business operations in a sustainable way. Considerable efforts have been made to identify the aspects of Cloudberry's value chain that are material to the Group's stakeholders and the business.

Environment and Climate:

In 2020, Cloudberry contributed to the reduction of greenhouse gas emissions by producing 21 GWh of renewable energy. In the Company's view, Cloudberry's operations have consequently had a positive impact on the climate.

In 2020, the Group started measuring its greenhouse gas emissions and established a climate reporting system to monitor its direct and indirect carbon emissions, following the guidelines in the Greenhouse Gas Control Protocol (GHG). The total greenhouse gas emissions from Cloudberry in 2020, including scope 1, 2 and 3, were estimated to be 187 tonnes of CO₂ with the main emission source being the concrete from the construction of the two hydropower plants Bjørgelva and Nessakraft. Cloudberry has compensated for its 2020 direct and indirect emissions by purchasing carbon credits from the VCS project 1764 Thor Heyerdahl Climate Park. In 2020, Cloudberry assessed its climate related financial risks and opportunities in line with the recommendations of the Task Force on Climate-Related Financial Disclosure (TCFD).

Cloudberry's activities impact both land areas and river systems. For wind farms, our environmental impact is first and foremost through their visibility in the landscape, and noise and shadows, whilst hydropower plants impact the water flow, fish and sediment load. The development of wind and hydropower plants utilize land particularly in the construction phase. Cloudberry will strive to reduce the environmental impact of its business and expect to determine KPIs to assess this in 2021.

The considerable work done with the materiality analysis, measurements of greenhouse gas emissions and the assessment of financial climate risks and opportunities, will provide a solid basis for the Group in the further development of the Group's sustainable business strategy, determination of KPIs and related governance and management structures.

Governance:

In 2021, Cloudberry has implemented a new code of conduct. The code describes the Company's fundamental principles of business ethics and its purpose. It confirms Cloudberry's commitment to sustainability and specifies the ethical requirements for everybody who works for and on behalf of Cloudberry, including employees, Board Members, suppliers and business partners. Amongst others, it sets out Cloudberry's main principles regarding issues such as business ethics, legal compliance, insider trading, anti-corruption and bribery, human and labour rights, non-discrimination, environment, health and safety, and other relevant issues related to the Company's operations.

Responsible supplier management has been identified as an important topic for Cloudberry in the future and the Group will further develop its responsible supply chain approach, including an assessment of risks that Cloudberry may pose to labour and human rights.

8.9 Business processes and objectives – Cloudberry's approach

The development and production of wind and hydropower is highly regulated both in Norway and Sweden, with stringent environmental regulations. Cloudberry maintains a continuous dialogue with authorities and local stakeholders. We aim to minimize the environmental footprint from projects and to maximize the local value creation. Below is a description of the process of gaining permits for new wind and hydro projects, and how we assess sustainability within each stage of the process.

8.9.1 *The identifying stage (Pipeline)*

In this stage, the opportunities in an area for a windfarm or a hydropower plant are explored and involves assessing the power grid capacity. Cloudberry aims to seek locations where impact on nature already have been made in order to limit the size of the area impacted.

When a suitable location has been identified, an evaluation of the landowners' interests in having a producing power plant on their ground, and an assessment of the local political view towards such an establishment is made. In Sweden, municipal plans for wind power are already publicly available. In Norway, this must be researched on a case-by-case basis.

Cloudberry seeks to minimize the visual impact and aims to build larger, but fewer, windmills to reduce land use and noise level on the ground whilst seeking to balance the size of the shade area and potential ice throw during cold weather. Wind farms and surrounding infrastructure may also impact the conditions of rare plants, animals and birdlife and may change their conditions.

Further studies relating to the environment, nature and wildlife are carried out to identify potential negative consequences of the project. The next step is negotiating and entering into agreements with the landowners and other third parties.

8.9.2 *The development stage (Backlog)*

In the development stage, the formal notification with a description of the project is submitted to the authorities. Public meetings are held to inform stakeholders of the project. In Norway, NVE handles both wind power and hydropower applications, whilst in Sweden, they are handled by the County Administrative Board (onshore wind power) and the Land and Environmental Court (hydropower and offshore wind power).

Necessary environmental impact assessments are carried out and describe any negative environmental consequences e.g., on biodiversity, caused by the construction and operation of the power plant. The environmental impact assessments are prepared by third party specialist consultants. The benefits of the project must exceed the perceived negative environmental impact. If the environmental impacts are acceptable and within regulatory requirements, the final application is prepared and submitted to the authorities and the development process of the project can proceed.

8.9.3 *The approval stage (Construction Permit)*

When a project obtains governmental approvals, the detailed planning of the project begins. This includes descriptions and drawings of the design and layout of the wind power plant, road sections, foundations, cable trenches, crane sites, or a pipeline, dam, and a power station in the case of a hydropower plant. The detailed plan must be approved by the authorities before the actual construction begins. Due consideration of local recreational areas must be taken into consideration when building roads and tracks. To the extent possible it is required to leverage on existing infrastructure, such as *inter alia* roads and networks and excavated masses are re-used. The permit obtained, specifies numerous environmental conditions that the project needs to fulfil in the construction and production phase. This is applicable to both hydropower and wind farms.

For a hydropower plant this may involve monitoring the area around the power station to identify any changes and need for risk reducing initiatives. For wind farms similar requirements apply. In addition to ongoing conditions that are monitored, the projects may have to involve in specific activities directed towards certain areas i.e. monitoring of birds flying patterns. Cloudberry may also adopt additional voluntary actions, such as reducing waterflow and installing fish ladders. At the same time, hydro dams may also have positive impacts such as limiting the risk of flooding during extreme weather and reducing erosion of rivers and streams.

8.9.4 *The construction stage (Under Construction)*

In the construction phase, Cloudberry evaluates potential suppliers. Cloudberry seeks to engage local suppliers and contractors to create value locally. Safety, health and environment are monitored and followed up by the Group and the engaged suppliers, in order to ensure compliance with laws and

regulations. Part of the construction is also to secure that all biodiversity requirements in the concession granted is met. This is monitored closely during the construction process. After the construction work itself is finished, efforts are put into restoring the environment as good as possible to pre-construction situation. In cases of temporary dredging work, Cloudberry seek to restore the area to the original condition after the construction is completed.

Upon completion of the construction stage, the commissioning phase is initiated. During commissioning power plants are tested thoroughly, amongst others stress tests. Calibration and optimisation are also done during commission. After commissioning all certificates and documentation will be issued by the contractors and suppliers. The final stage involves getting necessary approvals based on documentation prepared in the commissioning period.

8.9.5 *The production stage (Production)*

The day-to-day operations of the producing power plants in the Group's portfolio are managed under service contracts and operation and maintenance contracts entered into before the operational stage start. Service and operational contracts are with specialized and experienced companies. In addition, there is a contract with a local representative – often a landowner – that physically inspects the powerplants on an ongoing basis. The power plants are remotely monitored 24/7, and any alarms or faults will be addressed immediately. Periodic maintenance is carried out by qualified personnel approved by the suppliers of the main components in the power plants. The Group have online access to all key information about the power plants. Through periodic meetings performance of the assets are discussed and critical factors such as performance, maintenance requirements and identified opportunities are addressed to enhance the asset utilization and efficiency.

8.10 Material agreements

The Group regularly enters into agreements related to acquisition and sale of renewable energy projects. During the two years immediately preceding the date of this Prospectus, the Group has entered into the following material contracts:

2020 February	The acquisition of 100% of the shares of CB Production, further described in Section 8.3.1.1 (<u>Acquisition of 100% of the shares of CB Production</u>).
2020 February	The acquisition of 100% of the shares of CB Develop, further described in Section 8.3.1.2 (<u>Acquisition of 100% of the shares of CB Develop</u>).
2020 June	The acquisition of 34% of the shares of Forte Energy Norway AS, further described in Section 8.3.2.1 (<u>Acquisition of 34% of the shares of Forte Energy Norway AS</u>).
2020 September	The acquisition of 100% of the shares of Åmotsfoss Kraft AS, further described in Section 8.3.4.2 (<u>Acquisition of 100% of the shares of Åmotsfoss Kraft AS</u>).
2020 September	The acquisition of 100% of the shares of Cloudberry Offshore Wind AS (formerly Scanvind2 AS), further described in Section 8.3.2.3 (<u>Acquisition of 100% of the shares of Cloudberry Offshore Wind AS</u>).
2020 December	The acquisition of 100% of the shares of Skåråna Kraft, further described in Section 8.3.3.2 (<u>Acquisition of 100% of the shares of Skåråna Kraft AS</u>), and the acquisition of 100% of the shares of Selselva Kraft AS, further described in Section 8.3.3.1 (<u>Acquisition of 100% of the shares of Selselva Kraft AS</u>).

2020 December	The agreement to acquire up to 33.4% of the shares in Odal Vindkraftverk AS, further described in Section 8.3.2.4 (<u>Acquisition of 15% of the shares of Odal Vindkraftverk AS (now Odal Vind AS)</u>).
2021 January	The agreement to divest 80% of the Rewind Vänern Project to funds managed by Downing LLP, further described in Section 8.3.4.1 (<u>Sale of 80% of the interest in the Rewind Vänern Project</u>).
2021 March	A NOK 700 million credit facility agreement with SpareBank 1 SR Bank ASA (Term Loan of NOK 400 million and a related revolving credit facility of NOK 300 million), further described in Section 11.4.1 (Borrowings).
2021 April	An agreement with Captiva Asset Management AS for the operation of Cloudberry's 100% owned hydropower plants.

Neither the Company, nor any other member of the Group has entered into any other material contracts outside the ordinary course of the business for the two years prior to the date of this Prospectus. Further, the Group has not entered into any contract outside the ordinary course of business that contains any provision under which any member of the Group has any obligation or entitlement that is material to the Group as of the date of this Prospectus.

8.11 Dependency on contracts, patents, licenses etc.

All renewable energy projects that the Group is involved in are subject to numerous concession and permit requirements from governmental bodies. The right to build and operate a renewable project is subject to public concessions and permits in addition to private ownership rights to land and waterfalls. This comprise all stages of a renewable project, from early development stage to construction, production, transmission and sale of power. The necessary concessions and permits will depend on size and type of project, classification, development stage of the projects and jurisdiction. In addition to the energy/production related concessions and permits, other permits, licenses and regulatory requirements are also applicable, such as licenses related to safety, pollution, noise, etc.

The Group is required to obtain various governmental concessions and approvals for each of its projects, including *inter alia* construction concessions and sales concessions. As of the date of this Prospectus, all permits and licences have been obtained for the assets that are in production and all relevant concessions and permits have been obtained for the projects under construction. However, completion permissions, concession for sale of power, etc. are not yet in place due to the stage of the construction work.

The Group applies for all necessary concessions and permits for the assets under construction in due course. The Group has an ongoing dialogue with all relevant and necessary governmental bodies.

For greenfield projects that are not under construction and/or in operation, the Group will normally need to obtain necessary concession, permits and contracts with landowners. It will be an ongoing process to obtain required concessions and permits to commence construction, production and operations on any of the Group's current or future greenfield sites.

The Group's existing business is not dependent on any other licenses, patents, or other intellectual property rights.

8.12 Properties

The Group's headquarters are located at Frøyas gate 15, 0273 Oslo, Norway. The Group leases facilities in Norway and Sweden. The table below shows the geographic location and function of each property leased by the Group:

Country	Address	Function
Norway	Frøyas gate 15, 0273 Oslo, Norway	Headquarters
Sweden	Gustaf Anders Gata 15E, 653 40 Karlstad, Sweden	Local office

In addition, the Group has entered into lease agreements with land owners to ensure access to the ground for the assets. Such agreements are typically entered into for periods between 30 to 100 years. Land owners are normally compensated based on the revenue from annual power production.

The Group does not own any property.

8.13 Insurance

The Group's insurance coverage covers risks associated with its business, including property and business interruption insurance, business travel insurance, corporate responsibility, professional indemnity, employee liability insurance, accident and workers' compensation insurance and D&O insurance. The Company believes the Group has taken out the insurances that are customary for the industry in which the Group operates and at a level which is generally adequate. However, no assurance can be given that the Group will not incur any damages that are not covered by its insurance policies or that exceed the coverage limits of such insurance policies.

8.14 Legal and arbitration proceedings

From time to time, the Group may become involved in litigation, disputes and other legal proceedings arising in the course of its business. Neither the Company nor any other member of the Group, is, nor has been, during the course of the preceding 12 months involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on the Company's and/or the Group's financial position or profitability, and neither the Company nor any member of the Group are, except as stated below, aware of any such proceedings which are pending or threatened.

CB Develop is involved in a potential dispute with Bergquist Maskin og Transport AS, which were engaged in the construction of infrastructure in the Marker wind park, which was completed in 2020 and sold to BKW. CB Develop has disputed an invoice from Bergquist Maskin og Transport AS amounting to NOK 8.7 million and will put forward a counterclaim for liquidated damages due to delay of construction. No reserves have been made in CB Develop's accounts for the claim.

9. CAPITALISATION AND INDEBTEDNESS

9.1 Introduction

The information presented below should be read in conjunction with the other parts of this Prospectus, in particular Section 10 (Selected financial and other information) and the Annual Financial Statements.

This Section 9 (Capitalisation and indebtedness) provides information about the Group's consolidated capitalisation and net financial indebtedness on an actual basis as at 31 December 2020.

The "Adjustments not subject to the Offering and Private Placement" and the "Private Placement and Listing" column provides information about the estimated effect of the following transactions which have occurred between 31 December 2020 and the date of this Prospectus which are not subject to the Offering:

- Payment of NOK 64.4 million in relation to the acquisition of 100% of the shares of Selselva Kraft AS, further described in Section 8.3.3.1 (Acquisition of 100% of the shares of Selselva Kraft AS). The acquisition also increased the Group's non-current debt with NOK 49.3 million (refinanced by the new credit facility with SpareBank 1 SR-Bank ASA, further described below in this Section 9.1 and in Section 11.4.1 (Borrowings)).
- Payment of NOK 91 million as share contribution related to the Group's 15% ownership interest in Odal Vind AS. The investment is further described in Section 8.3.2.4 (Acquisition of 15% of the shares of Odal Vindkraftverk AS (now Odal Vind AS)). Cloudberry has an option to acquire up to 33.4% by end of June 2021. If the option is exercised, this is expected to result in a cash payment of approximately NOK 237 million.
- Payment of NOK 17.7 million related to the acquisition of 100% of the shares of Skåråna Kraft AS, further described in Section 8.3.3.2 (Acquisition of 100% of the shares of Skåråna Kraft AS). The acquisition cost and the consideration of the shares was estimated to NOK 23.7 million of which NOK 17.7 million was paid at closing of the transaction, and a hold-back amount (increase in short term debt) of NOK 6.0 million that will be paid after commissioning in Q4 2021. Net cash outflow related to Skåråna Kraft AS in Q1 2021 was NOK 17.7 million.
- Repayment of the short-term interest-bearing debt of NOK 236.8 million to Fontavis Forte HYDRO S.A R.L in March 2021.
- On 23 March 2021 Cloudberry entered into a new credit facility agreement with SpareBank 1 SR-Bank ASA as part of the financing of its growth strategy, further described in Section 11.4.1 (Borrowings). The credit facility agreement is a combination of a NOK 400 million Term Loan and a NOK 300 million revolving credit facility. The credit facility has refinanced the existing long-term debt of NOK 26.4 million per 31 December and refinanced debt of NOK 49.3 million in the acquired Selselva Kraft AS.
- On 1 June 2021, the Company announced that it had completed a NOK 1,075 million private placement through subscription of 86,000,000 new Shares, each having a par value of NOK 0.25 per Share, at a subscription price of NOK 12.50 per Share. The Private Placement resulted in an adjustment of NOK 21.5 million in share capital and NOK 1,013.5 million in legal reserves, after deduction of an estimated NOK 40 million in costs and expenses. The Private Placement was approved by the Company's extraordinary General Meeting on 17 June 2021.

- In relation to the Listing, the Company has incurred approximately NOK 6 million in costs and expenses.

The “Adjustments subject to the Offering ” column provides information about the estimated effects of the following transactions that are subject to completion of the Offering, to provide information about the Group’s unaudited capitalisation and indebtedness as of the date of this Prospectus as if the transactions which are subject to the Offering happened on the date of this Prospectus:

- Subject to the completion of the Offering, the Company will raise NOK 35 million in gross proceeds through the issuance of the Offer Shares, assuming the issuance of 2,800,000 Offer Shares at the Offer Price. After deduction of an estimated NOK 2 million in costs and expenses, the net proceeds will amount to NOK 33 million. The Company intends to use the net proceeds from the Offering to finance operating costs, costs related to the Group’s project under development and costs related to the development of the Group’s backlog. The net proceeds may also be used to finance growth opportunities.

Other than as set forth above, there has been no material change to the Group’s combined capitalisation and net financial indebtedness since 31 December 2020.

Neither the “Adjustments not subject to the Offering and Private Placement” column, the “Private Placement and Listing” column nor the “Adjustments not subject to the Offering and the Private Placement” present a certain outcome and are included for illustration purposes only.

9.2 Capitalisation

The following table sets forth information about the Group’s unaudited consolidated capitalisation as at 31 December 2020, with estimated adjustments for significant transactions between 31 December 2020 and the date of this Prospectus which are not subject to the Offering and the estimated impact to the Group’s unaudited consolidated net financial indebtedness following the Private Placement and the Offering:

<i>(In NOK 1,000)</i>	As of 31 December 2020	Adjustments not subject to the Offering and Private Placement	Private Placement and Listing	Adjustments subject to the Offering	As adjusted as of the date of the Prospectus
Indebtedness					
<i>Total current debt:</i>					
Guaranteed	0	0	0	0	0
Secured ¹	236 767	-236 767 ⁴	0	0	0
Unguaranteed and unsecured	46 111	6 000 ⁵	6 000 ⁸	0	58 111
<i>Total non-current debt:</i>					
Guaranteed	0	0	0	0	0
Secured ²	26 440	49 300 ⁶	0	0	75 740
Unguaranteed and unsecured	32 831	0	0	0	32 831
Total indebtedness	342 150 ³	-181 467 ⁷	6 000 ⁹	0	166 683 ¹⁴
Shareholders’ equity					
Share capital	26 266	0	21 500 ¹⁰	700 ¹²	48 466
Legal reserves	1 061 675	0	1 013 500 ¹¹	32 300 ¹³	2 107 475
Other reserves	0	0	0	0	0
Retained earnings	-33 230	0	0	0	-33 230
Total equity	1 054 711	0	1 035 000	33 000	2 122 711
Total capitalisation	1 396 861	-181 467	1 041 000	33 000	2 289 394

1. Secured in the Group’s shares in Forte Energy Norway AS.
2. Secured with collateral in shares in Røyrmøya Vindpark AS, receivables in Cloudberry Production AS and Røyrmøya Vindpark AS, property plant and equipment and lease agreement

in Røyrmýra Vindpark AS and collateral in property plant and equipment, lease agreement, receivables in Finnesetbekken AS (as per 31 December 2020). From the date of this Prospectus, please see Section 11.4.1 (Borrowings) for further information regarding furnished security.

3. Total indebtedness comprises total current debt of NOK 282.9 million and total non-current debt of NOK 59.3 million.
4. Adjustment in current secured debt is related to repayment of NOK 236.8 million to Fontavis Forte HYDRO S.A R.L in March 2021.
5. Adjustment in current unguaranteed and unsecured debt is related to hold back amount of NOK 6 million related to the acquisition of shares in Skåråna Kraft AS, see Section 8.3.3.2 (Acquisition of 100% of the shares of Skåråna Kraft AS).
6. Adjustment of secured non-current debt of NOK 49.3 million is related to long term debt in the acquired Selselva Kraft AS, see Section 8.3.3.1 (Acquisition of 100% of the shares of Selselva Kraft AS).
7. Total adjustment of indebtedness not subject to the Offering comprises reduced total current debt of NOK 230.8 million and increased total non-current debt of NOK 49.3 million.
8. Adjustment of NOK 6 million in unguaranteed and unsecured current debt related to provision for listing costs related to the up-listing to Oslo Børs.
9. Total adjustment of indebtedness related to the Private Placement and Listing is NOK 6.0 million in total current debt.
10. Adjustment of NOK 21.5 million in share capital after issuance of 86,000,000 new Shares, each having a par value of NOK 0.25, in the Private Placement.
11. Adjustment of NOK 1,013.5 million in legal reserves after issuance of 86,000,000 new Shares at a subscription price of NOK 12.50 per Share in the Private Placement, resulting net proceeds of NOK 1,013.5 million after deducting of NOK 40 million of estimated costs and expenses related to the Private Placement.
12. Adjustment of NOK 0.7 million in share capital assumes issuance of 2,800,000 Offer Shares with a nominal value of NOK 0.25 per Share (based on the Offer Price of NOK 12.5 per Offer Share).
13. Adjustment of NOK 32.3 million in legal reserves assumes issuance of 2,800,000 million Offer Shares with a nominal value of NOK 0.25 per Share (based on the Offer Price of NOK 12.5 per Offer Share), resulting in net proceeds of NOK 33 million after deduction of estimated costs and expenses related to the Offering of NOK 2 million.
14. Total indebtedness as adjusted comprises total current debt of NOK 58.1 million and total non-current debt of NOK 108.6 million.

9.3 Net Financial Indebtedness

The following table set forth information about the Group's unaudited combined net financial indebtedness as at 31 December 2020, with adjustments for significant transactions between 31 December 2020 and the date of this Prospectus which are not subject to the Offering and the impact to the Group's unaudited combined net financial indebtedness following the Private Placement and the Offering:

(In NOK 1,000)		As of 31 December 2020	Adjustments not subject to the Offering and Private Placement	Private Placement and Listing	Adjustments subject to the Offering	As adjusted as of the date of the Prospectus
(A)	Cash	0	0	0	0	0
(B)	Cash equivalents	554 556	-409 700 ¹	1 035 000 ⁴	33 000 ⁶	1 212 856
(C)	Trading securities	50 570	0	0	0	50 570
(D)	Liquidity (A)+(B)+(C)	605 126	-409 700	1 035 000	33 000	1 263 426
(E)	Current financial receivables	158 081	0	0	0	158 081
(F)	Current bank debt	0	0	0	0	0
(G)	Current portion of non-current debt	1 472	0	0	0	1 472
(H)	Other current financial debt	282 878	-236 767 ²	6 000 ⁵	0	52 111
(I)	Current financial debt (F)+(G)+(H)	284 350	-236 767	6 000	0	53 583
(J)	Net current financial indebtedness (I)-(E)-(D)	-478 856	172 933	-1 029 000	-33 000	-1 367 924
						0
(K)	Non-current bank loans	24 968	49 300 ³	0	0	74 268
(L)	Bonds issued	0	0	0	0	0
(M)	Other non-current loans	19 164	0	0	0	19 164
(N)	Non-current financial indebtedness	44 132	49 300	0	0	93 432
(O)	Net financial indebtedness (J)+(N)	-434 724	222 233	-1 029 000	-33 000	-1 274 491

1. Adjustment in cash equivalents of NOK 409.7 million is related to NOK 64.2 million payment for shares in Selselva Kraft AS Section 8.3.3.1 (Acquisition of 100% of the shares of Selselva Kraft AS), NOK 91 million in share contribution to Odal Vind AS see Section 8.3.2.4 (Acquisition of 15% of the shares of Odal Vindkraftverk AS (now Odal Vind AS)), NOK 17.7 million payment for shares in Skåråna Kraft AS see Section 8.3.3.2 (Acquisition of 100% of the shares of Skåråna Kraft AS) and repayment of NOK 236.8 million in other current financial debt to Fontavis Forte HYDRO S.A R.L.
2. Adjustment of other current financial debt is related to repayment of NOK 236.8 million to Fontavis Forte HYDRO S.A R.L in March 2021.
3. Adjustment of non-current bank loans is related to long term debt in the acquired Selselva Kraft AS of NOK 49.3 million.
4. Adjustment of NOK 1,035 million in cash equivalents is related to the net proceeds after deducting NOK 40 million in costs and expenses, related to the Private Placement approved by the extraordinary General Meeting on 17 June 2021.
5. Adjustment of other current financial debt is related to provision for listing costs estimated to NOK 6 million related to the up-listing to Oslo Børs.
6. Adjustment subject to the Offering of NOK 33 million of cash equivalents is related to raise NOK 33 million in net proceeds after deduction of an estimated NOK 2 million in costs and expenses.

9.4 Working Capital Statement

The Company is of the opinion that the working capital available to the Company is sufficient for the Company's present requirements, for the period covering at least 12 months from the date of this Prospectus. In the calculation of the working capital no proceeds from the Offering have been included.

9.5 Contingent and indirect indebtedness

As of the date of this Prospectus, the Group has the following contingent liabilities:

- Contingent of completion of the construction and commissioning of the power plant under construction by Ramsliåna Kraftverk AS, as described in Section 8.3.4.3 (Acquisition of 100% of the shares of Ramsliåna Kraftverk AS), the Group will become liable to pay the purchase price of the share of Ramsliåna Kraftverk AS, estimated to NOK 15.5 million. In addition, the

Group will, on a consolidated basis, assume the responsibility of the existing debt in Ramsliåna Kraftverk AS, estimated to approximately NOK 17 million. The transaction is expected to take place at the end of Q4 2021;

- Contingent of completion of the construction and commissioning of the power plant under construction by Bjørgelva Kraft AS, as described in Section 11.5.3 (Acquisitions); the Group will become liable to pay the purchase price of the share of Bjørgelva Kraft AS, estimated to NOK 10 million. In addition, the Group will, on a consolidated basis, assume the responsibility of the existing debt in Bjørgelva Kraft AS, estimated to approximately NOK 24.4 million. The transaction is expected to take place at end of Q2 2021;
- Contingent of completion of the construction and commissioning of the power plant under construction by Nessakraft AS, as described in Section 11.5.3 (Acquisitions); the Group will become liable to pay the purchase price of the share of Nessakraft AS, estimated to NOK 72.7 million. In addition, the Group will, on a consolidated basis, assume the responsibility of the existing debt in Nessakraft AS, estimated to approximately NOK 90 million. The transaction is expected to take place at end of Q2 2021; and
- Contingent of completion of the construction and commissioning of the power plant under construction by Åmotsfoss Kraft AS; as described in Section 8.3.4.2 (Acquisition of 100% of the shares of Åmotsfoss Kraft AS); the Group will become liable to pay the purchase price of the shares of Åmotsfoss Kraft AS, estimated to NOK 80 million. In addition, the Group will, on a consolidated basis, assume the responsibility of the existing debt in Åmotsfoss Kraft AS, estimated to approximately NOK 80 million. The transaction is expected to take place at end of Q3 2021.

The Group does not have any material indirect indebtedness as of the date of this Prospectus.

10. SELECTED FINANCIAL AND OTHER INFORMATION

10.1 Introduction and basis for preparation

The following selected consolidated financial information has been extracted from the following financial statements:

- Cloudberry Clean Energy ASA's audited consolidated financial statements for the year ended 31 December 2020 with comparable figures for 2019 (prepared in accordance with IFRS), attached hereto as Appendix B. These financial statements have been audited by Ernst & Young, as set forth in their auditor's reports included herein.
- Cloudberry Clean Energy ASA's audited financial statements for the period from 10 November 2017 to 31 December 2018 (prepared in accordance with NGAAP), attached as Appendix B and the audited financial statement for the period from 1 January 2019 to 31 December 2019 (prepared in accordance with NGAAP), attached as Appendix B. The financial statements were audited by BDO.

The selected financial information included herein should be read in connection with, and is qualified in its entirety by reference to, the financial statements included as Appendix B, and should be read together with Section 11 (Operating and financial review).

Further, the audited financial statements of Selselva Kraft AS for 2018, 2019 and 2020 are included in Appendix D. The historical financial statements of Selselva Kraft AS were prepared in accordance with NGAAP.

The financial statements are all presented in NOK (presentation currency).

10.2 Summary of accounting policies and principles

The financial statement for the year ended 31 December 2020, is the first the Group has prepared in accordance with IFRS. For periods up to and including the year ended 31 December 2019, the Group prepared its financial statements in accordance with NGAAP. Accordingly, the Group has prepared financial statements that comply with IFRS, applicable as of 31 December 2020, together with the comparative period data for the year ended 31 December 2019. In preparing the financial statements, the Group's opening statement of financial position was prepared as of 1 January 2019, the Group's date of transition from NGAAP to IFRS.

Adjustments from transition to IFRS impacts, but is not limited to, leasing, capitalised development, goodwill amortisation, contract costs, prepaid commissions, revenue recognition, deferred tax assets, reclassifications of contract costs and contract assets, business combinations and derivative financial liability. In combination with impacts described herein, other adjustments and non-material impacts are described in the Group's audited financial statements for the year ended 31 December 2020. Please refer to note 6 of the Group's audited financial statements for the year ended 31 December 2020, appended hereto as Appendix B, for information on how the Group adopted IFRS.

The Group was established 15 February 2020 when the Company acquired Cloudberry Production AS, see Section 8.3.1.1 (Acquisition of 100% of the shares of CB Production) and Cloudberry Develop, see Section 8.3.1.2 (Acquisition of 100% of the shares of CB Develop). Comparable information in previous periods is from the Company only. Consequently, undue reliance should not be placed on the comparability of these line items in the Prospectus.

Further, the Group has had an active M&A strategy and acquired a number of development projects and turnkey hydropower plants which are not yet operational, please see Section 8.3 (Recent M&A Activities) for an overview. This limits the comparability of the historical consolidated financial statements.

For further information regarding accounting policies and the use of estimates and judgements, please refer to note 2 and 3 of the Group's audited financial statements for the year ended 31 December 2020 (prepared in accordance with IFRS), included in this Prospectus as Appendix B. For the Company, please refer to note 2 of the respective audited financial statements for the periods ended 31 December 2019 (prepared in accordance with NGAAP) and 31 December 2018, attached hereto as Appendix B.

10.3 Statement of profit and loss

The following table sets forth a summary of the Group's audited consolidated statement of profit and loss for the financial years ended 31 December 2020 (IFRS), 31 December 2019 (NGAAP) and 31 December 2018 (NGAAP), with comparable figures for 2019 (prepared in accordance with IFRS) extracted from the Group's audited consolidated statement of profit and loss for the year ended 31 December 2020.

The financial year ended 31 December 2018 covers the period from the Company's inception on 10 November 2017 and until 31 December 2018.

For the consolidated statements the figures include the acquired companies from the acquisition date. Hence for the statements for 2019 and 2018 the figures presented are for the Company only.

Please note that for the NGAAP figures presented in the table they are presented in the below format to align with the 2020 Annual Financial Statement. No changes have been made to the figures.

	Year ended			
	2020 1/1-31/12 IFRS	2019 1/1-31/12 IFRS	2019 1/1 – 31/12 NGAAP	2018 10/11/17-31/12/18 NGAAP
Revenues	3 633	279	279	250
Other operating income	7	0	0	0
Total revenue	3 640	279	279	250
Cost of goods sold	-143	-27	-27	-41,1
Salary and personnel costs	-17 419	-1 981	-1 981	-1633
Other operating expenses	-12 343	-877	-877	-621,7
Net income/(loss) from associated companies	-3 556	0	0	0
Depreciation, amortizations and write downs	-3 289	-7	-7	-4
Operating profit	-33 111	-2 613	-2 613	-2 049
Financial income	984	5	5	0
Financial expenses	-2 125	-1	-1	-12,6
Profit before tax	-34 253	-2 609	-2 609	-2 062
Income tax expense	387	0	0	0
Profit after tax from continuing operations	-33 865	-2 609	-2 609	-2 062
Profit for the year from total operations	-33 865	-2 609	-2 609	-2 062
Attributable to:				
Equity holders of the parent company	-33 865	-2 609	-2 609	-2 062
Non-controlling interests	0	0	0	0
Profit for the year	-33 865	-2 609	-2 609	-2 062

10.4 Selected statement of financial position

The following table sets forth a summary of the Group's consolidated statement of financial position for the financial years ended 31 December 2020 (IFRS), 31 December 2019 (NGAAP) and 31 December 2018 (NGAAP), with comparable figures for 2019 (prepared in accordance with IFRS) extracted from the Group's audited consolidated statement of financial position for the year ended 31 December 2020.

The financial year ended 31 December 2018 covers the period from the Company's inception on 10 November 2017 and until 31 December 2018.

(In NOK 1,000)	Year ended			
	2020 31.12. IFRS	2019 31.12. IFRS	2019 31.12. NGAAP	2018 31.12. NGAAP
ASSETS				
Non-current assets				
Property, plant and equipment	58 426	11	11	18
Goodwill	36 933	0	0	0
Investment in associated companies	337 080	0	0	0
Financial assets	2 358	0	0	0
Total non-current assets	434 797	11	11	18
Current assets				
Inventory	196 029	0	0	0
Accounts receivable	2 828	0	0	0
Other current assets	158 081	70	70	126
Cash and cash equivalents	605 126	5 223	5 223	129
Total current assets	962 064	5 293	5 293	255
TOTAL ASSETS	1 396 861	5 304	5 304	273
EQUITY AND LIABILITIES				
Equity				
Paid in capital	26 266	950	950	750
Share premium	1 061 675	7 800	7 800	0
Total paid in capital	1 087 941	8 750	8 750	750
Other reserves / retained earnings	-33 230	-3 921	-3 921	-1 312
Total reserves/retained earnings	-33 230	-3 921	-3 921	-1 312
Non-controlling interests	0	0	0	
Total equity	1 054 711	4 829	4 829	-562
Non-current liabilities				
Provisions	15 868	0	0	0
Deferred tax	13 668	0	0	0
Lease liabilities	3 296	0	0	0
Interest-bearing loans and borrowings	26 440	0	0	0
Total non-current liabilities	59 272	0	0	0
Current liabilities				
Interest bearing short term debt	236 767	0	0	0
Current lease liabilities	1 105	0	0	0
Provisions short term	18 845	0	0	0
Accounts payable and other current liabilities	26 162	475	475	835
Total current liabilities	282 879	475	475	835
Total liabilities	342 151	475	475	835
TOTAL EQUITY AND LIABILITIES	1 396 861	5 304	5 304	273

10.5 Selected statement of cash flow

The following table sets forth a summary of the Group's consolidated cash flow statement for the for the financial years ended 31 December 2020 (IFRS), 31 December 2019 (NGAAP) and 31 December 2018 (NGAAP), with comparable figures for 2019 (prepared in accordance with IFRS) extracted from the Group's audited consolidated statement for the year ended 31 December 2020.

The financial year ended 31 December 2018 covers the period from the Company's inception on 10 November 2017 until 31 December 2018.

(In NOK 1,000)

	Year ended			
	2020	2019	2019	2018
	1/1 - 31/12 IFRS	1/1 - 31/12 IFRS	1/1 - 31/12 NGAAP	1/1 - 31/12 NGAAP
Cash flow from operating activities				
Operating profit (EBIT)	-33 111	-2 613	-2 613	-2 062
Depreciation	3 289	7	7	4
Net income from associated companies	3 556	0	0	0
Unrealised foreign exchange (gain)/loss	-1 514	0	0	0
Changes in working capital	5 505	-611	-611	0
Changes in other receivables and provisions	17 960	311	311	709
Net cash flow from operating activities	-4 314	-2 906	-2 906	-1 350
Cash flow from investing activities				
Interest received	984	0	0	0
Investments in property, plant and equipment	-2 842	0	0	-21
Acquisition of shares in subsidiaries, net liquidity outflow	-11 690	0	0	0
Investments in associated companies	-340 637	0	0	0
Net cash flow from (used in) investing activities	-354 184	0	0	-21
Cash flow from financing activities				
Payment to escrow account	-152 422	0	0	0
Repayment of loan	-28 621	0	0	0
Short term interest bearing debt	236 767	0	0	0
Interest paid other than lease	-2 394	0	0	0
Payment on lease liabilities - interest	-153	0	0	0
Repayment on lease liabilities	-750	0	0	0
Share capital increase	905 928	8 000	8 000	1 500
Group contributions/dividends paid	0	0	0	0
Net cash flow from financing activities	958 355	8 000	8 000	1 500
Total change in cash and cash equivalents	599 856	5 094	5 094	129
Effect of exchange rate changes on cash and cash equivalents	47	0	0	0
Cash and cash equivalents at start of period	5 223	129	129	0
Cash and cash equivalents at end of period	605 126	5 223	5 223	129

10.6 Selected statement of changes in equity

The table below sets out selected data from the Company's statement of changes in equity for the years ended 31 December 2020 (prepared in accordance with IFRS) and the period ended 31 December 2019 and 2018 (prepared in accordance with NGAAP).

	Attributable to parent company equity holders							Non-controlling interests	Total equity	
	Paid in capital		Other Equity				Total			
	Share capital	Share premium	Share based payment	Cash flow hedge reserves	Exchange differences	Retained earnings		Total other equity		
Equity as at 01.01 2018:	30	0	0	0	0	0	0	30	0	30
Sharecapital increase	720	0	0	0	0	0	0	720	0	720
Profit for the period	0	0	0	0	0	-1 312	-1 312	-1 312	0	-1 312
Total comprehensive income	0	0	0	0	0	-1 312	-1 312	-1 312	0	-1 312
Transfer to other equity	0	0	0	0	0	0	0	0	0	0
Equity as at 31.12 2018	750	0	0	0	0	-1 312	-1 312	-562	0	-562
Equity as at 01.01 2019:	750	0	0	0	0	-1 312	-1 312	-562	0	-562
Sharecapital increase	200	7 800	0	0	0	0	0	8 000	0	8 000
Profit for the period	0	0	0	0	0	-2 609	-2 609	-2 609	0	-2 609
Total comprehensive income	0	0	0	0	0	-2 609	-2 609	-2 609	0	-2 609
Transfer to other equity	0	0	0	0	0	0	0	0	0	0
Equity as at 31.12 2019	950	7 800	0	0	0	-3 921	-3 921	4 829	0	4 829
Equity as at 01.01 2020:	950	7 800	0	0	0	-3 921	-3 921	4 829	0	4 829
Sharecapital increase	25 316	1 053 875	0	0	0	0	0	1 079 191	4 939	1 084 130
Share based payments in the year	0	0	1 251	0	0	0	1 251	1 251	0	1 251
Loss for the period	0	0	0	0	0	-33 865	-33 865	-33 865	0	-33 865
Other comprehensive income	0	0	0	907	-2 542	0	-1 634	-1 634	0	-1 634
Total comprehensive income	0	0	0	907	-2 542	-33 865	-35 500	-35 500	4 939	-35 500
Transaction with non-controlling intrest	0	0	0	0	0	4 041	4 041	4 041	-4 041	0
Transfer to other equity	0	0	0	0	0	898	898	898	-898	0
Equity as at 31.12 2020	26 266	1 061 675	1 251	907	-2 542	-32 847	-33 230	1 054 711	0	1 054 711

11. OPERATING AND FINANCIAL REVIEW

This operating and financial review should be read together with Section 4 (General information), Section 8 (The business of the Group), Section 10 (Selected financial and other information) and the financial statements, including related notes, included in Appendix B of this Prospectus.

This operating and financial review contains forward-looking statements. These forward-looking statements are not historical facts, but are rather based on the Group's current expectations, estimates, assumptions and projections about the Group's industry, business, strategy and future financial results. Actual results could differ materially from the results contemplated by these forward-looking statements because of a number of factors, including those discussed in Section 2 (Risk factors) and Section 4.4 (Cautionary note regarding forward-looking statements) of this Prospectus, as well as other Sections of this Prospectus.

11.1 Results by operating segment and geographic area

11.1.1 Introduction

The Company manages its operations in three segments; (i) develop, (ii) production and (iii) corporate.

The Group reports under these three operating segments in accordance with IFRS 8 "Operating Segments" (IFRS 8). Segment information is accordingly included on this basis in the notes to the Annual Financial Statement. Please see note 4 of Cloudberry's audited consolidated financial statements for the year ended 31 December 2020 for a further description of the Group's operating segments.

The Group's revenue is generated in Norway and Sweden. However, for the financial years 2018, 2019 and 2020, 100% of the revenue has been generated in Norway.

11.1.2 Segment information for the Group for the years ended 2020, 2019 and 2018

The following table sets out the Groups consolidated total revenue, disaggregated by segment, geography and timing of revenue recognition on a consolidated basis, as extracted from the Annual Financial Statements for the years ended 31 December 2020 (IFRS), 2019 (NGAAP) and 2018 (NGAAP). As the Group was founded in February 2020, the historical figures for 2019 and 2018 presented in the table is for the Company only. In presenting the geographic information, revenue has been based on the geographic location where the revenue is generated:

Segment information (In NOK 1,000)	Geographic location where the revenue is generated		
	Norway	Sweden	Total
<i>Year ended 31 December 2020</i>			
Power Production	3 430	0	3 430
Project Development	93	0	93
Corporate	118	0	118
Total revenue in 2020 (IFRS)	3 640	0	3 640
<i>Year ended 31 December 2019</i>			
Power Production	0	0	0
Project Development	0	0	0
Corporate	279	0	279
Total revenue in 2019 (NGAAP)	279	0	279
<i>Year ended 31 December 2018</i>			
Power Production	0	0	0
Project Development	0	0	0
Corporate	250	0	250
Total revenue in 2018 (NGAAP)	250	0	250

The increase in revenue is explained by the acquisition of CB Production in February 2020 which owned producing power plants.

11.1.3 *Key factors affecting the Group's results of operations and financial performance*

Introduction

The Group's results of operations, financial position and liquidity have been affected in the years under review, and are expected to continue to be affected, by certain principal factors and development relating to its business, including, in particular: power prices, production volumes, operational cost, interest rates, general economic conditions, trends within the industry, ability to develop new projects, acquisitions, tax rates, weather conditions, and exchange rates.

Other than the factors described in this Section 11.1.3 (Key factors affecting the Group's results of operations and financial performance) the Group does not consider any governmental, economic, fiscal, tax, monetary or political policy or factor individually to have had a material effect, directly or indirectly, on its operations in the years under review.

Power Prices

The profitability of the Group's producing power plants depends on the volume and prices of the electricity produced. Although some of the sale will be based on fixed price purchase agreements, the majority of the Group's sale will be exposed to price risk related to electricity sold at spot rates. The Group has entered into fixed price contracts for sale of the production of Røyrmýra Vindpark AS, which covers the period until the end of 2021. The remaining part of the Group's production volume is exposed to fluctuations in the market prices for electricity, Electricity Certificates and Guarantees of Origin, unless new fixed terms agreements are entered into. Both Electricity Certificates and Guarantees of Origin constitutes a limited part of the Group's revenues.

Electricity prices are *inter alia* dependent on substitute or adjacent commodity prices such as e.g. oil, gas and coal prices, but also dependent on metrological conditions, CO2 pricing and other supply and demand factors going into the clearing of the market price of electricity.

Lower power prices will affect the revenue and liquidity of the Group. If the power prices remain lower than expected for a longer period of time the balance sheet will most likely also be affected (impairment testing and possible write downs).

Production volumes

Production volumes are a sensitive input factor for Cloudberry's revenue. Power price multiplied by production volumes equals revenue.

Production volumes are highly correlated to precipitation and wind. For hydro power, precipitation is the key input factor for volume of water in the rivers and the total volume of water in the reservoirs. Increased precipitation volumes are directly correlated with increased production volumes. For wind farms, stable and high wind speeds are directly correlated with the production volumes (kWh produced); however, new technology (better and larger turbines & blades) has improved the overall volume output and opened up new possibilities and areas with lower wind speeds.

Operational costs (opex)

New hydro power plants in production are highly efficient and require minimum maintenance and repair. Norway has long traditions within hydro power and was early adopters of modern technology in order to monitor and control the hydro power stations remotely (reducing operational costs). Hydro turbines located in Nordic rivers have a typical lifetime expectancy of 50 – 100 years due to low wear on the equipment. The opex cost is often also linked to the revenue in order to reduce fix costs and secure the downside profitability. Operational cost for Cloudberry's hydro power production (excluding land-lease) is about EUR 4 per MWh (about 10% of the expected revenue) (~).

Wind power has higher operational costs due to more moving parts and wear on the equipment. Even though the opex vary from project to project depending on agreements with the turbine providers, an

opex of EUR 12 per MWh (about 30% of the expected revenue) is a fair estimate for Cloudberry's wind production. The opex includes tax and tariff fees.

Tax Rates

The Company is subject to corporate tax of 22% and 21.8% in Norway and Sweden respectively.

In Norway, it has been announced in the revised state budget for 2021 that the government is considering to implement a new excise tax on Norwegian wind farms. The details of the tax, and a specific proposal is expected to be announced during fall 2021 in connection with the Norwegian state budget for 2022. The guidance provided by the government is that the level of the tax will be "moderate". The government is expected to announce a specific proposal during H1 2022. Cloudberry has included an expected 2% increase in taxes on revenue in its investment models.

Interest Rates

The Group's underlying assets will normally be partially loan-financed. An increase in interest rates will lead to higher financing costs, which reduces the Group's profitability. The Company has reduced interest rate risk by fixing the interest rates for 10 – 21 years in certain projects.

General economic conditions

A downturn in general economic conditions can potentially affect the Company in several ways.

The covid-19 pandemic resulted in a general decrease in the activity level in Norway and Sweden and thus reduced demand for power which had a negative impact on the power prices. The capital markets will be affected and can result in less available capital sources to fund potential acquisitions and reduce the profitability of the Group.

Parts of Cloudberry's production segment is sensitive to short-term changes in electricity pricing. In 2020, about 1/3 of Cloudberry's fully owned produced volumes were affected by short-term fluctuations in energy pricing, while about 2/3 was fixed on long-term agreements. In our development segment, our projects have low sensitivity to short-term prices and our valuation is based on long-term expectations. Long-term power expectations normally have low volatility, and range between EUR 40 – 50 per MWh (NOK 40 – 50 øre per kWh). Cloudberry uses third-party analysis from Wattsight (Volve Insight) as part of its strategy for financial modelling and decision making.

Trends within the industry

The global energy transition is well under way, and Europe, in particular, has set ambitious new targets for climate-neutrality. The region needs to double its share of electricity produced from renewable sources by 2030 to meet stricter emissions-reduction targets. The Nordics, with its rich hydro and wind power opportunities, will be an important part of the solution. Cloudberry has a clear ambition to contribute substantially to this expansion through organic greenfield developments, and by supporting structural changes in the Nordic renewable energy industry. Cloudberry is committed to the renewable energy transition and believe the power prices in Europe will be converging with new interconnectors.

Unexpected success in other areas of renewable energy may however reduce the pressure on the authorities to allow for development of wind parks and hydropower plants. This may affect the Group's future investment opportunities and reduce the second-hand value of its power plants. The same may also hold true for non-renewable or currently unknown energy technologies.

Ability to develop new projects

Cloudberry's develop segment holds a portfolio of renewable projects in Sweden and Norway and is responsible for developing the projects with external construction partners.

Cloudberry has an experienced development office in Karlstad, Sweden that has developed 10 projects and more than 300 MW of ready to construct projects. The team was recently strengthened with two additional project developers. The team focuses on industrial projects and shallow-water projects in the

Baltic with an internal target of 50 MW of new development projects per year. The team has a proven record developing both on and offshore licenses. The team sees several opportunities in both Norway and Sweden. With new and better technology, the team can focus on less impacted areas in order to develop sustainable projects.

The development segment is sensitive to the long-term price expectations of power prices. If the long-term expectations fall, the development projects will most likely be less valuable and therefore more difficult or impossible to finance and realize.

Acquisitions

Cloudberry's production segment has been active in the merger & acquisition market during 2020 and 2021. During 2020, low power prices and the covid-19 pandemic resulted in several short-term opportunities and acquisition targets. Increased focus on renewables and CO2 emissions can lead to increased competition and less available acquisition targets. To mitigate this risk, Cloudberry is focusing on an exclusive development-pipeline of in-house projects.

When acquiring an asset Cloudberry seeks to secure the funding immediately, even though the financial liability is not payable immediately. Cloudberry will use its cash balance, debt market, share consideration or new equity to finance acquisitions.

A larger producing portfolio will reduce certain overhead costs and make the Group's operations more cost efficient.

Weather conditions

Weather conditions will impact the volumes produced and the prices obtained in the spot market. Strong and constant wind speeds or large amount of precipitation will normally increase power produced and normally lower the short-term prices. Larger production will increase revenue while lower prices will lower the revenue.

Since the neighbouring parks normally will experience similar weather conditions, Cloudberry simulate the correlation effect in its financial models.

Exchange rates

Norwegian power companies sell the power through Nord Pool. All trades on Nord Pool are settled in EUR, exposing the Group to currency risk (Electricity Certificates are traded in SEK). Any fluctuations in exchange rates between NOK, SEK and EUR affect the Group's business, results of operations, cash flows, financial condition and/or prospects.

Additionally, the Group has employees and operations in Sweden, which also exposes the Group to currency risk.

The Group does currently not have any currency hedging arrangements in place to limit the exposure to exchange rate fluctuations.

11.1.4 Operating costs

For the figures below, the comparisons are 2020 IFRS figures to 2019 IFRS figures, and 2019 NGAAP figures to 2018 NGAAP figures. There are no adjustments from 2019 NGAAP figures to 2019 IFRS figures. Please refer to table 10.3 for the comparison of 2019 IFRS and 2019 NGAAP figures.

Cost of goods sold

The Company had cost of sale of NOK 0.1 million in 2020, or 4% of revenue. This was up from NOK 0.03 million in 2019 (10% of revenue). The increase in 2020 is to a large extent related to expanded business through the acquisitions of Cloudberry Production AS and Cloudberry Develop AS.

In 2019 (NGAAP) cost of sale was NOK 0.02 million (10% of revenue) compared with NOK 0.04 million in 2018 (NGAAP, 16% of revenue).

Salary and personnel costs

Salary and personnel expenses is the largest cost element in Cloudberry and was NOK 17.4 million in 2020, or 479% of revenue. It increased from NOK 2.0 million in 2019 (710% of revenue). The increase is due to growth in number of employees, both organic and through the acquisition.

In 2019 (NGAAP) salary and personnel expenses were NOK 2.0 million (710% of revenue) compared with NOK 1.6 million (653% of revenue) in 2018 (NGAAP).

Other operating expenses

Other operating expenses were NOK 12.3 million in 2020, or 339% of revenue. This increased from NOK 0.9 million (314% of revenue) in 2019. The largest elements in other operating expenses for 2020 were external fees to legal and other advisors (NOK 7.3 million), fees to audit and accounting (NOK 2.4 million) and operating and maintenance of power plants (NOK 0.7 million).

In 2019 (NGAAP) other operating expenses were NOK 0.9 million (314% of revenue) compared with and NOK 0.6 million (249% of revenue) in 2018 (NGAAP)

Net income/(loss) from associated companies

Net income from associated companies was NOK -3.6 million (loss) in 2020. This was related to Forte Energy Norway AS (34% ownership) which was acquired in November 2020. The comparable figures for 2019 was NOK 0 million.

In 2019 (NGAAP) and 2018 (NGAAP) this was NOK 0 million.

Depreciation and amortization

Depreciation and amortization amounted to NOK 3.3 million in 2020, up from NOK 0 million in 2019. In 2020, depreciation and amortization of producing power plant assets amounted to NOK 2.2 million, depreciation and amortization of equipment to NOK 0.2 million, and depreciation and amortization of right to use office lease amounted to NOK 0.9 million. The increase between 2019 and 2020 was due to depreciation and amortization of acquired producing powerplant assets, other equipment and addition of right to use office lease asset.

In 2019 (NGAAP) depreciations and amortisations were NOK 0 million compared with NOK 0 million in 2018 (NGAAP).

11.1.5 Financial income and expenses

For the figures below, the comparisons are 2020 IFRS figures to 2019 IFRS figures, and 2019 NGAAP figures to 2018 NGAAP figures. There are no adjustments from 2019 NGAAP figures to 2019 IFRS figures. Please refer to table 10.3 for the comparison of 2019 IFRS and 2019 NGAAP figures

Financial income

Financial income was NOK 1.0 million in 2020, up from NOK 0 million in 2019. The largest element in financial income was interest income of NOK 0.9 million. The increase was mainly related to increased cash position from capital raisings with interest return.

In 2019 (NGAAP) financial income was NOK 0 million compared with NOK 0 million in 2018 (NGAAP).

Financial expenses

Financial expenses were NOK 2.1 million in 2020, up from NOK 0 million in 2019. The largest elements in financial expenses were interest expense of NOK 2.6 million (of which NOK 1.7 million capitalized),

as well as currency exchange differences of NOK 1.3 million. The increase from 2019 was mainly related to increase in long-term and short term interest bearing debt related to power producing assets.

In 2019 (NGAAP) financial income was NOK 0 million compared with NOK 0 million in 2018 (NGAAP).

11.1.6 Non-current assets

For the figures below, the comparisons are 31 December 2020 IFRS figures to 31 December 2019 IFRS figures, and 31 December 2019 NGAAP figures to 31 December 2018 NGAAP figures. There are no adjustments from 31 December 2019 NGAAP figures to 31 December 2019 IFRS figures. Please refer to table 10.4 for the comparison of 31 December 2019 IFRS and 31 December 2019 NGAAP figures.

Non-current assets were NOK 434.8 million 31 December 2020, compared to NOK 0 million 31 December 2019.

As per 31 December 2019 (NGAAP) non-current assets were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Property, plant and equipment (PPE)

The Group had NOK 58.4 million in PPE on 31 December 2020, up from NOK 0 million on 31 December 2019. The increase during 2020 is mainly related to producing power plants and a right of use asset related to a new lease agreement for offices at Bergehus, Oslo.

As per 31 December 2019 (NGAAP) PPE was NOK 0 million compared with NOK 0 million on 31 December 2018.

The table below set out the details of the changes in the PPE from 1 January 2019 to 31 December 2020:

NOK 1000	Producing power plants	Power plant under	Equipment	Right to use - office lease	Total
Accumulated cost 1.1.2019			21		21
Additions during the year					0
Accumulated cost at 31.12.2019	0	0	21	0	21
Accumulated depreciations and impairment losses at 1.1.2019			3		3
Depreciations for the year			7		7
Accumulated depreciations and impairment losses at 31.12.2019	0	0	10	0	10
Carrying amount at 31.12.2019	0	0	11	0	11

NOK 1000	Producing power plants	Power plant under	Equipment	Right to use - office lease	Total
Accumulated cost 1.1.2020			21		21
Additions from business combinations during the year	58 476	3 167	2 098		63 741
Additions during the year		2 842	25	5 149	8 016
Accumulated cost at 31.12.2020	58 476	6 008	2 145	5 149	71 778
Accumulated depreciations and impairment losses at 1.1.2020			10		10
Accumulated depreciations acquired assets during the year	8 743		1 310		10 052
Depreciations for the year	2 225		206	858	3 289
Impairment losses					0
Accumulated depreciations and impairment losses at 31.12.2020	10 967	0	1 526	858	13 352
Carrying amount at 31.12.2020	47 509	6 008	618	4 291	58 426

Goodwill

The Group had NOK 36.9 million in goodwill 31 December 2020, compared to NOK 0 million 31 December 2019. The goodwill is derived from the acquisition of Cloudberry Develop AS in February 2020, which was accounted for as an acquisition of Cloudberry Develop AS at fair value. There was not identified impairment of the goodwill, and the most recent test was performed in December 2020

As per 31 December 2019 (NGAAP) Goodwill was NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Investment in associated companies

The Group had NOK 337.1 million in investment in associated companies on 31 December 2020, up from NOK 0 million on 31 December 2019. The increase during 2020 is related to the acquisitions of Forte Energy Norway AS (34%) and Odal Vind AS (15%), which is further described in Section 8.3.2.1, 8.3.2.4 and 11.5.3 (Acquisitions).

As per 31 December 2019 (NGAAP) investment in associated companies was NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Financial assets and other non-current assets

The Group had NOK 2.4 million in financial assets and other non-current assets 31 December 2020, compared to NOK 0 million on 31 December 2019. The increase during 2020 related to acquisitions of Cloudberry Production AS and Cloudberry Develop AS in February 2020 and acquired hedging instruments (interest swap derivative).

As per 31 December 2019 (NGAAP) financial assets were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

11.1.7 Current assets

For the figures below, the comparisons are 31 December 2020 IFRS figures to 31 December 2019 IFRS figures, and 31 December 2019 NGAAP figures to 31 December 2018 NGAAP figures. There are no adjustments from 31 December 2019 NGAAP figures to 31 December 2019 IFRS figures. Please refer to table 10.4 for the comparison of 31 December 2019 IFRS and 31 December 2019 NGAAP figures.

Current assets were NOK 962.1 million 31 December 2020, compared to NOK 5.3 million on 31 December 2019.

As per 31 December 2019 (NGAAP) current assets were NOK 5.3 million compared with NOK 0.3 million 31 December 2018 (NGAAP).

Inventory

The Group's inventory was NOK 196.0 million 31 December 2020, compared to NOK 0 million on 31 December 2019. Inventory consists of capitalized costs related to projects and inventory of Electricity Certificates. The increase in 2020 is mainly related to acquisition of projects with a construction permit and project backlog. The acquisitions are further described under Section 8.3 and Section 11.5.3 (Acquisitions).

As per 31 December 2019 (NGAAP) inventory was NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

The table below specifies the inventory as of 31 December 2020:

NOK 1000	Projects - with construction permit	Projects - Backlog	Total
Project inventory 01.01.2020	0	0	0
Acquisitions during the year	154 737	32 812	187 549
Capitalization (salary, borrowing cost, other expenses)	7 800	672	8 472
Realized	0	0	0
Transfer to PPE	0	0	0
Write down current year	0	0	0
Project inventory 31.12.20	162 537	33 484	196 021

Accounts receivable

Accounts receivables were NOK 2.8 million on 31 December 2020, up from NOK 0 million on 31 December 2019. The increase during 2020 is related to an increase in activity and the acquisitions of Cloudberry Production AS and Cloudberry Develop AS.

As per 31 December 2019 (NGAAP) accounts receivables were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Other current assets

Other current assets were NOK 158.1 million on 31 December 2020, compared to NOK 0 million on 31 December 2019. Other current assets are mainly related to the payment to escrow account for Odal Vind AS of NOK 152.4 million, and other pre-payments of services and goods. The increase is related to the escrow account payment and an increase in activity level.

The payment to the escrow account of NOK 152.4 million is security furnished by Cloudberry to back a guarantee issued by KLP for the payment of the purchase price for the wind turbines acquired by Odal Vindkraftverk (debtor). The escrow amount represents the proportionate ownership (15%) share that the Company holds in Odal Vind AS. When Odal Vindkraftverk AS settles the payment to the turbine supplier, the guarantee will be written down and the amounts in the escrow account will be released (representing free cash for the Company). The payments from Odal to the supplier will start in June 2021, and from that time the guaranteed amount will be reduced along with the payments.

As per 31 December 2019 (NGAAP) other current assets were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Please note that in the audited consolidated financial statements for the year ended 31 December 2020, included as appendix B to this prospectus, there is an error in note 24, this note is referred to in the balance sheet line-item other current assets. In the table on page 114 it is stated that the escrow account of NOK 152 million (described above) is classified as “cash”, this should have said “other current assets”.

Cash and cash equivalents

Cash and cash equivalents were NOK 605.1 million on 31 December 2020, up from NOK 5.2 million on 31 December 2019. The development in cash and cash equivalents is further described in Section 11.3 (Liquidity and capital resources).

As per 31 December 2019 (NGAAP) cash and cash equivalents were NOK 5.2 million compared with NOK 0.1 million 31 December 2018 (NGAAP).

11.1.8 Non-current liabilities

For the figures below, the comparisons are 31 December 2020 IFRS figures to 31 December 2019 IFRS figures, and 31 December 2019 NGAAP figures to 31 December 2018 NGAAP figures. There are no adjustments from 31 December 2019 NGAAP figures to 31 December 2019 IFRS figures. Please refer to table 10.4 for the comparison of 31 December 2019 IFRS and 31 December 2019 NGAAP figures

Interest-bearing loans and borrowings

Interest-bearing loans and borrowings were NOK 26.4 million on 31 December 2020, compared to NOK 0 million on 31 December 2019. The increase during 2020 relates to acquisition of bank loans related to financing of Røyrmýra and Finnesetbekken. The amount includes derivative for hedging interest swap of NOK 0.2 million.

Below we have presented a reconciliation of the opening balance, movements (cash and non-cash) and closing balance of the long-term debt for the year 2020:

<i>(In NOK 1,000)</i>	2020	Comment	Reference to note in consolidated financial statement 2020
Opening balance long term debt 01.01.2020	0		
Acquisition of Cloudberry Develop AS - long term debt ¹	37 167	Non-cash	Note 5
Reclassified to long term not-interest bearing provisions ²	-10 016	Non-cash	Note 24
Acquisition of Cloudberry Production AS - long term debt ³	27 738	Non-cash	Note 5
Repayment of shareholder debt acquired in Cloudberry Develop	-27 151	Cash	Note 23
Repayment of principal long term debt - Røyrmýra and Finnesetbekken	-1 472	Cash	Note 23 ⁴
Value of interest rate swap used for hedging purpose	174	Non-cash	Note 10, 11
Closing balance long term debt 31.12.2020	26 440		

1. Included acquired shareholder debt of NOK 27.2 million

2. Part of resell obligation described in note 24 of the 2020 financial statement, see also section 11.4.2 of this prospectus for information

3. Bank loans related to Røyrmýra and Finnesetbekken

4. Rounded to NOK 1.4 million in note 23 of the 2020 financial statement under "Repayment of debt in 2020"

Please note that included in non-current interest-bearing loans and borrowings (long term debt) of NOK 26.4 million is also the principal payments for 2021 of NOK 1.5 million. This should have been classified as current debt in the statement of financial position as per 31 December 2020 and not as non-current debt. The information is presented in note 23 "Long term debt" in the audited consolidated financial statement for the year ended 31 December 2020, included as appendix B to this Prospectus.

Please also note that the long-term debt of NOK 26.3 million has been refinanced in April 2021 in relation to the new facility established with SR Bank. Please see section 11.4.1 Borrowings below.

As per 31 December 2019 (NGAAP) interest-bearing loans and borrowings were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Lease liabilities long term

The Group had non-current lease liabilities of NOK 3.2 million on 31 December 2020, compared to NOK 0 million on 31 December 2019. The increase in 2020 is related to leases of the Group's office space. Please note that the fall lease to landowners are mostly variable and dependent on revenue or net income, the future obligation for fall lease is therefore not recognized in the balance sheet.

As per 31 December 2019 (NGAAP) lease liabilities long term were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Provisions

The Group's non-current provisions were NOK 15.9 million on 31 December 2020, compared to NOK 0 million on 31 December 2019. The increase in 2020 relates mainly to the acquisition of Cloudberry Develop AS and provisions for resell obligation, and acquisition of Cloudberry Production AS and provision for termination of the power purchase agreement related to Røyrmýra Vindpark AS.

As per 31 December 2019 (NGAAP) provisions were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Deferred tax liabilities

The Group had non-current deferred tax liabilities of 13.7 million on 31 December 2020, compared to NOK 0 million on 31 December 2019. The increase in 2020 is related to recognising deferred tax on excess values related to acquisitions.

As per 31 December 2019 (NGAAP) deferred tax liabilities were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

11.1.9 Current liabilities

For the figures below, the comparisons are 31 December 2020 IFRS figures to 31 December 2019 IFRS figures, and 31 December 2019 NGAAP figures to 31 December 2018 NGAAP figures. There are no

adjustments from 31 December 2019 NGAAP figures to 31 December 2019 IFRS figures. Please refer to table 10.4 for the comparison of 31 December 2019 IFRS and 31 December 2019 NGAAP figures

Interest-bearing short term debt

Interest-bearing short term debt were NOK 236.8 million on 31 December 2020, up from NOK 0 million on 31 December 2019. The increase during 2020 relates to the acquisitions of Forte Energy Norway AS (associated company). The acquisition is further described under Section 8.3.2.1 and Section 11.5.3 (Acquisitions).

As per 31 December 2019 (NGAAP) interest-bearing short term debt was NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Current lease liabilities

The Group had current lease liabilities of NOK 1.1 million on 31 December 2020, compared to NOK 0 million on 31 December 2019. The increase in 2020 is related to lease of the Group's office space due within 12 months.

As per 31 December 2019 (NGAAP) current lease liabilities were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

Accounts payable and other current liabilities

Accounts payable and other current liabilities were NOK 26.2 million on 31 December 2020, up from NOK 0.5 million on 31 December 2019. The increase during 2020 is related to an increase in activity and the acquisitions of Cloudberry Develop AS and Cloudberry Production AS.

As per 31 December 2019 (NGAAP) accounts payable and other current liabilities were NOK 0.5 million compared with NOK 0.8 million 31 December 2018 (NGAAP).

Provisions short term

The Group's current provisions were NOK 18.8 million on 31 December 2020, compared to NOK 0 million on 31 December 2019. The increase in 2020 relates mainly to provision for project costs when acquiring Cloudberry Develop AS, acquiring minority shares, accrued salaries and public duties.

As per 31 December 2019 (NGAAP) provisions short term were NOK 0 million compared with NOK 0 million 31 December 2018 (NGAAP).

11.1.10 Equity

The Group had total equity of NOK 1 054.7 million on 31 December 2020, compared to NOK 4.8 million on 31 December 2019.

As per 31 December 2019 (NGAAP) total equity was NOK 4.8 million compared with NOK -0.6 million on 31 December 2018 (NGAAP).

The change in equity is set out in detail in Section 10.6 (Selected statement of changes in equity).

11.2 Recent developments and trends

As a result of (i) the number of acquisitions within the Group and (ii) the numerous power plants under construction, the Group's production of power will increase significantly from 2020 to 2021. However, except for the increase of power production, and the conditions mentioned in Section 11.10 (Significant changes), the Group has not experienced nor does it have any information about significant changes compared to historical trends in production, sales, costs, market prices for electrical power, Electricity Certificates or Guarantees of Origin, demands, commitments or events that are reasonably likely to have a material effect for the Group's prospects for the current financial year.

Other than mentioned in Section 11.10 (Significant changes), the Group has not experienced any significant changes in its financial performance in the period between 31 December 2020 and date of this Prospectus.

11.3 Liquidity and capital recourses

11.3.1 Sources of liquidity

The main source of liquidity for the Group has been the cash flows from financing activities, mainly through issuance of new shares. In 2020, the cash flow from operating activities was NOK -4.3 million. Cash flow from investing activities, which is made up of investment in associated companies and shares in subsidiaries and property plant and equipment (power plants under construction) was NOK -354.2 million. In total, the Group had a net cash flow of NOK 599.9 million in 2020. As of 31 December 2020 the Group had total equity of NOK 1 054.7 million, corresponding to an equity ratio of 76%, cash and cash equivalents of NOK 605.1 million, and interest-bearing debt of NOK 267.6 million (including lease liability).

As of 31 December 2020, the Group had net borrowings of NOK 263.2 million.

In March 2021 the Group secured and signed a term loan facility with SpareBank 1 SR-Bank ASA of NOK 400 million, and a related revolving credit facility of NOK 300 million. The debt facility has refinanced the existing borrowings and debt in Selselva Kraft AS. The facility will finance the acquired power plants described in Section 11.5.3 (Acquisitions) in 2021.

For details about the conditions and covenants for these debt facilities see Section 11.4.1 (Borrowings) below.

In June 2021, the Company raised NOK 1,035 million in net proceeds in the Private Placement. The net proceeds from the Private Placement will be used for i) the construction of the two in-house wind development projects at Hån and Duvhällen (NOK ~470 million), ii) a capital structure adjustment in the Odal windfarm development (NOK ~70 million), and iii) executing on M&A opportunities, accelerated development of project portfolio, working capital requirements and general corporate purposes, such as financing of the Group's operating costs.

As part of the Offering the Group expect to raise net proceeds of NOK 33 millions which will be applied to finance operating costs, costs related to the Group's project under development and costs related to the development of the Group's backlog. The net proceeds may also be used to finance growth opportunities. This is described in Section 5 (Reasons for the Offering and the Listing and use of proceeds).

Going forward it is expected that a source of liquidity also will be cash flow from operations. The Group's ability to generate cash from operations depends on future operating performance, which is dependent, to some extent, on general economic, financial, competitive, market regulatory and other factors, many of which are beyond the Group's control, as well as other factors described in Section 2 (Risk factors) of this Prospectus.

The Group does not use hedging or other methods to minimize the impact of foreign exchange risk. At the end of 2020 the Group held 0.1% of cash holdings in SEK, 99.9% in NOK, 0 % in EUR and 0% in other currencies. From H2 2021, the Company expects the investment in the associated company Odal Vind AS to be 100% exposed to EUR.

Cash holdings, proceeds from the Offering and access to credit facilities as described above should provide the Group with the needed liquidity to maintain a sound cash balance. The Group believes that these sources of liquidity will be sufficient to meet requirements and commitments in the foreseeable future. However, if the Group is to pursue further growth through M&A activities or develop additional

projects in-house, the Group will need to raise additional capital. The Group's actual financing requirements depend on a number of factors, many of which are beyond the control of the Group.

11.3.2 Restrictions on use of capital

The Group had as per 31 December 2020 NOK 152.4 million in an escrow account related to Odal Vind AS. This may be replaced by using the NOK 300 million revolving credit facility in Sparebank 1 SR-Bank established in March 2021. The Group does not have any other restrictions on use of capital that can have a material impact on the Group's operations.

11.3.3 Summarized cash flow information

The following table presents the Group's historical cash flows extracted from the Company's audited Financial Statements for the years ended 31 December 2020, 31 December 2019 (2019 IFRS is extracted from 2020 comparable statements) and 31 December 2018 for the years ended 31 December 2020, 31 December 2019 and 31 December 2018:

(In NOK 1,000)

	Year ended			
	2020 1/1 - 31/12 IFRS	2019 1/1 - 31/12 IFRS	2019 1/1 - 31/12 NGAAP	2018 10/11/17-31/12/18 NGAAP
Net cash flow from operating activities	-4 314	-2 906	-2 906	-1 350
Net cash flow from (used in) investing activities	-354 184	0	0	-21
Net cash flow from financing activities	958 355	8 000	8 000	1 500
Total change in cash and cash equivalents	599 856	5 094	5 094	129
Cash and cash equivalents at start of period	5 223	129	129	0
Effect of exchange rate changes on cash and cash equivalents	47	0	0	0
Cash and cash equivalents at end of period	605 126	5 223	5 223	129

11.3.4 Cash flow from operating activities

Cash flow from operating activities originate from sale of power, Electricity Certificates, Guarantees of Origin and management fee services in the Production segment, less cash used in operations. In 2020, 71% of revenues were from sale of power. Cash flow from operating activities also account for non-capitalized changes in the balance sheet such as trade receivables and contract assets. The increase in cash flow from operating activities between 2020 and 2019, is mainly due to acquisition of Cloudberry Production AS. The increase in revenue is described in Section 11.1 (Results by operating segment and geographic area). A more detailed break-down of the cash flow elements can be found in Section 10.5 (Selected statement of cash flow). Selected statement of cash flow, and in the 2020 annual report, appended as Appendix B to this Prospectus.

11.3.5 Cash flow from investing activities

Cash flow from investing activities mainly cover investments in shares in associated companies as well as purchases of shares in subsidiaries. The decrease in cash flow from investing activities is mainly due to extensive M&A activity in 2020 compared to 2019.

11.3.6 Cash flow from financing activities

Cash flow from financing activities stem from capital raises, borrowings, lease payments and related interest. During 2020, the Group raised 905.9 million through capital raises, which explains the increase in cash flows since 2019. During 2020 the Group paid NOK 152.4 million to an escrow account related to the investment in Odal Vindpark AS, repaid borrowings of NOK 28.6 million related to a shareholder loan in Cloudberry Develop AS, and took up a short-term loan of NOK 236.7 million when acquiring the shares in Forte Energy Norway AS. The Group had principal lease payments of NOK 0.8 million in 2020, and interest payments of NOK 0.2 million. The increase in cash flow from financing activities compared to 2019 is mainly due to capital raisings.

11.4 Financing arrangements and other commitments

11.4.1 Borrowings

The Group had two acquisition facilities with SpareBank 1 SR-Bank ASA related to the acquisition of Røyrmýra and Finnesetbekken of NOK 26.3 million as per 31 December 2020 divided among two term loans, maturing in 2029 and 2036. Please see further details about the facilities in note 23 in the Group's audited financial statements for the year ended 31 December 2020, included in this Prospectus as Appendix B.

In March 2021 the Group signed a term loan facility with SpareBank 1 SR-Bank ASA of NOK 400 million, and a related revolving credit facility of NOK 300 million. This facility has refinanced the two existing term loans related to Røyrmýra and Finnesetbekken, amounted to NOK 26.4 million, and in April 2021 the Group withdrew NOK 49.3 million from the facility to refinance long term debt related to the acquired Selselva power plant.

The total borrowings related to the term loan facility is as per 30 April 2020 NOK 76 million (current and non-current portion). The interest rate on the term loan is 3 months NIBOR pluss margin of 1.94%.

The covenants related to the term loan and revolving credit facility are related to minimum equity and equity/debt ratio in the Company and in Cloudberry Production AS, and a minimum cash NOK 30 million at Group level. The Group is not in any covenant breach.

Related to the facilities Sparebank 1 SR Bank ASA has security in the following:

- First priority pledge in 100% of the shares in Cloudberry Production AS and Cloudberry Develop AS.
- First priority pledge in machinery and equipment, accounts receivables and inventory in Cloudberry Production AS.
- When drawing from the term loan facility, first priority pledge in the borrowing power plant company's land lease, fall hire agreements and other land lease agreements, machinery and equipment, accounts receivables, shares, intra-company loans, step-in rights regarding PPA and service agreements and money claims.
- When drawing from the revolving credit facility financing of Guarantee requires cash collateral and established share pledge for the shares owned by the borrower.

11.4.2 Contractual cash obligations and other commitments

The Group also has certain other contractual cash obligations and other commitments.

Lease obligation

The Group rents its offices as well as ground lease to landowners. The lease agreements are of varying lengths. Further details regarding the total lease obligations and the maturity analysis are found in Section 11.4.3 (Overview of consolidated contractual obligations) below.

Contract termination obligation

The Group's subsidiary, Røyrmýra Vindpark AS has entered into a fixed price contract related to the sale of electricity, Electricity Certificates and Guarantees of Origin related to the production from the Røyrmýra power plant. The original term of the contracts was until 2030. The parties have agreed to terminate the contract with effect from 31 December 2021. Upon expiry of the contract, Røyrmýra

Vindpark AS is liable to pay the counterparty a one-time compensation fee of EUR 464,024. The amount is guaranteed by SpareBank 1 SR-Bank ASA with an underwriting commission of 1.850% p.a.

Resell obligations

Further, Cloudberry Develop AS has made a provision for resell obligation to prior owners of development projects. The resell obligation is contingent on project realization which requires a final investment decision. The final investment decision for the projects will trigger an agreed payment obligation which will fall due at that point. The resell obligation is to four former owners related to Project Rewind Vänern and Project Hån Vindpark. The total resell provision amounts to NOK 9.9 million and is not interest bearing.

Asset retirement obligation

Provision for asset retirement costs is recognized when the Group has an obligation to dismantle and remove a hydro or wind power plant and to restore the site where it is located after a concession period or lease period is over.

A provision for asset retirement obligation related to Røyrmýra wind farm is recognized in the consolidated Group accounts. The estimated cost for retirement is based on expected cost at the expiry of the concession, this is based on an estimate of today's cost and adjusted for future inflation and discounted with the Groups estimated long-term borrowing cost. The expected settlement date is at the end of the concession period, end of 2040. The provision for the asset retirement obligation amounts to NOK 0.9 million per 31 December 2020.

Asset retirement obligations have not been made for Cloudberry's current hydro plants. The concessions for the hydro power plants do not have an expiry date, and the useful life of the equipment is estimated to be longer than the lease periods. It is currently assessed that because the power plants would continue to be revenue generating power producing plants, after the end of the lease periods, it is assumed that either the landowners (if they exercise their option to acquire the equipment), or the Company (which have the right to prolong the lease period if option to acquire the equipment is not exercised) will continue the use of the plants and therefore not decommission the equipment. The lease expiry dates are many years ahead (40-60 years) and the assessment will be updated over the useful life of the power plants and may change so that an asset retirement obligation will be made later, when material.

Contingent obligations not recognised

Cloudberry has signed sale and purchase agreements to acquire power plants which commits the Company. These are related to Nessakraft AS, Bjørgelva Kraft AS, Åmotsfoss Kraft AS and Ramsliåna Kraft AS, these are further described in under the heading "Acquisitions expected to be completed after the date of this Prospectus" in Section 11.5.3 (Acquisitions). The contingent obligation related to these are further described in Section 9.5 (Contingent and indirect indebtedness).

11.4.3 Overview of consolidated contractual obligations

The table below sets out the Group's consolidated contractual obligations and commitments, extracted from the Company's audited Financial Statements for the years ended 31 December 2020, as of 31 December 2020:

	Outstanding amount as of 31 December 2020
<i>(In NOK 1,000)</i>	
Senior facilities	
Principal	263 033
Interests	10 288
Total senior facilities	273 321
Lease facilities	
Principal	4 401
Interests	353
Total lease facilities	4 754
Other commitments	
Principal	15 868
Interests	901
Total other commitments	16 769
Total	294 844

The maturity profile in the table below shows contractual maturities of the main borrowings of the Group as of the date of this Prospectus including estimated interest and principal payments, for the periods indicated.

Debt repayment schedule <i>(In NOK 1,000)</i>	2021	2022	2023	2024	2025-	Total
Senior facilities						
Principal	238 239	1 472	1 472	1 472	20 378	263 033
Interests	3 265	686	680	665	4 992	10 288
Total senior facilities	241 504	2 158	2 152	2 137	25 370	273 321
Lease facilities						
Principal	973	1 024	1 077	1 133	193	4 401
Interests	132	102	72	40	6	352
Total lease facilities	1 105	1 126	1 149	1 173	199	4 753
Other commitments						
Principal	0	14 561	0	393	914	15 868
Interests	32	33	34	35	767	901
Total other commitments	32	14 594	34	428	1 681	16 769
Total	242 641	17 878	3 335	3 738	27 250	294 842

11.5 Investments

11.5.1 Overview

The Group's investments are mainly in the form of acquisitions of either (i) power producing hydropower plants or wind farms or (ii) hydropower plants or wind farms under construction or development of greenfield projects.

In 2020 the Group made investments of NOK 600 million (of which NOK 351 million was payable in cash, the remaining was settled with shares). This was related to acquisitions described in Section 11.5.3 (Acquisitions) and payment for power plants under construction.

In 2019 and 2018 the Group did not make any investments (NOK 0 million).

So far in 2021 the Group has made investments of NOK 188.9 million which has been payable in cash. This is related to acquisition of shares in Selselva Kraft AS of NOK 64.2 million, see Section 8.3.3.1 (Acquisition of 100% of the shares of Selselva Kraft AS), acquisition of shares in Skåråna Kraft AS of NOK 17.7 million, see Section 8.3.3.2 (Acquisition of 100% of the shares of Skåråna Kraft AS), investments in hydro power plants under construction in Skåråna of NOK 16 million, and a final

payment of NOK 91 million of share capital for Cloudberry's proportionate 15% ownership in the associated company Odal Vind AS, see Section 9.1 (Introduction).

11.5.2 Investments in progress or for which firm commitments already have been made

In February 2021 Cloudberry Production AS acquired 100% of the shares in Skåråna Kraft, see Section 8.3.3.2 (Acquisition of 100% of the shares of Skåråna Kraft AS). Skåråna Kraft AS is the owner of two hydropower plants under construction and the total capex is estimated to be NOK 55 million, of which NOK 40 million is debt financed with the Sparebank 1 SR Bank facility described in Section 11.4.1 (Borrowings). Of total capex of NOK 24.5 million is expected cash outflow in H1 2021 (NOK 16 million is paid as per May), and the remaining capex of NOK 30.5 million is expected to be paid during H2 2021.

The purchase price will be subject to adjustments in case of cost overruns related to the construction projects. The power plants are expected to commence operation in Q4 2021. The transaction was completed in February 2021. The purchase price was NOK 23.7 million and will be subject to adjustments in case of cost overruns related to the construction projects. The adjustment will be after test production and commissioning, when the total capex is final. This is expected to be completed at the end of 2021.

In relation to the Hån wind farm, the Group has in June 2021 entered into a contract for design and construction of a substation including power transformer as well as a pre-fabricated building with relevant ground works. The investment is estimated to EUR 2.9 million. Of the total capex 40% is expected to be paid within one month from contract signing and the remaining 60% is expected to be paid within 15 months.

11.5.3 Acquisitions

The Group has had an active M&A strategy and driven growth through a combination of organic growth and acquisitions. The Group has completed the following acquisitions during 2021 and in the years ended 31 December 2020, 31 December 2019 and 31 December 2018:

Acquisitions completed in 2018

The Company did not complete any acquisitions in 2018.

Acquisitions completed in 2019

The Company did not complete any acquisitions in 2019.

Acquisitions completed in 2020, reference to Section 8.3.1 and 8.3.2

Cloudberry Production AS (formerly known as CB Nordic Renewable & Infrastructure Fund I AS)

The Company acquired 100% of the shares in Cloudberry Production AS in February 2020 at a price of approximately NOK 83.5 million. The purchase price has been fully paid. At the time of the acquisition, Cloudberry Production AS had purchased the two producing power plants Røyrmýra (wind) and Finnesetbekken (hydro).

Cloudberry Develop AS (formerly known as Scanergy AS)

The Company acquired 100% of the shares in Cloudberry Develop AS in February 2020 at a price of approximately NOK 132.8 million. The purchase price has been fully paid.

Forte Energy Norway AS

The Company acquired 34% of the shares in Forte Energy Norway AS in December 2020 at a price of NOK 238 million. The purchase price has been fully paid.

Skogvind AS

Cloudberry Develop AS acquired 100% of the shares in Skogvind AS in November 2020 at a price of NOK 5.4 million. The purchase price has been fully paid.

Cloudberry Offshore Wind AS (formerly known as Scanvind 2 AS)

Cloudberry Develop AS acquired 100% of the shares in Cloudberry Offshore Wind AS in September 2020 at a price of NOK 34.2 million. The purchase price has been fully paid.

Odal Vindkraftverk AS

Cloudberry Production AS acquired 15% of the shares in Odal Vindkraftverk AS in December 2020 at a price of NOK 103 million, with an option to acquire further 18.4% of the shares in the company. The project is currently under construction. Cloudberry Production AS has during Q1 2021 paid in the remaining equity commitment of NOK 91 million (15% ownership). The project has secured debt and is fully financed.

Acquisitions completed in 2021, reference to Section 8.3.3

Selselva Kraft AS

Cloudberry Production AS acquired 100% of the shares in Selselva Kraft AS in January 2021 at a price of NOK 645.0 million. The power plant is in operation. The purchase price has been fully paid.

Skåråna Kraft AS

Cloudberry Production AS acquired 100% of the shares in Skåråna Kraft AS in February 2021 at a price of NOK 23.7 million. The project is currently under construction. Additional NOK 10.5 million was paid in March. The final payment of NOK 6 million will be paid when the plant is completed and tested. The project has secured debt and is fully financed.

Acquisitions expected to be completed after the date of this Prospectus, reference to Section

Rewind Vänern Project

Rewind Vänern AB holds an installation license to build and operate a 100 MW shallow water offshore wind farm at Stenkalles Grund in the lake of Vänern In Sweden. The company has entered into a sales and purchase agreement regarding a sale of 80% of the project. The sale is expected to be completed in H2 2021. The price will depend on inter alia the final CAPEX of the project.

Nessakraft AS

At the time the Company acquired Cloudberry Production AS, CB Production had already agreed to acquire 100% of the shares in Nessakraft AS. The purchase price is estimated to approximately NOK 72.7 million and the transaction is expected to be completed in Q2 2021.

Bjørgelva Kraft AS

At the time the Company acquired Cloudberry Production AS, CB Production had already agreed to acquire 100% of the shares in Bjørgelva Kraft AS. The purchase price is estimated to approximately NOK 7.7 million and the transaction is expected to be completed in Q2 2021.

Åtnosfoss Kraft AS

Cloudberry Production AS has agreed to acquire 100% of the shares in Åtmosfoss Kraft AS. The purchase price is estimated to approximately NOK 80 million and the transaction is expected to be completed in Q3 2021.

Ramsliåna Kraftverk AS

Cloudberry Production AS has agreed to acquire 100% of the shares in Ramsliåna Kraftverk AS. The purchase price is estimated to approximately NOK 15.5 million and the transaction is expected to be completed in Q4 2021.

11.5.4 Associated companies and undertakings

Cloudberry holds significant ownership interest in two associated companies:

1. Forte Energy Norway AS. Cloudberry owns 34% of the company together with Fontavis (clean energy infrastructure fund). Fontavis is a member of Swiss Life. Forte Energy Norway AS holds a portfolio of 13 hydropower plants in Norway and one purchase price agreement.
2. Odal Vind AS. Cloudberry owns 15% of the company and has the option to increase the ownership to 33.4% before 30 June 2021, see Section 8.3.2.4 (Acquisition of 15% of the shares of Odal Vindkraftverk AS (now Odal Vind AS)). Odal is a 163 MW wind park currently under construction.

11.5.5 Other material investments

There are no other material investments.

11.5.6 Environmental issues affecting the Group's utilisation of the tangible fixed assets

The matrix on the following page provides an overview of Cloudberry's risks and opportunities affecting the Groups tangible assets.

TCFD		Risk	Like- lihood ¹⁾	Financial Impact ²⁾	Time Horizon ³⁾	Description	Risk mitigation	Opportunity
Physical Risks and Opportunities	Both acute and chronic	Extreme winds	High	Low	Long	Exacerbated wear-and-tear of wind turbines (i.e., increased service and maintenance/repair costs). Higher risks/costs during construction (e.g., wind days and delayed construction).	We aim for long service contracts with solid counterparts, and we make sure that contracts with contractors have substantial buffers on weather-exposed operations.	Finding solutions for how future wind turbines (or upgrades of older wind turbines) can maximize production based on increased wind strength. It also opens for the opportunity to build wind parks in less sensitive areas
		Extreme rainfall	High	Low	Long	Damage and production loss to hydropower stations (higher insurance premiums), as well as lost revenue from flow over the dams.	The technical standard and capacity of our dams and pipelines are designed to withstand flooding.	More likely to get permits for adding regulation dams to our assets for flood prevention. An opportunity to increase the company's production capacity and be able to take full advantage and be more efficient to produce more power. Overall, increased precipitation might increase revenue for the company.
		Warmer, wetter, and windier	High	High	Long	Wind farms will get more hours of production due to overall higher wind speeds, while the production of hydro plants will increase all over due to increased rainfall and fewer water-frozen days.	Position ourselves and our power plants to maximize the benefits of the increased production potential.	More power production (e.g., if snow is melting to a larger degree than normal, hydropower plants that previously have been water frozen during winters might be able to produce power during the winter as well)).

1) The likelihood is based on provisional internal assessments and will be further developed through scenario analyses in the years to come

2) Financial impact: Low < 10 mill, Medium 10-100 mill, High > 100 mill

3) Time horizon: Short: 0-3 years, Medium: 3-10 years, Long: more than 10 years

11.6 Off-balance sheet arrangements

The Group does not have any material off-balance sheet arrangements.

Please note the Group has investments in the associated companies Forte Energy Norway AS (34% ownership) and Odal Vind AS (15% ownership) which are equity accounted in the statement of financial position. The Groups proportionate share of debt in these associated companies are as follows:

- Forte Energy Norway AS (34% ownership): Proportionate share of debt, NOK 236 million long term interest debt and NOK 8 million short term per 31 December 2020.
- Odal Vind AS (15%): Proportionate share of debt, NOK 12 million short term debt as per end Q1 2021). Odal Vind AS is financed by a long-term interest-bearing debt facility of EUR 90 million, which was established in April 2021. Cloudberry's proportionate share equals EUR 13.5 million (15% share). This will increase to EUR 30.1 million if the option to increase the ownership in Odal Vind AS to 33.4% is exercised, see Section 8.3.2.4 (Acquisition of 15% of the shares of Odal Vindkraftverk AS (now Odal Vind AS)).

11.7 Related party transactions

The Group's related parties include the Company and its subsidiaries, as well as members of the Board of Directors, members of Management and their related parties. Related parties also include companies in which the individuals mentioned in this paragraph have significant influence.

Related party transactions have been made on terms equivalent to those that prevail in arm's length transactions and are made only if such terms can be substantiated.

During the periods covered by the historical financial information included in this Prospectus and up to the date of this Prospectus the following transactions were carried out with related parties:

Figures in the table are NOK 1,000.

Related party	Relation for Cloudberry	Nature of transaction	2020	2019	2018
Bergehus Holding AS	Board member and indirect shareholder	Office lease	970	84	0
Captiva Financial Services AS	Chairman of the Board & Indirect shareholder	Accounting fee	328	0	0
CCPartners AS	Chairman of the Board	Consultant agreement	1 154	0	0
Captiva Energi AS	Chairman of the Board & Indirect shareholder	SPA for aquisition of Skåråna Kraft	80 000	0	0
Scanvind2 AS	Chairman of the Board	Acquisition of Scanvind 2 AS	34 250	0	0
Cb4 Green Invest AS	Board members & Indirect shareholders	Acquisition of Skogvind AS	5 435	0	0
Forte Energy Norway AS	Associated company	Management fee revenue	310	0	0

All transactions were on arm's length basis and done in the ordinary course of business.

The Group is in the process of entering into an agreement related to operations of producing power plants with Captiva Asset Management (Cloudberry's chairperson is an indirect owner in Captiva Asset Management). The agreement as a value of less than NOK 1 million and was approved by Cloudberry's Board in a board meeting held 23 March 2021, without the chairperson present. Other than the mentioned agreement, no other new transactions with related parties have been entered into in the period following 31 December 2020.

In addition, the Group has paid remuneration to the members of management and the members of the Board of Directors, as disclosed in Section 13.2 (Management).

The Board of Directors ensures that any material transaction between the Company and Shareholders, a Shareholder's parent company, members of the Board of Directors, executive personnel or close associates of any such parties will be entered into on arm's length terms. The Board of Directors has adopted rules of procedures for the Board of Directors which inter alia includes guidelines for notification by members of the Board of Directors and executive management if they have any material direct or indirect interest in any transaction entered into by the Company.

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are eliminated in the consolidated accounts presented in this Prospectus.

11.8 Grants

The Group has not received any grants during the latest three financial years. Neither has any member of the Group submitted, or are expecting to submit, any applications for governmental grants.

11.9 Critical accounting policies and estimates

The preparation of the financial statements according to IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Estimates and judgments are evaluated on a regularly basis and are based on historical experiences and other factors that are believed to be reasonable under the circumstances. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom

equal the actual outcome. For further information please see note 3 Key accounting estimates and judgements in the Group's audited financial statements for the year ended 31 December 2020, included in this Prospectus as Appendix B.

11.10 Significant changes

The most significant changes in the financial position of the Group since 31 December 2020 are:

- Repayment of short-term debt to Forte Energy Norway AS, see Section 9.1 (Introduction).
- Acquisition of 100% of Selselva Kraft AS on 13 January 2021, see Section 8.3.3.1 (Acquisition of 100% of the shares of Selselva Kraft AS), which is a producing hydro power plant. The acquisition was financed with NOK 65 million in equity (cash payment) and NOK 49.3 million in new debt, see Section 11.4.1 (Borrowings).
- Acquisition of 100% of Skåråna Kraft AS on 24 February 2021, see Section 8.3.3.2 (Acquisition of 100% of the shares of Skåråna Kraft AS), which is the owner of two hydropower plants under construction. The acquisition cost is estimated to NOK 23.7 million. The final purchase price depends on actual capex of the project and will be determined after commissioning. NOK 17.7 million was paid at completion and the remaining NOK 6 million has been held back as security for the potential price adjustment. The final purchase price will be calculated after commissioning, which is expected in H2 2021. The purchase price was financed with equity.
- Payment of NOK 91 million related to the share contribution to Odal Vind AS, described in footnote (1) in Section 9.3 (Net Financial Indebtedness).
- In June 2021 the Company carried out the Private Placement, raising gross proceeds of NOK 1,075 million.

Other than as described above, there has been no significant change in the Group's financial position which has occurred since the end of the last financial period for which audited financial statements has been published to the date of this Prospectus.

12. UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

12.1 Introduction

12.1.1 Overview

During 2020 and 2021 the Group has made or agreed to make a number of acquisitions, as further described in Section 8.3 (Recent M&A Activities). The following transactions have been assessed to represent a significant gross change for the Group and triggers the requirement to prepare pro forma financial information in accordance with Annex 20 to Commission Delegated Regulation (EU) 2019/980:

- The acquisition of 100% of the shares of Cloudberry Production AS, further described in Section 8.3.1.1 (Acquisition of 100% of the shares of CB Production);
- the acquisition of 100% of the shares of Cloudberry Develop AS, further described in Section 8.3.1.2 (Acquisition of 100% of the shares of CB Develop);
- the acquisition of 100% of the shares of Skogvind AS, further described in Section 8.3.2.2 (Acquisition of 100% of the shares of Skogvind AS);
- the acquisition of 100% of the shares of Cloudberry Offshore Wind AS, further described in Section 8.3.2.3 (Acquisition of 100% of the shares of Cloudberry Offshore Wind AS);
- the acquisition of 34% of the shares of Forte Energy Norway AS, further described in Section 8.3.2.1 (Acquisition of 34% of the shares of Forte Energy Norway AS);
- the acquisition of 15% of the shares of Odal Vindkraftverk AS, further described in Section 8.3.2.4 (Acquisition of 15% of the shares of Odal Vindkraftverk AS (now Odal Vind AS)); and
- the acquisition of 100% of the shares of Selselva Kraft AS, further described in Section 8.3.3.1 (Acquisition of 100% of the shares of Selselva Kraft AS).

These acquisitions are reflected in the Unaudited Pro forma Condensed Financial Information as set out in this Section 12 (Unaudited Pro Forma Condensed Financial Information). The other transactions made in the period from 1 January 2020 up to the date of the preparation of the Unaudited Pro Forma Condensed Financial Information or which have been agreed have been assessed to not represent a significant gross change for the Group and have consequently not been reflected in the Unaudited Pro forma Condensed Financial Information.

12.1.2 Acquisitions completed in 2020

For the following acquisitions, which were completed at various dates during 2020 (the “**2020 Acquisitions**”), the unaudited pro forma condensed financial information includes profit and loss information for the period from 1 January 2020 until their respective acquisition dates. As these transactions are already fully reflected in the Company’s consolidated statement of financial position as at 31 December 2020, no adjustments were required in the pro forma statement of financial position:

- The Group was formed when Cloudberry Clean Energy AS acquired Cloudberry Production AS (including subsidiaries) and Cloudberry Develop AS (including subsidiaries) on 15 February 2020:
 - **Cloudberry Production AS**
On 15 February 2020, the Company acquired 100% of the shares of Cloudberry Production AS, including subsidiaries listed below, for a total purchase price of NOK 83.5 million. Upon completion of the acquisition on 15 February 2020, Cloudberry Production AS became a wholly owned subsidiary of the Company, and the Company started to consolidate Cloudberry Production AS into the Group. For further details about the business acquired, see Section 8.3.1.1 (Acquisition of 100% of the shares of CB Production). The subsidiaries owned by Cloudberry Production AS at the acquisition date 15 February 2020 were:

- Røyrmýra Vindpark AS; and
- Finnesetbekken AS

○ **Cloudberry Develop AS**

On 15 February 2020, the Company acquired 100% of the shares of Cloudberry Develop AS, including the subsidiaries listed below, for a total purchase price of NOK 132.8 million. Upon completion of the acquisition on 15 February 2020, Cloudberry Develop AS became a wholly owned subsidiary of the Company, and the Company started to consolidate Cloudberry Develop AS into the Group. For further details about the business acquired, see Section 8.3.1.2 (Acquisition of 100% of the shares of CB Develop). The subsidiaries owned by Cloudberry Develop AS at the acquisition date 15 February 2020 were:

- Cloudberry Wind AB
- Hån Vindpark AB
- Duvhällen Vindpark AB
- Kåanna Vindpark AB (85%)
- Ljunga Vindpark AB (85%)
- Rewind Offshore AB (66%)
- Cloudberry Utveckling AB (85%)
- Cloudberry Projekt AB (85%)
- Cloudberry Offshore Wind AB
- Elgenes Kraftverk AS
- Finse Kraftverk AS
- Skiparvik Kraftverk AS
- Hån 22 KV AS

● **Skogvind AS**

On 31 August 2020, Cloudberry Develop AS agreed to acquire 100% of the shares of Skogvind AS for a total purchase price of NOK 5.4 million. Upon completion of the acquisition Skogvind AS became a wholly owned subsidiary of the Company, and the Company started to consolidate Skogvind AS into the Group. For further details about the business acquired, please see Section 8.3.2.2 (Acquisition of 100% of the shares of Skogvind AS).

● **Cloudberry Offshore Wind AS**

On 22 September 2020, Cloudberry Develop AS agreed to acquire 100% of the shares of Cloudberry Offshore Wind AS, including the subsidiary Revind Vänern AB, for a total purchase price of NOK 34,3 million. Upon completion of the acquisition on 22 September 2020, Cloudberry Offshore Wind AS became a wholly owned subsidiary of the Company, and the Company started to consolidate Cloudberry Offshore Wind AS and its subsidiary into the Group. For further details about the business acquired, please see Section 8.3.2.3 (Acquisition of 100% of the shares of Cloudberry Offshore Wind AS).

● **Forte Energy Norway AS**

On 15 November 2020, the Company acquired 34% of the shares of Forte Energy Norway AS for a total purchase price of NOK 237.6 million. Forte Energy Norway AS is accounted as an associated company and the equity method is applied from the acquisition date. Forte Energy Norway AS was formed as part of the transaction taking ownership to a portfolio of small-scale hydro power plants in operation, as well as projects under development. The profit and loss for the ownership period is therefore fully reflected in the consolidated statement of profit and loss of the Group accounts. There is no financial information for the period 1 January 2020 to 15

November 2020 as such numbers are not made available as part of the demerger transaction and therefore the pro forma financial information reflects the historical information only from the demerger. However, depreciation of excess value of the investment is adjusted for in the pro forma financial information for the period 1 January 2020 to 15 November 2020. For further details about the business acquired see Section 8.3.2.1 (Acquisition of 34% of the shares of Forte Energy Norway AS).

- **Odal Vindkraftverk AS**

On 23 December 2020, the Company acquired 15% of the shares of Odal Vindkraftverk AS for a total purchase price of NOK 103 million. Odal Vindkraftverk AS is accounted as an associated company and the equity method is applied from the date acquisition date. Odal Vindkraftverk AS was established 16 March 2020. For further details about the business acquired see Section 8.3.2.4 (Acquisition of 15% of the shares of Odal Vindkraftverk AS (now Odal Vind AS)).

The acquisitions of Cloudberry Production AS, Cloudberry Develop AS and Skogvind AS have been accounted as business combinations and the accounting principles in IFRS 3 have been applied. For further information about these acquisitions, the purchase price considerations and the purchase price allocation, please refer to note 5 Business combinations and other transactions of the Company's Annual Financial Statements for 2020, included in Appendix B.

The acquisition of Cloudberry Offshore Wind AS and including its subsidiary was accounted as an asset acquisition. For further information about the acquisition and the purchase price considerations please refer to note 5 Business combinations and other transactions of the Annual Financial Statements for 2020, included in Appendix B.

The investment of shares in Forte Energy Norway AS and Odal Vindkraftverk AS are classified as associated companies and the equity method is applied in the Group accounts, for further information about the acquisitions and accounting please refer to note 20 Investment in associated companies of the Annual Financial Statements, included in Appendix B.

12.1.3 Acquisition completed in 2021

On 13 January 2021, Cloudberry Production AS acquired 100% of the shares of Selselva Kraft AS for a total purchase price of NOK 65.0 million (the “**Selselva Acquisition**”). Upon completion of the acquisition on 13 January 2021, Selselva Kraft AS became a wholly owned subsidiary of the Company, and the Company started to consolidate Selselva Kraft AS into the Group. For further details about the business acquired, please see Section 8.3.3.1 (Acquisition of 100% of the shares of Selselva Kraft AS).

The acquisition will be accounted for as a business combination and the principles in IFRS 3 apply.

The Unaudited Pro Forma Condensed Financial Information includes Selselva's profit and loss information for the period 1 January 2020 until 31 December 2020 and the pro forma statement of financial position information as per 31 December 2020 as if the Selselva transaction had occurred 31 December 2020. The audited financial statement for Selselva Kraft AS for 2020 is included as Appendix D.

12.2 General information and purpose of the Unaudited Pro Forma Condensed Financial Information

The Unaudited Pro Forma Condensed Financial Information has been prepared by the Company for illustrative purposes only to show how the above mentioned acquisitions might have affected the Company's consolidated statement of profit and loss for the financial year ended 31 December 2020 and the consolidated statement of financial position at 31 December 2020 as if the acquisitions had occurred 1 January 2020 and 31 December 2020 respectively.

The Unaudited Pro Forma Condensed Financial information is based on certain management assumptions and adjustments made to illustrate what the financial results of the Group might have been, had the Company completed the acquisitions at an earlier point of time.

Although the Unaudited Pro Forma Condensed Financial Information is based on estimates and assumptions based on current circumstances believed to be reasonable, actual results could materially differ from those presented herein. There is a greater degree of uncertainty associated with pro forma financial information than with historical financial information. Because of its nature, the Unaudited Pro Forma Financial Information included herein addresses a hypothetical situation, and, therefore does not represent the Company's consolidated actual financial results of operations for the financial year ended 31 December 2020 and is not representative of the results of operations and financial position of any future periods. The Unaudited Pro Forma Condensed Financial Information is prepared for illustrative purposes only. It does not purport to present what the Company's consolidated results of operations would have been had the acquisitions been completed on 1 January 2020 or 31 December 2020.

It should be noted that greater uncertainty is associated with unaudited pro forma financial information than actual historical financial information. Prospective investors are cautioned against placing undue reliance on this unaudited pro forma financial information.

The assumptions underlying the pro forma adjustments applied to the historical are described in the notes to the Unaudited Pro Forma Condensed Financial Information. Neither these adjustments nor the resulting Unaudited Pro Forma Condensed Financial have been audited in accordance with Norwegian or any other general accepted auditing standards.

12.3 Basis for the preparation

The IFRS accounting policies adopted in the preparation of the Unaudited Pro Forma Condensed Financial Information is consistent with those followed in the preparation of the Company's consolidated Annual Financial Statements for the financial year ended 31 December 2020.

The Unaudited Pro Forma Condensed Financial Information has been compiled based on and derived from the Company's consolidated Annual Financial Statements as of and for the financial year ended 31 December 2020 included in Appendix B to this Prospectus, and unaudited financial information for Cloudberry Production AS and subsidiaries, Cloudberry Develop AS and subsidiaries, Skogvind AS, Cloudberry Offshore Wind AS and subsidiary, Forte Energy Norway AS and Odal Vindkraftverk AS, for the period from 1 January to the respective acquisition dates and the audited financial statements of Selselva Kraft AS for 2020 included in Appendix D. The historical information of the acquired entities were prepared in accordance with NGAAP.

For the purpose of preparing the Unaudited Pro Forma Condensed Financial Information, the Company has assessed differences between local GAAP and IFRS in order for the unaudited financial information to comply with the Company's accounting policies (IFRS). For Selselva Kraft AS such IFRS differences were identified and adjustments were made, please see the pro forma financial information and supporting notes for details. For Cloudberry Production AS, Cloudberry Develop AS, Skogvind AS, Cloudberry Offshore Wind AS, Forte Energy Norway AS and Odal Vindkraftverk AS, no such IFRS differences for the periods 1 January 2020 to the relevant acquisition dates were identified.

The Unaudited Pro Forma Condensed Financial Information has been prepared under the assumption of going concern.

The Unaudited Pro Forma Condensed Financial Information has been compiled to comply with the requirements of the Norwegian Securities Trading Act by reference to the EU Prospectus Regulation regarding information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements. The pro forma information is not

in compliance with SEC Regulation S-X, and had the securities been registered under the U.S. Securities Act of 1933, this unaudited pro forma financial information, including the report by the auditor, would have been amended and/or removed from the offering document.

12.4 Independent practitioner's assurance report on the compilation of pro forma financial information included in a prospectus

With respect to the Unaudited Pro Forma Condensed Financial Information included in this Prospectus, Ernst & Young AS applied assurance procedures in accordance with ISAE 3420 "Assurance Engagement to Report Compilation of Pro Forma Financial Information Included in a Prospectus" in order to express an opinion as to whether the Unaudited Pro Forma Condensed Financial Information has been properly compiled on the basis stated, and that such basis is consistent with the accounting policies of the Group. Ernst & Young AS has issued an independent assurance report of the Unaudited Pro Forma Condensed Financial Information included as Appendix C to this Prospectus. There are no qualifications or emphasis of matter to this assurance report.

12.5 Unaudited Pro Forma Condensed Financial Information

12.5.1 Unaudited pro forma condensed profit and loss statement for the financial year ended 31 December 2020

The table below sets out the unaudited pro forma condensed profit and loss statement for the Group for the financial year ended 31 December 2020, as if the 2020 Acquisitions and the Selselva Acquisition had taken place on 1 January 2020.

	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	
	Group (1.1-31.12)	Cloudberry Production ^A (1.1-15.2)	Cloudberry Develop ^B (1.1-15.2)	Skogvind AS (1.1-31.8)	Cloudberry Offshore Wind ^C (1.1-22.9)	Selselva Kraft AS (1.1-31.12)	Forte Energy Norway AS (1.10-15.11)	Odal Vindkraftverk AS (16.3-23.12)	Adjustments NGAAP/IFRS	Pro forma adjustments/ eliminations	Pro Forma Condensed Financial Information
(NOK 1000)	(IFRS)	(NGAAP)	(NGAAP)	(NGAAP)	(NGAAP)	(NGAAP)	(NGAAP)	(NGAAP)			
Sales revenue	3 633	446	0	171	0	7 572			0	0	11 822
Other income	7	0	0	3 750	0	23			1 921 ¹	0	5 702
Total revenue	3 640	446	0	3 921	0	7 595			1 921	0	17 523
Cost of goods sold	-143	-7	0	0	0	-1 649			0	1 647 ¹	-152
Salary and personnel expenses	-17 419	-56	0	-478	0	-265			0	0	-18 218
Other operating expenses	-12 343	-349	-760	-345	-116	-756			-1 909 ²	-2 120 ²	-18 699
Net income/(loss) from ass. Comp.	-3 556	0	0	0	0	0	0	-624	0	-2 244 ³	-6 424
EBITDA	-29 822	34	-760	3 098	-116	4 925	0	-624	12	-2 717	-25 969
Depreciation and amortizations	-3 289	0	0	0	0	-1 079			-7 ³	-1 320 ⁴	-5 695
Operating profit (EBIT)	-33 111	34	-760	3 098	-116	3 846	0	-624	5	-4 037	-31 664
Financial income	984	0	0	115	0	27			0	0	1 125
Financial expenses	-2 125	-34	0	-132	0	-2 937			-12 ⁴	0	-5 240
Profit/(loss) before tax	-34 253	0	-760	3 081	-116	935	0	-624	-7	-4 037	-35 779
Income tax expense	387	0	0	-427	26	-206			0	290 ⁵	70
Profit/(loss) for the year	-33 866	0	-760	2 654	-90	729	0	-624	-7	-3 746	-35 709

A: Unaudited Profit and Loss for Cloudberry Production AS in the period 1 January to 15 February 2020 consists of the following companies and has been extracted from the accounting records of the companies as no consolidated statements were prepared:

	Unaudited	Unaudited	Unaudited	Unaudited
	Cloudberry Production AS	Finnesetbekken Kraftverk AS	Røyrmyra Vindkraftverk AS	Total
(NOK 1000)				
Sales revenue	0	31	414	446
Other income	0	0	0	0
Total revenue	0	31	414	446
Cost of goods sold	0	-7	0	-7
Salary and personnel expenses	-56	0	0	-56
Other operating expenses	-110	-71	-168	-349
Net income/(loss) from ass. Comp.	0	0	0	0
EBITDA	-166	-46	246	34
Depreciation and amortizations	0	0	0	0
Operating profit (EBIT)	-166	-46	246	34
Financial income	0	0	0	0
Financial expenses	0	-34	0	-34
Profit/(loss) before tax	-166	-80	246	0
Income tax expense	0	0	0	0
Profit/(loss) for the year	-166	-80	246	0

There were no intercompany transactions and therefore no eliminations.

B: Unaudited Profit and Loss for Cloudberry Develop AS in the period 1 January 2020 to 15 February 2020 consists of the following companies and has been extracted from the accounting records of the company as no consolidated statements were prepared:

	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	Cloudberry Develop AS	Cloudberry Wind AB	Hån Vindpark AB	Duvhållen Vindpark AB	Kånna Vindpark AB	Ljunga Vindpark AB	Rewind Offshore AB	Cloudberry Utveckling AB	Cloudberry Project AB	Cloudberry Offshore Wind AB	Elgenes Kraftverk AS	Finse kraftverk AS	Skiparvik Kraftverk AS	Hån 22 KV AS	Eliminations	Total	
(NOK 1000)																	
Sales revenue	0	137	0	0	0	0	0	0	0	0	0	0	0	0	-137	0	
Other income	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Total revenue	0	137	0	0	0	0	0	0	0	0	0	0	0	0	-137	0	
Cost of goods sold	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Salary and personnel expenses	0	-112	0	0	0	0	0	0	0	0	0	0	0	0	112	0	
Other operating expenses	-760	-25	0	0	0	0	0	0	0	0	0	0	0	0	25	-760	
Net income/(loss) from ass. Comp.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
EBITDA	-760	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-760	
Depreciation and amortizations	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating profit (EBIT)	-760	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-760	
Financial income	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Financial expenses	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Profit/(loss) before tax	-760	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-760	
Income tax expense	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Profit/(loss) for the year	-760	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-760	

The subsidiaries of Cloudberry Develop AS are companies with development projects and the costs are either internal and therefore eliminated on Group level or capitalised in the balance sheet.

C: Unaudited Profit and Loss for Cloudberry Offshore Wind in the period 1 January 2020 to 22 September 2020 consists of the following companies and has been extracted from the accounting records of the company as no consolidated statements were prepared:

	Unaudited	Unaudited	Unaudited	Unaudited
	Cloudberry Offshore Wind AS	Rewind Vänern AB	Eliminations	Total
(NOK 1000)				
Sales revenue	0	0	0	0
Other income	0	0	0	0
Total revenue	0	0	0	0
Cost of goods sold	0	0	0	0
Salary and personnel expenses	0	0	0	0
Other operating expenses	-98	-18	0	-116
Net income/(loss) from ass. Comp.	0	0	0	0
EBITDA	-98	-18	0	-116
Depreciation and amortizations	0	0	0	0
Operating profit (EBIT)	-98	-18	0	-116
Financial income	1 457	0	-1 457	0
Financial expenses	184	-184	0	0
Profit/(loss) before tax	1 543	-202	-1 457	-116
Income tax expense	-339	44	321	26
Profit/(loss) for the year	1 203	-158	-1 136	-90

The eliminations of financial income and corresponding tax effect are related to the currency effects on the intercompany loan from Cloudberry Offshore Wind AS to Rewind Vänern AB. The loan is denominated in SEK and the currency effect for the period between 1 January 2021 and the acquisition date is eliminated in the consolidated account together with the corresponding tax effect.

IFRS adjustments

IFRS adjustment 1

This adjustment, leading to an increase in other income is related to insurance settlement of NOK 1.921 million in Selselva Kraft AS which in the company accounts were presented as a reduction of other operating expenses, but according to IFRS is presented as other income. The insurance settlement covered both loss of income and the costs related to the preformed maintenance of the equipment and was fully received in 2020.

IFRS adjustment 2

This adjustment, leading to an increase in other operating expenses is related to reclassification of insurance settlement of NOK 1.921 million in Selselva Kraft AS which is presented as other income according to IFRS, but in the company accounts were presented as a reduction of operating expenses. Other operating expenses is reduced with NOK 0.012 million related to IFRS 16 in Selselva Kraft AS, where a lease agreement with fixed annual lease is recognised as a right to lease asset with depreciations and an interest-bearing lease obligation in the statement of financial position. The annual lease cost is presented as depreciation and interest cost.

IFRS adjustment 3

This adjustment, leading to an increase in depreciations of NOK 0.007 million is related to the annual depreciation of a recognised “right to use” asset of NOK 0.405 million related to IFRS 16 in Selselva Kraft AS.

IFRS adjustment 4

This adjustment, leading to an increase in financial expenses of NOK 0.012 million is related recognition of lease to the annual depreciation of a recognised “right to use” asset of NOK 0.405 million related to IFRS 16 in Selselva Kraft AS.

Pro forma adjustments

Pro forma adjustment 1

This adjustment, leading to a reduction of cost of goods sold is to align the accounting principles of Selselva Kraft AS to the accounting principles of the Group. In the Group, fall lease is classified as other operating expenses, while in the statutory accounts of Selselva Kraft AS the fall lease was presented as cost of goods sold. Hence the fall lease of NOK 1.647 million is classified as other operating expenses instead of cost of goods sold as a pro forma adjustment to align the accounting principles to the principles of the Group.

Pro forma adjustment 2

This adjustment, leading to an increase of other operating expenses is an alignment of presentation in Selselva Kraft AS to the Groups presentation where fall lease of NOK 1.647 million is classified as other operating expenses instead of cost of goods sold.

Other operating expenses are increased by NOK 0.473 million due to transactions cost incurred related to the acquisition of Selselva Kraft AS in 2021 which is pro forma adjusted to as if the acquisition it occurred on 1 January 2020.

Pro forma adjustment 3

This adjustment of net income from associated companies is a loss of NOK 2.2 million is related to depreciation of excess value from 1 January 2020 until 15 November 2020 from the acquisition of Forte Energy Norway AS. The average remaining expected useful life of the power plant portfolio is estimated to 50 years and the depreciation method is straight-line.

Pro forma adjustment 4

This adjustment relates to an increase of depreciation of NOK 0.061 million is related to Cloudberry Production AS and excess value depreciations from 1 January 2020 until 15 December 2020 for acquired producing power plants. The remaining useful life for the power plants is estimated to 20 and 22 years and the depreciation method is straight line.

Furthermore, an increase of NOK 1.259 million is related to 12 months depreciations of excess value of power plant related to the acquisition of Selselva Kraft AS. The expected useful life is 60 years and the depreciation method is straight line. Refer to Section 12.6 (Selselva Kraft AS – Preliminary Purchase Price Allocation) for the purchase price allocation related to the acquisition of Selselva Kraft AS.

Pro forma adjustment 5

This adjustment, leading to a reduced tax expense is related to reversal of deferred tax liability of NOK 0.013 million is related to Cloudberry Production AS and excess value for acquired producing power plants.

Furthermore, a reduction of NOK 0.277 million is related to reversal of deferred taxes of NOK 0.277 million related to excess values related to Selselva Kraft AS.

All of the pro forma adjustments (1 to 5) have continuing impact, except pro forma adjustment 2 amounting to NOK 0.473 million that does not have any continuing impact.

12.5.2 Unaudited pro forma condensed statement of financial position for the financial year ended 31 December 2020

The table below sets out the unaudited pro forma condensed statement of financial position for the Group for the financial year ended 31 December 2020, as if the Selselva Transaction had taken place on 31 December 2020.

			Unaudited	Unaudited	Unaudited
	Group	Selselva Kraft AS	Adjustments	Pro forma	Pro Forma
(NOK 1000)	(IFRS)	(NGAAP)	NGAAP/IFRS	adjustments/eliminations	Condensed Financial Information
	31.12.2020	31.12.2020			31.12.2020
ASSETS					
Non-current assets					
Intangible assets	0	207	0	-207 ¹	0
Property, plant and equipment	58 426	52 089	405 ¹	75 734 ²	186 654
Goodwill	36 933	0	0	1 290 ³	38 223
Investment in associated companies	337 080	0	0	0	337 080
Financial assets and other non-current assets	2 358	0	217 ²	0	2 575
Total non-current assets	434 797	52 296	622	76 817	564 533
Current assets					
Inventory	196 029	0	0	0	196 029
Accounts receivable	2 828	228	0	0	3 057
Other current assets	158 081	1 531	0	-625 ⁴	158 987
Cash and cash equivalents	605 126	5 288	0	-64 387 ⁵	546 027
Total current assets	962 064	7 048	0	-65 012	904 099
TOTAL ASSETS	1 396 861	59 344	622	11 805	1 468 632
EQUITY AND LIABILITIES					
Equity					
Share capital	26 266	100	0	-100 ⁶	26 266
Share premium	1 061 675	0	0	0	1 061 675
Total paid in capital	1 087 941	100	0	-100	1 087 941
Other equity	-33 230	6 174	-1 462 ³	-5 185 ⁷	-33 703
Total other equity	-33 230	6 174	-1 462	-5 185	-33 703
Non-controlling interests	0	0	0	0	0
Total equity	1 054 711	6 274	-1 462	-5 285	1 054 238
Non-current liabilities					
Interest-bearing loans and borrowings	26 440	49 282	0	0	75 722
Lease liabilities long term	3 296	0	405 ⁴	0	3 701
Provisions	15 868	0	1 581 ⁵	0	17 449
Deferred tax liabilities	13 668	1 392	-412 ⁶	16 616 ⁸	31 263
Total non-current liabilities	59 272	50 673	1 574	16 616	128 135
Current liabilities					
Interest-bearing short term financial liabilities	236 767	0	0	0	236 767
Current lease liabilities	1 105	0	0	0	1 105
Accounts payable and other current liabilities	26 162	2 397	0	473 ⁹	29 031
Provisions	18 845	0	511 ⁷	0	19 355
Total current liabilities	282 878	2 397	511	473	286 259
Total liabilities	342 150	53 070	2 084	17 089	414 393
TOTAL EQUITY AND LIABILITIES	1 396 861	59 344	622	11 804	1 468 631

IFRS adjustments

IFRS adjustment 1

This adjustment, leading to an increase in property, plant and equipment is related to recognition of “right to use” asset of NOK 0.405 million related to IFRS 16.

IFRS adjustment 2

This adjustment, leading to an increase in financial assets and other non-current assets is related to recognition of derivative instruments at fair value used for hedging purposes of NOK 0.217 million under IFRS. In the statutory accounts of Selselva Kraft AS, the derivatives are in accordance with NGAAP treated as off-balance items. Under IFRS, the fair values of these derivatives are recognized in the balance sheet.

IFRS adjustment 3

This adjustment, leading to a decrease in other equity is related to recognition of derivative instruments at fair value used for hedging purposes in Selselva Kraft AS statement of financial position as per 31 December 2020. The reduction of NOK 1.462 million is the effect on other comprehensive income net of tax for the three interest swap derivatives with hedge accounting. In the statutory accounts of Selselva Kraft AS, the derivatives are in accordance with NGAAP treated as off-balance items. Under IFRS, the fair values of these derivatives are recognized in the balance sheet.

IFRS adjustment 4

This adjustment, leading to an increase in lease liabilities long term is related to recognition of lease liability NOK 0.405 million related to IFRS 16.

IFRS adjustment 5

This adjustment, leading to an increase in non-current liability provisions is related to recognition of derivative instruments at fair value used for hedging purposes of NOK 1.581 million under IFRS. In the statutory accounts of Selselva Kraft AS, the derivatives are in accordance with NGAAP treated as off-balance items. Under IFRS, the fair values of these derivatives are recognized in the balance sheet.

IFRS adjustment 6

This adjustment, leading to a decrease in deferred tax liability of NOK 0.412 million is related to recognition of derivative instruments at fair value used for hedging purposes with net deferred tax on the derivative asset and liabilities. In the statutory accounts of Selselva Kraft AS, the derivatives are in accordance with NGAAP treated as off-balance items. Under IFRS, the fair values of these derivatives are recognized in the balance sheet.

IFRS adjustment 7

This adjustment, leading to an increase in current liability provisions is related to recognition of derivative instruments at fair value used for hedging purposes of NOK 0.511 million under IFRS. In the statutory accounts of Selselva Kraft AS, the derivatives are in accordance with NGAAP treated as off-balance items. Under IFRS, the fair values of these derivatives are recognized in the balance sheet.

Pro forma adjustments

Pro forma adjustment 1

Selselva Kraft AS has in its statutory accounts classified the costs related to the concession process as an intangible asset, amounting to NOK 0.2 million. In the financial statement of the Group, such costs are recognised as part of inventory before a final investment decision is reached and reclassified as part

of the acquisition cost of a power plant when the asset is decided to be kept inhouse. To align the presentation of the costs related to the concession process in Selselva Kraft AS to the Group's presentation, intangible asset is reduced by NOK 0.2 million.

Pro forma adjustment 2

This adjustment, leading to an increase in property plant and equipment of NOK 75.734 million relates to excess value of power plant recognised in the purchase price allocation of Selselva Kraft AS of NOK 75.527 million. Please see Section 12.6 for the preliminary purchase price allocation. The adjustment also includes NOK 0.2 million that is reclassified from intangible assets to property, plant and equipment as explained in pro forma adjustment 1.

Pro forma adjustment 3

This adjustment, leading to an increase in goodwill of NOK 1.290 million is related to the purchase price allocation of Selselva Kraft AS. For further information about the purchase price allocation, please see Section 12.6 below.

Pro forma adjustment 4

This adjustment, leading to a decrease in other current assets is a prepayment of the purchase price of NOK 0.625 million to the former shareholders of Selselva Kraft AS. This prepayment was done prior to 31 December 2020.

Pro forma adjustment 5

This adjustment, leading to a decrease in cash and cash equivalents is related to cash payment of the share purchase price of NOK 64.387 million for the acquisition of Selselva Kraft AS. Together with the prepayment described in pro forma adjustment 4, these adjustments represent the total cash consideration transferred as part of the acquisition of Selselva Kraft AS, as outlined in the purchase price allocation in section 12.6 below.

Pro forma adjustment 6

This adjustment, leading to a decrease share capital of NOK 0.100 million is related to elimination of equity in Selselva Kraft AS due to pro forma consolidation.

Pro forma adjustment 7

This adjustment, leading to a decrease other equity of NOK 5.185 million is related to elimination of equity in Selselva Kraft AS due to pro forma consolidation of NOK 4.712 million after the effect on other comprehensive income of derivatives, and a reduction of NOK 0.473 million due to transactions cost.

Pro forma adjustment 8

This adjustment, leading to an increase in deferred tax liability of NOK 16.616 million is related to the deferred tax on excess value on power plant recognised in the purchase price allocation of Selselva Kraft AS. For further information about the purchase price allocation, please see Section 12.6 below. The deferred tax on excess value in the purchase price allocation, includes both the deferred tax on the excess value on the power plant, amounting to NOK 16.616 million, and the deferred tax on the excess value of the derivatives, amounting to NOK 0.412 million. These totals the deferred tax of NOK 16.204 million presented in the purchase price allocation. For further description of the derivatives, please see IFRS adjustment 6 above.

Pro forma adjustment 9

This adjustment, leading to an increase in accounts payable and other current liabilities is related to transactions cost for the acquisition of Selselva Kraft AS.

All of the pro forma adjustments (1 to 9) have continuing impact, except pro forma adjustment 7 amounting to NOK 0.473 million that does not have any continuing impact.

12.6 Selselva Kraft AS – Preliminary Purchase Price Allocation

Please see the table below for the preliminary purchase price allocation which has been prepared and have been used as a basis for the unaudited pro forma condensed information:

Allocation of purchase price	Selselva Kraft AS
Acquisition date	13.01.2021
Voting rights/shareholding acquired through the acquisition	100 %
<i>(NOK 1000)</i>	
Consideration	
Cash	65 012
Shares	0
Total acquisition cost	65 012
Book value of net assets (see table below)	6 274
Identification of excess value, attributable to:	
Property, plant and equipment	75 527
Financial derivative asset	217
Financial derivative liability	-2 092
Gross excess value	73 652
Deferred tax on excess value	-16 204
Net excess value	57 449
Fair value of net acquired assets excluding goodwill	63 723
Total acquisition cost	65 012
Fair value of net acquired assets ex goodwill (controlling interests)	63 723
Goodwill	1 290
<i>NOK 1000</i>	
Book value net acquired assets	
Intangible assets	207
Property, plants and equipment	52 089
Other current assets	1 759
Cash and cash equivalents	5 288
Acquired assets	59 344
Interest bearing debt, long term	49 282
Current liabilities	2 397
Deferred tax liability	1 392
Net asset value acquired assets	6 274
Total acquisition cost	65 012
Non cash consideration	0
Cash consideration	65 012
Cash in acquired company	-5 288
Net cash outflow at acquisition	59 724

Please note that according to IFRS 3 the estimation of fair value and goodwill may be adjusted up to 12 months after the takeover date if new information has emerged about the facts and circumstances that existed at the time of takeover.

13. BOARD OF DIRECTORS, MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE

The General Meeting exercises the supreme authority in the Company. All Shareholders of the Company are entitled to attend and vote at the General Meeting and may propose resolutions to be included in the agenda for the General Meeting.

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

The Board of Directors has four sub-committees; a nomination committee, see Section 13.8 (Nomination committee), an audit committee, see Section 13.9 (Audit committee), a compensation committee, see Section 13.10 (Compensation committee) and an ESG committee, see Section 13.11 (ESG committee).

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

13.1 The Board of Directors

13.1.1 Overview of the Board of Directors

The Articles of Association provide that the Board of Directors shall consist of between three to eight board members, elected by the Shareholders. The names, positions, current term of office of the Board Members as the date of this Prospectus are set out in the table below, in addition to the number of Shares and options held by each Board Member.

All Board Members are independent of the Management and material business contacts. Further, Frank Jarle Berg, Benedicte Heidenreich Fossum, Petter Winther Borg and Liv Eiklo Lønnum are independent of the Company's larger Shareholders (Shareholders holding more than 10% of the Shares). Morten Sigval Bergesen is the CEO of Havfonn AS and Snefonn AS, which controls a large shareholding in the Company. Morten Sigval Bergesen is therefore not considered as independent. No member of the Management serves on the Board of Directors.

The Company's registered business address, Frøyas gate 15, 0273 Oslo, serves as business address for the members of the Board of Directors in relation to their directorship in the Company

The names and positions of the members of the Board of Directors are set out in the table below.

Name	Function	Served since	Term expires	Shares	Options
Frank J. Berg	Chairperson	2020	2022	3,173,147 ¹	-
Petter W. Borg	Board Member	2019	2021	1,885,638 ²	-
Morten S. Bergesen	Board Member	2019	2021	27,911,068 ³	-
Benedicte H. Fossum	Board Member	2020	2022	38,095 ⁴	-
Liv E. Lønnum	Board Member	2020	2022	0	-

1. Frank J. Berg holds Shares via CCPartner AS.

2. Petter W. Borg holds Shares via Caddie Invest AS and Kewa Invest AS.

3. Morten S. Bergesen holds Shares via Havfonn AS. In addition, he is the CEO in Havfonn AS and Snefonn AS.

4. Benedicte H. Fossum holds Shares via Mittas AS.

5. The number of Shares includes Private Placement Shares.

13.1.2 *Brief biographies of the members of the Board of Directors*

Set out below are brief biographies of the Board Members, including their managerial expertise and experience, in addition to an indication of any significant principal activities performed by them outside of the Company and names of companies and partnerships of which a member of the Management is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

Frank Jarle Berg

Frank Jarle Berg has more than 30 years of experience from the energy and utility industry whereas the last 15 years in the Nordic renewables. He has previously been a partner in Arthur Andersen and the law firm Selmer with special responsibilities for renewables, infrastructure and sustainability. Frank serves as chairperson and member of the boards in a number of companies including member of the board of directors of Salten Kraftsamband AS and Nordic Wind Power AS. Frank Jarle Berg is chairperson of the Board and leader of the audit committee in Cloudberry. Frank Jarle Berg holds a Master in Accounting & Auditing from the Norwegian School of Economics (NHH) and a PED from IMD, Lausanne. Frank Jarle Berg is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	Captiva Capital Partner AS (chairperson) Salten Kraftsamband AS (board member) Nordic Wind Power DA (board member) CCPartner AS (CEO and chairperson) SCP Hydro AS (CEO) Måge Naturkraft AS (chairperson) Captiva Digital Solutions AS (chairperson) Hydronor AS (chairperson) Proxima Hydrotech AS (chairperson) Proxima Scandinavia AS (board member) Kulu Kraftverk AS (chairperson) Captiva Eiendom Holding AS (chairperson) CCP Invest AS (chairperson) Jordalen Kraftlag AS (chairperson) Aventron Norway AS (board member) Voldsetelva Kraftverk AS (chairperson) Ryddøla Kraftverk AS (chairperson) Grønlielva Kraftverk AS (chairperson) Vikaåne Kraftverk AS (chairperson) Husstøl Kraftverk AS (chairperson)
Previous directorships and senior management positions last five years	Captiva Energi AS (chairperson) Captiva Financial Services (chairperson) Captiva Asset Management AS (chairperson) SCP Hydro AS (chairperson) Kraftanmelding AS (chairperson) Markåni Kraftverk AS (chairperson) Sirdal Kraft AS (chairperson) Proxima Scandinavia AS (chairperson) Steindal Kraftverk AS (chairperson) Todøla Kraftverk AS (chairperson) Madland Kraft AS (board member) Boge Kraft AS (board member) Brekke Turbiner AS (board member) Energi Teknikk AS (board member)

Petter Winther Borg

Petter Winther Borg has more than 35 years of experience within investment banking and asset management. He is the former CEO of Pareto Asset Management, a position he held for 18 years. Petter W. Borg is the chairperson of Attivo AS and House of Maverix AS. In addition, he is member of the board of directors of Ferd Holding AS, Grieg Investor AS, Fearnley Asset Management AS and Nordic Aquafarms Group AS. Petter Winther Borg is the leader of the compensation committee in Cloudberry. Petter Winther Borg holds a degree in Economics from Handelsakademiet. He is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	Attivo AS (chairperson) House of Maverix AS (chairperson) Ferd Holding AS (board member) Grieg Investor AS (board member) Astrup Fearnley Asset Management AS (CEO) Nordic Aquafarms Group AS (board member) Caddie Eiendom AS (chairperson) Caddie Invest AS (CEO and chairperson)
Previous directorships and senior management positions last five years	Pareto Asset Management AS (CEO) Krafthuset AS (chairperson) Pareto AS (board member)

Morten Sigval Bergesen

Morten Sigval Bergesen has been the CEO of Havfonn AS and Snefonn AS, the Bergesen family's investment companies since they were founded in 2003. Since inception, sustainability has been at the core of the investment strategy and a guiding star for their role as active shareholders. Morten Sigval Bergesen is a member of the board of directors of Arendals Fossekompagni ASA, the chairperson of Cogen Energia, Bergehus Holding AS, Klynge AS and IFM AG. Morten Sigval Bergesen is a member of the audit committee in Cloudberry, and the chairperson of the Company's nomination committee. Morten Sigval Bergesen holds a degree from BI Norwegian Business School. He is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	Havfonn AS (CEO) Snefonn AS (CEO) Solfonn AS (CEO) Langfonn AS (CEO) Skåbu Industrieiendom AS (chairperson) THF AS (board member) Arendals Fossekompagni ASA (board member) Cogen Energia (chairperson) Bergehus Holding AS (chairperson) Klynge AS (chairperson) IFM AG (chairperson) Breifonn AS (CEO and chairperson) Løvenskioldbanen Skytesenter AS (board member)
Previous directorships and senior management positions last five years	Krafthuset AS (board member) Agrinos AS (board member) Cogen AS (board member)

Benedicte Heidenreich Fossum

Benedicte Heidenreich Fossum has extensive board experience, with core competence within aquaculture and life science and investment through family offices. She is educated as a veterinarian from the Norwegian University of Life Sciences, and maintains a special interest in sustainability, combining the biological and economical perspectives. Currently she is the chair of the board at Smartfish AS, board member and CEO of Foinco AS, board member in Salmotrace AS and in family-

owned investment companies. Prior to becoming a professional board member, she has held diverse managerial experience within regulatory, R&D, M&A and strategic development. Benedicte Heidenreich Fossum was one of the founders of Pharmaq AS and has also worked for the Norwegian Medicines Agency Control Authority. Benedicte Heidenreich Fossum is a member of the audit committee in Cloudberry. Benedicte Heidenreich Fossum is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	Smartfish AS (chairperson) Mittas AS (chairperson and CEO) Mittas Holding AS (chairperson) Foinco AS (board member and CEO) Salmotrace AS (board member) Hector I Invest AS (board member) Credo Invest Nr 8 (board member) Allierogruppen AS (board member)
Previous directorships and senior management positions last five years	Katinas AS (board member) Veterinærmedisinsk oppdragssenter AS (board member) Cabi Holding AS (board member) Abisco AS (chairperson) Patogen Holding AS (board member) Patogen AS (board member)

Liv Eiklo Lønnum

Liv Eiklo Lønnum has been State Secretary/Deputy Minister in the Ministry of Petroleum and Energy and has considerable experience from both business and politics in Norway. Further, she has been working as political adviser at the Progress Party's (Nw.: *Fremskrittspartiet*) parliamentary group at Stortinget. Energy policy development, including the sustainability focus in the sector, was a part of her responsibility as political adviser in the Parliament, as well as part of her agenda as State Secretary. Liv holds a Bachelor in economic and administration from Norwegian School of Management and York University in Toronto, Canada. She started out as local politician for the Progress Party in Oslo. Liv Eiklo Lønnum previously worked as sales manager in the insurance company Storebrand ASA for five years. Liv is a member of the compensation committee in Cloudberry. Liv Eiklo Lønnum is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	N/A
Previous directorships and senior management positions last five years	Norwegian Ministry of Petroleum and Energy (Secretary of State) Hammer & Hanborg (senior consultant)

13.2 Management

13.2.1 Composition of the Group's Management

The Company's executive Management team consists of five individuals. The names of the members of the Management and their respective positions, in addition to their holding of Shares and options in the Company, are presented in the table below. The Company's registered business address, Frøyas gate 15, 0273 Oslo, serves as business address for the members of the Management in relation to their positions with the Company

Name	Position	Employed since	Shares ⁷	Options / Warrants ⁶
Anders J. Lenborg	Chief Executive Officer	September 2017	1,323,546 ¹	795,000
Christian A. Helland	Chief Value Officer (CFO)	October 2019	452,758 ²	500,000
Jon Gunnar Solli	Chief Operating Officer	August 2018	593,602 ³	300,000

Suna F. Alkan	Chief Sustainability Officer	September 2019	230,000 ⁴	225,000
Tor Arne Pedersen	Chief Development Officer	March 2020	104,646 ⁵	300,000
1. Anders J. Lenborg holds Shares via Lenco AS.				
2. Christian A. Helland holds Shares via Amandus Invest AS.				
3. Jon Gunnar Solli holds Shares via Lotmar Invest AS.				
4. Suna F. Alkan holds Shares via Cappadocia Invest AS.				
5. Tor Arne Pedersen holds Shares via Viva North AS.				
6. Please refer to Section 13.3.3 (Equity incentive plan) for more information about the warrants.				
7. The number of Shares includes Private Placement Shares.				

13.2.2 *Brief biographies of the members of the Management*

Set out below are brief biographies of the members of the Management, including their managerial expertise and experience, in addition to an indication of any significant principal activities performed by them outside of the Company and names of companies and partnerships of which a member of the Management is or has been a member of the administrative, management or supervisory bodies or partner the previous five years.

Anders Jørgen Lenborg

Anders Jørgen Lenborg is co-founder and CEO of Cloudberry. He specializes in acquisitions, commercial contracts and regulatory issues related to renewable energy projects, and is an experienced lawyer within infrastructure and renewable energy acquisitions in the Nordics. Anders Jørgen Lenborg has previously been the Head of Energy Sector Group in DLA Piper Norway where he was a partner. He holds a law degree from University of Oslo and a postgraduate diploma from King's College in London. Anders Jørgen Lenborg is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	Protector Forsikring ASA (board member) Lenco AS (chairperson and CEO)
Previous directorships and senior management positions last five years	Advokatfirma DLA Piper Norway DA (partner and head of energy sector group) CB4 Green Invest AS (CEO) Advokat Anders Lenborg AS (CEO)

Christian Amandus Helland

As Chief Value Officer, Christian is responsible for the finances of the company. He has 13 years of experience within private equity and portfolio management in Pareto Asset Management AS. Since 2009, he was acting as lead investor for renewable wind-investments in Northern Europe and hydro- and wind development in Norway and Sweden. Christian holds a Master in Systems Engineering from Cornell University, a Master in Business Economics from University of California SB and a Bachelor of Science in Mechanical Engineering from University of California, SB. Christian A. Helland is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	Amandus Invest AS (CEO and chairperson)
Previous directorships and senior management positions last five years	Pareto Asset Management AS (partner)

Jon Gunnar Solli

Jon Gunnar Solli is one of the founders of Cloudberry and is responsible for day to day operations of the Cloudberry portfolio. He is a former CFO and investment manager with more than 20 years of experience from the asset management industry. Jon Gunnar Solli was previously a CFO/CIO at the Norwegian Church Endowment (Nw.: *Opplysningsvesenets Fond*), Nordea Asset Management, SpareBank 1 Livsforsikring and Storebrand. He holds a Master in Accounting & Auditing from

Norwegian School of Economics (NHH) and is a state authorised public accountant. Jon Gunnar Solli is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	Lotmar Invest AS (CEO) Kirkepartner AS (board member)
Previous directorships and senior management positions last five years	Norwegian Church Endowment (CIO/CFO) Clemens Eiendom AS (board member) Clemens Kraft AS (board member) Clemens Kraft Holding AS (board member) Clemens Kraftverk AS (board member) Clemens Kraft Drift AS (deputy chairperson)

Suna Fikret Alkan

Suna Fikret Alkan is responsible for sustainable business and investor relations. She has more than 20 years of experience from positions in sales, human resources and asset management, from international companies such as Microsoft Norway AS, Adecco Norway AS, and from the leading Norwegian financial institutions ODIN Forvaltning AS and Pareto Asset Management AS. Suna Fikret Alkan holds a Bachelor of Business Administration degree from BI Norwegian School of Management and from Oslo Metropolitan University. Suna Fikret Alkan is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	Cappadocia Invest AS (CEO and chairperson)
Previous directorships and senior management positions last five years	ODIN Forvaltning AS (senior investment manager) Pareto Asset Management AS (financial manager)

Tor Arne Pedersen

Tor Arne Pedersen is responsible for Cloudberry's development activities. He has 30 years' experience within the renewable sector. He has built twelve hydroelectric power stations and three large-scale wind farms in the Nordics. Tor Arne Pedersen holds a Bachelor from Trondheim College of Engineering and a Master from Norwegian School of Economics (NHH). Tor Arne Pedersen is a Norwegian citizen.

Directorships and senior management positions	
Current directorships and senior management positions	Varanger Kraft AS (chairperson) Viva North AS (CEO and chairperson) Spåtindtoppen AS (chairperson)
Previous directorships and senior management positions last five years	Markåni Kraftverk AS (board member) Todøla Kraftverk AS (CEO) Marker Vindpark AS (board member) Skorga Kraftverk AS (chairperson) Kupe Kraftverk AS (chairperson)

13.3 Remuneration and benefits

13.3.1 Remuneration of Board of Directors

At the extraordinary General Meeting held on 17 June 2021, it was resolved that the chairperson of the Board of Directors shall receive NOK 550,000 per year and that the other Board Members shall receive NOK 275,000 per year as remuneration in their capacity as members of the Board of Directors. The remuneration of the Board of Directors is based on a recommendation by the nomination committee. At

the same date, the General Meeting further adopted a share purchase programme for the members of the Board of Directors, see Section 13.3.4 (Share purchase program for Board Members).

In accordance with a recommendation by the nomination committee, the Board Members who participate in the Company's audit committee, compensation committee, ESG committee or nomination committee receive separate compensation for this per year:

(NOK 1000)	Audit committee	Compensation committee	ESG committee	Nomination committee
Chairperson	60	40	40	40
Board members	40	30	30	30

The Company's chairperson, Frank Jarle Berg entered into a consultant agreement with Cloudberry in 2020. The agreement terminated in April 2021. For more information, see Section 11.7 (

Related party transactions).

13.3.2 Remuneration of the Management

The total remuneration paid to the management for the year ended 31 December 2020 was NOK 12.34 million (for their management positions in the Company). The following table sets forth the remuneration paid to the members of the Management for the year ended 31 December 2020:

The table below shows the remuneration in 2020

NOK 1000	Anders Lenborg (CEO)	Christian Helland (CVO)	Suna Alkan (CSO)	Jon Gunnar Solli (COO)	Tor Arne Pedersen (CDO)	Total
Salary	1 864	1 448	1 306	1 490	1 330	7 437
Bonus	1 150	600	500	600	600	3 450
Pension costs	66	62	69	63	68	328
Share based payment	426	269	120	160	149	1 124
Total reportable benefits paid 2020	3 506	2 378	1 995	2 314	2 147	12 340

13.3.3 Equity incentive plan

On 21 March 2020, the General Meeting of the Company adopted an equity incentive plan for the Group, inviting managers and key employees of the Group to participate. The equity incentive plan may cover up to 5% of the issued shares in the Company from time to time. Allocations are proposed by the Board and subject to Shareholder approval. The exercise price for the warrants is determined by the Board of Directors in its reasonable discretion based on fair market value of the Shares on the date the Board of Directors propose allocation of warrants under the program. The determined exercise price is subject to approval by the General Meeting in relation to issuance of the warrants. The duration of the warrants is five years from the date of the General Meeting which resolves to issue the warrants. The vesting period is one year from the grant date.

As of the same date, the General Meeting of the Company passed a resolution allowing the Company to issue up to 1,900,000 warrants each giving a right to subscribe for one new share at the nominal amount of NOK 0.25 in the Company. Only members of the Management were invited to subscribe for these warrants. 775,000 warrants (equal to 2% of the issued shares in the Company at the time), each giving the holder the right to subscribe for one new share in the Company at a subscription price of NOK 11.10, were issued.

On 9 September 2020, the General Meeting of the Company passed a resolution allowing the Company to issue up to 1,425,000 warrants each giving a right to subscribe for one new share at the nominal amount of NOK 0.25 in the Company to a subscription price of NOK 12.20 per share. Only members of the Management were invited to subscribe for the warrants, all of which were issued.

Further, on 17 June 2021, the General Meeting passed a resolution allowing the Company to issue up to 5,500,000 new warrants each giving a right to subscribe for one new share at the nominal amount of NOK 0.25 to a subscription price of NOK 12.50 per share. Allocation of the warrants among the employees will be determined by the Board and subscription shall take place on a separate subscription form within 31 July 2021.

Even though only members of the Management have been invited to subscribe for warrants under the equity incentive plan so far, also key employees within the Group are intended to be invited at a later stage.

As of the date of this Prospectus, the equity incentive plan covers approximately 4% of the issued Shares in the Company (after the Private Placement and the Offering). Please refer to Section 13.2.1 (Composition of the Group's Management) above for details on the number of warrants allocated to each member of the Management at the date of this Prospectus.

13.3.4 Share purchase program for Board Members

At the extraordinary General Meeting held on 17 June 2021, it was resolved to establish a share purchase program for the members of the Board of Directors in the Company. The program is adopted in accordance with a proposal from the nomination committee and shall ensure a close alignment of the interests of the Board of Directors and the Company's Shareholders.

Pursuant to the share purchase program, Board Members shall invest 30% of the fixed gross remuneration (prior to tax) per year in the Company's Shares until the value of the Shares of each individual member amounts to at least two years of board remuneration. When this threshold has been achieved, the members of the Board of Directors shall be offered to use up to 30% of the gross board remuneration (prior to tax) to acquire shares in the Company. Shares acquired pursuant to this program will be subject to a three-year lock-up period and will be offered at a subscription price which is 15% below the prevailing market price. The program is personal for each Board Member and the ownership of the shares in the Company must maintain under the control of the Board Member at all times.

13.4 Benefits upon termination

Except for the CEO, who has relinquished his right to employment protection against severance pay for 12 months after the termination period of 6 month, no employee, including other members of the Management, has entered into employment agreements which provide for any special benefits upon termination. None of the members of the Board of Directors have service contracts with the Company and no members of the Board of Directors will be entitled to any benefits upon termination of office.

13.5 Employees

The table below set out the development of full-time staff for the last three financial years ended 31 December (on a consolidated basis):

	2020	2019	2018
Number of employees	10	8	6

Two new employees have been hired since 31 December 2020. Consequently, the Group has 12 employees as of the date of this Prospectus.

The Company has offices in Oslo, Norway (headquarter) and Karlstad, Sweden. 7 of the employees are located in Oslo, Norway, and 5 in Karlstad, Sweden.

13.6 Pension and retirement benefits

The Group has an established pension scheme that is classified as a defined contribution plan. For the financial year ended 31 December 2020, the Group recognized an expense of total NOK 0.6 million (compared to NOK 0.1 million for the financial year ended 31 December 2019).

For more information about the Group's pension and retirement benefits, see note 13 to the Annual Financial Statements for the financial year ended 31 December 2020 attached as Appendix B.

13.7 Corporate governance requirements

The Company has adopted and implemented a corporate governance regime which complies with the Norwegian Code of Practice for Corporate Governance ("NUES") dated 17 October 2018.

Neither the Board of Directors nor the Company's General Meeting have adopted any resolutions which are to be deemed to have a material impact on the Group's corporate governance regime.

13.8 Nomination committee

According to the Company's Articles of Association, the Company shall have a nomination committee. The nomination committee comprises of three members elected by the General Meeting of the Company. In the Company's annual General Meeting held 28 April 2021, Morten Sigval Bergesen was elected as the chairperson of the nomination committee. Kim Wahl and Henrik Lund were elected as members of the nomination committee.

The committee is responsible for recommending candidates for election of members and chairperson of the Board of Directors, and remuneration to the members of the Board. In its work, the nomination committee shall follow the Norwegian Code of Practice for Corporate Governance.

13.9 Audit committee

The Company has established an audit committee consisting of Frank Jarle Berg, Morten Sigval Bergesen and Benedicte Heidenreich Fossum. The committee performs tasks related to financial reporting, the annual accounts and internal control. The composition of the committee fulfils the requirements in the Public Companies Act.

13.10 Compensation committee

The Company has established a compensation committee consisting of two members, Petter Winther Borg and Liv Eiklo Lønnum. The committee, which is a subcommittee of the Board of Directors, recommends, oversees and approves compensation and remuneration of the Company's executive Management, and other matters concerning the Management. The compensation committee shall propose guidelines related to the compensation, which shall be adopted by the Board of Directors.

13.11 ESG committee

In February 2021, the Company established an ESG committee. The committee shall consist of three members in total: two Board Members and the Company's CSO. The committee's mandate is to guide and support the Company's work, anchor its commitment and ensure high standards on both strategic and operational levels within environmental, social and governance aspects in accordance with the Company's ESG guidelines and legal framework.

At the date of this Prospectus, the committee consists of Petter W. Borg, Benedicte H. Fossum and Suna F. Alkan.

13.12 Conflicts of interests, etc.

No Board Member or member of the Management has, or have had, as applicable, during the last five years preceding the date of the Prospectus:

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

Certain members of the Board of Directors and the Management have a financial interests in the Company through their shareholdings and as holder of warrants, as further described in Section 13.1 (The Board of Directors) and Section 13.2 (Management). In addition, members of the Board of Directors and the Management may be board members or managers of other companies and hold shares in other companies, and in the event any such company enters into business relationships with the Company, the members of the Board of Directors and Management may have a conflict of interest, which is managed by the person concerned not being involved in the handling of the matter on behalf of the Company. For information regarding certain transactions with related parties and between the Company and members of the Board of Directors or the Management, see Section 11.7 (Related party transactions).

Except as set out above, to the Company's knowledge, there are currently no actual or potential conflicts of interest between the Company and the private interests or other duties of any of the members of the Board of Directors and the Management, including any family relationships between such persons.

14. DESCRIPTION OF SHARE CAPITAL

14.1 Share capital and share capital history

As of the date of this Prospectus, the share capital of the Company is NOK 47,766,334, divided among 191,065,336 shares each with a nominal value of NOK 0.25. All of the Shares have been created under the Public Companies Act, and are validly issued and fully paid.

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

Other than set out below, there have not been any share capital changes in the Company, neither share capital increases by way of contribution in kind or cash nor share capital decrease, for the period covered by the Annual Financial Statements until the date of this Prospectus.

Date of registration	Type of change	Change in share capital	New share capital (NOK)	Nominal value (NOK)	New number of total issued shares	Subscription price per share (NOK)
24.11.2017	Incorporation	0	30,000	1	30,000	1
23.02.2018	Increase by contribution in cash	470,000	500,000	1	500,000	1
07.06.2018	Increase by contribution in cash	500,000	1,000,000	1	1,000,000	1
21.01.2019	Decrease for coverage of loss	-750,000	250,000	0.25	1,000,000	N/A
21.01.2019	Increase by contribution in cash	500,000	750,000	0.25	3,000,000	0.25
04.03.2019	Increase by contribution in cash	86,375	836,375	0.25	3,345,500	10
04.03.2019	Increase by conversion of debt	13,625	850,000	0.25	3,400,000	10
30.09.2019	Increase by contribution in cash	100,000	950,000	0.25	3,800,000	10
10.03.2020	Increase by contribution in kind (share swap)	5,034,652.25	5,984,652.25	0.25	23,938,609	10.7419
26.03.2020	Increase by contribution in cash	3,564,189	9,548,841.25	0.25	38,195,365	11.10
26.03.2020	Increase by conversion of debt	71,283.25	9,620,124.50	0.25	38,480,498	11.10
20.08.2020	Increase by contribution in cash	4,166,666.75	13,786,791.25	0.25	55,147,165	12
29.09.2020	Increase by contribution in kind	545,119	14,331,910.25	0.25	57,327,641	12.50
04.12.2020	Increase by contribution in kind	29,662	14,361,572.25	0.25	57,446,289	12.01
22.12.2020	Increase by contribution in cash	11,904,761.75	26,266,334	0.25	105,065,336	10.50
18.06.2021	Increase by contribution in cash	21,500,000	47,766,334	0.25	191,065,336	12.50

14.2 Ownership structure

As of 15 June 2021, the Company has 1,742 Shareholders on record in the VPS. The 20 largest Shareholders as of the same date are set out in the table below.

#	Shareholder	Number of shares	Per cent of share capital
---	-------------	------------------	---------------------------

1	Joh Johannson Eiendom AS	16,145,780	15.37 %
2	Havfonn AS	9,168,596	8.73 %
3	Snefonn AS	8,558,472	8.15 %
4	State Street Bank and Trust Comp (Swedbank Robur Fonder AB)	6,783,799	6.46 %
5	Clearstream Banking S.A.	3,273,925	3.12 %
6	CCPartner AS	3,173,147	3.02 %
7	Caceis Bank	3,100,000	2.95 %
8	Carnegie Investment Bank AB	2,805,519	2.67 %
9	Danske Invest Norge Vekst	2,380,952	2.27 %
10	Skandinaviska Enskilda Banken AB	2,200,000	2.09 %
11	Gjensidige Forsikring ASA	2,119,953	2.02 %
12	Gullhauggrenda Invest AS	1,703,190	1.62 %
13	Mp Pensjon PK	1,677,380	1.60 %
14	Klaveness Marine Finance AS	1,598,358	1.52 %
15	Nordea Bank ABP	1,515,363	1.44 %
16	Lenco AS	1,283,546	1.22 %
17	Strømstangen AS	1,246,360	1.19 %
18	Caddie Invest AS	1,196,202	1.14 %
19	Verdi Storebrand Norge Fossilfri	1,122,016	1.07 %
20	Asheim Investments AS	1,097,561	1.04 %
Total top 20		72,150,119	68.67%
Others		32,915,217	31.33%
Total		105,065,336	100.00%

As of the 15 June 2021, no Shareholders other than Joh Johannson Eiendom AS, Havfonn AS, Snefonn AS and Swedbank Robur Fonder AB hold more than 5% of the issued Shares. As of the same date, the Company does not hold any treasury shares.

Following delivery of the shares issued in the Private Placement, the following shareholders will hold more than 5% of the issued Shares:

Shareholder	Number of Shares	Percentage
Joh Johannson Eiendom AS	20,145,780	10.54%
Havfonn AS (Bergesen family)	16,152,596	8.45%
Ferd AS	16,000,000	8.37%
SPSW Capital GmbH	14,400,000	7.54%
HRL Morrison & Co Limited	12,000,000	6.28%
Snefonn AS (Bergesen family)	11,758,472	6.15%

To the extent known to the Company, there are no persons or entities that, directly or indirectly, jointly or severally, exercise or could exercise control over the Company. The Company is not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.

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

14.3 Authorisation to issue additional shares

As of the date of this Prospectus, the General Meeting has granted the Board of Directors the following authorisations to increase the share capital:

Date granted	Date of expiry	Potential share capital increase (NOK)	Amount utilized (NOK)	Purpose of the authorisation
17.06.2021	30.06.2022	11,941,583.50	0	To ensure flexibility to finance potential acquisitions or otherwise strengthen the Company's equity

17.06.2021	31.09.2021	700,000	0	The authorization is reserved for the Subsequent Offering and the Retail Offering
17.06.2021	30.06.2022	100,000	0	The authorization is reserved to the share purchase programme for the Board Members

The board authorisations allow the Board of Directors to deviate from the Shareholders' right to subscribe for a proportionate share of any share issue (i.e. if the authorisation is utilised in a private placement).

14.4 Financial instruments

Except for the Share Options described in Section 13.3 (Remuneration and benefits) neither the Company nor any member of the Group has issued any options, warrants, convertible loans or other instruments that would entitle a holder of any such instrument to subscribe for any shares in the Company or a member of the Group.

14.5 Shareholder rights

The Company has one class of shares in issue and all Shares provide equal rights in the Company, including the rights to any dividends. Each of the Company's shares carries one vote. The rights attached to the Shares are further described in Section 15.3 (The Articles of Association) and Section 16 (Norwegian corporate law).

15. CORPORATE INFORMATION

The following information is a summary of certain corporate information and material information relating to the shares and share capital of the Company and certain other shareholder matters, including summary of certain provisions of the Company's Articles of Association and applicable Norwegian law in effect as of the date of this Prospectus. The summary does not purport to be complete and is qualified in its entirety by the Company's Articles of Association, included as Appendix A in this Prospectus, and applicable laws.

15.1 Company corporate information

The Company's registered name is Cloudberry Clean Energy ASA, while its commercial name is Cloudberry Clean Energy. The Company is a public limited liability company organised and existing under the laws of Norway pursuant to the Public Companies Act. The Company's registered office is in the municipality of Oslo, Norway. The Company was incorporated in Norway on 10 November 2017 as a private limited liability company and transformed to a public limited company following the annual General Meeting held on 28 April 2021. The Company's organisation number in the Norwegian Register of Business Enterprises is 919 967 072 and its Legal Entity Identifier ("LEI") code is 549300VUALPJQLAH7B56.

The Shares, including the Offer Shares, are registered in book-entry form with the VPS under ISIN NO0010876642. The Company's register of Shareholders in the VPS is administrated by the VPS Registrar, Sparebank 1 SR-Bank ASA, Christen Tranes gate 35, 4007.

The Company's registered office is located at Frøyas gate 15, 0273 Oslo, Norway. The Company's telephone number is +47 91 30 29 07 and its e-mail is contact@cloudberry.no. The Company's website can be found at www.cloudberry.no. The content of www.cloudberry.no is not incorporated by reference to, nor otherwise forms part of, this Prospectus.

15.2 Legal structure

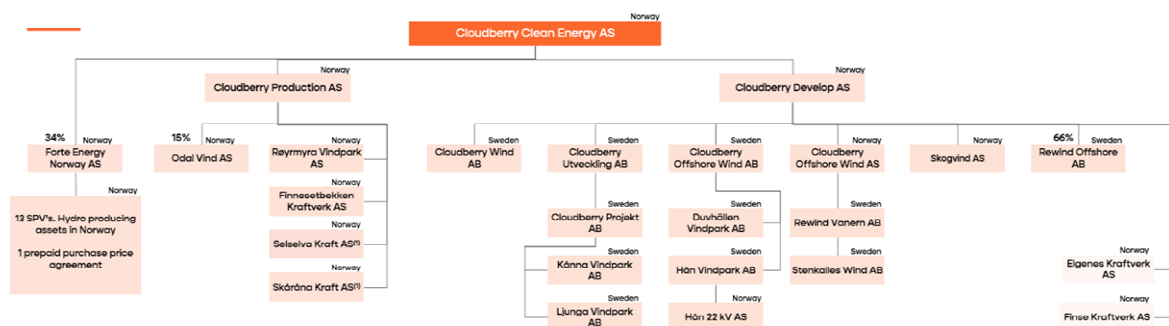
The Company is the parent company of CB Develop and CB Production. The following table sets out brief information about all significant members of the Group as the date of this Prospectus:

Company name	Business reg. no.	Registered office	Activity	Ownership held by	Interest
Cloudberry Clean Energy ASA	919 967 072	Oslo, Norway	Holding company	See Section 14.2	N/A
Cloudberry Production AS	919 806 958	Oslo, Norway	Holding company	Cloudberry Clean Energy ASA	100%
Røyrmøyr Vindpark AS	814 484 602	Oslo, Norway	Producing wind farm	Cloudberry Production AS	100%
Finnesetbekken Kraftverk AS	993 351 326	Oslo, Norway	Producing hydro plant	Cloudberry Production AS	100%
Odal Vind AS	926 706 829	Nes, Norway	Wind farm under construction	Cloudberry Production AS	15%
Selselva Kraft AS	995 897 695	Sunnfjord, Norway	Producing hydro plant	Cloudberry Production AS	100%
Skåråna Kraft AS	923 591 028	Oslo, Norway	Hydro plants under construction	Cloudberry Production AS	100%
Cloudberry Develop AS	992 889 713	Oslo, Norway	Holding company	Cloudberry Clean Energy ASA	100%
Skogvind AS	921 965 141	Oslo, Norway	Development of small-scale wind projects	Cloudberry Develop AS	100%
Finse Kraftverk AS	997 194 721	Finse, Norway	Hydro development	Cloudberry Develop AS	100%
Elgenes Kraftverk AS	988 440 140	Oslo, Norway	Hydro development	Cloudberry Develop AS	100%

Rewind Offshore AB	556784-5978	Karlstad, Sweden	Development	Cloudberry AS	Develop	66%
Cloudberry Wind AB	556795-5074	Karlstad, Sweden	Development	Cloudberry AS	Develop	100%
Cloudberry Offshore Wind AB	556710-7403	Karlstad, Sweden	Development	Cloudberry AS	Develop	100%
Hån Vindpark AB	556957-5797	Karlstad, Sweden	Wind-farm project	Cloudberry Wind AB	Offshore	100%
Hån 22 KV AS	923 096 035	Oslo, Norway		Hån Vindpark AB		100%
Duvhällen Vindpark AB	559045-9367	Karlstad, Sweden	Wind-farm project	Cloudberry Wind AB	Offshore	100%
Cloudberry Utveckling AB	556758-6614	Karlstad, Sweden	Development	Cloudberry AS	Develop	100%
Cloudberry Projekt AB	556882-4600	Karlstad, Sweden	Development	Cloudberry Utveckling AB		100%
Kånna Vindpark AB	556958-5689	Karlstad, Sweden	Wind project development	Cloudberry Projekt AB		100%
Ljunga Vindpark AB	556959-7114	Karlstad, Sweden	Wind project development	Cloudberry Projekt AB		100%
Cloudberry Offshore Wind AS	914 540 836	Oslo, Norway	Offshore Wind project	Cloudberry AS	Develop	100%
Rewind Vanern AB	556836-5265	Karlstad, Sweden	Offshore Wind Project	Cloudberry Wind AS	Offshore	100%
Stenkalles Vind AB	559306-7076	Karlstad, Sweden	Offshore Wind project	Rewind Vänern AB		100%
Forte Energy Norway AS	924 566 892	Oslo, Norway	Producing hydro plants	Cloudberry Energy ASA	Clean	34%

* The Company has agreed to acquire 100% of the shares of Nessakraft AS, Bjørgelva Kraft AS, Åmotsfoss Kraft AS and Ramsliåna Kraftverk AS at the date of this Prospectus.

The following chart sets out the Group's legal structure as of the date of this Prospectus (ownership of 100% unless otherwise is stated):



As of the date of this Prospectus, the Company is of the opinion that its holdings in the entities specified above are likely to have a significant effect on the assessment of its own assets and liabilities, financial condition or profits and losses.

15.2.1 Share purchase agreements

Further, CB Production has entered into share purchase agreements regarding all outstanding shares in the following companies:

Company name	Business reg. no.	Registered office	Activity	Ownership will be held by	Interest
Nessakraft AS	914 720 222	Notodden, Norway	Asset under construction	Cloudberry Production AS	100%
Bjørgelva Kraft AS	921 094 868	Notodden, Norway	Asset under construction	Cloudberry Production AS	100%
Åmotsfoss Kraft AS	921 657 145	Asker, Norway	Asset under construction	Cloudberry Production AS	100%

Ramsliåna Kraftverk AS	916 657 676	Kvinesdal, Norway	Asset under construction	Cloudberry Production AS	100%
------------------------	-------------	-------------------	--------------------------	--------------------------	------

For further details, see Section 8.3.1.1 (Acquisition of 100% of the shares of CB Production), Section 8.3.4.2 (Acquisition of 100% of the shares of Åmotsfoss Kraft AS) and 8.3.4.3 (Acquisition of 100% of the shares of Ramsliåna Kraftverk AS).

Further, the Group has entered into an agreement to sell 80% of the interests in the Rewind Vänern Project, see Section 8.3.4.1 (Sale of 80% of the interest in the Rewind Vänern Project).

15.3 The Articles of Association

The Articles are enclosed in Appendix A to the Prospectus. Below is a summary of the provisions of the Articles last updated on 17 June 2021.

15.3.1 Purpose of the Company

Pursuant to section 3 of the Articles the purpose of the Company is, as the parent company in the Group, to engage in investment activities in the energy sector, including developing and operating the production of renewable energy and activities naturally connected with this.

15.3.2 Share capital and nominal value

Pursuant to section 4 of the Articles the share capital of the Company is NOK 47,766,334, divided among 191,065,336 shares each with a nominal value of NOK 0.25. The Shares are registered with a central securities depository (VPS).

The Company's has no share classes and thus the shares carry equal rights.

15.3.3 Restrictions on transfer of shares

The Articles do not provide for any restrictions on the transfer of Shares.

15.3.4 Board of Directors

Pursuant to section 5 in the Articles, the Company's Boards of Directors shall consist of a minimum of three and a maximum of eight Shareholder elected members.

15.3.5 Signatory right

The right to sign on behalf of the Company is pursuant to section 6 of the Articles held by the CEO and the chairperson of the Board of Directors acting jointly or by two members of the Board of Directors acting jointly.

15.3.6 General Meeting

Pursuant to section 7 of the Articles, the Shareholders of the Company who wish to participate in a General Meeting must notify the Company by the time specified in the notice. The deadline cannot be earlier than 5 days prior the date of the General Meeting.

If documents regarding matters to be considered by the General Meeting are made available for the Shareholders on the Company's web page, the requirements in the Public Companies Act prescribing that documents must be sent by mail to the Shareholders shall not apply. On the internet site such documents are only sent to Shareholders if so required by the Shareholder. This applies also to documents that pursuant to the Public Companies Act or the Articles of Association shall be included in or attached to the notice of the General Meeting.

Shareholders may give their vote ahead of the General Meeting, both in writing or by use of electronic device, if provided for in the notice with detailed instructions.

The General Meeting shall approve the annual accounts and decide on dividends, as well as other matters required to be dealt with by the General Meeting in accordance with law or the Articles of Association.

15.3.7 *Nomination committee*

Pursuant to section 8 of the Articles, the Company shall have a nomination committee, elected by the General Meeting.

16. NORWEGIAN CORPORATE LAW

Certain aspects of Norwegian corporate law, which are considered important for potential investors are set out below. The following high-level introduction is not an exhausting list of corporate aspects to consider. Investors are thus advised to consult their own legal advisors concerning the overall consequences of their ownership of Shares.

16.1 Certain aspects of Norwegian corporate law

16.1.1 General Meetings

Through the General Meeting, Shareholders exercise the supreme authority in a Norwegian company. The annual General Meeting must be held within six months from the end of each financial year, meaning at latest on 30 June for companies which have a financial year which follows the calendar year. Norwegian law requires that written notice of annual General Meetings setting forth the time of, the venue for and the agenda of the meeting is sent to all Shareholders with a known address no later than 21 days before the annual General Meeting of a Norwegian public limited liability company listed on a stock exchange or a regulated market shall be held, unless the articles of association stipulate a longer deadline, which is not currently the case for the Company.

A Shareholder may vote at the General Meeting either in person or by proxy appointed by their own discretion. Pursuant to the Norwegian Securities Trading Act, a proxy voting form shall be attached to the notice of the General Meeting in a Norwegian public limited liability company listed on a stock exchange or a regulated market, unless such form has been made available to the shareholders on the issuer's website and the notice to the General Meeting includes all information the shareholders need to access the proxy voting form, including the relevant internet address.

All of the Company's Shareholders who are registered in the register of Shareholders maintained with the VPS at least five business days before the date of the General Meeting, or who have otherwise reported and documented ownership to Shares, are entitled to participate at General Meetings. The Company's Articles of Association do however include a provision requiring shareholders to submit an attendance form by a deadline which shall be no less than five days prior to the General Meeting.

Apart from the annual General Meetings, extraordinary General Meetings of Shareholders may be held if the Board of Directors considers it necessary. An extraordinary General Meeting of Shareholders must also be convened if, in order to discuss a specified matter, the auditor or Shareholders representing at least 5% of the share capital demands this in writing. The requirements for notice and admission to the annual General Meeting also apply to extraordinary General Meetings. However, the annual General Meeting of a Norwegian public limited liability company may with a majority of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a General Meeting resolve that extraordinary General Meetings may be convened with a 14 days' notice period until the next annual General Meeting, provided that the Company has procedures in place allowing Shareholders to vote electronically. This has currently not been resolved by the Company's General Meeting.

16.1.2 Voting rights and amendments of the Articles of Association

Each of the Company's Shares carries one vote. In general, decisions that Shareholders are entitled to make under Norwegian law or the Articles of Association may be made by a simple majority of the votes cast. In the case of elections or appointments, the person(s) who receive(s) the greatest number of votes cast are elected. However, as required under Norwegian law, certain decisions, including resolutions to waive preferential rights to subscribe in connection with any share issue in the Company, to approve a merger or demerger of the Company, to amend the Articles of Association, to authorize an increase or reduction of the share capital, to authorize an issuance of convertible loans or warrants by

the Company or to authorize the Board of Directors to purchase Shares and hold them as treasury shares or to dissolve the Company, must receive at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at the General Meeting. Norwegian law further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval by the holders of such shares or class of shares as well as the majority required for amending the Articles of Association.

Decisions that (i) would reduce the rights of some or all of the Company's Shareholders in respect of dividend payments or other rights to assets or (ii) restrict the transferability of the Shares, require at least 90% of the share capital represented at the General Meeting in question vote in favour of the resolution, as well as the majority required for amending the Articles of Association. Certain types of changes in the rights of Shareholders require the consent of all Shareholders affected thereby as well as the majority required for amending the Articles of Association.

In general, only a Shareholder registered in the VPS is entitled to vote for such shares. Beneficial owners of shares that are registered in the name of a nominee are generally not entitled to vote under Norwegian law, nor is any person who is designated in the VPS register as the holder of such shares as nominees. Investors should note that there are varying opinions as to the interpretation of the right to vote on nominee registered shares. In the Company's view, a nominee may not meet or vote for shares registered on a nominee account. A Shareholder must, in order to be eligible to register, meet and vote for such shares at the General Meeting, transfer the shares from such nominee account to an account in the Shareholder's name. Such registration must appear from a transcript from the VPS at the latest the fifth trading day prior to the General Meeting.

There are no quorum requirements that apply to the general meetings of Norwegian public limited liability companies.

16.1.3 *Additional issuances and preferential rights*

If the Company issues any new shares, including bonus share issues, the Company's Articles of Association must be amended, which requires the same votes as other amendments to the Articles of Association. In addition, under Norwegian law, the Company's Shareholders have a preferential right to subscribe for new shares issued by the Company. Preferential rights may be derogated from by resolution in a General Meeting passed by the same vote required to amend the Articles of Association. A derogation of the Shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding Shares.

The General Meeting may, by the same vote as is required for amending the Articles of Association, authorize the Board of Directors to issue new Shares, and to derogate from the preferential rights of Shareholders in connection with such issuances. Such authorization may be effective for a maximum of two years, and the nominal value of the Shares to be issued may not exceed 50% of the registered nominal share capital when the authorization is registered with the Norwegian Register of Business Enterprises.

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

Issuance of new Shares to Shareholders who are citizens or residents of the United States upon the exercise of preferential rights may require the Company to file a registration statement in the United States under United States securities laws. Should the Company in such a situation decide not to file a

registration statement, the Company's U.S. Shareholders may not be able to exercise their preferential rights. If a U.S. Shareholder is ineligible to participate in a rights offering, such Shareholder would not receive the rights at all and the rights would be sold on the Shareholder's behalf by the Company. Shareholders in other jurisdictions outside Norway may be similarly affected if the rights and the new shares being offered have not been registered with, or approved by, the relevant authorities in such jurisdiction. To the extent that the Company's Shareholders are not able to exercise their rights to subscribe for new shares, their proportional interests in the Company will be reduced.

16.1.4 *Minority rights*

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

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

16.1.5 *Rights of redemption and repurchase of Shares*

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

The Company may purchase its own Shares provided that the Board of Directors has been granted an authorization to do so by the General Meeting with the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at the meeting. The aggregate nominal value of treasury shares so acquired, and held by the Company must not exceed 10% of the Company's share capital, and treasury shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the shares. The authorization by the General Meeting of the Company cannot be granted for a period exceeding 24 months.

16.1.6 *Shareholder vote on certain reorganisations*

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

16.1.7 *Liability of members of the Board of Directors*

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

Members of the Board of Directors may each be held liable for any damage they negligently or wilfully cause the Company. Norwegian law permits the General Meeting to discharge any such person from liability, but such discharge is only binding for the Company if substantially correct and complete information was provided at the General Meeting, which resolved to discharge liability. If a resolution to discharge the Board Members from liability or not to pursue claims against such a person has been passed by a General Meeting with a smaller majority than that required to amend the Articles of Association (i.e. at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at the General Meeting), Shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the Shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility but can be recovered from any proceeds the Company receives as a result of the action. If the decision to discharge any of the Board Members from liability or not to pursue claims against the Board Members is made by such a majority as is necessary to amend the Articles of Association, the minority Shareholders of the Company cannot pursue such claim in the Company's name.

16.1.8 *Indemnification of board members*

Neither Norwegian law nor the Articles of Association contains any provision concerning indemnification by the Company of the Board of Directors. The Company is permitted to purchase insurance for its Board Members against certain liabilities that they may incur in their capacity as such.

16.1.9 *Distribution of assets on liquidation*

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

16.2 *Shareholder agreements*

The Company is not aware of any shareholders' agreements related to the Shares which are in force at the date of this Prospectus or which will be in force upon Listing.

17. SECURITIES TRADING IN NORWAY

Set out below is a summary of certain aspects of securities trading in Norway and the possible implications of owning tradable securities on the Oslo Stock Exchange. The summary is based on the rules and regulations in Norway at the date of this Prospectus, which may be subject to changes occurring after such date. Investors who wish to clarify aspects of securities trading in Norway should consult with and rely upon their own advisors.

17.1 Introduction

Oslo Stock Exchange was established in 1819 and offers the only regulated markets for securities trading in Norway. Oslo Børs ASA is wholly owned by Euronext Nordics Holding AS. Euronext owns seven regulated markets across Europe, including Amsterdam, Brussels, Dublin, Lisbon, London, Oslo and Paris.

Oslo Børs ASA complies with the European code of conduct commitments on service unbundling and accounting separation. Euronext Nordic Holding AS also owns VPS – now Euronext VPS.

17.2 Market value of shares trading on Oslo Stock Exchange

The market value of shares listed on the Oslo Stock Exchange, including the Shares, may fluctuate significantly, which could cause investors to lose a significant part of their investment. The market value could fluctuate significantly in response to a number of factors beyond the respective issuer's control, including variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, announcements by the respective issuer or its competitors of new projects, significant contracts, acquisitions or strategic relationships, publicity about the issuer, its projects or its competitors, lawsuits against the issuer, unforeseen liabilities, changes in management, changes to the regulatory environment in which the issuer operates or general market conditions.

Furthermore, issuances of shares or other securities may dilute the holdings of shareholders and could materially affect the price of the Shares. Any issuer, including the Company, may in the future decide to offer additional shares or other securities to finance new capital-intensive projects, in connection with unanticipated liabilities or expenses or for any other purposes, including for refinancing purposes. There are no assurances that any of the issuers on the Oslo Stock Exchange will not decide to conduct further offerings of securities in the future. Depending on the structure of any future offering, certain existing shareholders may not have the ability to purchase additional equity securities. If a listed company raises additional funds by an issuance of additional equity securities, the holdings and voting interests of existing shareholders could be diluted, and thereby affect share price.

17.3 Trading and settlement

Trading of equities on the Oslo Stock Exchange is carried out in the electronic trading system Optiq®, which is the electronic trading system of Euronext.

Official trading on the Oslo Stock Exchange takes place between 09:00 hours (CET/CEST) and 16:20 hours (CET/CEST) each trading day, with pre-trade period between 07:15 hours (CET) and 09:00 hours (CET/CEST), closing auction from 16:20 hours (CET/CEST) to 16:25 hours (CET/CEST) and a trading at last period from 16:25 hours (CET/CEST) to 16:30 hours (CET/CEST).

The settlement period for trading on the Oslo Stock Exchange is two trading days (T+2). This means that securities will be settled on the investor's account in the VPS two trading days after the transaction was made, and that the seller will receive payment after two trading days.

Investment services in Norway may only be provided by Norwegian investment firms holding a license under the Norwegian Securities Trading Act, branches of investment firms from an EEA member state or investment firms from outside the EEA that have been licensed to operate in Norway. Investment firms in an EEA member state may also provide cross-border investment services into Norway.

It is possible for investment firms to undertake market-making activities in shares listed in Norway if they have a license to this effect under the Norwegian Securities Trading Act, or in the case of investment firms in an EEA member state, a license to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. However, such market-making activities do not as such require notification to the NFSA or the Oslo Stock Exchange except for the general obligation of investment firms that are members of the Oslo Stock Exchange to report all trades in stock exchange listed securities.

17.4 Information, control and surveillance

Under Norwegian law, the Oslo Stock Exchange is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of the Oslo Stock Exchange monitors all market activity on a continuous basis. Market surveillance systems are largely automated, promptly warning department personnel of abnormal market developments.

The NFSA controls the issuance of securities in both the equity and bond markets in Norway and evaluates whether the issuance documentation contains the required information and whether it would otherwise be unlawful to carry out the issuance.

Pursuant to Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (market abuse regulation) (“**MAR**”), which has been implemented into Norwegian law, a company that is listed on a Norwegian regulated market, or has applied for listing on such market, must promptly release any inside information directly concerning the company (i.e. precise information about financial instruments, the issuer thereof or other matters which are likely to have a significant effect on the price of the relevant financial instruments or related financial instruments, and which are not publicly available or commonly known in the market). A company may, however, delay the release of such information in order not to prejudice its legitimate interests, provided that it is able to ensure the confidentiality of the information and that the delayed release would not be likely to mislead the public. The Oslo Stock Exchange and the NFSA may levy fines on companies violating these requirements.

17.5 The VPS and the transfer of Shares

The Company's principal share register is operated through the VPS. The VPS is the Norwegian paperless centralized securities register. It is a computerised book-keeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded.

All transactions relating to securities registered with the VPS are made through computerized book entries. No physical share certificates are, or may be, issued. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To give effect to such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, Norges Bank (being, the Central Bank of Norway), authorized securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

As a matter of Norwegian law, the entry of a transaction in the VPS is *prima facie* evidence in determining the legal rights of parties as against the issuing company or any third party claiming an interest in the given security. A transferee or assignee of shares may not exercise the rights of a shareholder with respect to such shares unless such transferee or assignee has registered such

shareholding or has reported and shown evidence of such share acquisition, and the acquisition is not prevented by law, the relevant company's articles of association or otherwise.

The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS' control which the VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

The VPS must provide information to the NFSA on an ongoing basis, as well as any information that the NFSA requests. Further, Norwegian tax authorities may require certain information from the VPS regarding any individual's holdings of securities, including information about dividends and interest payments.

17.6 Shareholder register – Norwegian law

Under Norwegian law, shares are registered in the name of the beneficial owner of the shares. Beneficial owners of the Shares that are registered in a nominee account (such as through brokers, dealers or other third parties) may not be able to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to any General Meeting. As a general rule, there are no arrangements for nominee registration and Norwegian shareholders are not allowed to register their shares in the VPS through a nominee. However, foreign shareholders may register their shares in the VPS in the name of a nominee (bank or other nominee) approved by the NFSA. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the company and to the Norwegian authorities. In case of registration by nominees, the registration in the VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions, but cannot vote in General Meetings on behalf of the beneficial owners. There is no assurance that beneficial owners of the Shares will receive the notice of any General Meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote for their Shares in the manner desired by such beneficial owners.

See Section 16.1.2 (Voting rights and amendments of the Articles of Association) for more information of nominee accounts.

17.7 Foreign investment in shares listed in Norway

Foreign investors may trade shares listed on the Oslo Stock Exchange through any broker that is a member of the Oslo Stock Exchange, whether Norwegian or foreign.

Foreign investors should note that the rights of holders of shares of companies incorporated in Norway are governed by Norwegian law and by the respective company's articles of association. These rights may differ from the rights of the shareholders in other jurisdictions. In particular, Norwegian law limits the circumstances under which shareholders of Norwegian companies may bring derivative actions. For instance, under Norwegian law, any action brought by a company in respect of wrongful acts committed against such company will be prioritized over actions brought by shareholders claiming compensation in respect of such acts. In addition, it may be difficult to prevail in a claim against the company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions. See Section 16.1.1 (Certain aspects of Norwegian corporate law) for more information.

17.8 Disclosure obligations

If a person's, entity's or consolidated group's proportion of the total issued shares and/or rights to shares in a company listed on a regulated market in Norway (with Norway as its home state, which will be the case for the Company) reaches, exceeds or falls below the respective thresholds of 5%, 10%, 15%, 20%,

25%, 1/3, 50%, 2/3 or 90% of the share capital or the voting rights of that company, the person, entity or group in question has an obligation under the Norwegian Securities Trading Act to notify the Oslo Stock Exchange and the issuer immediately. The same applies if the disclosure thresholds are passed due to other circumstances, such as a change in the Company's share capital.

17.9 Insider trading

According to MAR, which has been implemented into Norwegian law, subscription for, purchase, sale or exchange of financial instruments that are listed, or subject to the application for listing, on a Norwegian regulated market, or incitement to such dispositions, must not be undertaken by anyone who has inside information, as defined in MAR article 7. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions.

17.10 Mandatory offer requirement

The Norwegian Securities Trading Act requires any person, entity or consolidated group that becomes the owner of shares representing more than one-third (or more than 40% or 50%) of the voting rights of a company listed on a Norwegian regulated market (with the exception of certain foreign companies) to, within four weeks, make an unconditional general offer for the purchase of the remaining shares in that company. A mandatory offer obligation may also be triggered where a party acquires the right to become the owner of shares that, together with the party's own shareholding, represent more than one-third of the voting rights in the company and the Oslo Stock Exchange decides that this is regarded as an effective acquisition of the shares in question.

The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares that exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

When a mandatory offer obligation is triggered, the person subject to the obligation is required to immediately notify the Oslo Stock Exchange and the company in question accordingly. The notification is required to state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a rule, a notification to the effect that an offer will be made cannot be retracted. The offer and the offer document required are subject to approval by the Oslo Stock Exchange before the offer is submitted to the shareholders or made public.

The offer price per share must be at least as high as the highest price paid or agreed by the offeror for the shares in the six month period prior to the date the threshold was exceeded. If the acquirer acquires or agrees to acquire additional shares at a higher price prior to the expiration of the mandatory offer period, the acquirer is obliged to restate its offer at such higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered.

In case of failure to make a mandatory offer or to sell the portion of the shares that exceeds the relevant threshold within four weeks, the Oslo Stock Exchange may force the acquirer to sell the shares exceeding the threshold by public auction. Moreover, a shareholder who fails to make an offer may not, as long as the mandatory offer obligation remains in force, exercise rights in the company, such as voting in a general meeting, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise his/her/its rights to dividends and pre-emption rights in the event of a share capital increase. If the shareholder neglects his/her/its duty to make a mandatory offer, the Oslo Stock Exchange may impose a cumulative daily fine that runs until the circumstance has been rectified.

Any person, entity or consolidated group that owns shares representing more than one-third of the votes in a company listed on a Norwegian regulated market (with the exception of certain foreign companies) is obliged to make an offer to purchase the remaining shares of the company (repeated offer obligation)

if the person, entity or consolidated group through acquisition becomes the owner of shares representing 40%, or more of the votes in the company. The same applies correspondingly if the person, entity or consolidated group through acquisition becomes the owner of shares representing 50% or more of the votes in the company. The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares which exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

Any person, entity or consolidated group that has passed any of the above mentioned thresholds in such a way as not to trigger the mandatory bid obligation, and has therefore not previously made an offer for the remaining shares in the company in accordance with the mandatory offer rules is, as a main rule, obliged to make a mandatory offer in the event of a subsequent acquisition of shares in the company.

17.11 Compulsory acquisition

Pursuant to the Public Companies Act and the Norwegian Securities Trading Act, a shareholder who, directly or through subsidiaries, acquires shares representing 90% or more of the total number of issued shares in a Norwegian public limited liability company, as well as 90% or more of the total voting rights, has a right, and each remaining minority shareholder of the company has a right to require such majority shareholder, to effect a compulsory acquisition for cash of the shares not already owned by such majority shareholder. Through such compulsory acquisition the majority shareholder becomes the owner of the remaining shares with immediate effect.

If a shareholder acquires shares representing more than 90% of the total number of issued shares, as well as more than 90% of the total voting rights, through a voluntary offer in accordance with the Securities Trading Act, a compulsory acquisition can, subject to the following conditions, be carried out without such shareholder being obliged to make a mandatory offer: (i) the compulsory acquisition is commenced no later than four weeks after the acquisition of shares through the voluntary offer, (ii) the price offered per share is equal to or higher than what the offer price would have been in a mandatory offer, and (iii) the settlement is guaranteed by a financial institution authorised to provide such guarantees in Norway.

A majority shareholder who effects a compulsory acquisition is required to offer the minority shareholders a specific price per share, the determination of which is at the discretion of the majority shareholder. However, where the offeror, after making a mandatory or voluntary offer, has acquired more than 90% of the voting shares of a company and a corresponding proportion of the votes that can be cast at the general meeting, and the offeror pursuant to Section 4-25 of the Public Companies Act completes a compulsory acquisition of the remaining shares within three months after the expiry of the offer period, it follows from the Norwegian Securities Trading Act that the redemption price shall be determined on the basis of the offer price for the mandatory/voluntary offer unless specific reasons indicate another price.

Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline of not less than two months, request that the price be set by a Norwegian court. The cost of such court procedure will, as a general rule, be the responsibility of the majority shareholder, and the relevant court will have full discretion in determining the consideration to be paid to the minority shareholder as a result of the compulsory acquisition.

Absent a request for a Norwegian court to set the price or any other objection to the price being offered, the minority shareholders would be deemed to have accepted the offered price after the expiry of the specified deadline.

17.12 Foreign exchange controls

There are currently no foreign exchange control restrictions in Norway that would potentially restrict the payment of dividends to a shareholder outside Norway, and there are currently no restrictions that would affect the right of shareholders of a company that has its shares registered with the VPS who are not residents in Norway to dispose of their shares and receive the proceeds from a disposal outside Norway. There is no maximum transferable amount either to or from Norway, although transferring banks are required to submit reports on foreign currency exchange transactions into and out of Norway into a central data register maintained by the Norwegian customs and excise authorities. The Norwegian police, tax authorities, customs and excise authorities, the National Insurance Administration and the NFSA have electronic access to the data in this register.

18. TAXATION

Set out below is a summary of certain tax matters related to an investment in the Company. The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Shares. The tax legislation in the Company's jurisdiction of incorporation and the tax legislation in the jurisdictions in which the Shareholders are resident for tax purposes may have an impact on the income received from Shares in the Company. Investors are advised to consult their own tax advisors concerning the overall tax consequences of their ownership of Shares.

18.1 Norwegian taxation

This Section 18.1 describes certain tax rules in Norway applicable to Shareholders who are resident in Norway for tax purposes ("**Norwegian Shareholders**") and to Shareholders who are not resident in Norway for tax purposes ("**Foreign Shareholders**"). The statements herein regarding taxation are based on the laws in force in Norway as of the date of this Prospectus and are subject to any changes in law occurring after such date. Such changes could possibly be made on a retrospective basis.

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the Shareholder.

18.1.1 Taxation of dividends

Norwegian Individual Shareholders

Dividends received by Shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Individual Shareholders**") are taxable as ordinary income for such Shareholders at an effective rate of 31.68% (the nominal rate is 22% but the taxable income is multiplied with a factor of 1.44) to the extent the dividend exceeds a tax-free allowance.

The allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a determined risk-free interest rate based on the effective rate on treasury bills (Nw.: *statskasseveksler*) with three months' maturity plus 0.5 percentage points, after tax. The allowance is calculated for each calendar year, and it is allocated solely to Norwegian Individual Shareholders holding shares at the expiration of the relevant income year.

Norwegian Corporate Shareholders

Dividends received by Shareholders that are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**") are effectively taxed at a rate of 0.66% (3% of dividend income from such shares is included in the calculation of ordinary income for Norwegian Corporate Shareholders and subject to tax at a flat rate of currently 22%).

Foreign Shareholders

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

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

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

Dividends paid to Foreign Shareholders that are individual Shareholders (i.e. other shareholders than Foreign Corporate Shareholders) (“**Foreign Individual Shareholders**”) are as the main rule subject to Norwegian withholding tax at a rate of 25%, unless a lower rate has been agreed in an applicable tax treaty. If the individual Shareholder is tax resident within the EEA, the Shareholder may apply to the tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share. However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25% less the tax-free allowance.

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

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

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

18.1.2 Taxation of capital gains on realization of shares

Norwegian Individual Shareholders

Sale, non-proportionate redemption, or other disposals of shares is considered as realization for Norwegian tax purposes. A capital gain or loss derived by a Norwegian Individual Shareholder through realization of shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the Shareholder’s ordinary income in the year of disposal and taxable at an effective rate of 31.68% (the nominal rate is 22% but the taxable income or deductible loss is multiplied with a factor of 1.44).

The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the number of shares disposed of.

The taxable gain/deductible loss is calculated per share, as the difference between the consideration for the share and the Norwegian Individual Shareholder’s cost price of the share, including any costs incurred in relation to the acquisition or realization of the share. From this capital gain, Norwegian Individual Shareholders are entitled to deduct any unused tax-free allowance, cf. above. Any unused tax-free allowance may only be deducted in order to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e. any unused tax-free allowance exceeding the capital gain upon the realization of a share will be annulled.

If the Norwegian Individual Shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

Norwegian Corporate Shareholders

Norwegian Corporate Shareholders are exempt from tax on capital gains derived from the realization of shares qualifying for participation exemption, including shares in the Company. Losses upon the realization and costs incurred in connection with the purchase and realization of such shares are not deductible for tax purpose.

Foreign Shareholders

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

18.1.3 Net wealth tax

Norwegian Shareholders

The value of Shares is taken into account for net wealth tax purposes in Norway. The marginal net wealth tax rate is currently 0.85% of the value assessed. The value for assessment purposes for is 55% of the listed value of the Shares as of 1 January of the tax assessment year (i.e. the year following the income year).

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

Foreign Shareholders

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

VAT and transfer taxes

No VAT, stamp or similar duties are currently imposed in Norway on the transfer or issuance of shares.

18.2 Swedish taxation

The following is a summary of certain Swedish tax issues related to the Offering and the admission for trading of the Shares in the Company for private individuals and limited liability companies that are residents of Sweden for tax purposes and/or domiciled in Sweden (including permanent establishments), unless otherwise stated. The summary is based on current Swedish legislation and is intended to provide general information only regarding the Shares in the Company as from the admission for trading.

The tax consequences for each individual Shareholder depend to some extent on the Shareholder's particular circumstances. Special tax rules apply to certain categories of companies. The summary does not cover situations where shares are held as current assets in business operation; situations where shares are held by limited partnerships or partnerships, investment companies, insurance companies or investment funds; or situations where shares are held in a Swedish investment savings account (Sw.: *investeringssparkonto*) or a Swedish endowment insurance (Sw.: *kapitalförsäkring*). Further, the summary does not cover the special rules regarding tax-free capital gains (including non-deductible capital losses) and dividends that may be applicable when the investor holds shares in the Company that are deemed to be held for business purposes (for tax purposes); the special rules which in certain cases may be applicable to shares in companies which are or have been so-called close companies or to shares acquired by means of such shares; the special rules that may be applicable to private individuals who make or reverse a so-called investor deduction (Sw.: *investeraravdrag*); foreign companies conducting business through a permanent establishment in Sweden; or foreign companies that have been Swedish companies.

18.2.1 Taxation of dividends

Swedish personal shareholders

Private individuals tax resident in Sweden and estates of deceased individuals tax resident in Sweden (“**Swedish Personal Shareholders**”), will be taxed at a rate of 30% on the gross dividend amount.

Dividends distributed by the Company may be subject to Norwegian withholding tax. According to the Nordic tax treaty, the Norwegian withholding tax is limited to 15%. However, under the Nordic tax treaty, any tax withheld in Norway could be subject to a Swedish tax credit, thus possibly reducing the effective Swedish tax. The availability of a Swedish tax credit depends on the circumstances for each Swedish Personal Shareholder.

Swedish Corporate Shareholders

Dividends distributed by the Company to shareholders who are limited liability companies (and certain other entities) domiciled in Sweden for tax purposes (“**Swedish Corporate Shareholders**”), are as a general rule subject to tax on all income at a rate of 20.6%. Dividends distributed by the Company may be subject to Norwegian withholding tax. Under the Nordic tax treaty, the Norwegian withholding tax may either be reduced to 15% or be fully removed, provided that the shareholder being a Swedish limited liability company qualifies for the reduced tax rate or the tax exemption. Tax that has been withheld in Norway, could be subject to a Swedish tax credit for the recipient thus possibly reducing the effective Swedish tax. The availability of a Swedish tax credit depends on the circumstances for each Swedish Corporate Shareholder.

18.2.2 Taxation of capital gains on realization of shares

Swedish Personal Shareholders

Swedish Personal Shareholders will be taxed at a rate of 30% on any capital and foreign exchange gains arising in case the shares in the Company are sold or redeemed. Capital gains will be taxed upon the sale or redemption. Repayment of the principal amount will not be taxed.

The capital gain or loss is calculated as the difference between the sales price (or redemption remuneration) after deduction for sales expenses and the cost basis. The cost basis is determined according to the “average method” (Sw.: *genomsnittsmetoden*), i.e., somewhat simplified, the acquisition value for the shares in the Company of the same class and type added together taking into account any changes in the holding.

Capital losses are deductible against capital gains. Capital losses incurred from the sale or redemption of listed securities (e.g. listed shares) can be fully offset against taxable capital gains occurring in the same year due to the sale of listed shares and listed securities (with the exception of shares in investment funds holding only Swedish receivables, known as Swedish fixed income funds). In case of excess of a loss, 70% of the loss is deductible against other capital income. In case of a net capital loss, such a loss may be used for tax reduction on earned income tax as well as central government and municipal property taxes. A tax reduction is granted with 30% of the net capital loss up to SEK 100,000 and 21% of any loss exceeding SEK 100,000. Capital losses cannot be carried forward to future income years.

Swedish Corporate Shareholders

Swedish Corporate Shareholders are subject to tax on all income due to a sale or redemption of shares (including capital as well as foreign exchange gains) as business income at a rate of 20.6%. Business income is in general taxed on an accrual basis.

Capital losses arising in case the shares in the Company are sold or redeemed are normally only deductible against taxable capital gains on securities. A capital loss that is not deductible may, under some conditions, be utilized against taxable capital gains on securities in another company within the same group if certain criteria are met.

Capital losses on shares that cannot be utilized during a certain year are carried forward to the following year, subject to the same limitations as described above.

18.2.3 *Net wealth tax*

There is no Swedish net wealth tax.

18.2.4 *VAT and transfer taxes*

No VAT, stamp duty or transfer taxes are currently imposed in Sweden on the transfer or issuance of shares.

18.2.5 *Inheritance tax*

A transfer of shares through inheritance or as a gift does not give rise to inheritance or gift tax in Sweden.

19. THE COMPLETED PRIVATE PLACEMENT AND TERMS OF THE OFFERING

19.0 The completed Private Placement

19.0.1 Overview

On 1 June, the Company announced the placement of the Private Placement, comprising a total of 86,000,000 new Shares, at a subscription price of NOK 12.50 per new Share (the "**Private Placement Shares**"), raising gross proceeds to the Company of NOK 1,075 million. The Company will bear the costs, fees and expenses related to the Private Placement, which are estimated to amount to approximately NOK 40 million. Hence, the total net proceeds from the Private Placement are estimated to be approximately NOK 1,035 million.

The subscription price in the Private Placement was determined by the Board after consultation with the Managers and was fixed at NOK 12.50 per Share. The General Meeting resolved to issue the Private Placement Shares on 17 June 2021. The Shares issued in the Private Placement are freely transferable.

The minimum subscription and allocation amount in the Private Placement was set to the NOK equivalent of EUR 100,000, provided, however, that the Company reserved the right to allocate an amount below EUR 100,000 to the extent applicable exemptions from the prospectus requirement pursuant to the Norwegian Securities Trading Act and ancillary regulations, or similar legislation in other jurisdictions, were available.

The Shares in the Private Placement were placed by Carnegie AS and Pareto Securities AS as Joint Global Coordinators and Joint Bookrunners and Skandinaviska Enskilda Banken AB (publ) as Joint Bookrunner to selected investors in the application period after close of market on 1 June 2021.

The successful placement of the Private Placement was announced through an announcement made by the Company on the evening of 1 June 2021.

19.0.2 Use of proceeds

The net proceeds from the Private Placement will be used for i) the construction of the two in-house wind development projects at Hån and Duvhällen (NOK ~470 million), ii) a capital structure adjustment in the Odal windfarm development (NOK ~70 million), and iii) executing on M&A opportunities, accelerated development of project portfolio, working capital requirements and general corporate purposes, such as financing of the Group's operating costs.

19.0.3 Resolution regarding the Private Placement Shares

On 17 June 2021, the General Meeting made the following resolution to increase the Company's share capital by NOK 21,500,000 by issuance of 86,000,000 Shares allocated in the Private Placement (office translation):

1. *The share capital of the Company is increased by NOK 21,500,000 from 26,266,334 to NOK 47,766,334 through the issue of 86,000,000 new shares, each with nominal value of NOK 0.25.*
2. *The subscription price for the new shares shall be NOK 12.50 per share, of which NOK 0.25 per share shall be added to the Company's share capital and the remaining NOK 12.25 per share shall be added to the Company's share premium. The aggregate subscription amount is NOK 1,075,000,000.*
3. *The new shares shall be subscribed by Carnegie AS and/or Pareto Securities AS and/or Skandinaviska Enskilda Banken AB (publ), which shall carry out a DvP settlement with the*

investors who have applied for, and which the Board has approved will be allocated, shares in the private placement announced on 1 June 2021.

- 4. The shareholders' pre-emptive right is thus deviated from, cf. section 10-5, cf. section 10-4 of the Norwegian Public Limited Liability Companies Act.*
- 5. The subscription of the new shares shall be made in the minutes from the General Meeting or on a separate subscription form no later than on 17 June 2021.*
- 6. The share contribution shall be made with cash, no later than 18 June 2021, to the bank account specified by the Company.*
- 7. The new shares shall carry right to dividend and other shareholder rights from the capital increase is registered with the Norwegian Register of Business Enterprises.*
- 8. Anticipated costs in connection with the share capital increase amounts to approximately NOK 40 million (excl. VAT) and covers fees and cost coverage for the managers of the private placement, as well as costs to the Company's lawyer and auditor.*
- 9. Section 4 of the Company's Articles of Association is amended to:*

«The company's share capital is NOK 47,766,334 divided among 191,065,336 shares, each with a nominal value of NOK 0.25. The company's shares shall be registered with Verdipapirsentralen (VPS).

The transferee of a share cannot exercise rights that pertain to a shareholder unless the transaction is registered in VPS or the transferee has reported and proved the transaction. A shareholder is only entitled to participate and vote in the General Meeting when the acquisition of shares is registered in VPS, no later than five business days prior to the date of the General Meeting.»

19.0.4 *Delivery and listing of the Private Placement Shares*

The share capital increase related to the Private Placement Shares was registered with the Norwegian Register of Business Enterprises on 18 June 2021 and will be tradable on Euronext Growth prior to the Listing upon delivery in the VPS and on Oslo Stock Exchange following and subject to completion of the Listing. The Private Placement Shares have been created under the Public Companies Act. The Private Placement Shares will be registered in book-entry form with the VPS and have ISIN NO 001 0876642. The Private Placement Shares will be delivered to the investors on a delivery versus payment basis (T+2 settlement) after delivery in the VPS.

19.0.5 *The rights conferred by the Private Placement Shares*

The Private Placement Shares carries full Shareholders' rights in the Company on an equal basis as any other Shares in the Company, including the right to any dividends.

For a description of rights attached to the Shares in the Company, see Section 14 (Description of share capital).

19.0.6 *Dilution*

The net asset value per existing Share as at 31 December 2020 was approximately NOK 10.04.

The percentage of immediate dilution resulting from the Private Placement for the Company's shareholders who did not participate in the Private Placement was approximately 45.01%.

19.0.7 Lock-up

In relation to the Private Placement, the Company has undertaken towards the Managers and Skandinaviska Enskilda Banken AB (publ) for a period from the date hereof and until the date falling 90 days after the closing of the Private Placement will not and it will procure that any other party acting on its behalf will not, without the prior written consent of the Managers and Skandinaviska Enskilda Banken AB (publ), directly or indirectly: (i) issue, offer, pledge, sell, mortgage, charge, deposit, assign, lend, transfer or contract to issue, pledge, sell, mortgage, charge, deposit, assign, lend, transfer any Shares, (ii) issue, offer, pledge, sell or contract to issue or sell any securities convertible into or exercisable or exchangeable for Shares or to issue options or warrants in respect of, grant any option to purchase or otherwise dispose of, directly or indirectly any Shares, (iii) enter into any swap or any other agreement or any transaction that has an equivalent effect to (i) or (ii) above, whether any such swap or transaction described in (ii) above or this limb (iii) is to be settled by delivery of such securities, in cash or otherwise or (iv) publicly announce any intention of doing any of above. The consent of the Managers shall not be unreasonably withheld, delayed or conditioned.

The lock-up undertaking does not apply to (i) the sale and issue of Shares by the Company in the Private Placement, (ii) the Subsequent Offering, (iii) granting of options, warrants, subscription rights, or issuance of Shares under the Company's warrant program / employee share incentive schemes, (iv) the issuance of consideration shares in connection with settlement of acquisitions of other companies and/or businesses or (v) the Retail Offering.

19.1 Overview of the Offering

The Offering consists of an offer of up to 2,800,000 Offer Shares, each with a nominal value of NOK 0.25, to raise gross proceeds of up to NOK 35 million. The Offer Price at which the Shares will be sold is NOK 12.50 per Offer Share, which is the same price as the subscription price in the Private Placement.

The Offering consists of:

- The Subsequent Offering in which 2,000,000 Offer Shares are being offered to Eligible Shareholders to subscribe for Shares in the Company at the same price as in the Private Placement. Eligible Shareholders are shareholders of the Company as of 1 June 2021 (as registered in the VPS on the Record Date), who were not allocated shares in the Private Placement announced by the Company on 1 June 2021 and who are not resident in a jurisdiction where such offering would be unlawful, or for jurisdictions other than Norway, Sweden, Finland or Denmark would require any filing, registration or similar action. Eligible Shareholders will be granted non-transferable Subscription Rights that, subject to applicable laws, provide the right to subscribe for, and be allocated, Offer Shares in the Subsequent Offering. Over-subscription will be permitted, but subscription without Subscription Rights will not be permitted.
- The Retail Offering, in which 800,000 Offer Shares are being offered to the public in Norway, Sweden, Finland and Denmark subject to a minimum amount per application of NOK 10,500 and an upper limit per application of NOK 2,499,999 for each investor. Multiple applications by one applicant in the Retail Offering will be treated as one application with respect to the maximum application limit.

This Prospectus does not constitute an offer of, or an invitation to purchase, the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. For further details, see Section 20 (Selling and transfer restrictions)

The Subscription Period for the Subsequent Offering is expected to take place from 21 June 2021 at 09:00 hours (CEST) to 2 July 2021 at 12:00 hours (CEST). The Subscription Period for the Retail Offering is expected to take place from 21 June 2021 at 09:00 hours (CEST) to 1 July 2021 at 23:59 hours (CEST). The Subscription Periods cannot be shortened, but the Board of Directors may cancel the Offering or extend the Subscription Periods if this is required by law as a result of the publication of a supplemental prospectus.

Any extension of the Subscription Periods will be announced through Oslo Stock Exchange's information system on or before 09:00 hours (CEST) on the first business day following the then prevailing expiration date of the Subscription Periods. In the event of an extension of the Subscription Periods, the allocation date, the payment due dates and the date of delivery of Offer Shares may be changed accordingly, but the date of the Listing and commencement of trading of the Shares (except the Offer Shares) on Oslo Stock Exchange will not necessarily be changed.

Delivery of the Offer Shares to investors being allocated Offer Shares in the Offering is expected to take place 14 July 2021, subject to due payment for the allocated Offer Shares having been received from investors.

See Section 19.15 (Expenses of the Offering) for information regarding fees expected to be paid in relation to the Offering and the Listing. The Company has undertaken, subject to certain conditions and statutory limitations, to indemnify the Managers against certain losses and liabilities arising out of or in connection with the Offering.

19.2 Timetable for the Offering

The timetable set out below provides certain indicative key dates for the Offering (subject to extensions):

Last day of trading in the Shares including Subscription Rights	1 June 2021
First day of trading in the Shares excluding Subscription Rights	2 June 2021
Record Date	3 June 2021
Subscription Period Subsequent Offering and Retail Offering commences	21 June 2021 at 09:00 hours (CEST)
Listing and commencement of trading of the Shares (other than the Offer Shares) on Oslo Stock Exchange	22 June 2021 at 09:00 hours (CEST)
Subscription Period Retail Offering ends	1 July 2021 at 23:59 (CEST)
Subscription Period Subsequent Offering ends	2 July 2021 at 12:00 hours (CEST)
Allocation of the Offer Shares	On or about 2 July 2021
Publication of the results of the Offering	On or about 2 July 2021
Accounts from which payment will be debited in the Offering to be sufficiently funded	On or about 6 July 2021
Payment Date in the Offering	On or about 7 July 2021
Registration of new share capital and issuance of Offer Shares	On or about 13 July 2021
Delivery of the Offer Shares in the Offering	On or about 14 July 2021
Listing and commencement of trading in the Offer Shares on Oslo Stock Exchange	On or about 14 July 2021

The Subscription Periods cannot be shortened, but the Board of Directors may cancel the Offering. The Board may also extend the Subscription Periods if this is required by law as a result of the publication of a supplemental prospectus. In the event of an extension of the Subscription Periods, the dates set out above will be changed accordingly, but the date of the Listing will not necessarily be changed. In the event of an extension of the Subscription Periods, the allocation date, the payment due dates and the date of delivery of Offer Shares may be changed accordingly, but the date of the Listing and commencement of trading of the Shares (other than the Offer Shares) on Oslo Stock Exchange will not necessarily be changed.

19.3 Resolution relating to the Offering and the issuance of the Offer Shares

On 17 June 2021 the General Meeting of the Company made the following resolution to authorize the Board of Directors to issue shares in relation to the Offering (office translation):

- 1. The Board of Directors is authorized to increase the Company's share capital with up to NOK 700,000 by issuance of up to 2,8000,000 new shares each with a nominal value of NOK 0.25.*
- 2. The subscription price shall be NOK 12.50 per share.*
- 3. The authorization shall be used to issue shares in a repair issue related to the Private Placement resolved by the General Meeting under matter 4 above and a retail offering in connection with the Company's listing on the Oslo Stock Exchange.*
- 4. The existing shareholders' preferential right pursuant to Section 10-4 of the Public Limited Liability Companies Act may be deviated from.*
- 5. The authorization only covers capital increases with cash contributions. The authorization does not cover mergers pursuant to Section 13-5 of the Public Limited Liability Companies Act.*
- 6. Within its limits, the authorization may be utilized several times.*
- 7. The authorization is valid until 31 September 2021.*
- 8. The authorization comes in addition to other Board authorizations.*

The Board intends to use the Board authorization to resolve the capital increase required to carry out the Offering. The Board's resolution will be published in a separate stock exchange announcement.

The existing Shareholders' pre-emptive rights to subscribe for and be allocated Shares will be deviated from in order to be able to issue the Offer Shares to investors in the Offering.

19.4 The Subsequent Offering

19.4.1 Eligible Shareholders

Shareholders of the Company as of 1 June 2021, as registered in the Company's shareholder register in the VPS on 3 June 2021 (the "**Record Date**"), and who (i) were not allocated shares in the Private Placement and (ii) are not resident in a jurisdiction where such offering would be unlawful, or for jurisdictions other than Norway, Sweden, Finland or Denmark would require any filing, registration or similar action, will be granted non-transferable Subscription Rights that, subject to applicable law, provide rights to subscribe for, and be allocated, Offer Shares in the Subsequent Offering at the Offer Price.

Provided that the delivery of traded Shares was made with ordinary T+2 settlement in the VPS, Shares that were acquired on or before 1 June 2021 will give the relevant Eligible Shareholder the right to receive Subscription Rights, whereas Shares that were acquired from and including 2 June 2021 will not give the relevant Eligible Shareholder the right to receive Subscription Rights.

19.4.2 Subscription Rights

Eligible Shareholders will be granted non-transferable Subscription Rights giving a right to subscribe for, and be allocated, Offer Shares in the Subsequent Offering. Each Eligible Shareholders will be granted 0.04062 Subscription Rights for every existing share in the Company registered as held by such

Eligible Shareholder as of the Record Date, in accordance with Section 19.4.4 (Mechanism for allocation). Each whole Subscription Right will, subject to applicable securities laws, give the right to subscribe for and be allocated one Offer Share in the Subsequent Offering.

The Subscription Rights will be credited to and registered on each Eligible Shareholder's VPS account on or about 21 June 2021 under the ISIN NO0011025777. The Subscription Rights will be distributed free of charge to Eligible Shareholders. The Subscription Rights are non-transferable.

The Subscription Rights must be used to subscribe for Offer Shares before the expiry of the Subsequent Offering Subscription Period on 2 July 2021 at 12:00 hours (CEST). Subscription Rights that are not exercised before 12:00 hours (CEST) on 2 July 2021 will have no value and will lapse without compensation to the holder. Holders of Subscription Rights should note that subscriptions for Offer Shares must be made in accordance with the procedures set out in this Prospectus and the Subsequent Offer Subscription Form (as defined below) attached hereto and that the Subscription Rights does not in itself constitute a subscription of Offer Shares.

Should any Subscription Rights have been credited to any shareholders resident in jurisdictions where the Prospectus may not be distributed and/or with legislation, regulations or other laws that prohibits or otherwise restrict subscription of Offer Shares (the “**Ineligible Shareholders**”), such credit specifically does not constitute an offer to such Ineligible Shareholders.

19.4.3 Application Procedure

Subscriptions for Offer Shares must be made by submitting a correctly completed subscription form, attached hereto as Appendix F (the “**Subsequent Offering Subscription Form**”) to the Managers during the Subsequent Offering Subscription Period, or may, for applicants who are residents of Norway with a Norwegian personal identification number, be made online as further described below.

Correctly completed Subsequent Offering Subscription Forms must be received by the Managers no later than 12:00 hours (CEST) on 2 July 2021 at the following postal or e-mail address:

Carnegie AS
Fjordalléen 16, 5th floor, Aker Brygge
P.O. Box 684 Sentrum
N-0106 Oslo
Norway

Tel.: +47 22 00 93 60
E-mail: subscriptions@carnegie.no
www.carnegie.no

Pareto Securities AS
Dronning Mauds gate 3
P.O. Box 1411 Vika
N-0115 Oslo
Norway

Tel.: +47 22 87 87 00
E-mail: subscription@paretosec.com
www.paretosec.com

To participate in the Subsequent Offering, applicants must have a VPS account or a nominee account (the latter is only applicable for non-Norwegian Shareholders). For the establishment of VPS accounts and nominee accounts, please see Section 19.7 (VPS account) for more information.

Norwegian applicants in the Subsequent Offering who are residents of Norway with a Norwegian personal identification number are recommended to apply for Offer Shares through the VPS online application system by following the link to such online application system on the following websites: www.carnegie.no or www.paretosec.com. The content of the aforementioned websites is not incorporated by reference into this Prospectus, nor does it form part of this Prospectus.

All applications in the Subsequent Offering will be treated in the same manner regardless of which of the above Managers the applications are placed with. Further, all applications in the Subsequent Offering

will be treated in the same manner regardless of whether they are submitted by delivery of a Subsequent Offering Subscription Form or through the VPS online application system.

Subsequent Offering Subscription Forms that are incomplete or incorrectly completed, electronically or physically, or that are received after the expiry of the Subsequent Offer Subscription Period, may be disregarded without further notice to the applicant. Properly completed Subsequent Offering Subscription Forms must be received by the application office listed above or registered electronically through the VPS application system by 12:00 hours (CEST) on 2 July 2021, unless the Subsequent Offer Subscription Period is extended. Neither the Company nor the Managers may be held responsible for postal delays, unavailable fax lines, internet lines or servers or other logistical or technical matters that may result in applications not being received in time or at all by any application office.

All applications made in the Subsequent Offering will be irrevocable and binding upon receipt of a duly completed Subsequent Offering Subscription Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any extension of the Subsequent Subscription Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by the application office, or in the case of applications through the VPS online application system, upon registration of the application.

There is no minimum subscription amount for which subscriptions in the Subsequent Offering must be made. Over-subscription (i.e. subscription for more Offer Shares than the number of Subscription Rights held by the applicant entitles the applicant to be allocated) will be permitted, but subscription without Subscription Rights will not be permitted.

Multiple subscriptions (i.e. subscriptions on more than one Subscription Form) are allowed. Please note, however, that two separate Subsequent Offering Subscription Forms submitted by the same applicant with the same number of Offer Shares subscribed for on both Subsequent Offering Subscription Forms will only be counted once unless otherwise explicitly stated in one of the Subsequent Offering Subscription Forms. In the case of multiple subscriptions through the VPS online subscription system or subscriptions made both on a Subsequent Offering Subscription Form and through the VPS online subscription system, all subscriptions will be counted.

All subscriptions in the Subsequent Offering will be treated in the same manner regardless of whether the subscription is made by delivery of a Subsequent Offering Subscription Form to the Managers or through the VPS online subscription system.

19.4.4 *Mechanism for allocation*

2,000,000 Offer Shares have been reserved for allocation in the Subsequent Offering.

In the Subsequent Offering, allocation will take place in accordance with the following criteria:

1. Allocation will be made to applicants based on the number of Subscription Rights validly exercised when subscribing for Offer Shares in the Subsequent Offer Subscription Period. Each whole Subscription Right will give the right to subscribe for an be allocated one Offer Shares.
2. If not all Subscription Rights are exercised during the Subsequent Offer Subscription Period, applicants having used their Subscription Rights and who have over-subscribed will be allocated up to the number of remaining Offer Shares reserved for the Subsequent Offering on a pro rata basis based on the number of Subscription Rights exercised. In the event that pro rata allocation is not possible due to the number of remaining Offer Shares, the Company will determine the allocation by drawing of lots.

Subscription of Offer Shares reserved for the Subsequent Offering without Subscription Rights is not permitted.

No fractional Offer Shares will be allocated. The Company reserves the right to round off, reject or reduce any subscription for Offer Shares not covered by Subscription Rights.

Allocation of fewer Offer Shares than subscribed for by an applicant will not impact on the applicant's obligation to pay for the number of Offer Shares allocated.

19.4.5 Financial intermediaries

19.4.5.1 General

All persons or entities holding Shares or Subscription Rights through financial intermediaries (e.g., brokers, custodians and nominees) should read this Section 19.4.5 (Financial intermediaries). All questions concerning the timeliness, validity and form of instructions to a financial intermediary in relation to the exercise of Subscription Rights should be determined by the financial intermediary in accordance with its usual customer relations procedure or as it otherwise notifies each beneficial shareholder.

The Company is not liable for any action or failure to act by a financial intermediary through which Shares are held.

19.4.5.2 Subscription Rights

If an Eligible Shareholder holds Shares registered through a financial intermediary on the Record Date, the financial intermediary will, subject to the terms of the agreement between the Eligible Shareholder and the financial intermediaries, customarily give the Eligible Shareholder details of the aggregate number of Subscription Rights to which it will be entitled and the relevant financial intermediary will customarily supply each Eligible Shareholder with this information in accordance with its usual customer relations procedures. Eligible Shareholders holding Shares through a financial intermediary should contact the financial intermediary if they have received no information with respect to the Subsequent Offering.

Shareholders who hold their Shares through a financial intermediary and who are Ineligible Shareholders will not be entitled to exercise any received Subscription Rights.

19.4.5.3 Subscription Period

The time by which notification of exercise instructions for subscription of Offer Shares must validly be given to a financial intermediary may be earlier than the expiry of the Subsequent Offer Subscription Period. Such deadline will depend on the financial intermediary. Eligible Shareholders who hold their Shares through a financial intermediary should contact their financial intermediary if they are in any doubt with respect to deadlines.

19.4.5.4 Subscription

Any Eligible Shareholder who is not an Ineligible Shareholder and who holds its Subscription Rights through a financial intermediary and wishes to exercise its Subscription Rights, should instruct its financial intermediary in accordance with the instructions received from such financial intermediary. The financial intermediary will be responsible for collecting exercise instructions from the Eligible Shareholders and for informing the Managers of their exercise instructions.

Please refer to Section 20 (Selling and transfer restrictions) for a description of certain restrictions and prohibitions applicable to the exercise of Subscription Rights in certain jurisdictions outside Norway, Sweden, Finland and Denmark.

19.4.5.5 Method of payment

Any Eligible Shareholder who holds its Subscription Rights through a financial intermediary should pay the Offer Price for the Offer Shares that are allocated to it in accordance with the instructions received from the financial intermediary. The financial intermediary must pay the Offer Price in accordance with the instructions in this Prospectus. Payment by the financial intermediary for the Offer Shares must be made to the Managers no later than the Payment Date. Accordingly, financial intermediaries may require payment to be provided to them prior to the Payment Date.

19.5 The Retail Offering

19.5.1 *Minimum and maximum application*

The Retail Offering is subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 2,499,999 for each applicant.

Multiple applications are allowed. One or multiple applications from the same applicant in the Retail Offering with a total application amount in excess of NOK 2,499,999 will be adjusted downwards to an application amount of NOK 2,499,999. In the case of multiple applications through Nordnet Bank AB's ("Nordnet") online application system, all applications will be counted and considered as one application.

19.5.2 *Application procedures and application offices*

To participate in the Retail Offering, applicants must apply for Offer Shares electronically through Nordnet, which is acting as placing agent for the Retail Offering on behalf of the Managers. In order to apply for Offer Shares through Nordnet, the applicants must register as a customer of Nordnet and establish a nominee/depot account for the Retail Offering through Nordnet. In order to establish a customer relationship with Nordnet, the applicants should have an online banking ID or a mobile banking ID. If an applicant is unable to establish a customer relationship with Nordnet through his/her online banking ID or mobile banking ID, the customer relationship must be established through a manual application, which is time consuming and may not be processed by Nordnet prior to expiry of the Retail Offering Subscription Period. For more information on how to proceed to establish a nominee/depot account with Nordnet, please contact Nordnet.

The applicant applying for Offer Shares through Nordnet needs to expressly state the number of Offer Shares it is applying for in the Retail Offering.

Applications through the Nordnet webservice can be made at www.nordnet.no for Norwegian applicants residing in Norway, through www.nordnet.se for Swedish applicants residing in Sweden, through www.nordnet.fi for Finnish applicants residing in Finland and through www.nordnet.dk for Danish applicants residing in Denmark.

The application offices for Nordnet is as follows:

Nordnet Bank
Akersgata 45
P.O. Box 302 Sentrum
N-0103 Oslo
Norway

Tel.: +47 23 33 30 23
E-mail: kundeservice@nordnet.no
www.nordnet.no

Nordnet Bank AB
Alströmergatan 39
P.O. Box 3000
S-104 25, Stockholm
Sweden

Tel.: +46 10-583 3000
E-mail: kundeservice@nordnet.se
www.nordnet.se

Nordnet Bank, filial af Nordnet Bank AB

Havneholmen 25, 7.
Postboks 2307
1026 København K
Denmark

Tel.: +45 70 20 66 85
E-mail: nordnet@nordnet.dk
www.nordnet.dk

Nordnet Bank AB, Finnish Branch

Yliopistonkatu 5, 3rd floor
FI-00100 Helsinki
Finland

Tel.: +46 8 506 33 100
E-mail: asiakaspalvelu@nordnet.fi
www.nordnet.fi

Applications that are incomplete or incorrectly completed, or that are received after the expiry of the Retail Offering Subscription Period, may be disregarded without further notice to the applicant. Applications for Offer Shares electronically through the Nordnet webservice must be completed no later than 23:59 hours (CEST) on 1 July 2021, unless the Retail Offering Subscription Period is extended. Neither the Company, the Managers nor Nordnet may be held responsible for postal delays, unavailable fax lines, internet lines or servers or other logistical or technical matters that may result in applications not being received in time or at all by any application office.

Applications made through Nordnet can be amended up to the expiry of the Retail Offering Subscription Period (i.e. 23:59 hours (CEST) on 1 July 2021 unless the Retail Offering Subscription Period is being extended). Following expiry of the Retail Offering Application Period, all applications received by Nordnet will be irrevocable and binding and cannot be withdrawn, cancelled or modified by the applicant.

19.5.3 Mechanism for allocation

800,000 Offer Shares have been reserved for allocation in the Retail Offering.

In the Retail Offering, no allocations will be made for a number of Offer Shares representing an aggregate value of less than NOK 10,500 per applicant provided, however, that all allocations will be rounded down to the nearest number of whole Offer Shares and the payable amount will hence be adjusted accordingly.

One or multiple orders from the same applicant in the Retail Offering with a total application amount in excess of NOK 2,499,999 will be adjusted downwards to an application amount of NOK 2,499,999. In the Retail Offering, allocation will be made solely through an automated simulation procedure in Nordnet.

The Company and Nordnet reserve the right to limit the total number of applicants to whom Offer Shares are allocated in the Retail Offering if the Company and Nordnet deem this to be necessary in order to keep the number of shareholders in the Company at an appropriate level. If the Company and Nordnet should decide to limit the total number of applicants to whom Offer Shares are allocated, the applicants to whom Offer Shares are allocated will be determined on a random basis by using Nordnet's automated simulation procedures and/or other random allocation mechanisms. The Company and Nordnet reserve the right to set a maximum allocation per applicant in the Retail Offering.

19.6 Allocation, payment and delivery of Offer Shares

The result of the Offering is expected to be published on or about 2 July 2021 in the form of a stock exchange notification from the Company through the Oslo Stock Exchange's information system.

Pareto Securities AS, acting as settlement agent for the Retail Offering, expects to issue notification of allocation of Offer Shares in the Retail Offering on or about 2 July 2021, by issuing allocation notice to Nordnet. Applicants who have applied for Offer Shares in the Retail Offering through Nordnet should

be able to see how many Offer Shares they have been allocated at their account in Nordnet on or about 2 July 2021. Applicants in the Retail Offering applying for Offer Shares through Nordnet must have sufficient funds available in their account from 23:59 hours (CEST) on 1 July 2021 until 08:00 hours (CEST) on the Payment Date, i.e. 7 July 2021. For applicants who are allocated shares in the Retail Offering, who are Nordnet customers in Sweden and already have an investment savings account at Nordnet, Nordnet will purchase the equivalent number of Offer Shares in the Offering and resell such Offer Shares to the customer at a price equal to the final Offer Price.

All applicants being allocated Offer Shares in the Subsequent Offering will receive notification online in VPS confirming the number of Offer Shares allotted to the applicant and the corresponding subscription amount. This notification is expected to be given on or about 2 July 2020. Applicants having access to investor services through their VPS account manager will be able to check the number of Offer Shares allocated to them from 5 July 2021. Applicants who do not have access to investor services through their VPS account manager may contact the Managers from 10:00 (CEST) on 5 July 2021 to obtain information about the number of Offer Shares allocated to them.

In registering an application through the VPS online application system or completing a Subsequent Offering Subscription Form, each applicant in the Subsequent Offering will authorize Carnegie AS (on behalf of the Managers) to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. The applicant's bank account number must be stipulated on the VPS online application or the Subsequent Offering Subscription Form. Accounts will be debited on or about 7 July 2021 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 6 July 2021.

Applicants who do not have a Norwegian bank account must ensure that payment for the allocated Offer Shares is made on or before the Payment Date.

Further details and instructions will be set out in the allocation notes to the applicants or can be obtained by contacting the Managers or Nordnet (depending on where the application was made).

Should any applicant have insufficient funds on his or her account, or should payment be delayed for any reason, or if it is not possible to debit the account, interest will accrue on the amount due at a rate equal to the prevailing interest rate under the Norwegian Act on Interest on Overdue Payments, which at the date of this Prospectus is 8% per annum. Carnegie AS (on behalf of the Managers) reserves the right (but has no obligation) to make one additional debit attempt through 9 July 2021 if there are insufficient funds on the account on the Payment Date. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or otherwise dispose of the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and that the applicant will not be entitled to any profit there from). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Managers may enforce payment of any such amount outstanding.

The Company and the Managers further reserve the right (but have no obligation) to have the Managers advance the subscription amount on behalf of applicants who have not paid for the Offer Shares allocated to them within the Payment Date. The non-paying applicants will remain fully liable for the subscription amount payable for the Offer Shares allocated to them, irrespective of such payment by the Manager.

Subject to timely payment by all the applicants for the entire subscription amount in the Offering, delivery of the Offer Shares allocated in the Offering is expected to take place on or about 14 July 2021.

The Offer Shares may not be transferred or traded before they are fully paid and said registrations in the Norwegian Register of Business Enterprises and the VPS have taken place.

19.7 VPS account

To participate in the Subsequent Offering, each applicant must have a VPS account. The VPS account number must be stated when registering an application through the VPS online application system or the Subsequent Offer Form for the Subsequent Offer. VPS accounts can be established with authorized VPS registrars, which can be Norwegian banks, authorized investment firms in Norway and Norwegian branches of credit institutions established within the EEA. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorized by the Norwegian Ministry of Finance. Establishment of VPS accounts requires verification of identification by the relevant VPS registrar in accordance with Norwegian anti-money laundering legislation (see Section 19.10 (Mandatory anti-money laundering procedures)).

19.8 Product Governance

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (MiFID II); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (the MiFID II Product Governance Requirements), and disclaiming all and any liability, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional customers and eligible counterparties, each as defined in MiFID II (the Positive Target Market); and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the Appropriate Channels for Distribution).

Notwithstanding the Target Market Assessment, Distributors should note that: the price of Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional customers and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

Investors should, however, note that the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Conversely, it is the assessment of the manufacturers that an investment in the Shares is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully

guaranteed income or fully predictable return profile (the Negative Target Market, and, together with the Positive Target Market, the Target Market Assessment).

19.9 National Client Identifier and Legal Entity Identifier

In order to participate in the Offering, the applicants will need a global identification code. Physical persons will need a so called National Client Identifier (“**NCI**”) and legal entities will need a so called Legal Entity Identifier (“**LEI**”). Investors who do not already have an NCI or LEI, as applicable, must obtain such codes in time for the application in order to participate in the Offering.

19.9.1 NCI code for physical persons

Physical persons will need an NCI code to participate in a financial market transaction, i.e. a global identification code for physical persons. For physical persons with only a Norwegian citizenship, the NCI code is the 11 digit personal ID (Nw.: *fødselsnummer*). If the person in question has multiple citizenships or another citizenship than Norwegian, another relevant NCI code can be used. Investors are encouraged to contact their bank for further information.

19.9.2 LEI code for legal entities

Legal entities will need a LEI code to participate in a financial market transaction. A LEI code must be obtained from an authorized LEI issuer, which can take some time. Investors should obtain a LEI code in time for the application. For more information visit www.gleif.org.

19.10 Mandatory anti-money laundering procedures

The Offering is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 1 June 2018 no. 23 and the Norwegian Money Laundering Regulations of 14 September 2018 no. 1324 (collectively, the “**Anti-Money Laundering Legislation**”).

Applicants who are not registered as existing customers of any of the Managers must verify their identity to the Manager in which the order is placed in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have designated an existing Norwegian bank account and an existing VPS account on the Subsequent Offering Subscription Form or when registering an application through the VPS online application system, or that are registered customers of Nordnet and make their application through Nordnet are exempted, unless verification of identity is requested by any of the Managers. Applicants who have not completed the required verification of identity prior to the expiry of the Subscription Periods may not be allocated Offer Shares.

19.11 Publication of information in respect of the Offering

In addition to press releases which will be posted on the Company’s website, the Company will use the Oslo Stock Exchange’s information system to publish information relating to the Offering, such as amendments to the Subscription Periods (if any) and first day of trading at Oslo Stock Exchange.

The final determination of the number of Offer Shares and the total amount of the Offering is expected to be published on or about 2 July 2021.

19.12 The rights conferred by the Offer Shares

The Offer Shares will in all respects carry full Shareholders’ rights in the Company on an equal basis as any other Shares in the Company, including the right to any dividends, from the date of registration of the share capital increase pertaining to the Offering in the Norwegian Register of Business Enterprises, see Section 19.2 (Timetable).

For a description of rights attached to the Shares in the Company, see Section 14 (Description of share capital).

19.13 VPS registration

The Offer Shares will be created under the Public Companies Act. The Offer Shares will be registered in book-entry form with the VPS and have ISIN NO 001 0876642. The Shares will be traded in NOK on Oslo Stock Exchange. The Company's register of Shareholders with the VPS is administrated by the VPS Registrar, Sparebank 1 SR-Bank ASA, Christen Tranes gate 35, 4007 Stavanger, Norway.

19.14 Conditions for completion of the Offering, Listing and trading of the Offer Shares

On 15 June 2021, the Company applied for Listing of its Shares on Oslo Stock Exchange. It is expected that Oslo Stock Exchange will approve the Listing application of the Company on or about 18 June 2021, on the condition that the share capital increase related to the Private Placement is registered with the Norwegian Register of Business Enterprises and that the Private Placement Shares are delivered in the VPS.

The Board of Directors may, after consultation with the Managers, resolve to cancel the Offering. The Board of Directors considerations with regard to the resolution of carrying out the Offering will, *inter alia*, be based on the trading price of the Company's shares.

If the Offering is revoked or suspended, resulting in all applications for Offer Shares being disregarded, any allocations made cancelled and any payments made being returned without any interest or other any compensation to the applicants. All dealings in the Offer Shares prior to settlement and delivery are at the sole risk of the parties concerned.

Assuming that the conditions are satisfied, the first day of trading of the Offer Shares, on Oslo Stock Exchange is expected to be on or about 14 July 2021. The Offer Shares are expected to trade under the ticker code "CLOUD".

Prior to the Listing and the Offering, the Shares have been publicly traded on Euronext Growth, a multilateral trading facility operated by Euronext. No application has been filed for listing on any stock exchanges or regulated marketplaces other than Oslo Stock Exchange.

19.15 Expenses of the Offering

Assuming that the Company raises gross proceeds of NOK 35 million from the issuance of the Offer Shares, the Company estimates that expenses in connection with the Offering, which will be paid by the Company, will amount to approximately NOK 2 million. Accordingly, the net proceeds will be up to approximately NOK 33 million. These costs and expenses consist of underwriting commissions and expenses, fees and expenses of legal and other advisors, and other transaction costs, and such amount will be recorded during the third quarter of 2021.

No expenses or taxes will be charged by the Company or the Managers to the applicants in the Offering.

19.16 Dilution and share capital following the Offering

Assuming full subscription, the Offering will further increase the Company's registered share capital with NOK 700,000 to NOK 48,466,334 divided into 193,865,336 Shares, each with a nominal value of NOK 0.25.

The following table shows a comparison of participation in the Company's share capital and voting rights for existing Shareholders before and after the Private Placement and the Offering, with the assumption that existing shareholders do not subscribe for Offer Shares and assuming that all the Offer Shares are issued:

	<i>Prior to the Private Placement and the Offering</i>	<i>Subsequent to the Private Placement</i>	<i>Subsequent to the Private Placement and the Offering</i>
Number of Shares prior to the Private Placement and the Offering	105 065 336	105 065 336	105 065 336
Private Placement	0	86 000 000	86 000 000
Offering	0	0	2 800 000
Total number of Shares	105 065 336	191 065 336	193 865 336
% dilution	-	45,01 %	45,80 %

The dilutive effect of the Private Placement for those shareholders who participate in the Subsequent Offering based on their Subscription Rights will be approximately 43.37%.

The net asset value per existing Share as at 31 December 2020 was approximately NOK 10.04.

19.17 Interest of natural and legal persons involved in the Offering

The Managers or their affiliates have provided from time to time, and may provide in the future, financial advisory, investment and commercial banking services, as well as financing, to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Managers will receive a management fee in connection with the Offering which will be based on the amount of gross proceeds received from investors, and, as such, have an interest in the Offering. In addition, the Company may, at its sole and absolute discretion, pay to the Managers an additional discretionary fee in connection with the Offering. See Section 19.15 (Expenses of the Offering) for information on fees to the Managers in connection with the Offering.

Beyond the above-mentioned, the Company is not aware of any interest, including conflicting ones, of any natural or legal persons involved in the Offering.

19.18 Participation of major existing Shareholders and members of the Management, supervisory and administrative bodies in the Offering

None of the members of the Board of Directors and Management have indicated an intention to apply for Offer Shares and are expected to consider any possible applications during the Subscription Periods.

The Company is not aware of whether any major Shareholders of the Company or members of the Management, supervisory or administrative bodies intend to apply for Offer Shares in the Offering, or whether any person intends to apply for more than 5% of the Offer Shares.

19.19 Governing law and jurisdiction

This Prospectus, the Subsequent Offer Subscription Form and the terms and conditions of the Offering shall be governed by and construed in accordance with Norwegian law. Any dispute arising out of, or in connection with, this Prospectus or the Offering shall be subject to the exclusive jurisdiction of the courts of Norway, with Oslo City Court as legal venue.

20. SELLING AND TRANSFER RESTRICTIONS

20.1 General

As a consequence of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Shares offered hereby.

Other than in Norway, Sweden, Finland and Denmark, the Company is not taking any action to permit a public offering of the Shares in any jurisdiction. Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Prospectus is for information only and should not be copied or redistributed. Except as otherwise disclosed in this Prospectus, if an investor receives a copy of this Prospectus in any jurisdiction other than Norway, Sweden, Finland and Denmark, the investor may not treat this Prospectus as constituting an invitation or offer to it, nor should the investor in any event deal in the Shares, unless, in the relevant jurisdiction, such an invitation or offer could lawfully be made to that investor, or the Shares could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements. Accordingly, if an investor receives a copy of this Prospectus, the investor should not distribute or send the same, or transfer Shares, to any person or in or into any jurisdiction where to do so would or might contravene local securities laws or regulations.

20.2 Selling restrictions

20.2.1 *United States*

The Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold except: (i) within the United States to QIBs in reliance on Rule 144A or pursuant to another available exemption from the registration requirements of the U.S. Securities Act; or (ii) outside the United States to certain persons in offshore transactions in compliance with Regulation S under the U.S. Securities Act, and, in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Accordingly, each Manager has represented and agreed that it has not offered or sold, and will not offer or sell, any of the Offer Shares as part of its allocation at any time other than to QIBs in the United States in accordance with Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act or outside of the United States in compliance with Rule 903 of Regulation S. Transfer of the Offer Shares will be restricted and each purchaser of the Offer Shares in the United States will be required to make certain acknowledgements, representations and agreements, as described under Section 20.3.1 (United States).

20.2.2 *United Kingdom*

Each Manager has severally represented, warranted and agreed that:

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

20.2.3 *European Economic Area*

In no Relevant Member State have Offer Shares been offered and in no Relevant Member State other than Norway, Sweden, Finland and Denmark will Offer Shares be offered to the public pursuant to an offering, except that Offer Shares may be offered to the public in that Relevant Member State at any time in reliance on the following exemptions under the EU Prospectus Regulation:

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

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

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

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

20.2.4 Other jurisdictions

The Offer Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into, Switzerland, Japan, Canada, Australia, Singapore, the Hong Kong Special Administrative Region of the People's Republic of China or any other jurisdiction in which it would not be permissible to offer the Offer Shares.

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

20.3 Transfer restrictions

20.3.1 United States

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

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

- The purchaser is authorized to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.

- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority or any state of the United States, subject to certain exceptions, may not be offered or sold within the United States.
- The purchaser is, and the person, if any, for whose account or benefit the purchaser is acquiring the Offer Shares, was located outside the United States at the time the buy order for the Offer Shares was originated and continues to be located outside the United States and has not purchased the Offer Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Offer Shares or any economic interest therein to any person in the United States.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Offer Shares.
- The purchaser is aware of the restrictions on the offer and sale of the Offer Shares pursuant to Regulation S described in this Prospectus.
- The Offer Shares have not been offered to it by means of any “directed selling efforts” as defined in Regulation S.
- The Company shall not recognize any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above restrictions.
- If the purchaser is acquiring any of the Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements in behalf of each such account.
- The purchaser acknowledges that the Company, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

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

- The purchaser is authorized to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.
- The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is acquiring such Offer Shares for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution to the Offer Shares, as the case may be.

- The purchaser is aware that the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act.
- If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, or any economic interest therein, as the case may be, such Offer Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) outside the United States in a transaction meeting the requirements of Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Offer Shares.
- The purchaser will not deposit or cause to be deposited such Offer Shares into any depository receipt facility established or maintained by a depository bank other than a Rule 144A restricted depository receipt facility, so long as such Offer Shares are “restricted securities” within the meaning of Rule 144(a) (3) under the U.S. Securities Act.
- The purchaser acknowledges that the Offer Shares are “restricted securities” within the meaning of Rule 144(a) (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Offer Shares, as the case may be.
- The purchaser acknowledges that the Company shall not recognize any offer, sale pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions.
- If the purchaser is requiring any of the Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.
- The purchaser acknowledges that these representations and undertakings are required in connection with the securities laws of the United States and that Company, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

20.3.2 *European Economic Area*

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

- a) it is a qualified investor within the meaning of Articles 2I of the EU Prospectus Regulation; and

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

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

20.3.3 *The United Kingdom*

This Prospectus and any other material in relation to the securities described herein is only being distributed to and is only directed at persons in the United Kingdom that are (i) investment professionals falling within Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Order) or (ii) high net worth entities, and other persons to whom the Prospectus may lawfully be communicated, falling within Article 49 (2) (a) to (d) of the Order (all such persons together being referred to as Relevant Persons). This communication must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this communication relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

21. ADDITIONAL INFORMATION

21.1 Auditor

The Company's independent auditor is Ernst & Young AS (business registration number 976 389 387, and registered business address at Dronning Eufemias gate 6A, 0191 Oslo, Norway). Ernst & Young AS is a member of the Norwegian Institute of Public Accountants (Nw.: *Den Norske Revisorforeningen*). Ernst & Young AS has been the Company's independent auditor since June 2020.

The Annual Financial Statements for 2020 has been audited by Ernst & Young AS. Ernst & Young AS has also provided an assurance report on the Unaudited Pro Forma Condensed Financial Information included in Appendix C. Ernst & Young AS has not audited, reviewed or produced any other report on any other information in this Prospectus.

In the period between February 2018 and June 2020, the Company's independent auditor was BDO AS (business registration number 993 606 650, and registered business address at Munkedamsveien 45A, 0250 Oslo, Norway). BDO AS is a member of the Norwegian Institute of Public Accountants (Nw.: *Den Norske Revisorforeningen*).

BDO AS has audited the Annual Financial Statements for 2018 and 2019. BDO AS has not audited, reviewed or produced any report on any other information in this Prospectus.

The reason for the change of the auditor in 2020 was to get the same auditor in all companies within the Group. The Company did not have an auditor before prior to February 2018.

21.2 Advisors

Carnegie AS (business registration number 936 310 974, and registered business address at Aker Brygge, Fjordalléen 16, 0250 Oslo, Norway) and Pareto Securities AS (business registration number 956 632 374, and registered business address at Dronning Mauds gate 3, 0250 Oslo, Norway) are acting as managers in relation to the Listing and the Offering.

Advokatfirma DLA Piper Norway DA (business registration number 982 216 060, and registered business address at Bryggegate 6, 0250 Oslo, Norway) is acting as legal counsel to the Company in connection with the Listing and the Offering.

SANDS Advokatfirma DA (business registration number 960 716 647) and registered business address at Cort Adelers gate 33, 0254 Oslo Norway is acting as legal counsel to the Managers in connection with the Listing and the Offering.

21.3 Documents available

Copies of the following documents will be available for inspection at the Company's offices at Frøyas gate 15, 0273 Oslo, Norway, during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Prospectus:

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

The documents, except the Company's certificate of incorporation, are also available at the Company's website cloudberry.no. The content of cloudberry.no is not incorporated by reference into, or otherwise form part of, this Prospectus.

22. SWEDISH SUMMARY

INTRODUKTION OCH VARNINGAR

Varning Denna sammanfattning har utarbetats i enlighet med artikel 7 i förordning (EU) 2017/1129 och bör läsas som en introduktion till Prospektet. Beslut om att investera i Aktierna ska baseras på investerarens beaktande av Prospektet i sin helhet. En investering i Aktierna innebär en inneboende risk och varje investerare kan förlora hela eller delar av sitt investerade kapital. Om talan avseende informationen i Prospektet tas upp i domstol kan en investerare som är kârände enligt nationell rätt bli tvungen att bära kostnaderna för att översätta Prospektet innan det rättsliga förfarandet inleds. Skadeståndsansvaret gäller endast de personer som har avlämnat sammanfattningen, inklusive eventuell översättning av den, men endast om sammanfattningen är vilseledande, felaktig eller inkonsekvent när den läses tillsammans med övriga delar av Prospektet eller om den inte, när den läses tillsammans med de andra delarna av Prospektet, tillhandahåller viktig information för att hjälpa investerare att överväga om de ska investera i Aktierna.

Värdepapper Aktier: ISIN NO 001 0876642.

Emittent Cloudberry Clean Energy ASA är ett publikt aktiebolag (Nw: *allmennaksjeselskap*) inkorporerat i enlighet med norsk rätt. Bolagets Legal Entity Identifier ("LEI") is 549300VUALPJQLAH7B56. Bolagets registrerade address är Frøyas gate 15, 0273 Oslo, Norge, vilket även är dess huvudsakliga verksamhetsställe. Bolagets telefonnummer är +47 91 30 29 07. Bolagets webbplats är www.cloudberry.no.

Behörig myndighet Detta Prospekt har godkänts av NFSA, som behörig myndighet, med huvudkontor på Revierstredet 3, 0151 Oslo, Norge, och telefonnummer: +47 22 93 98 00, i enlighet med förordning (EU) 2017/1129.

Detta prospekt godkändes den 18 juni 2021.

NYCKELINFORMATION OM BOLAGET

Vem är emittenten av värdepapperen?

Bolagsinformation Bolaget är ett publikt aktiebolag inkorporerat i enlighet med och som verkar under norsk lagstiftning i enlighet med den norska lagen om aktiebolag (publ.). Bolaget etablerades i Norge den 10 november 2017 och Bolagets organisationsnummer under i det norska företaksregister är 919 967 072 och dess LEI-kod är 549300VUALPJQLAH7B56. Bolaget har sitt säte i Norge.

Huvudsaklig verksamhet Cloudberry är ett nordiskt företag inom förnybar energi som äger, utvecklar och driver vattenkraftverk och vindkraftsparker i Norge och Sverige. Bolagets syfte är att tillhandahålla ren förnybar energi för kommande generationer, utveckla ett hållbart samhälle långsiktigt och skapa värde för intressenter.

Större aktieägare Aktieägare som äger 5 % eller mer av aktiekapitalet eller rösträtterna för Bolaget har ett intresse i Bolaget som är anmälningspliktigt enligt den norska lagen om värdepappershandel.

Såvitt Bolaget känner till kommer följande personer, vid datumet för Prospektet, efter genomförandet av Kapitalanskaffningen, innan eller omedelbart efter Noteringen, direkt eller indirekt, ha intresse (enligt innebörden i den norska lagen om värdepappershandel) motsvarande 5 % eller mer av Bolagets aktiekapital:

Aktieägare	Antal aktier	Procent
Joh Johansson Eiendom AS	20 145 780	10,54 %
Havfonn AS (Bergesenfamiljen)	16 152 596	8,45 %
Ferd AS	16 000 000	8,37 %

SPSW Capital GmbH	14 400 000	7,54 %
HRL Morrison & Co Limited	12 000 000	6,28 %
Snefonn AS (Bergesen family)	11 758 472	6,15 %

Ledningen

Koncernens ledningsgrupp framgår av tabellen nedan.

Namn	Nuvarande position
Anders J. Lenborg	Verkställande direktör
Christian A. Helland	Chief Value Officer
Suna F. Alkan	Chief Sustainability Officer
Jon Gunnar Solli	Chief Operating Officer
Tor Arne Pedersen	Chief Development Officer

Oberoende revisorer

Ernst & Young AS, med organisationsnummer 976 389 387, och adress Dronning Eufemias gate 6A, 0191 Oslo, Norge, har varit oberoende revisor i Bolaget sedan den 17 juni 2020. BDO AS, med organisationsnummer 993 606 650, och affärsadress på Munkedamsveien 45A, 0250 Oslo, Norge, var Bolagets revisor från den 19 januari 2018 till den 17 juni 2020.

Finansiell nyckelinformation för emittenten

För räkenskapsåren fram till och med den 31 december 2019 upprättade Bolaget sina finansiella rapporter i enlighet med NGAAP, den norska bokföringslagen och NRS nr 8. Den finansiella rapporten för det år som slutade den 31 december 2020 är det första som Koncernen har upprättat i enlighet med IFRS. Bolaget har således upprättat finansiella rapporter i enlighet med IFRS, från och med den 31 december 2020, tillsammans med jämförelseperiodsdata för det år som slutade den 31 december 2019. Vid upprättandet av de finansiella rapporterna upprättades Koncernens balansräkning från och med den 1 januari 2019, vilket är Koncernens övergångsdatum från NGAAP till IFRS.

Koncernen bildades den 15 februari 2020. Jämförbar information under tidigare perioder kommer endast från Bolaget. Följaktligen bör otillbörlig tillit inte läggas till jämförbarheten mellan dessa poster i Prospektet.

Tabellerna nedan innehåller viktig finansiell information från Bolagets reviderade finansiella rapporter för åren som slutade den 31 december 2020, den 31 december 2019 (IFRS för 2019 är hämtat från jämförbar information för 2020) och den 31 december 2018.

Koncernens resultaträkning avseende resultatet

(1 000 NOK)	Året avslutat			
	2020 1/1-31/12 IFRS	2019 1/1-31/12 IFRS	2019 1/1-31/12 NGAAP	2018 10/11/17-31/12/18 NGAAP
Totala intäkter	3 640	279	279	250
Rörelseresultat	-33 111	-2 613	-2 613	-2 049
Årets resultat från den totala verksamheten	-33 865	-2 609	-2 609	-2 062

Koncernens balansräkning i sammandrag

(1 000 NOK)	Året avslutat			
	2020 31/12 IFRS	2019 31/12 IFRS	2019 31/12 NGAAP	2018 31/12 NGAAP
Totala tillgångar	1 396 861	5 304	5 304	273
Totalt eget kapital	1 054 711	4 829	4 829	-562
Totala skulder	342 151	475	475	835

Koncernredovisning av kassaflödet i sammandrag

(1 000 NOK)	Året avslutat			
	2020 1/1-31/12 IFRS	2019 1/1-31/12 IFRS	2019 1/1-31/12 NGAAP	2018 10/11/17-31/12/18 NGAAP
Kassaflöden från den löpande verksamheten	-4 314	-2 906	-2 906	-1 350
Kassaflöden från investeringsverksamheten	-354 184	-	-	-21
Kassaflöden från finansieringsverksamheten	958 355	8 000	8 000	1 500

Under 2020 och 2021 har Koncernen bland annat förvärvat 100 % av aktierna i Cloudberry Production AS, Cloudberry Develop AS, Skogvind AS, Cloudberry Offshore Wind AS och Selselva Kraft AS, samt 34 % av aktierna i Forte Energy Norway AS och 15 % av aktierna i Odal Vindkraftverk AS. Dessa förvärv innebär en betydande bruttoförändring för Koncernen. Cloudberry har därför i detta Prospekt inkluderat oreviderad finansiell information för proforma för att illustrera hur Koncernens förvärv av dessa enheter kunde ha påverkat Bolagets koncernresultaträkning för räkenskapsåret som avslutades den 31 december 2020 som om var och en av dessa transaktioner hade ägt rum den 1 januari 2020.

Förvärven av Cloudberry Production AS, Cloudberry Develop AS, Skogvind AS och Cloudberry Offshore Wind AS, samt 34 % av aktierna i Forte Energy Norway AS och 15 % av aktierna i Odal Vindkraftverk AS, slutfördes före den 31 december 2020 och Bolagets konsoliderade finansiella ställning för räkenskapsåret som avslutades den 31 december 2020 återspeglar dessa transaktioner. Förvärvet av Selselva Kraft AS slutfördes dock i januari 2021 och Cloudberry har därför även inkluderat proformaredovisning av finansiell ställning per den 31 december 2020 för att illustrera hur förvärvet av Selselva Kraft AS kunde ha påverkat Bolagets koncernredovisning av den finansiella ställningen om transaktionen inträffade den 31 december 2020.

Den oreviderade proforma finansiella informationen i sammandrag som ingår i detta Prospekt presenteras endast i illustrativt syfte och utger sig inte för att representera vad Bolagets faktiska finansiella ställning skulle ha varit om var och en av transaktionerna hade inträffat på relevanta datum. Den oreviderade proforma finansiella informationen i sammandrag innehåller inte all den information som krävs för bokslutet som upprättats i enlighet med IFRS och den oreviderade proforma finansiella informationen i sammandrag ska läsas i samband med Bolagets koncernredovisning för räkenskapsåren som avslutades den 31 december 2020, den 31 december 2019 och den 31 december 2018.

Oreviderad konsoliderad proformaresultaträkning för 2020 i sammandrag

Oreviderad konsoliderad proformaresultatuträkning för 2020 i sammandrag											
	Koncernen	Cloudberry Production	Cloudberry Develop	Skogvind AS	Cloudberry Offshore Wind AS	Selselva Kraft AS	Forte Energy Norway AS	Odal Vindkraftverk AS	Justeringar NGAAP/IFRS	Pro forma justeringar / elimineringar	Pro Forma finansiell information i sammandrag
(1 000 NOK)	(1.1-31.12) (IFRS)	(1.1.-15.2) (NGAAP)	(1.1.-15.2) (NGAAP)	(1.1.-31.8) (NGAAP)	(1.1.-22.9) (NGAAP)	(1.1.-31.12) (NGAAP)	(1.10-15.11) (NGAAP)	(16.3 – 23.12) (NGAAP)	(NGAAP)		
Totala intäkter	3 640	446	0	3 921	0	7 595			1 921	0	17 523
Rörelseresultat	-33 111	34	-760	3 098	-116	3 846	0	-624	5	-4 037	-31 664
Årets resultat från den totala verksamheten	-33 866	0	-760	2 654	-90	729	0	-624	-7	-3 746	-35 709

Oreviderad proformabalansräkning per den 31 december 2020 i sammandrag

	Koncernen	Selselva (NGAAP)	Oreviderad Justeringar NGAAP/IFRS	Oreviderad Pro forma justeringar / elimineringar	Oreviderad Pro Forma finansiell information i sammandrag 31.12.2020
(1 000 NOK)	31.12.2020 (IFRS)	31.12.2020 (NGAAP)			
Totala tillgångar	1 396 861	59 344	622	11 805	1 468 632
Totalt kapital	1 054 711	6 274	-1 462	-5 285	1 054 238
Totala skulder	342 150	53 070	2 084	17 089	414 393

Vilka är nyckelriskerna specifika för emittenten?

Väsentliga riskfaktorer

- En stor del av Bolagets intäkter kommer från försäljning av el som är exponerad för fluktuationer på marknaden.
- Intäkterna från Koncernens kraftverk är beroende av metrologiska förhållanden, som kan variera väsentligt från säsong till säsong och från år till år.
- Flera av Koncernens projekt under utveckling är föremål för olika statliga koncessioner och godkännanden, och får inte realiseras.
- För att driva sin verksamhet förlitar sig Koncernen på underleverantörer för byggnation, drift, underhåll m.m. Underleverantörernas misslyckande kan leda till merkostnader för Koncernen.
- Koncernen innehar minoritetsandel i Forte Energy Norway AS och Odal Vind AS. Som minoritetsägare kan Koncernen inte kontrollera dessa bolags verksamhet. Vidare kan Koncernens inflytande över dessa bolag minska med tiden.
- På grund av myndigheternas restriktioner i samband med coronapandemin finns det risk för att Odals vindkraftsprojekt försenas. Detta kan i sin tur leda till att tidsfristen för energi den 30 juni 2022 inte uppfylls.
- Nätkapacitetstillståndet för Duvhallen-projektet matchar för närvarande inte bygglovet. Om ansökan om ökad elnätskapacitet inte godkänns kan det hända att projektet inte realiseras.
- För att fortsätta expandera sin verksamhet är Koncernen beroende av extern finansiering i tid och på attraktiva villkor. Om Koncernen behöver ta in ytterligare eget kapital kan detta innebära en utspädningseffekt för de befintliga aktieägarna.

NYCKELINFORMATION OM VÄRDEPAPPEREN

Vilka är värdepapperens huvuddrag?

Typ, akteslag och ISIN

Samtliga aktier är aktier i Bolaget och har skapats under den norska lagen om aktiebolag (publ.). De befintliga Aktierna är registrerade, och Erbjudandeaktierna kommer att registreras, i bokföringsform hos VPS och ha ISIN NO 001 0876642.

Valuta, nominellt värde och antal värdepapper

Aktiernas valuta är NOK. Per dagen för detta Prospekt är Bolagets emitterade aktiekapital, inkluderat den beslutade ökning av aktiekapitalet i samband med Kapitalanskaffningen 47 766 334 NOK, bestående av 191 065 336 Aktier, var och en med ett nominellt värde (kvotvärde) om 0,25 NOK.

Rättigheter som är knutna till värdepapperen

Bolaget har ett emitterat aktieslag och i enlighet med den norska lagen om aktiebolag (publ.) ger samtliga aktier i det aktieslaget lika rättigheter i Bolaget, inklusive rätt till utdelning. Varje aktie medger rätt till en röst.

Överföringsbegränsningar

Erbjudandeaktierna har inte registrerats och kommer inte att registreras enligt U.S. Securities Act eller hos någon värdepappersmyndighet i någon stat eller annan jurisdiktion i USA, och får inte erbjudas eller säljas, direkt eller indirekt, eller på annat sätt överföras inom USA utom i enlighet med ett undantag från, eller i en transaktion som inte omfattas av registreringskraven i U.S. Securities Act.

Bolagsordningen föreskriver inga begränsningar av överlåtelse av Aktier, eller förköpsrätt för Aktierna. Aktieöverlåtelser är inte villkorade av styrelsens godkännande.

Utdelning och utdelningspolicy

Beloppet, tidpunkten för och frekvensen av framtida utdelningar kommer att baseras på styrelsens beslut och kommer att beslutas baserat på olika faktorer, inklusive men inte begränsat till, rättsliga begränsningar, avkastning på kapital för tillgängliga organiska investeringsmöjligheter och förvärvsinvesteringsmöjligheter, Koncernens finansiella ställning och operativa kassaflöden, åtaganden till borgenärer och låneavtal. Per dagen för detta Prospekt har Bolaget inte betalat någon utdelning. Bolagets utdelningspolicy är att Bolaget inte förväntar sig att betala någon utdelning på kort till medellång sikt då Bolaget avser

att använda vinsten till både organiska och förvärvsrelaterade tillväxtinitiativ. Bolagets långsiktiga mål är att ge aktieägarna konsekventa och växande kontantutdelningar. Över tid är avsikten genomföra utdelningar till aktieägarna motsvarande 30-50 % av fritt eget kapital som delas ut från de producerande kraftverksbolagen. Det finns dock inte någon garanti för att en utdelning under ett visst år kommer att föreslås eller beslutas, eller om den föreslås eller beslutas, att utdelningen kommer att vara i enlighet med policyn.

Var kommer värdepapperen att handlas?

Bolagets Aktier handlas för närvarande på Euronext Growth Oslo, en multilateral handelsplattform (MTF) som drivs av Euronext. Den 15 juni 2021 ansökte Bolaget om Notering på Oslobörsen. Med förbehåll för Oslobörsens godkännande av Bolagets noteringsansökan och uppfyllande av eventuella villkor för upptagande till handel som fastställts av Oslobörsen förväntar sig Bolaget att den första handelsdagen av Bolagets aktier på Oslobörsen kommer att vara den eller omkring 22 juni 2021. Bolaget har inte ansökt om upptagande till handel av Aktierna på någon annan börs, reglerad marknad eller multilateral handelsplattform (MTF).

Vilka är de viktigaste riskerna som är specifika för värdepapperen?

Väsentliga riskfaktorer

- Framtida emissioner av aktier i Bolaget eller andra värdepapper, inklusive genom utnyttjande av styrelsens bemyndiganden, kan späda ut aktieägarnas innehav och väsentligen påverka marknadspriset för Bolagets Aktier.
- Aktieägare som innehar aktier registrerade på förvaltarekonton kan inte utöva sin rösträtt om inte deras ägande omregistreras i deras namn i VPS före en bolagsstämma.
- Koncernen har en begränsad verksamhetshistorik, vilket gör det svårt för potentiella investerare att utvärdera och prognostisera Koncernens framtida verksamhetsresultat.

VIKTIG INFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH UPPTAGANDET TILL HANDEL PÅ EN REGLERAD MARKNAD

Under vilka villkor och inom vilken tid kan jag investera i detta värdepapper?

Villkor för Erbjudandet

Erbjudandet består av ett erbjudande om upp till 2 800 000 Erbjudandeaktier, var och en med ett kvotvärde om 0,25 NOK, för att öka bruttointäkterna på upp till cirka 35 miljoner NOK. Erbjudandepriset till vilket Aktierna kommer att säljas är 12,50 NOK per Erbjudandeaktie. Erbjudandet omfattar:

1. Det Efterföljande Erbjudandet, där 2 000 000 Erbjudandeaktier erbjuds till Berättigade Aktieägare att teckna Aktier i Bolaget till samma pris som i Kapitalanskaffningen. Berättigade Aktieägare är aktieägare i Bolaget per den 1 juni 2021 (registrerade i VPS på Avstämningsdagen), som inte tilldelats aktier inom ramen för Kapitalanskaffningen som offentliggjordes av Bolaget den 1 juni 2021 och som inte är bosatt i en jurisdiktion där sådant erbjudande är olagligt eller i andra jurisdiktioner än Norge, Sverige, Finland eller Danmark som skulle kräva ansökan, registrering eller liknande åtgärd. Berättigade Aktieägare kommer att tilldelas icke-överlåtbara Teckningsrätter som, i enlighet med tillämpliga lagar, ger rätt att teckna sig för och tilldelas Erbjudandeaktier i det Efterföljande Erbjudandet. Överteckning kan ske medan teckning utan stöd av Teckningsrätter inte kan ske. Berättigade Aktieägare kommer att erhålla 0,04062 Teckningsrätter för varje befintlig aktie i Bolaget som innehas av sådan Berättigad Aktieägare på Avstämningsdagen. Varje hel Teckningsrätt berättigar, i enlighet med tillämpliga värdepapperslagar, till teckning och tilldelning av en Erbjudandeaktie i det Efterföljande Erbjudandet. Teckningsrätterna kommer att tillhandahållas och registreras på varje Berättigad Aktieägars VPS-konto den eller omkring den 21 juni 2021 med ISIN-kod NO0011025777. Teckningsrätterna kommer att tillhandahållas

vederlagsfritt till Berättigade Aktieägare. Teckningsrätterna är inte överlåtbara. **Teckningsrätterna måste utnyttjas för teckning av Erbjudandeaktier före utgången av Teckningsperioden för det Efterföljande Erbjudandet den 2 juli 2021 kl. 12.00 (CEST). Teckningsrätter som inte utnyttjas före kl. 12.00 (CEST) den 2 juli 2021 kommer inte ha något värde och kommer att förfalla utan kompensation till innehavaren.** Innehavare av teckningsrätter bör notera att teckning av Erbjudandeaktier i det Efterföljande Erbjudandet måste göras i enlighet med det förfarande som beskrivs i detta Prospekt och att Teckningsrätterna inte i sig utgör teckning av Erbjudandeaktier.

2. Erbjudandet till Allmänheten, där 800 000 Erbjudandeaktier erbjuds allmänheten i Norge, Sverige, Finland och Danmark, med förbehåll för ett minimibelopp per ansökan om 10 500 NOK och en övre gräns per anmälan om 2 499 999 NOK för varje investerare. Flera anmälningar från en sökande i Erbjudandet till Allmänheten kommer att behandlas som en anmälan med avseende på den maximala anmälningsgränsen.

Tidtabell för Erbjudandet

I den tidtabell som anges nedan anges vissa vägledande nyckeldatum för Erbjudandet (med förbehåll för förlängningar):

Första dag för handel i Aktierna inkluderat Teckningsrätterna	1 juni 2021
Sista dag för handel i Aktierna exkluderat Teckningsrätterna	2 juni 2021
Avstämningsdag	3 juni 2021
Teckningsperiod för det Efterföljande Erbjudandet och Erbjudandet till Allmänheten inleds	21 juni 2021 kl. 09:00 (CEST)
Notering och inledande av handel i Aktierna (exklusive Erbjudandeaktierna) på Oslobörsen	22 juni 2021 kl. 09:00 (CEST)
Teckningsperiod för Erbjudandet till Allmänheten avslutas	1 juli 2021 kl. 23:59 (CEST)
Teckningsperiod för det Efterföljande Erbjudandet avslutas	2 juli 2021 kl. 12:00 (CEST)
Tilldelning av Erbjudandeaktier	Den eller omkring den 2 juli 2021
Offentliggörande av utfallet av Erbjudandet	Den eller omkring den 2 juli 2021
Konton från vilka betalning kommer debiteras i Erbjudandet för att vara tillräckligt finansierade	Den eller omkring den 6 juli 2021
Betalningsdag i Erbjudandet	Den eller omkring den 7 juli 2021
Registrering av nytt aktiekapital och emission av Erbjudandeaktier	Den eller omkring den 13 juli 2021
Leverans av Erbjudandeaktier i Erbjudandet	Den eller omkring den 14 juli 2021
Notering och inledande av handel i Erbjudandeaktier på Oslobörsen	Den eller omkring den 14 juli 2021

Teckningsperioderna kan inte förkortas, men styrelsen har rätt att avbryta Erbjudandet eller förlänga Teckningsperioderna om det krävs enligt lag till följd av offentliggörandet av ett tilläggsprospekt. Vid förlängning av Teckningsperioderna kan ovan angivna datum ändras i enlighet med detta, men dagen för Noteringen kommer inte nödvändigtvis att ändras.

Upptagande till handel

Den 15 juni 2021 ansökte Bolaget om notering av sina aktier på Oslobörsen. Oslobörsen förväntas godkänna Bolagets noteringsansökan omkring 18 juni 2021.

Handeln i Aktierna (dock inte Erbjudandeaktierna) på Oslobörsen förväntas inledas kl. 09.00 den 22 juni 2021. I samband med fullföljandet av Noteringen förväntas Erbjudandeaktierna tas upp till handel på Oslobörsen så snart som ökningen av aktiekapitalet i samband med Erbjudandet har registrerats i det norska företaksregister och Erbjudandeaktierna registrerats i VPS. Detta förväntas ske den eller omkring den 14 juli 2021. Erbjudandeaktierna kan inte handlas dessförinnan. Bolaget har inte ansökt om upptagande till handel av Aktierna på någon annan börs,

reglerad marknad eller en multilateral handelsplattform (MTF). Aktierna är per dagens datum upptagna för notering och handel på Euronext Growth Oslo under kortnamnet "CLOUD".

Tilldelningsprinciper

I det Efterföljande Erbjudandet kommer tilldelning att ske enligt följande tilldelningsprinciper: (1) Tilldelning kommer att ske till tecknare baserat på antalet giltigt utnyttjade Teckningsrätter vid teckning av Erbjudandeaktier under Teckningsperioderna. Varje Teckningsrätt ger rätt att teckna sig för och tilldelas en Erbjudandeaktie. (2) Om inte alla Teckningsrätter utnyttjas under Teckningsperioderna ska tecknare som utnyttjat sina Teckningsrätter och som har övertecknat tilldelas aktier upp till resterande antal Erbjudandeaktier som reserverats för det Efterföljande Erbjudandet pro rata i förhållande till antalet utnyttjade Teckningsrätter. För det fall tilldelning pro rata inte är möjlig till följd av antalet återstående Erbjudandeaktier kommer Bolaget att besluta om tilldelningen genom lottning. (3) Teckning av Erbjudandeaktier reserverade för det Efterföljande Erbjudandet utan teckningsrätter är inte möjlig.

I Erbjudandet till Allmänheten kommer en fördelning av Erbjudandeaktier reserverade för Erbjudandet till Allmänheten att ske proportionellt med hjälp av Nordnets automatiserade simuleringsförfaranden. Bolaget och Nordnet förbehåller sig rätten att begränsa det totala antalet tecknare till vilka Erbjudandeaktier tilldelas inom ramen för Erbjudandet till Allmänheten för att hålla antalet aktieägare på en lämplig nivå, i vilket fall de sökande till vilka Erbjudandeaktier tilldelas kommer att fastställas slumpmässigt med hjälp av Nordnets automatiserade simuleringsförfaranden och/eller annan slumpmässig tilldelningsmekanism.

Fraktionsaktier kommer inte att tilldelas. Bolaget förbehåller sig rätten att avrunda, avböja eller minska teckning av Erbjudandeaktier som inte omfattas av Teckningsrätter.

Utspädning

Följande tabell visar en jämförelse vid deltagande av Bolagets aktiekapital och rösträtter för befintliga Aktieägare före och efter Kapitalanskaffningen och Erbjudandet, under förutsättning att befintliga aktieägare inte tecknar sig för Erbjudandeaktier och under förutsättning att alla Erbjudandeaktier emitteras:

	<i>Före Kapitalanskaffning och Erbjudandet</i>	<i>Efter Kapitalanskaffning och Erbjudandet</i>	<i>Efter Kapitalanskaffning och Erbjudandet</i>
Antal Aktier före Kapitalanskaffningen och Erbjudandet	105 065 336	105 065 336	105 065 336
Kapitalanskaffningen	0	86 000 000	86 000 000
Erbjudandet	0	0	2 800 000
Totalt antal Aktier	105 065 336	191 065 336	193 865 336
% utspädning	-	45,01 %	45,80 %

Nettotillgångsvärdet per befintlig Aktie per den 31 december 2020 var cirka 10,04 NOK.

Totala kostnader för emissionen/erbjudandet

Bolaget kommer att bära cirka 2 miljoner NOK i avgifter och kostnader i samband med Erbjudandet. Dessa kostnader och avgifter består av emissionsgarantier och kostnader, arvoden och avgifter för legala och andra rådgivare samt andra transaktionskostnader. Inga utgifter eller skatter kommer att debiteras av Bolaget eller Managers till de som anmäler sig i Erbjudandet.

Vem är erbjudaren och/eller den person som ansöker om upptagande till handel?

Bolaget är erbjudare av Erbjudandeaktier i Erbjudandet. Vidare är det Bolaget som ansöker om upptagande till handel.

Varför upprättas detta Prospekt?

<i>Skälen för erbjudandet/upptagandet till handel</i>	<p>Det Efterföljande Erbjudandet genomförs för att möjliggöra Berättigade Aktieägare att teckna sig för Aktier i Bolaget till samma pris som i Kapitalanskaffningen och således minska utspädning av deras aktieinnehav. Erbjudandet till Allmänheten genomförs för att säkerställa att Bolaget får en mer diversifierad aktieägarbas av Nordiska aktieägare.</p> <p>Noteringen genomförs för att främja Koncernens offentliga och kommersiella profil och för att ge bättre tillgång till offentliga kapitalmarknader och till en diversifierad aktieägarbas.</p>
<i>Användning av emissionslikviden</i>	<p>Nettolikviden från Erbjudandet beräknas uppgå till 33 miljoner NOK (efter avdrag för kostnader och avgifter som Bolaget ska betala). Bolaget avser att använda nettolikviden från Erbjudandet om cirka 33 miljoner NOK till att finansiera operationella kostnader, kostnader relaterade till Koncernens projekt under utveckling och kostnader relaterade till Koncernens orderstock. Nettolikviden kan även komma att användas för att finansiera tillväxtmöjligheter.</p>
<i>Emissionsgarantier</i>	<p>Erbjudandet är inte garanterat.</p>
<i>Intressekonflikter</i>	<p>Managers eller deras dotterbolag har tillhandahållit från tid till annan, och kan i framtiden tillhandahålla finansiella rådgivnings-, investerings- och affärsbankstjänster samt finansiering till Bolaget och dess dotterbolag i den vanliga verksamheten, för vilka de kan ha fått och kan fortsätta att få sedvanliga avgifter och provisioner. Managers kommer att erhålla en avgift i samband med Erbjudandet och har därigenom ett intresse i Erbjudandet.</p>

23. DEFINITIONS AND TERMS

2020 Acquisitions	Means the Group's acquisitions of 100% of the shares of Cloudberry Production AS, Cloudberry Develop AS, Skogvind AS, Cloudberry Offshore Wind AS and Selselva Kraft AS, in addition to 34% of the shares of Forte Energy Norway and 15% of the shares of Odal Vindkraftverk AS
Annual Financial Statements	Audited financial statements for Cloudberry Clean Energy ASA as of and for the years ended 31 December 2020, 2019 and 2018.
Anti-Money Laundering Legislation	The Norwegian Money Laundering Act of 1 June 2018 no. 23 and the Norwegian Money Laundering Regulations of 14 September 2018 no. 1324.
Articles of Association or Articles	Articles of Association of the Company as of 17 June 2021 attached hereto as Appendix A.
Board Member(s)	Member(s) of the Board of Directors.
Board of Directors	The board of directors of the Company.
CB Develop	Cloudberry Develop AS, one of the Company's subsidiaries.
CB Production	Cloudberry Production AS, one of the Company's subsidiaries.
CEO	Chief Executive Officer (Nw.: <i>daglig leder</i>).
Cloudberry	Cloudberry Clean Energy ASA.
Company	Cloudberry Clean Energy ASA.
CVO	Chief Value Officer.
EEA	European Economic Area.
Electricity Certificates	An electronic document issued by the state that one megawatt hour (MWh) of electricity has been generated from renewable sources in accordance with the legislation.
ESG	Environmental, social and governance.
Eligible Shareholders	The shareholders of the Company as of 1 June 2021 (and being registered as such in the VPS on the Record Date who were not allocated shares in the private placement announced by the Company on 1 June 2021 and who are not resident in a jurisdiction where such offering would be unlawful, or for jurisdictions other than Norway, Sweden, Finland or Denmark would require any filing, registration or similar action.
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market.
Foreign Corporate Shareholders	Non-Resident Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities).
Foreign Individual Shareholders	Non-Resident Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders).

Foreign Shareholders	Shareholders who are not resident in Norway for tax purposes.
FSMA	Financial Services and Markets Act 2000.
GDPR	The General Data Protection Regulation (EU) 2016/679.
Guarantees of Origin	An electronic document proving to a final customer that the corresponding 1 MWh of electrical energy was produced from renewable sources.
General Meeting	The general meeting of the Company.
Group	The Company and its subsidiaries.
IEA	International Energy Agency
IFRS	International Financial Reporting Standards as adopted by the European Union.
Ineligible Shareholders	Shareholders resident in jurisdictions where the Prospectus may not be distributed and/or with legislation, regulations or other laws that prohibits or otherwise restrict subscription of Offer Shares.
LCOE	Levelized cost of energy is a measure of the average cost of electricity generation for a generating plant over its lifetime.
LEI	Legal entity identifier.
Listing	The listing of the Shares on Oslo Stock Exchange on or about 22 June 2021.
Management	The members of the Group's executive management, being Anders Jørgen Lenborg, Suna Fikret Alkan, Jon Gunnar Solli, Tor Arne Pedersen and Christian Amandus Helland.
Managers	Pareto Securities AS and Carnegie AS as joint managers in the Offering.
MiFID II	EU Directive 2014/65/EU on markets in financial instruments.
MiFID II Product Governance Requirements	EU Directive 2014/65/EU on markets in financial instruments, Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II, and local implementing measures.
Negative Target Market	Investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile.
NCI	National Client Identifier.
NFSA	The Financial Supervisory Authority of Norway.
NGAAP	Norwegian Generally Accepted Accounting Principles.
NIBOR	Norwegian Interbank Offered Rate.
NOK	Norwegian Kroner, the lawful currency of Norway.
Nordnet	Nordnet Bank AB.

Norwegian Act on Overdue Payments	The Norwegian Act on Overdue Payment of 17 December 1976 no. 100.
Norwegian Accounting Act	The Norwegian Accounting Act of 17 July 1998 no. 56 (Nw.: <i>regnskapsloven</i>)
Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) domiciled in Norway for tax purposes.
Norwegian Energy Act	The Norwegian Energy Act of 29 June 1990 no. 50 (Nw.: <i>energiloven</i>)
Norwegian Individual Shareholders	Norwegian Shareholders other than Norwegian Corporate Shareholders.
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 28 June 2007 no. 75 (Nw.: <i>verdipapirhandelloven</i>).
Norwegian Waterfall Rights Act	Norwegian Waterfall Rights Act of 14 December 1917 no. 16 (Nw.: <i>vannfallsrettighetsloven</i>).
Norwegian Shareholders	Shareholders who are resident in Norway for tax purposes.
NRS	Norwegian Accounting Standard Board (Nw.: <i>Norsk RegnskapsStiftelse</i>)
NUES	Means the Norwegian Code of Practice for Corporate Governance adopted by the Norwegian Corporate Governance Board.
NVE	The Norwegian Water Resources and Energy Directorate.
Offering	The offering of the Offer Shares in relation to the Retail Offering and the Subsequent Offering.
Offer Price	The offering price at NOK 12.50 for the Offer Shares in the Offering.
Offer Shares	The primary offering of up to 2,800,000 new Shares to be issued by the Company.
Oslo Stock Exchange	Oslo Børs ASA, or, as the context may require, Oslo Børs, a Norwegian regulated market operated by Oslo Børs ASA.
Private Placement	The NOK 1,075 million private placement announced by the Company on 1 June 2021 pursuant to which it was issued 86,000,000 new Shares in the Company at the Offer Price.
Private Placement Shares	The 86,000,000 new Shares issued in relation to the Private Placement.
Positive Target Market	An end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II.
Prospectus	This Prospectus dated 18 June 2021.
Public Companies Act	The Norwegian Public Limited Liability Companies Act of 13 June 1997 no. 45, as amended from time to time.
QIBs	“Qualified institutional buyers” in the United States as defined in, and in reliance on, Rule 144A or another available exemption from, or in a

	transaction not subject to, the registration requirements of the U.S. Securities Act of 1933 (as amended).
Record Date	3 June 2021
Regulation S	Regulation S under the U.S. Securities Act.
Relevant Member State	Each Member State of the European Economic Area which has implemented the EU Prospectus Regulation.
Retail Offering	A retail offering, in which Offer Shares are being offered at the Offer Price to the public in the Norway, Sweden, Denmark and Finland subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 2,499,000 for each investor.
Retail Offering Subscription Period	The subscription period for the Retail Offering which commence at 09:00 hours (CEST) on 21 June 2021 and close at 23:59 hours (CEST) on 1 July 2021.
Securities Regulation	Norwegian Securities Trading Regulation of 29 June 2007 no 876 (Nw.: <i>verdipapirforskriften</i>)
Selselva Acquisition	Means the Group's acquisition of 100% of the shares of Selselva Kraft AS
Share(s)	The shares of the Company, each with a nominal value of NOK 0.25.
Shareholders	Holders of the Shares.
Subscription Periods	The Subsequent Offering Subscription Period and the Retail Offering Subscription Period.
Subscription Rights	Subscription rights that, subject to applicable law, give a right to subscribe for and be allocated one Offer Share, rounded down to the nearest whole Offer Share, at the Offer Price, in the Subsequent Offering.
Subsequent Offering	The subsequent offering to the Eligible Shareholders of up to 2,000,000 Shares at the Offer Price.
Subsequent Offering Subscription Form	Subscription form to be used to apply for Offer Shares in the Subsequent Offering, included as Appendix E.
Subsequent Offering Subscription Period	The subscription period for the Subsequent Offering which commence at 09:00 hours (CEST) on 21 June 2021 and close at 12:00 hours (CEST) on 2 July 2021.
Swedish Personal Shareholders	Shareholders who are private individuals domiciled in Sweden for tax purposes.
Swedish Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) domiciled in Sweden for tax purposes.
Target Market Assessment	The Negative Target Market and the Positive Target Market.
TSOs	Transmission system operators

Unaudited Pro Forma Condensed Financial Information	The unaudited pro forma condensed information included in this Prospectus.
U.S.	The United States of America.
U.S. Exchange Act	the U.S. Securities Exchange Act of 1934.
U.S. Securities Act	the U.S. Securities Act of 1933.
VPS	The Norwegian Central Securities Registry.
VPS Registrar	SpareBank 1 SR-Bank ASA.

Appendix A

Articles of Association of Cloudberry Clean Energy ASA

**VEDTEKTER
FOR
CLOUDBERRY CLEAN ENERGY ASA**

(vedtatt 17. juni 2021)

§ 1 Navn

Selskapets navn er Cloudberry Clean Energy ASA. Selskapet er et allmennaksjeselskap.

§ 2 Forretningskontor

Selskapets forretningskontor skal være i Oslo kommune.

§ 3 Virksomhet

Selskapets virksomhet er som morselskap i konsern å drive investeringsvirksomhet i energisektoren, herunder utvikle og drive produksjon av fornybar energi og virksomhet som naturlig er forbundet med dette.

§ 4 Aksjekapital og aksjer

Selskapets aksjekapital er NOK 47 766 334, fordelt på 191 065 336 aksjer, hver pålydende NOK 0,25. Aksjene skal være registrert i Verdipapirsentralen (VPS).

Erververen av en aksje kan ikke utøve de rettigheter som tilkommer en aksjeeier med mindre transaksjonen er innført i Verdipapirsentralen eller erververen har anmeldt og godgjort transaksjonen. En aksjeeier har kun rett til å delta og stemme i generalforsamlingen når aksjeervertet er innført i Verdipapirsentralen, senest den femte virkedagen før generalforsamlingsdagen.

§ 5 Styre

Selskapets styre skal ha tre til åtte aksjonærvalgte medlemmer.

§ 6 Signatur

Selskapet forpliktes ved underskrift av enten daglig leder og styreleder i fellesskap eller to styremedlemmer i fellesskap.

§ 7 Generalforsamling og unntak fra krav om utsendelse av dokumenter

Aksjeeiere som ønsker å delta i generalforsamlingen må melde dette til selskapet innen den frist som angis i innkallingen. Fristen må ikke utløpe tidligere enn 5 dager før generalforsamlingsdagen.

Når dokumenter som gjelder saker som skal behandles i generalforsamlingen er gjort tilgjengelige for aksjonærene på selskapets internettsider, gjelder ikke allmennaksjelovens krav om at dokumentene skal sendes per post til aksjonærene. Dette gjelder også dokumenter som etter allmennaksjeloven eller vedtektene skal inntas i eller vedlegges innkallingen til generalforsamlingen. En aksjonær kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles i generalforsamlingen.

Styret kan beslutte at aksjeeiere kan avgi skriftlig forhåndsstemme i saker som skal behandles i generalforsamlingen. Slike stemmer kan også avgis ved bruk av elektronisk kommunikasjon. Adgangen til å avgi forhåndsstemme er betinget av at det foreligger en betryggende metode for autentisering av avsender. Styret avgjør om det foreligger en slik metode i forkant av den enkelte generalforsamling. Styret kan fastsette nærmere retningslinjer for avgivelse og håndtering av skriftlige forhåndsstemmer. Det skal fremgå av innkallingen til generalforsamlingen om det er gitt adgang til forhåndsstemming, og hvilke retningslinjer som eventuelt er fastsatt for slik stemmegivning.

Ordinær generalforsamling avholdes hvert år innen utgangen av juni måned. Den ordinære generalforsamlingen skal:

1. godkjenne årsregnskapet og årsberetningen, herunder eventuell utdeling av utbytte; og
2. behandle andre saker som etter lov eller vedtekter hører under generalforsamlingen.

§ 8 Valgkomité

Selskapet skal ha en valgkomité bestående av en leder og to medlemmer valgt av aksjonærene på generalforsamling. Valgperioden er to år med mindre generalforsamlingen har fastsatt en kortere periode. Medlemmene av valgkomitéen kan gjenvelges. Et flertall av medlemmene av valgkomitéen skal være uavhengige av styret samt selskapets ledelse. Daglig leder og øvrige medlemmer av selskapets ledelse kan ikke være medlemmer av valgkomitéen. Styrets leder og daglig leder skal gis anledning til å delta på minst ett møte i valgkomitéen årlig.

Valgkomiteen skal fremme forslag til generalforsamlingen vedrørende valg av styrets leder og aksjonærvalgte medlemmer, samt godtgjørelse til medlemmene av styret. Valgkomitéen skal begrunne sine forslag.

Valgkomitéen skal i sitt arbeid følge Norsk anbefaling for eierstyring og selskapsledelse. Generalforsamlingen kan fastsette ytterligere retningslinjer for valgkomitéens arbeid.

* * *

Appendix B

Cloudberry Clean Energy ASA' (formerly known as Cloudberry Asset Management AS) Audited Financial Statements for the years ended 31 December 2018, 31 December 2019 and 31 December 2020

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2018 - GENERELL INFORMASJON**Enheten**

Organisasjonsnummer:	919 967 072
Organisasjonsform:	Allmennaksjeselskap
Foretaksnavn:	CLOUDBERRY CLEAN ENERGY ASA
Forretningsadresse:	Frøyas gate 15 0273 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2018 - 31.12.2018
-------------------------	-------------------------

Konsern

Morselskap i konsern:	Nei
-----------------------	-----

Regnskapsregler

Regler for små foretak benyttet:	Ja
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Anders Jørgen Lenborg
Dato for fastsettelse av årsregnskapet:	30.04.2019

Grunnlag for avgivelse

År 2018: Årsregnskapet er elektronisk innlevert
År 2017: Tall er hentet fra elektronisk innlevert årsregnskap fra 2018

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens overste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 03.05.2021



Resultatregnskap

Beløp i: NOK	Note	2018	2017
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		250 000	
Sum inntekter		250 000	
Kostnader			
Varekostnad		41 098	
Lønnskostnad	1	1 633 312	
Avskrivning på varige driftsmidler og immaterielle eiendeler	3	3 564	
Annen driftskostnad	1	621 663	
Sum kostnader		2 299 638	
Driftsresultat		-2 049 638	
Finansinntekter og finanskostnader			
Annen renteinntekt		277	
Annen finansinntekt		-753	
Sum finansinntekter		-476	
Rentekostnad til foretak i samme konsern	7	10 479	
Annen rentekostnad		231	
Annen finanskostnad		1 371	
Sum finanskostnader		12 080	
Netto finans		-12 557	
Ordinært resultat før skattekostnad		-2 062 194	0
Skattekostnad på ordinært resultat	2		
Ordinært resultat etter skattekostnad		-2 062 194	0
Årsresultat	6	-2 062 194	0
Årsresultat etter minoritetsinteresser		-2 062 194	
Totalresultat		-2 062 194	



Resultatregnskap

Beløp i: NOK	Note	2018	2017
Overføringer og disponeringer			
Udekket tap	6	-1 312 194	
Overføringer til/fra annen egenkapital		-750 000	
Sum overføringer og disponeringer		-2 062 194	



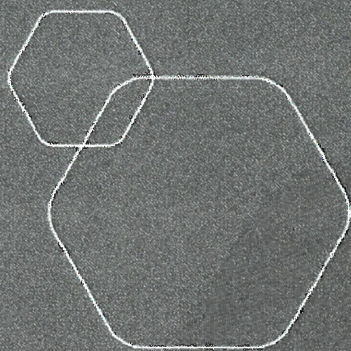
Balanse

Beløp i: NOK	Note	2018	2017
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	2		
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	3	17 700	
Sum varige driftsmidler	3	17 700	
Finansielle anleggsmidler			
Lån til foretak i samme konsern	7		
Sum anleggsmidler		17 700	0
Omløpsmidler			
Varer			
Fordringer			
Andre fordringer		119 584	
Konsernfordringer		6 883	
Sum fordringer		126 466	
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	4	128 842	
Sum bankinnskudd, kontanter og lignende		128 842	
Sum omløpsmidler		255 309	0
SUM EIENDELER		273 009	0
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	5, 5, 5	750 000	



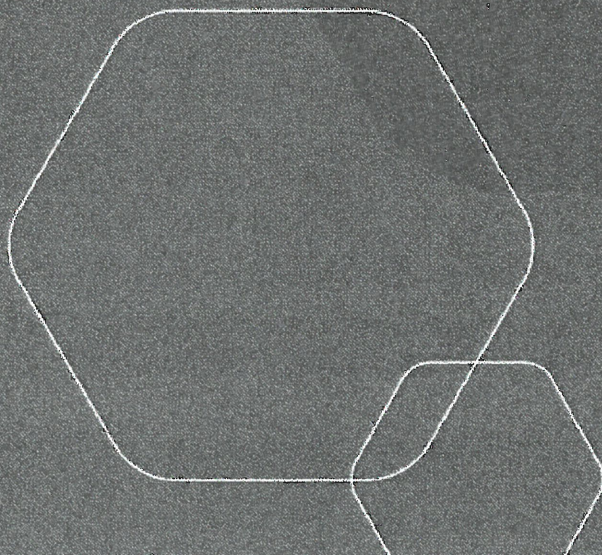
Balanse

Beløp i: NOK	Note	2018	2017
Sum innskutt egenkapital		750 000	
Opptjent egenkapital			
Udekket tap		1 312 194	
Sum opptjent egenkapital		-1 312 194	
Sum egenkapital	6, 8	-562 194	0
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Skyldige offentlige avgifter		93 737	
Kortsiktig konserngjeld	7	557 421	
Annen kortsiktig gjeld		184 046	
Sum kortsiktig gjeld		835 203	
Sum gjeld		835 203	0
SUM EGENKAPITAL OG GJELD		273 009	0



Årsregnskap 2018 Cloudberry Capital AS

Resultatregnskap
Balanse
Noter til regnskapet



Org.nr.: 919 967 072



CLOUDBERRY CAPITAL AS

RESULTATREGNSKAP

Note 10.11.17 - 31.12.18

DRIFTSINNTEKTER OG DRIFTSKOSTNADER

Salgsinntekt	250 000
Sum driftsinntekter	250 000

Varekostnad	41 098
Lønnskostnad	1 633 312
Avskrivning av driftsmidler og immaterielle eiendeler	3 564
Annen driftskostnad	621 663
Sum driftskostnader	2 299 638

Driftsresultat	-2 049 638
-----------------------	-------------------

FINANSINNTEKTER OG FINANSKOSTNADER

Annen renteinntekt	277
Annen finansinntekt	-753
Rentekostnad til foretak i samme konsern	7 10 479
Annen rentekostnad	231
Annen finanskostnad	1 371
Resultat av finansposter	-12 557

Ordinært resultat før skattekostnad	-2 062 194
Ordinært resultat	-2 062 194

Årsresultat	6	-2 062 194
--------------------	----------	-------------------

OVERFØRINGER

Overført til udekket tap	6	-1 312 194
Overført fra annen egenkapital		-750 000
Sum overføringer		-2 062 194



CLOUDBERRY CAPITAL AS

BALANSE

EIENDELER	Note	2018
ANLEGGSMIDLER		
IMMATERIELLE EIENDELER		
VARIGE DRIFTSMIDLER		
Driftsløsøre, inventar o.a. utstyr	3	17 700
Sum varige driftsmidler	3	17 700
Sum anleggsmidler		17 700
OMLØPSMIDLER		
FORDRINGER		
Andre kortsiktige fordringer		119 584
Konsernfordringer		6 883
Sum fordringer		126 466
Bankinnskudd, kontanter o.l.	4	128 842
Sum omløpsmidler		255 309
Sum eiendeler		273 009



CLOUDBERRY CAPITAL AS

BALANSE

EGENKAPITAL OG GJELD	Note	2018
EGENKAPITAL		
INNSKUTT EGENKAPITAL		
Aksjekapital	5	1 000 000
Ikke registrert kapitalnedsettelse	5	-750 000
Ikke registrert kapitalforhøyelse	5	500 000
Sum innskutt egenkapital		750 000
OPPTJENT EGENKAPITAL		
Udekket tap		-1 312 194
Sum opptjent egenkapital		-1 312 194
Sum egenkapital	6, 8	-562 194
GJELD		
KORTSIKTIG GJELD		
Skyldig offentlige avgifter		93 737
Konserngjeld	7	557 421
Annen kortsiktig gjeld		184 046
Sum kortsiktig gjeld		835 203
Sum gjeld		835 203
Sum egenkapital og gjeld		273 009

06.02.2019
Styret i Cloudberry Capital AS

Jon Fredrik Baksaas
styreleder

Petter Winther Borg
styremedlem

Anders Jørgen Lenborg
styremedlem/daglig leder

INDIREKTE KONTANTSTRØM

CLOUDBERRY CAPITAL AS

	Note	2018
KONTANTSTRØMMER FRA OPERASJONELLE AKTIVITETER		
Resultat før skattekostnad		-2 062 194
Ordinære avskrivninger		3 564
Endring i andre tidsavgrensningsposter		708 737
Netto kontantstrøm fra operasjonelle aktiviteter		-1 349 894
 KONTANTSTRØMMER FRA INVESTERINGSAKTIVITETER		
Utbetalinger ved kjøp av varige driftsmidler		-21 264
Netto kontantstrøm fra investeringsaktiviteter		-21 264
 KONTANTSTRØMMER FRA FINANSIERINGSAKTIVITETER		
Innbetalinger av egenkapital		1 500 000
Netto kontantstrøm fra finansieringsaktiviteter		1 500 000
 Netto endring i kontanter og kontantekvivalenter		128 842
Beh. av kont. og kontantekvivalenter ved per. slutt		128 842



NOTER TIL ÅRSREGNSKAP 2018

CLOUDBERRY CAPITAL AS

Regnskapsprinsipper

Årsregnskapet er satt opp i samsvar med regnskapsloven og NRS 8 - God regnskapsskikk for små foretak. Selskapet er stiftet 10.11.2017 og resultatregnskapet omfatter perioden 10.11.2017 til 31.12.2018.

DRIFTSINNTEKTER

Inntektsføring ved salg av varer skjer på leveringstidspunktet. Tjenester inntektsføres etter hvert som de leveres.

SKATT

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

KLASSIFISERING OG VURDERING AV ANLEGGSMIDLER

Anleggsmidler omfatter eiendeler bestemt til varig eie og bruk. Anleggsmidler er vurdert til anskaffelseskost. Varige driftsmidler balanseføres og avskrives over driftsmidlets økonomiske levetid.

KLASSIFISERING OG VURDERING AV OMLØPSMIDLER

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

FORDRINGER

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

Note 1 Lønnskostnader og ytelser, godtgjørelser til daglig leder, styret og revisor

Lønnskostnader	2018
Lønninger	1 346 196
Arbeidsgiveravgift	198 733
Pensjonskostnader	68 564
Andre ytelser	19 819
Sum	1 633 312

Selskapet har i 2018 sysselsatt 2 årsverk.

PENSJONSFORPLIKTELSE

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

Ytelser til ledende personer	Daglig leder	Styret
Lønn	555 396	0
Pensjonskostnader	39 695	0
Sum	595 091	0

CLOUDBERRY CAPITAL AS

SIDE 5



NOTER TIL ÅRSREGNSKAP 2018

CLOUDBERRY CAPITAL AS

REVISOR

Kostnadsført revisjonshonorar for 2018 utgjør kr 12 000.

I tillegg kommer honorar for andre tjenester med kr 0.

Note 2 Skatt

Årets skattekostnad	2018
Resultatført skatt på ordinært resultat:	
Betalbar skatt	0
Endring i utsatt skattefordel	0
Skattekostnad ordinært resultat	0
Skattepliktig inntekt:	
Ordinært resultat før skatt	-2 062 194
Permanente forskjeller	3 080
Endring i midlertidige forskjeller	-2 815
Skattepliktig inntekt	-2 061 930
Betalbar skatt i balansen:	
Betalbar skatt på årets resultat	0
Sum betalbar skatt i balansen	0

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

	2018
Varige driftsmidler	2 815
Sum	2 815
Akkumulert fremførbart underskudd	-2 061 930
Grunnlag for beregning av utsatt skatt	-2 059 114
Utsatt skattefordel (22 %)	-453 005

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



NOTER TIL ÅRSREGNSKAP 2018

CLOUDBERRY CAPITAL AS

Note 3 Anleggsmidler

	Driftsløsøre, inventar ol.
Tilgang kjøpte anleggsmidler	21 264
Anskaffelseskost 31.12.2018	21 264
Årets ordinære avskrivninger	3 564
Av- og nedskrivninger pr. 31.12.2018	3 564
Årets avskrivning og nedskrivning	3 564
Bokført verdi 31.12.2018	17 700
Økonomisk levetid	0-5 år

Note 4 Bankinnskudd

Innestående midler på skattetrekkskonto (bundne midler) er på kr. 54 912.

Note 5 Aksjonærer

Aksjekapitalen i Cloudberry Capital AS pr. 31.12 består av:

	Antall	Pålydende	Bokført
Ordinære aksjer	1 000 000	1,00	1 000 000
Sum	1 000 000		1 000 000

Eierstruktur

De største aksjonærene i % pr. 31.12 var:

	Ordinære	Eierandel	Stemmeandel
Lenco AS	642 350	64,2	64,2
Cloudberry Partners AS	225 200	22,5	22,5
Lotmar Invest AS	132 450	13,2	13,2
Totalt antall aksjer	1 000 000	100,0	100,0

I generalforsamling 14.09.18 ble antall aksjer økt til 3 000 000 ved endring av pålydene til kr. 0,25.

Dette ble registrert i Foretaksregisteret 19.01.19

Note 6 Egenkapital

	Aksjekapital	Annen Innskutt egenkapital	Udekket tap	Sum egenkapital
Stiftelse. 10.11.2017	30 000	0	0	30 000
Emisjon 19.01.2018	470 000	0	0	470 000
Emisjon 30.04.2018	500 000	0	0	500 000
Nedsettelse 14.09.2018	-750 000	750 000	0	0
Emisjon 14.09.2018	500 000			500 000
CLOUDBERRY CAPITAL AS				SIDE 7



NOTER TIL ÅRSREGNSKAP 2018

CLOUDBERRY CAPITAL AS

Årets resultat		-750 000	-1 312 194	-2 062 194
Pr 31.12.2018	750 000	0	-1 312 194	-562 194

Kapitalnedsettelse 14.09.18 og emisjon 14.09.18 er registrert i Foretaksregisteret 19.01.19.
Etter kapitaløkningen består aksjekapitalen av 3 000 000 aksjer pålydende kr. 0,25.

Note 7 Mellomværende med selskap i samme konsern

	2018
Fordringer	
Andre kortsiktige fordringer konsern	6 883
Sum	6 883
Gjeld	
Annen kortsiktig gjeld konsern	557 421
Sum	557 421

Note 8 Fortsatt drift

Resultatet for 2018 viser et resultat på kr. -2 062 194 etter skatt. Selskapet har negativ egenkapital på kr. 562 194. Selskapet er tilført egenkapital på 4 millioner i ekstraordinær generalforsamling den 5. februar 2019. Styret vurderer at forutsetningene for fortsatt drift er til stede og legger det til grunn for sin virksomhet.

Uavhengig revisors beretning

Til generalforsamlingen i Cloudberry Capital AS

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert årsregnskapet til Cloudberry Capital AS.

Årsregnskapet består av:

- Balanse per 31. desember 2018
- Resultatregnskap for 2018
- Kontantstrømoppstilling for regnskapsåret avsluttet per 31. desember 2018
- Noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening:

Er årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2018 og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

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

Styret og daglig leders ansvar for årsregnskapet

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

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

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir

vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

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

<https://revisorforeningen.no/revisjonsberetninger>

Uttalelse om andre lovmessige krav

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000

«Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

BDO AS

Knut Nyerrød
statsautorisert revisor
(elektronisk signert)

PENNEO

*Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo™ - sikker digital signatur".
De signerende parter sin identitet er registrert, og er listet nedenfor.*

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

Knut Nyerrød

Partner

På vegne av: BDO AS

Serienummer: 9578-5999-4-1152926

IP: 188.95.xxx.xxx

2021-05-07 10:34:59Z



Penneo Dokumentnøkkel: FSADB-P8IWQ-44NDX-VBHA-IL2ZF-BKEEV

Dokumentet er signert digitalt, med **Penneo.com**. Alle digitale signatur-data i dokumentet er sikret og validert av den datamaskin-utregnede hash-verdien av det opprinnelige dokument. Dokumentet er låst og tids-stemplet med et sertifikat fra en betrodd tredjepart. All kryptografisk bevis er integrert i denne PDF, for fremtidig validering (hvis nødvendig).

Hvordan bekrefter at dette dokumentet er originalen?

Dokumentet er beskyttet av ett Adobe CDS sertifikat. Når du åpner dokumentet i

Adobe Reader, skal du kunne se at dokumentet er sertifisert av **Penneo e-signature service <penneo@penneo.com>**. Dette garanterer at innholdet i dokumentet ikke har blitt endret.

Det er lett å kontrollere de kryptografiske beviser som er lokalisert inne i dokumentet, med Penneo validator - **<https://penneo.com/validate>**

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2019 - GENERELL INFORMASJON**Enheten**

Organisasjonsnummer:	919 967 072
Organisasjonsform:	Allmennaksjeselskap
Foretaksnavn:	CLOUDBERRY CLEAN ENERGY ASA
Forretningsadresse:	Frøyas gate 15 0273 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2019 - 31.12.2019
-------------------------	-------------------------

Konsern

Morselskap i konsern:	Nei
-----------------------	-----

Regnskapsregler

Regler for små foretak benyttet:	Ja
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Jon Gunnar Solli
Dato for fastsettelse av årsregnskapet:	14.02.2020

Grunnlag for avgivelse

År 2019: Årsregnskapet er elektronisk innlevert
År 2018: Tall er hentet fra elektronisk innlevert årsregnskap fra 2019

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 03.05.2021



Resultatregnskap

Beløp i: NOK	Note	2019	2018
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		279 419	250 000
Sum inntekter		279 419	250 000
Kostnader			
Varekostnad		27 530	41 098
Lønnskostnad	1	1 981 089	1 633 312
Avskrivning på varige driftsmidler og immaterielle eiendeler	3	7 000	3 564
Annen driftskostnad	1	877 143	621 663
Sum kostnader		2 892 761	2 299 638
Driftsresultat		-2 613 342	-2 049 638
Finansinntekter og finanskostnader			
Annen renteinntekt		3 578	277
Annen finansinntekt		1 619	-753
Sum finansinntekter		5 197	-476
Rentekostnad til foretak i samme konsern			10 479
Annen rentekostnad		726	231
Annen finanskostnad		289	1 371
Sum finanskostnader		1 015	12 080
Netto finans		4 182	-12 557
Ordinært resultat før skattekostnad		-2 609 160	-2 062 194
Ordinært resultat etter skattekostnad		-2 609 160	-2 062 194
Årsresultat	2	-2 609 160	-2 062 194
Årsresultat etter minoritetsinteresser		-2 609 160	-2 062 194
Totalresultat		-2 609 160	-2 062 194
Overføringer og disponeringer			



Resultatregnskap

Beløp i: NOK	Note	2019	2018
Udekket tap	6	-2 609 160	-1 312 194
Overføringer til/fra annen egenkapital			-750 000
Sum overføringer og disponeringer		-2 609 160	-2 062 194



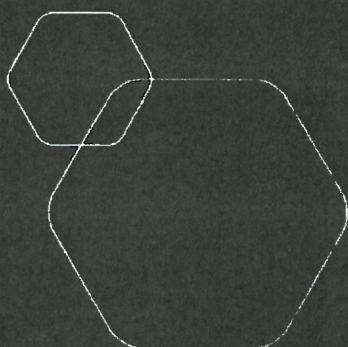
Balanse

Beløp i: NOK	Note	2019	2018
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	3	10 700	17 700
Sum varige driftsmidler	3	10 700	17 700
Sum anleggsmidler		10 700	17 700
Omløpsmidler			
Varer			
Fordringer			
Andre fordringer		69 813	119 584
Konsernfordringer			6 883
Sum fordringer		69 813	126 466
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	4	5 223 095	128 842
Sum bankinnskudd, kontanter og lignende		5 223 095	128 842
Sum omløpsmidler		5 292 908	255 309
SUM EIENDELER		5 303 608	273 009
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	5, 6, 5, 5	950 000	750 000
Annen innskutt egenkapital	6	7 800 000	
Sum innskutt egenkapital		8 750 000	750 000



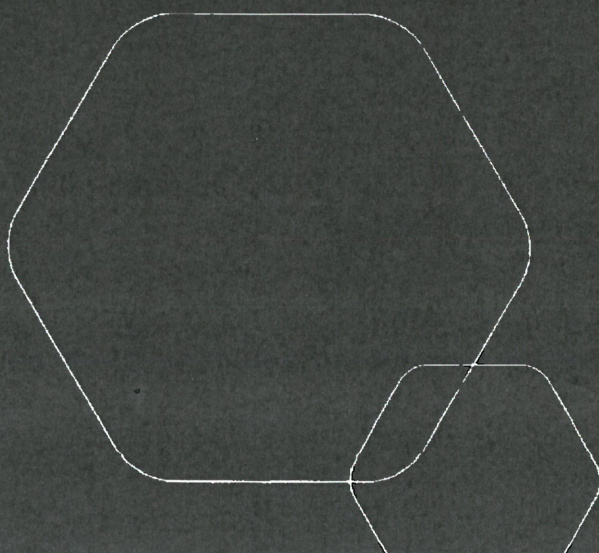
Balanse

Beløp i: NOK	Note	2019	2018
Opptjent egenkapital			
Udekket tap		3 921 354	1 312 194
Sum opptjent egenkapital		-3 921 354	-1 312 194
Sum egenkapital	6	4 828 646	-562 194
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Leverandørgjeld		57 710	
Skyldige offentlige avgifter		170 112	93 737
Kortsiktig konserngjeld			557 421
Annen kortsiktig gjeld		247 140	184 046
Sum kortsiktig gjeld		474 962	835 203
Sum gjeld		474 962	835 203
SUM EGENKAPITAL OG GJELD		5 303 608	273 009



Årsregnskap 2019 Cloudberry Asset Management AS

Resultatregnskap
Balanse
Noter til regnskapet



Org.nr.: 919 967 072



CLODBERRY ASSET MANAGEMENT AS

RESULTATREGNSKAP

DRIFTSINNTEKTER OG DRIFTSKOSTNADER	Note	2019	10.11.17 - 31.12.18
Salgsinntekt		279 419	250 000
Sum driftsinntekter		279 419	250 000
Varekostnad		27 530	41 098
Lønnskostnad	1	1 981 089	1 633 312
Avskrivning av driftsmidler og immaterielle eier	3	7 000	3 564
Annen driftskostnad	1	877 143	621 663
Sum driftskostnader		2 892 761	2 299 638
Driftsresultat		-2 613 342	-2 049 638
FINANSINNTEKTER OG FINANSKOSTNADER			
Annen renteinntekt		3 578	277
Annen finansinntekt		1 619	-753
Rentekostnad til foretak i samme konsern		0	10 479
Annen rentekostnad		726	231
Annen finanskostnad		289	1 371
Resultat av finansposter		4 182	-12 557
Ordinært resultat før skattekostnad		-2 609 160	-2 062 194
Ordinært resultat		-2 609 160	-2 062 194
Årsresultat	2	-2 609 160	-2 062 194
OVERFØRINGER			
Overført til udekket tap	6	-2 609 160	-1 312 194
Overført fra annen egenkapital		0	-750 000
Sum overføringer		-2 609 160	-2 062 194



CLOUDBERRY ASSET MANAGEMENT AS

BALANSE

EIENDELER	Note	2019	2018
ANLEGGSMIDLER			
IMMATERIELLE EIENDELER			
VARIGE DRIFTSMIDLER			
Driftsløsøre, inventar o.a. utstyr	3	10 700	17 700
Sum varige driftsmidler	3	10 700	17 700
 Sum anleggsmidler		 10 700	 17 700
 OMLØPSMIDLER			
FORDRINGER			
Andre kortsiktige fordringer		69 813	119 584
Konsernfordringer		0	6 883
Sum fordringer		69 813	126 466
 Bankinnskudd, kontanter o.l.	4	 5 223 095	 128 842
Sum omløpsmidler		5 292 908	255 309
Sum eiendeler		5 303 608	273 009




CLODBERRY ASSET MANAGEMENT AS

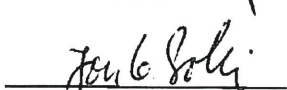
BALANSE

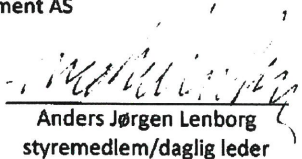
EGENKAPITAL OG GJELD	Note	2019	2018
EGENKAPITAL			
INNSKUTT EGENKAPITAL			
Aksjekapital	5, 6	950 000	1 000 000
Ikke registrert kapitalnedsettelse	5	0	-750 000
Ikke registrert kapitalforhøyelse	5	0	500 000
Annen innskutt egenkapital	6	7 800 000	0
Sum innskutt egenkapital		8 750 000	750 000
OPPTJENT EGENKAPITAL			
Udekket tap		-3 921 354	-1 312 194
Sum opptjent egenkapital		-3 921 354	-1 312 194
Sum egenkapital	6	4 828 646	-562 194
GJELD			
KORTSIKTIG GJELD			
Leverandørgjeld		57 710	0
Skyldig offentlige avgifter		170 112	93 737
Konserngjeld		0	557 421
Annen kortsiktig gjeld		247 140	184 046
Sum kortsiktig gjeld		474 962	835 203
Sum gjeld		474 962	835 203
Sum egenkapital og gjeld		5 303 608	273 009

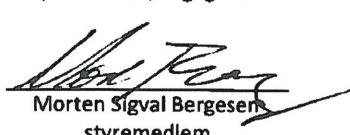
28.01.2020

Styret i Clodberry Asset Management AS


Petter Winther Borg
styreleder


Jon Gunnar Solli
styremedlem


Anders Jørgen Lenborg
styremedlem/daglig leder


Morten Sigval Bergesen
styremedlem

INDIREKTE KONTANTSTRØM

CLOUDBERRY CLEAN ENERGY AS

	Note	2019	2018
KONTANTSTRØMMER FRA OPERASJONELLE AKTIVITETER			
Resultat før skattekostnad		-2 609 160	-2 062 194
Ordinære avskrivninger		7 000	3 564
Endring i leverandørgjeld		57 710	0
Endring i andre tidsavgrensningsposter		-361 297	708 737
Netto kontantstrøm fra operasjonelle aktiviteter		-2 905 747	-1 349 894
KONTANTSTRØMMER FRA INVESTERINGSAKTIVITETER			
Utbetalinger ved kjøp av varige driftsmidler		0	-21 264
Netto kontantstrøm fra investeringsaktiviteter		0	-21 264
KONTANTSTRØMMER FRA FINANSIERINGSAKTIVITETER			
Innbetalinger av egenkapital		8 000 000	1 500 000
Netto kontantstrøm fra finansieringsaktiviteter		8 000 000	1 500 000
Netto endring i kontanter og kontantekvivalenter		5 094 253	128 842
Beh. av kont. og kontantekvivalenter ved per. begynnel		128 842	0
Beh. av kont. og kontantekvivalenter ved per. slutt		5 223 095	128 842



NOTER TIL ÅRSREGNSKAP 2019 CLOUDBERRY ASSET MANAGEMENT AS

Regnskapsprinsipper

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

DRIFTSINNTEKTER

Inntektsføring ved salg av varer skjer på leveringstidspunktet. Tjenester inntektsføres etter hvert som de leveres.

SKATT

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

KLASSIFISERING OG VURDERING AV ANLEGGSMIDLER

Anleggsmidler omfatter eiendeler bestemt til varig eie og bruk. Anleggsmidler er vurdert til anskaffelseskost. Varige driftsmidler balanseføres og avskrives over driftsmidlets økonomiske levetid. Avskrivningsperioden for fast eiendom anskaffet etter 2009 er dekomponert i en del som gjelder råbygget og en del som gjelder faste tekniske installasjoner. Varige driftsmidler nedskrives til gjenvinnbart beløp ved verdifall som forventes ikke å være forbigående. Gjenvinnbart beløp er det høyeste av netto salgsverdi og verdi i bruk. Verdi i bruk er nåverdi av fremtidige kontantstrømmer knyttet til eiendelen. Nedskrivningen reverseres når grunnlaget for nedskrivningen ikke lenger er til stede.

KLASSIFISERING OG VURDERING AV OMLØPSMIDLER

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

FORDRINGER

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

Note 1 Lønnskostnader og ytelser, godtgjørelser til daglig leder, styret og revisor

Lønnskostnader	2019	2018
Lønninger	1 604 150	1 346 196
Arbeidsgiveravgift	238 431	198 733
Pensjonskostnader	82 951	68 564
Andre ytelser	55 556	19 819
Sum	1 981 089	1 633 312

Selskapet har i 2019 sysselsatt 3 årsverk.

PENSJONSFORPLIKTELSE

Selskapet er pliktig til å ha tjenstepensjonsordning etter lov om obligatorisk tjenstepensjon. Selskapets pensjonsordninger tilfredsstiller kravene i denne lov.

CLOUDBERRY ASSET MANAGEMENT AS

SIDE 5



NOTER TIL ÅRSREGNSKAP 2019 CLOUDBERRY ASSET MANAGEMENT AS

Ytelser til ledende personer	Daglig leder	Styret
Lønn	609 182	0
Pensjonskostnader	31 932	0
Sum	641 114	0

REVISOR

Kostnadsført revisjonshonorar for 2019 utgjør kr 65 910.
I tillegg kommer honorar for andre tjenester med kr 37 685.

Note 2 Skatt

Årets skattekostnad	2019	2018
Resultatført skatt på ordinært resultat:		
Betalbar skatt	0	0
Endring i utsatt skattefordel	0	0
Skattekostnad ordinært resultat	0	0
Skattepliktig inntekt:		
Ordinært resultat før skatt	-2 609 160	-2 062 194
Permanente forskjeller	0	3 080
Endring i midlertidige forskjeller	-7 885	-2 815
Skattepliktig inntekt	-2 617 044	-2 061 930
Betalbar skatt i balansen:		
Betalbar skatt på årets resultat	0	0
Sum betalbar skatt i balansen	0	0

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

	2019	2018	Endring
Varige driftsmidler	10 700	2 815	-7 885
Sum	10 700	2 815	-7 885
Akkumulert fremførbart underskudd	-4 678 974	-2 061 930	2 617 044
Grunnlag for utsatt skattefordel	-4 668 274	-2 059 114	2 609 160
Utsatt skattefordel (22 %)	-1 027 020	-453 005	574 015

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



NOTER TIL ÅRSREGNSKAP 2019

CLOUDBERRY ASSET MANAGEMENT AS

Note 3 Anleggsmidler

	Driftsløsøre, inventar ol.
Anskaffelseskost pr. 01.01.2019	17 700
Anskaffelseskost 31.12.2019	17 700
Årets ordinære avskrivninger	7 000
Av- og nedskrivninger pr. 31.12.2019	7 000
Bokført verdi 01.01.2019	17 700
Årets avskrivning og nedskrivning	7 000
Bokført verdi 31.12.2019	10 700
Økonomisk levetid	0-5 år

Note 4 Bankinnskudd

Innestående midler på skattetrekkskonto (bundne midler) er på kr. 110 051.

Note 5 Aksjonærer

AKSJEKAPITALEN I CLOUDBERRY ASSET MANAGEMENT AS PR. 31.12 BESTÅR AV:

	Antall	Pålydende	Bokført
Ordinære aksjer	3 800 000	0,25	950 000
Sum	3 800 000		950 000

EIERSTRUKTUR

De største aksjonærene i % pr. 31.12 var:

	Ordinære	Eierandel	Stemmeandel
Cloudberry Partners AS	1 891 640	49,8	49,8
Lenco AS	1 126 339	29,6	29,6
Lotmar Invest AS	782 021	20,6	20,6
Totalt antall aksjer	3 800 000	100,0	100,0



NOTER TIL ÅRSREGNSKAP 2019
CLOUDBERRY ASSET MANAGEMENT AS

Note 6 Egenkapital

	Aksjekapital	Annen innskutt egenkapital	Udekket tap	Sum egenkapital
Pr. 31.12.2018	750 000	0	-1 312 194	-562 194
Pr. 01.01.2019	750 000	0	-1 312 194	-562 194
Kapitalforhøyelse	200 000	7 800 000		7 800 000
Årets resultat			-2 609 160	-2 609 160
Pr. 31.12.2019	950 000	7 800 000	-3 921 354	4 628 646

Uavhengig revisors beretning

Til generalforsamlingen i Cloudberry Clean Energy AS

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert årsregnskapet til Cloudberry Clean Energy AS.

Årsregnskapet består av:

- Balanse per 31. desember 2019
- Resultatregnskap for 2019
- Kontantstrømoppstilling for regnskapsåret avsluttet per 31. desember 2019
- Noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening:

Er årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2019 og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

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

Styret og daglig leders ansvar for årsregnskapet

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

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

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir

vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

For videre beskrivelse av revisors oppgaver og plikter vises det til:
<https://revisorforeningen.no/revisjonsberetninger>

Uttalelse om andre lovmessige krav

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

BDO AS

Knut Nyerrød
statsautorisert revisor
(elektronisk signert)



Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo™ - sikker digital signatur".
De signerende parter sin identitet er registrert, og er listet nedenfor.

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

Knut Nyerrød

Partner

På vegne av: BDO AS

Serienummer: 9578-5999-4-1152926

IP: 188.95.xxx.xxx

2021-05-07 07:55:59Z



Penneo Dokumentnøkkel: X2DQN-J15XE-8UKCT-H6CGG-71P2B-00SDQ

Dokumentet er signert digitalt, med **Penneo.com**. Alle digitale signatur-data i dokumentet er sikret og validert av den datamaskin-utregnede hash-verdien av det opprinnelige dokument. Dokumentet er låst og tids-stemplet med et sertifikat fra en betrodd tredjepart. All kryptografisk bevis er integrert i denne PDF, for fremtidig validering (hvis nødvendig).

Hvordan bekrefter at dette dokumentet er originalen?

Dokumentet er beskyttet av ett Adobe CDS sertifikat. Når du åpner dokumentet i

Adobe Reader, skal du kunne se at dokumentet er sertifisert av **Penneo e-signature service <penneo@penneo.com>**. Dette garanterer at innholdet i dokumentet ikke har blitt endret.

Det er lett å kontrollere de kryptografiske beviser som er lokalisert inne i dokumentet, med Penneo validator - <https://penneo.com/validate>



Annual report 2020

Cloudberry Clean Energy AS

Content

Cloudberry in brief	3
Letter from the CEO	4
Overview and Key Highlights	6
Executive Management	16
Board of Directors	18
Board of Directors report	20
Sustainability	29
Corporate Governance	54
Consolidated financial statements Group	62
Parent company financial statements	124
Responsibility statement	141
Alternative performance measures	142
Auditor's report	143

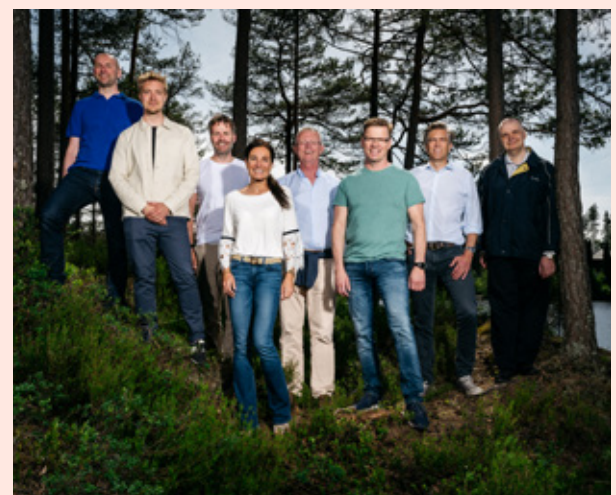
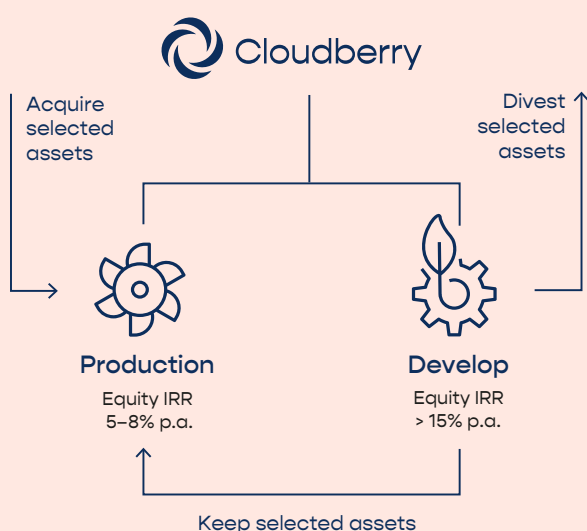
Cloudberry in brief

Cloudberry is a Nordic renewable energy company. We own, develop and operate wind farms and hydropower plants across the Nordics. Our purpose is to provide renewable energy for future generations, and contribute to a long-term sustainable society, whilst creating value for our stakeholders. We believe in the fundamental long-term demand for renewable energy in the Nordics and Europe.

Cloudberry's business model

Our business model comprises two elements: Cloudberry Develop and Cloudberry Production. Cloudberry Develop completes in-house developments of wind and hydropower assets in Norway and Sweden, up to ready-to-build status. Cloudberry Production retains and operates selected producing assets. We have low overhead costs, and source capacity for construction, operations and maintenance externally. We have a strong commitment to local communities and our integrated value chain ensures local presence and optimization of stakeholder alignment and value creation.

Our Nordic clean renewable platform



Cloudberry's growth strategy

Our current portfolio consists of 22 hydropower and 2 wind power assets, with a total capacity of 109 MW. This represents a growth of more than seven times our capacity of a year ago. Our portfolio enjoys significant further growth potential, in terms of energy production and the company's project backlog and pipeline. Our growth strategy is built around two pillars of value creation: organic developments and inorganic opportunities.

We are backed by strong owners and an experienced management team and board. Our shares are traded on Euronext Growth Oslo (ticker: CLOUD), and we have initiated the process to prepare for listing on Oslo Børs during 2021.

Letter from the CEO

A year of valuable growth

Cloudberry Clean Energy was founded with the purpose of providing renewable energy for future generations, contributing to a sustainable society for the long term and creating value for stakeholders. In 2020, we made substantial progress in growing our portfolio of wind and hydropower energy in Norway and Sweden. We are proud of the overwhelming support received from all our stakeholders. This is only the beginning, and we continue our growth and efforts to provide clean energy in the next decades.

The global energy transition is well under way, and Europe, in particular, has set ambitious new targets for climate-neutrality. The region needs to double its share of electricity produced from renewable sources by 2030 to meet stricter emissions-reduction targets. The Nordics, with its rich hydro and wind power opportunities, will be an important part of the solution. Cloudberry has a clear ambition to contribute substantially to this expansion through organic greenfield developments, and by supporting structural changes in the Nordic renewable energy industry.

Cloudberry is committed to the renewable energy transition. By the listing of our shares on Euronext Growth in 2020 and on the planned listing on the main list of Euronext Stock Exchange Oslo Børs during 2021, we welcome you all to join this journey with us.

We are proud to be directly contributing to making the region cleaner and more sustainable, as is reflected in our 2020 performance. Cloudberry has

established a wind and hydropower production portfolio of approximately 0.5TWh, enough to supply 80,000 homes with green electricity. This has been achieved in spite of the challenges caused by the Covid-19 pandemic and fall in energy prices. Today we have 22 hydro projects and two wind farms in operation or under construction, and by the end of 2021, we expect to have a run-rate of almost 400 GWh of clean renewable energy annually.

Throughout the year, we are aiming to grow our project portfolio even further. Several projects have moved towards concession or construction phase and we are confident that more will begin construction over the next few years. Our bold ambition will see us develop 2,500-megawatt offshore wind power facility in Sweden by 2030. In addition, we see several strategic opportunities for mergers and acquisitions with key players in the Nordics.

Cloudberry will only develop new renewable energy assets in a way which creates local value and is





Our purpose is
to provide clean
energy for future
generations

sustainable for the communities where we operate. We strive to strike the right balance between environmental, social and economic elements to ensure value for all stakeholders. In 2020, we conducted an ESG framework analysis with our key stakeholders and its first iteration is included in this report.

We at Cloudberry are proud to have delivered on our strategy and purpose in our first year. We will continue to contribute to the energy transition by developing more renewable energy projects in 2021 and beyond. We will do so with the same quality and passion that you have seen in 2020.

Anders J. Lenborg
Chief Executive Officer

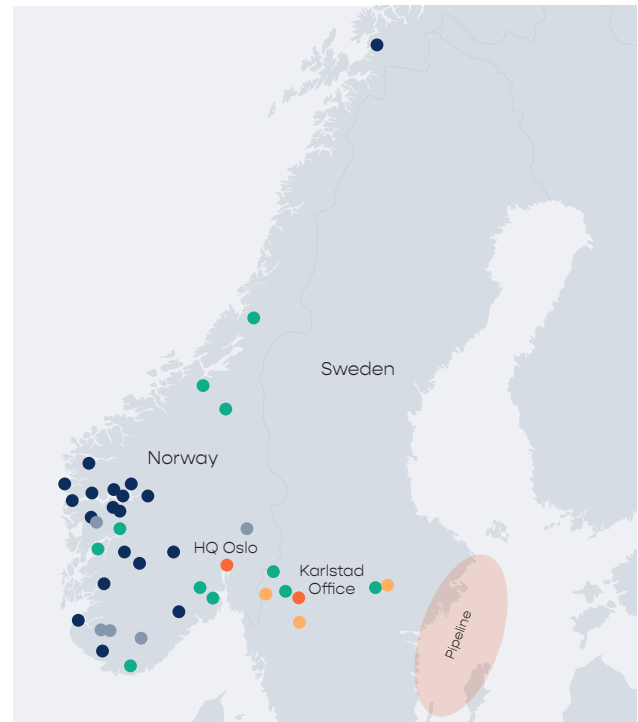
Overview and Key Highlights

In 2020, Cloudberry successfully ramped-up our scalable renewable platform, financed the projects, listed and positioned the company for further growth. By the end of 2020, Cloudberry has secured a near-term portfolio of 109 MW (compared to 15 MW previous year). Cloudberry delivers sustainable growth in the Nordics.

Start of the year



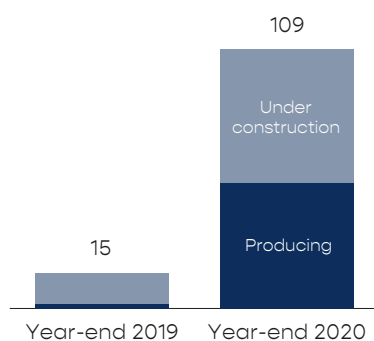
End of the year



● In production ● Under construction ● Construction permit ● Backlog

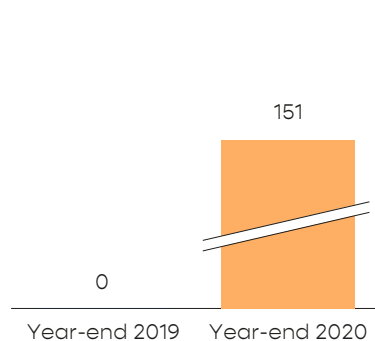
Production under construction

MW, ~50/50 wind and hydro



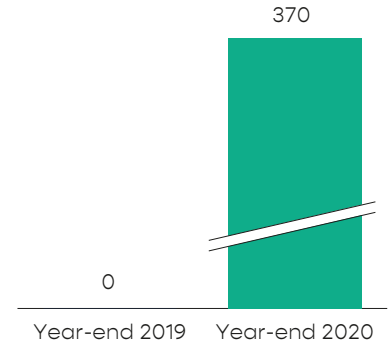
Construction permit

MW, 100% wind



Project backlog

MW, 100% wind



At the start of the year, the company managed the Nordic infrastructure fund “CB Nordic Renewable & Infrastructure Fund I AS” consisting of two producing hydropower plants and two secured hydropower projects under construction. This was the precursor to Cloudberry Production.

In February, the company purchased 100% of both Cloudberry Production and the established wind developer Scanergy AS, which later became Cloudberry Develop. The purchase allows us to utilise the best elements of already successful businesses with experienced personnel to form a scalable platform for growth in the attractive Nordic renewable energy market.

Cloudberry has strengthened its sustainability management. We have identified our material sustainability topics, established a climate reporting system to monitor the company’s carbon emissions following the guidelines in the Greenhouse Gas Protocol (The GHG Protocol), and initiated assessment of our climate related financial risks and opportunities in accordance with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD). The sustainability part in this report describes our approach to sustainability, inspired by the Euronext guidance on ESG reporting of January 2020 and the World Economic Forum (WEF) Stakeholder Capitalism Metrix.

Main developments in 2020




- **February**
Cloudberry Group established
- **March**
Completed equity issue, NOK 158 million
- **April**
Listing on Oslo Børs Merkur Market (today Euronext Growth)
- **June**
Local manager and 34% owner of a large hydro portfolio in Norway
- **July**
Completed equity issue, NOK 200 million
- **August**
Purchase of Skogvind AS (industrial wind developer)
- **September**
Purchase of Åmotsfoss (hydropower)

Re-purchase of Vanern project (100 MW shallow-water project)
- **December**
Completed equity issue, NOK 500 million

Purchase of 15% of Odal Vindpark AS (option until June 2021 for 33.4%)



Key Performance Measures in 2020

	Financials	EBITDA	– 30m
		Cash	605m
		Interest bearing debt	263m
		Total equity	1 055m
	Sustainability	CO ₂ reduction ¹⁾	5378 tons CO ₂ eq.
		Direct and indirect emissions 2020	187 tons CO ₂ eq.
		Compensated	187 tons CO ₂ eq.
	Production	Production 2020	21 GWh
		In operation year end 2020	27 MW (96 GWh)
		Secured portfolio	109 MW (376 GWh)
	Develop	Construction permits	151 MW (498 GWh)
		Backlog	370 MW

1) EU-27 electricity mix

Shareholders

Cloudberry's owners and shareholders (pre-establishment of Cloudberry Clean Energy AS), Havfonn AS and Snefonn AS (the Bergesen family), and Joh Johansson Eiendom AS, have been joined by additional highly valued institutional investors as shareholders of Cloudberry, with Swedbank Robur being our third largest shareholder as of 31 December 2020.

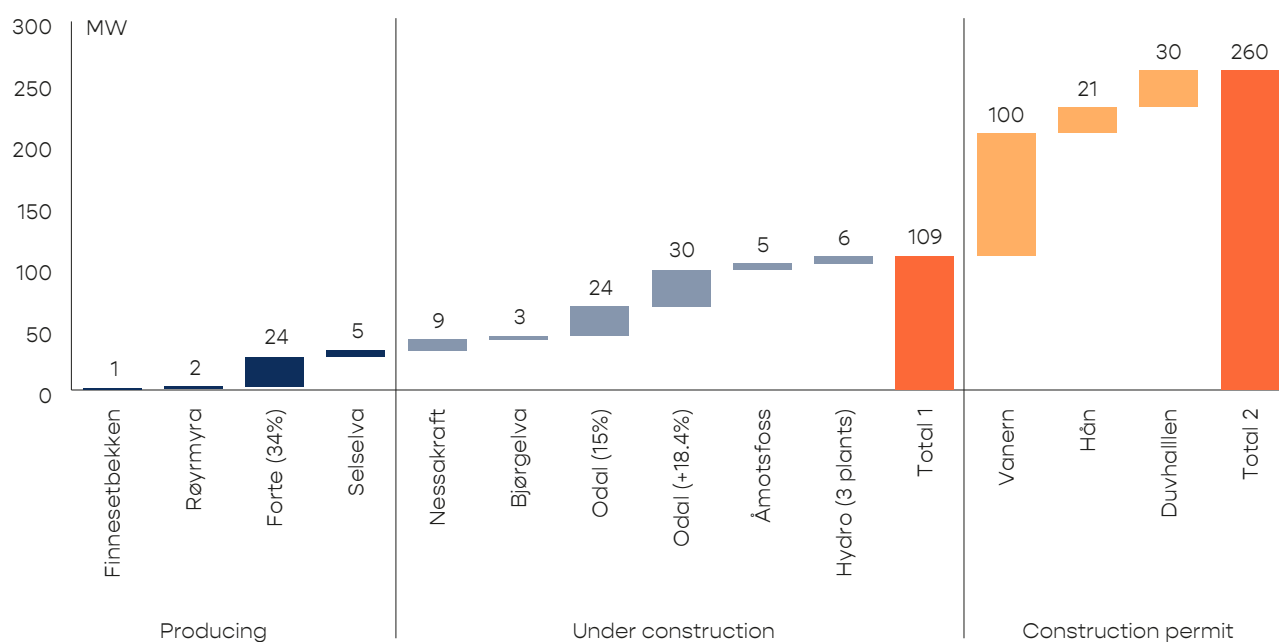
Shareholders 31.12.2020	No. shares	% shares
Joh Johansson Eiendom AS	16 145 780	15.37%
Havfonn AS (Bergesen family)	9 168 596	8.73%
Snefonn AS (Bergesen family)	7 833 273	7.46%
Swedbank Robur ¹⁾	6 700 000	6.38%

1) State Street Bank and Trust Comp account

Adding value from our project portfolio

Cloudberry's strategy is to develop and own producing assets in the Nordic region. The projects are in different phases of the development and financial cycles. The figure and table below summarises the status of our projects by the end of 2020.











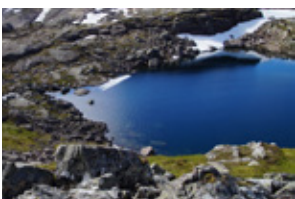





Project	Ownership	Effect (MW)	Est. prod. (GWh)	Signed SPA	Financial Close	Revenue generating	Part of Cloudberry's balance sheet	Status 31.12.2020
Finnesetbekken	100 %	1	3	2019	Completed	2020	Plant & eq.	Producing
Røymyra	100 %	2	8	2019	Completed	2020	Plant & eq.	Producing
Forte (14 plants)	34 %	24	85	2020	Completed	H2 2020	Equity method	Producing
Selselva	100 %	5	20	2020	H1 2021	H1 2021	From 2021	Producing
Nessakraft	100 %	9	34	2019	H1 2021	H1 2021	From 2021	Under const.
Bjørgelva	100 %	3	7	2019	H1 2021	H1 2021	From 2021	Under const.
Odal Vind	15.0 %	24	79	2020	Completed	H1 2022	Equity method	Under const.
Odal Vind (option) ¹⁾	18.4 %	30	97	2020	H1 2021	H1 2022	From 2021	Under const.
Åmotfoss	100 %	5	23	2020	H2 2021	H2 2021	From 2021	Under const.
Hydro (3 plants)	100 %	6	20	2020	H1 2021	2021/2022	From 2021	Prod./constr.
Total 1 (Producing/under constr.)		109	376					
Vanern ²⁾	100 %	100	348	2021	2021	2023/2024	Inventory	Constr. permit
Hån	100 %	21	70	In house	In house	2022/2023	Inventory	Constr. permit
Duvhallen	100 %	30	80	In house	In house	2023/2024	Inventory	Constr. permit
Total 2 (incl. constr. permit)		260	874					













1) Cloudberry purchased 15% of Odal Vindpark AS in December 2020. Option, June 2021 to purchase additional 18.4% (total 33.4%).

2) Rewind Vanern AB owned 100% by Cloudberry per 31.12.2020. SPA signed Jan. 2021 with Downing LLP to divest 80%.

Forte Norway AS is an associated company with Fontavis (member of Swiss Life) where Cloudberry is the local manager and owns 34% of the portfolio. Odal Vindpark AS is an associated company with KLP (Norwegian pension fund) and Akershus Energi that is currently under construction. Cloudberry also signed a Sale and Purchase Agreement with Downing LLP in January 2021 for Rewind Vanern AB, a 100 MW shallow water project in the lake of Vanern, Sweden.

Current portfolio of assets in production and under construction, and projects with construction permit

	Project	Status	Type	Location	Production start	Aquired	Production estimate
	Finnesetbekken power plant	●		Nesbyen, Norway	2011	June 2019	1 MW 3 GWh
	Røyrmýra windfarm	●		Hå, Norway	2016	August 2019	2 MW 8 GWh
	Forte Vannkraft portfolio	●		Norway	All in production	June 2020	24 MW 85 GWh ¹⁾
	Selselva power plant ²⁾	●		Sunnfjord, Norway	2016	December 2020	5 MW 20 GWh
	Bjørøgelva power plant	●		Sørreisa, Norway	Q4 2020	June 2019	3 MW 7 GWh
	Nessakraft	●		Balestrand, Norway	Q4 2020	June 2019	9 MW 34 GWh

Project	Status	Type	Location	Production start	Aquired	Production estimate
	●		Nissedal, Norway	Q3 2021	September 2020	5 MW 23 GWh
	●		Norway	H2 2021	Dec 2020/ Q1 2021	6 MW 20 GWh
	●		Innlandet, Norway	H1 2022	December 2020	54 MW 176 GWh ³⁾
	●		Årjäng, Sweden	2022	Awaiting export licence	21 MW 70 GWh
	●		Eskilstuna, Sweden	2022/ 2023	Signed MOU, Possibly extended to 165 GWh	30 MW ⁴⁾ 80 GWh ⁴⁾
	●		Karlstad, Sweden	2023	September 2020	100 MW 348 GWh

STATUS ● In production ● Under construction ● Construction permit

1) 250 GWh gross (Cloudberry ownership of 34%)

2) Acquisition processes announced in December 2020. Acquisition of Selselva has closed, while the remaining 3 power plants are expected to close in 2021

3) Figure assuming 33.4% ownership (15% owned today, but intention to utilise option to own 33.4% during H1-2021)

4) Current construction permit for 82 GWh/30MW. Possibly extended to 165 GWh/60 MW

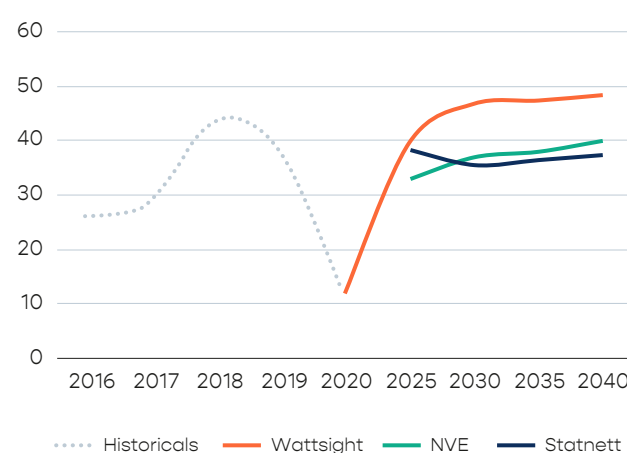
Market and power prices

In our view, the demand for clean renewable power in Europe will increase significantly. Businesses are seeking clean energy sources and shifting their strategies towards net-zero carbon emissions, while regulators are speeding up decision making with stricter penalties for emissions.

At the same time, the Nordic and EU power markets are becoming increasingly interconnected. Statnett (the Norwegian transmission system operator, “TSO”) is finalizing significant grid connections to Germany (the NorLink cable, 1400 MW) and the UK (the North Sea Link cable, 1400 MW). Large interconnectors will remove local bottlenecks and reduce the downside risk for Norwegian power producers.

Whilst long-term power price forecasts have been stable during 2020, short-term prices fluctuated. Heavy snowfall/melting, interconnectors under construction or repair and the impact of Covid-19 resulted in historically low prices. When Cloudberry raised capital for its hydro power portfolio in July 2020, power prices were below EUR 10 per MWh but rose to around EUR 40 per MWh by year-end.

Norway power price outlook (Southern price area)
EUR/MWh (real 2020)



Parts of Cloudberry’s production segment is sensitive to short-term changes in electricity pricing. In 2020, about 1/3 of Cloudberry’s fully owned produced volumes were affected by short-term fluctuations in energy pricing, while about 2/3 was fixed on long-term agreements. In our development segment, our projects have low sensitivity to short-term prices and our valuation is based on long-term expectations. Long-term power expectations normally have low volatility, and range between EUR 40 – 50 per MWh (40 – 50 øre per kWh). Cloudberry also uses third-party analysis from Wattsight (Value Insight) as part of its strategy for financial modelling and decision making.



Executive Management



Anders J. Lenborg Chief Executive Officer

Anders is the founder of Cloudberry. He is an experienced lawyer within the infrastructure and renewable energy section in the Nordics. Anders was previously a partner and Head of the Energy Sector Group at DLA Piper Norway. He holds a law degree from the University of Oslo and a postgraduate diploma from King's College in London.



Christian A. Helland Chief Value Officer

As CVO, Christian is responsible for the finances of the company. Since 2008, he has been a lead investor for renewable projects in the Nordics and Germany. He has 13 years of experience in the investment and finance industries. He was previously partner and portfolio manager at Pareto Asset Management. Christian holds a Master's degree in Systems Engineering from Cornell University, a Master's degree in Business Economics from University of California SB and a Bachelor of Science degree in Mechanical Engineering from University of California, SB.



Suna F. Alkan Chief Sustainability Officer

Suna is responsible for sustainable business and investor relations. She has more than 20 years of experience from positions in sales, human resources and asset management, from international companies such as Microsoft Norway, Adecco Norway, and from the leading Norwegian financial institutions ODIN Fund Management and Pareto Asset Management. Suna holds a Bachelor's degree in Business Administration from BI Norwegian School of Management and Oslo Metropolitan University.



Jon Gunnar Solli Chief Operating Officer

Jon Gunnar is responsible for day-to-day operations of the Cloudberry portfolio. He is a former CFO and investment manager with more than 20 years of experience in the asset management industry. Jon Gunnar was previously a CFO/CIO at OVF, Nordea Asset Management, SpareBank 1 Livsforsikring and Storebrand. He holds a Master's degree in Accounting & Auditing from Norwegian School of Economics (NHH) and is a state authorised public accountant.



Tor-Arne Pedersen Chief Development Officer

Tor-Arne has 30 years' experience within the renewable sector. He is responsible for building twelve hydro power stations and three major wind projects in Sweden and Norway. Tor-Arne holds a Bachelor's degree from Trondheim College of Engineering and a Master's degree from Norwegian School of Economics (NHH)

Board of Directors



Frank J. Berg Chair of the Board

Frank J. Berg has more than 30 years of experience in the energy and utility industry including having spent the last 15 years in the Nordic renewables market. He was previously a partner at Arthur Andersen, and the law firm Selmer, with a particular focus on renewables, infrastructure and sustainability. Frank serves as chairman and board member of a number of companies, including Salten Kraftsamband AS and Nordic Wind Power AS. Frank is Chair of the Board and head of the Audit Committee in Cloudberry. Frank holds a Master's degree in Accounting & Auditing from the Norwegian School of Economics (NHH) and a PED from IMD, Lausanne.



Morten Bergesen Board member

Morten Bergesen has been the CEO of Havfonn and Snefonn, the Bergesen family's investment companies since they were founded in 2003. Since inception, sustainability has been at the core of their investment strategy and a guiding star for their role as active shareholders. Morten is a member of the board of directors of Arendals Fossekompagni, the chairperson of Cogen Energia, Bergehus Holding, Klynge and IFM AG. Morten is a member of the Audit Committee in Cloudberry. He holds a degree from BI Norwegian Business School.



Petter W. Borg Board member

Petter W. Borg has more than 35 years of experience in investment banking and asset management. He is the former CEO of Pareto Asset Management, a position he held for 18 years. Petter is the chairperson of Attivo Eiendom, and House of Maverix. In addition, he is a member of the board of directors of Ferd Holding, Grieg Investor, Fearnley Asset Management and Nordic Aquafarms. Petter is head of the Compensation Committee in Cloudberry. Petter holds a degree in Economics from Handelsakademiet.



Benedicte H. Fossum Board member

Benedicte Fossum currently chairs the board of Smartfish AS and is a board member of Alliero AS, Salmo Trace AS and family offices. As one of the founders of Pharmaq AS, she has managerial experience in R&D, M&A, and regulatory affairs from the Norwegian Medicines Agency. She maintains a special interest in sustainability, combining biological and economical perspectives. Benedicte is a member of the Audit Committee in Cloudberry. Benedicte is a veterinarian from the Norwegian University of Life Sciences.



Liv Lønnum Board member

Liv Lønnum is currently working as a political adviser to the Progressive Party's parliamentary group at Stortinget. Part of her responsibility includes energy policy development, with a focus on sustainability. She has been State Secretary/Deputy Minister at the Ministry of Petroleum and Energy and has considerable experience of both business and politics in Norway. She has previously worked at Storebrand ASA, Compass Group and Hammer & Hanborg. Liv is a member of the Compensation Committee in Cloudberry. Liv holds a Bachelor's degree in Economic and Administration from the Norwegian School of Management and York University in Toronto, Canada.

Board of Directors report

Cloudberry Clean Energy is building a Nordic renewable platform for future generations. We own, develop and operate hydro- and wind power assets in the Nordics.

Our business model and strategy

Cloudberry Clean Energy is building a Nordic renewable platform for future generations. We own, develop and operate hydro- and wind power assets in the Nordics.

The company has an integrated business model with two business segments, Develop and Production, enabling a transparent value chain. A sustainable and local approach is key to our strategy, together with a commitment to long-term value creation for all stakeholders.

Develop holds a portfolio of renewable projects in Sweden and Norway and is responsible for developing the projects with external construction partners. Production is the owner of the operating assets, with power sold in the spot market (NordPool) and under fixed price Power Purchase Agreements (PPAs). We cultivate our portfolio to ensure a diversification and balance of risk, returns, assets and geographical scope.

We consider material financial and ESG related factors when making strategic decisions. We are building a robust business through a diversified and balanced portfolio and use competitive financing to deliver sustainable and profitable long-term growth.

We operate in a market with unique characteristics when it comes to renewables. The hydro and the wind resources in the Nordics are among the best in the world. We use our local knowledge and network to grow through greenfield developments and acquisitions. Cloudberry is well positioned for taking part in structural opportunities in the rapidly growing Nordic renewable sector. In this landscape, we use

our listing on Euronext Growth (Oslo Børs) to provide access to capital, transparency, and investment opportunities. The company has begun preparations for listing on the Euronext Stock Exchange (Oslo Børs) in 2021.

We believe in being local, focused and agile. Our long-term growth strategy rests upon our ability to create value for all stakeholders, use the best possible technology available, bring down costs, and enhance sustainable operations.

Sustainability at the core of our business

Our purpose is to provide renewable energy for future generations from hydro and wind power in the Nordics, thereby contributing to a sustainable society in the long term, at the same time as creating value for our stakeholders. The development of new renewable production and capacity contributes to the transition to green energy, European and national climate targets, and the UN Sustainable Development Goals. Sustainability is directly linked to our long-term success.

In addition to having a sustainable business model, we are conscious of the need to conduct our business operations in a sustainable way. In 2020, we focused on strengthening our sustainability management and considerable efforts were placed on identifying the aspects that are material to our stakeholders and the business, throughout Cloudberry's value chain.

Planet

Our operations have had a positive impact on the climate. In 2020, Cloudberry contributed to the reduction of greenhouse gas emissions by producing 21 GWh of renewable energy. The company started measuring its greenhouse gas emissions and established a climate reporting system to monitor its direct and indirect carbon emissions, following the guidelines in the Greenhouse Gas Protocol (The GHG Protocol). The total greenhouse gas emissions from Cloudberry in 2020, including scope 1, 2 and 3, were estimated to be 187 tonnes of CO₂. The main emission source was the concrete from the construction of the two hydropower plants Bjørgelva Kraft and Nessakraft. Cloudberry has compensated for its 2020 direct and indirect emissions by purchasing carbon credits. In 2020, the company assessed its climate related financial risks and opportunities in line with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD).

Our activities impact both land areas and river systems. For wind farms, our environmental impact is first and foremost through their visibility in the landscape, their noise and shadows. Hydropower plants impact the water flow, fish and sediment load. The development of wind and hydropower plants utilize land particularly in the construction phase.

The considerable work done with the materiality analysis, measurements of greenhouse gas emissions and the assessment of financial climate risks and opportunities, provide a solid basis for the company in the further development of our sustainable business strategy. We strive to reduce our environmental impact and will determine KPIs in order to monitor our development in this and related governance and management structures.

People

At the end of 2020, Cloudberry has ten full-time employees representing various backgrounds, of whom two are women. The company has a diverse and including work environment which promotes a supportive and open atmosphere and foster free exchange of ideas and collaboration. The Board considers the working environment to be healthy and productive. The company did not have any material health and safety incidents in 2020 and absence due to illness in 2020 was 1,4%. There was one incident amongst our contractors involving a bone fracture. No material damages were recorded during the year.

Covid-19

The impact of the Covid-19 global pandemic is felt everywhere. Given the unprecedented nature of the situation and the resulting economic challenges, the Board and management continuously assess the risks for Cloudberry and actively manage the impact on our development projects and producing assets. Overall, the pandemic had limited impact on Cloudberry's business in 2020. Some delay in construction work was experienced due to problems arising from the use of a skilled cross-border workforce. It has also been more challenging to maintain continuous contact and discussions with external stakeholders, as in-person meetings are restricted. The company focus on protecting the employees, partners and other stakeholders whilst ensuring that we operate the business in the best possible way.

Governance

In 2021, Cloudberry will implement its first Code of Conduct. It confirms our commitment to sustainability and specifies the ethical requirements for everybody who works for and on behalf of Cloudberry, including employees, board members and business partners. Amongst others, it sets out Cloudberry's main principles for business ethics, legal compliance, insider trading, anti-corruption and bribery, human and labour rights, non-discrimination, environment, health and safety, and other relevant issues related to the company's operations.

No instances of corruption, or suspicion hereof, were raised in 2020. A whistle-blower channel will be implemented in 2021.

Responsible supplier management was identified as a topic in the materiality assessment. The company's responsible supply chain approach will be further developed, including an assessment of risks that Cloudberry may pose to labour and human rights.

Prosperity

Prosperity relates to Cloudberry's role in contributing to societal value creation. We contribute to economic growth by providing decent employment, creating local value, and providing renewable energy to society. Cloudberry recognises that it must continuously improve its sustainability work and intends to comply with international frameworks and standards. Sustainability is at the core of Cloudberry's business, and it is imperative for the company to integrate environmental, social and governance aspects into its business strategy and development.

Cloudberry provides details of its sustainability work in its Annual Report and specifically in the sustainability and corporate governance sections. Cloudberry's reporting requirements under section 3-3 a and c of the Norwegian Accounting Act are as such addressed in this section.

Financial Performance

Financial summary

In 2020 Cloudberry built a listed growth platform for renewable projects in the Nordics. The production and development segments have grown significantly, while keeping costs at a low level with a lean management team.

Cloudberry Production is currently ramping-up production. During 2020, only Finnesetbekken and Røyrmýra (3MW in total) contributed to operational revenue.

No development projects were sold to third parties in 2020, however, a Sale and Purchase Agreement (SPA) with Downing LLP was signed in January 2021 for the sale of 80% of Project Vänern. In addition, Cloudberry Develop finalized the last milestone of the 54 MW Marker windfarm and handed the project over to the Swiss utility, BKW. Cloudberry is currently preparing the final investment decisions for the nearby 100% Cloudberry-owned Hån project.

By year-end 2020, the total equity of Cloudberry was NOK 1 055 million (compared to NOK 5 million at the end of 2019). The company has a strong balance sheet and is in a good financial position to execute its secured portfolio.

Key Figures

The below information describes the operations of the consolidated Group in 2020, with the corresponding figures for 2019 in brackets. Figures are presented in NOK million.

Profit and loss

Profit before tax was NOK -34m (NOK -3m). This compromise reported net revenues of NOK 4m (NOK 0m) from sale of power and management services. Operating expenses were NOK 30m (NOK 3m), share of profit from associated companies was NOK -4m, depreciations and amortization were NOK 3m (NOK 0m) and net finance items were NOK -1m (NOK 0m).

EBITDA was NOK -30m (NOK -3m), and EBIT was NOK -33m (NOK -3m). The profit for the year was NOK -34m (NOK -3m). The corresponding figures from 2019 related to management services of the infrastructure fund.

Other comprehensive income consists of items that may subsequently be reclassified to profit and loss and amounts to NOK -2m (NOK 0m). This relates to movements of cash flow hedges with tax effects

Cloudberry Group, consolidated		2020	2019
Revenue	NOK million	4	-
EBITDA	NOK million	-30	-3
Profit for the year	NOK million	-34	-3
Total assets	NOK million	1 397	5
Cash	NOK million	605	5
Interest bearing debt	NOK million	263	-
Total equity	NOK million	1 055	5
Equity ratio	%	76%	91%
Production during 2020 ¹⁾	GWh	21	-
Secured portfolio (Producing & under construction)	MW	109	15
Secured portfolio (Construction permit)	MW	71	-
Secured portfolio (Backlog)	MW	380	-

¹⁾ Including proportionate share of 9 GWh from Forte Vannkraft AS (associated company)

and foreign currency translation differences. Total comprehensive income was NOK -36m (NOK -3m), which was attributable to Cloudberry shareholders, while NOK 0m was attributable to non-controlling interests.

The total loss of NOK 36m is suggested to be allocated to accumulated loss and retained earnings.

Cashflow

Cash flow from operating activities for the year was NOK -4m (NOK -3m). The difference between EBIT and cash flow from operating activities was mainly due to depreciations of NOK 3m, capitalisation of development costs to inventory of NOK -6m and change in other short-term items of total NOK 32m (NOK -0m).

Cash flow from investment activities was NOK -354m, (NOK 0m) and was mainly related to investments in associated companies of NOK -341m in hydro assets and Odal Wind and NOK -12m in subsidiaries.

Cash flow from financing activities amounted to NOK 958m (NOK 8m) and consisted primarily of new equity capital of NOK 906m (NOK 8m), change in net debt of NOK 207m, payment to escrow account of NOK 152m and interest payment NOK -3m.

At-year end, cash and cash equivalents were to NOK 605m (NOK 5m).

Financial position

Total assets at year-end were NOK 1 397m (NOK 5m). The increase from last year primarily reflects acquisitions, business combinations and capital raisings. Non-current assets totalled NOK 435m (NOK 0m) consisting of investment in producing assets and associated companies, while current assets were NOK 962m (NOK 5m), mainly project inventory, other current assets and cash, and cash equivalents.

Total equity was NOK 1 055m (NOK 5m) at year end, corresponding to an equity ratio of 76%.

Total liabilities were NOK 342m, with NOK 283m due within 12 months.

Segments

Cloudberry has two operating business segments: Cloudberry Production ("Production") and Cloudberry Develop ("Develop") as well as Cloudberry Clean Energy ("Corporate").

Cloudberry Production

Cloudberry Production owns long-term yield hydro and wind assets in Norway and Sweden. Power production is sold on a continuous basis through bilateral agreements or through the spot market, Nordpool. Producing assets are entitled to electricity certificates and guarantees of origin. Producing assets are remotely controlled from operational centres and Cloudberry has operational agreements with local partners.

Cloudberry Production, segment		2020
Revenue	NOK million	4
EBITDA	NOK million	-5
Production (100% owned entities)	GWh	12
Production (net to Cloudberry)	GWh	21
Production capacity year-end	MW	27
Secured portfolio (Producing & under construction)	MW	109

Power production

By year end Cloudberry Production had a production portfolio of 27 MW in operation from Finnesetbekken, Røyrmýra and a significant shareholding of Forte Energy Norway AS ("Forte"). The purchase of 34% of Forte was finalized in Q4 2020 and contributed a proportionate production of 9 GWh to Cloudberry during 2020.

Hydro power production for the year from Finnesetbekken was 4 GWh, 28% above normal production level. Production was above the normal level both in the first and second half of the year. 2020 was a year with higher-than-normal precipitation and with the warmest temperatures ever recorded in Norway. This led to high production in 2020, and operation have been generally stable.

Wind power production for the year from Røyrmýra was 4% below normal levels in 2020 with a total production of 8 GWh. The decrease was mainly due to an outage in one of the turbines during the first half of the year, with repairs taking longer than normal due to challenges caused by Covid-19. Production in

the second half of the year was stable and ended slightly better than normal. Loss related to the breakdown of the turbine was limited, as it was covered by an availability guarantee from the turbine manufacturer and production interruption insurance.

In total, Cloudberry's production was 21 GWh for 2020. Annual production is expected to increase considerably in 2021, following acquisitions made in 2020, as well as the completion of power plants under construction.

Construction projects

Construction of Cloudberry's hydropower plants Åmotsfoss, Nessane, Bjørgelva and the Odal windfarm have progressed according to plan. Covid-19 challenges did not have a material impact on construction progress during 2020. Nessane and Bjørgelva both commenced production and were connected to the grid in December. The two hydropower plants are now in the commissioning period and the plan is a handover to Cloudberry in the first half of 2021.

Realized Power prices

A warmer than normal winter and general business slowdown due to the Covid-19 pandemic led to lower power demand, resulting in lower prices. Higher than normal reservoir levels also contributed to low electricity prices, particularly during first half of the year. Low power prices continued in the third quarter, whilst prices increased in the fourth quarter. For the full year, the average system price ended at NOK 11.5/kWh, the lowest level since 2000. Cloudberry Production has a fixed power price through a power purchase agreement (PPA) covering about 2/3 of Cloudberry's fully owned production in 2020.

M&A activities

2020 was a very active year for Cloudberry, being involved in several merger and acquisition (M&A) processes. In June, an agreement to purchase a 34% ownership in a portfolio of 14 producing hydropower plants (including a power purchase agreement) was entered into. Financial close was achieved in the fourth quarter. In September, an agreement to acquire 100% ownership of Åmotsfoss Kraft AS, a hydropower plant with expected 22,5 GWh of annual production was signed. The power plant is currently under construction and is expected to be handed over after commissioning in the third quarter of 2021.

In December, three purchase agreements were entered into:

- Acquisition of 15% of Odal Vindkraftverk AS, a windfarm with expected annual production of 526 GWh. The transaction included an option to increase the ownership to 33,4% before 30 June 2021. The windfarm is currently under construction, and the first turbines are expected to commence operation in fourth quarter 2021.
- Acquisition of 100% of Selselva Kraft AS (part of the 40 GWh hydro portfolio), a hydropower plant with expected annual production of 20 GWh. The plant is in operation. Financial close was achieved in January 2021 (see subsequent events).
- Acquisition of 100% of Skåråna Kraft AS and two undisclosed hydropower plants (part of the 40 GWh hydro portfolio). The power plants are under construction and are expected to commence operation in fourth quarter 2021. Financial close is expected during 2021. See note 29 subsequent events.

Cloudberry Develop

Cloudberry Develop was established in 2008 and has a significant on- and offshore development portfolio with renewable assets in Sweden and Norway. Since inception, ten projects have been fully developed and sold to infrastructure investors and European insurance companies. Going forward Cloudberry has the option to either sell or maintain in-house projects for long-term cash flow. Larger projects may be farmed down in order to diversify risk.

Cloudberry Develop, segment		2020
Revenue	NOK million	-
EBITDA	NOK million	-8
Construction permits	MW	151
Backlog	MW	370

This segment develops hydro and wind power assets from early stage to obtaining construction permits. Assets developed are then transferred to Cloudberry Production or wholly or partly sold. Construction is normally outsourced to local partners.

Cloudberry Develop is focused on growing and improving the Nordic backlog of renewable projects. To ensure progress, two new employees were

hired at the office in Karlstad. The company has a dynamic approach to the project backlog portfolio and projects will either be developed, sold or discontinued based on the projects' characteristics and prospects for further development.

Important projects and events:

On-shore

- Project Hån is located close to Marker wind farm, a project that Cloudberry developed, constructed and later sold to BKW in Årjäng municipality, Sweden. Detailed planning for Hån is underway with final investment decision expected in 2021. The project has received an import license from the Norwegian authorities and awaits a final power export license from the Swedish authorities before construction may start. The estimated annual production is around 70 GWh with an installed capacity of 21 MW. Production is expected to start in 2022. Cloudberry owns 100% of the project.
- Project Duvhällen is located in the Eskilstuna municipality, Sweden. Duvhällen has an approved grid capacity for 30 MW and is awaiting an increase to 60 MW. The estimated annual production is around 83 GWh and 156 GWh based on an installed capacity. Production is expected to start in the Fall of 2023. Cloudberry owns 100% of the project.
- Cloudberry acquired the wind power development company Skogvind AS, adding around 120 MW to a total backlog of 370 MW.

Shallow water & off-shore

The company has been involved in offshore wind power since 2010 and has significant development expertise.

- Project Vänern, a nearshore shallow water wind project located at Stenkalles grund in Lake Vänern, the largest lake in Sweden. The project has received a permit to build 20 wind turbines with a total installed capacity of 100 MW and was repurchased by Cloudberry in 2020. An agreement with Downing LLP was entered into in January 2021 for the sale of 80% of the project. The target is a Financial Investment Decision during 2021 and commercial operation in 2023.
- Project Baltic Sea. Based on the experience and expertise gained from the Vänern project, Cloudberry will explore the opportunity to develop offshore projects in the Baltic Sea. The company has a substantial offshore wind development portfolio of about 2,500 MW in Sweden, and the

portfolio is currently not reflected in Cloudberry's balance sheet.

Hydropower

The company has a portfolio of several licensed hydropower projects. An application has been made for an extended deadline for the start of construction of three projects.

Cloudberry Corporate

There was significant corporate activity in 2020. The company has, during the year, built a listed growth platform for renewable projects in the Nordics and secured a significant backlog of well progressed projects in the region. The producing and under construction portfolio has increased 7x during the year and attracted well-known partners as Fontavis (Swiss Life) and Downing LLP.

Cloudberry Corporate, segment		2020
Revenue	NOK million	-
EBITDA	NOK million	-16

By year end, there were four employees in the corporate segment. Cloudberry has outsourced several services in connection with Oslo Børs listing, financing and due diligence processes. The corporate management aims to remain a cost-effective, agile and dynamic team.

Risk Management

Cloudberry is exposed to various risks through its business' value chain, including operational, political and financial risks. Cloudberry has extensive routines and policies in place to actively manage risks. Key risks are discussed, and policies are reviewed and approved by the Board of Directors on a regular basis.

Operational and market risk

All processes throughout the value chain are exposed to operational risk. A key operational risk is related to the operating performance of the producing assets, but there is also risk relating to the process of transitioning development projects from the backlog and pipeline stage. Even though Cloudberry has a solid project pipeline, finalizing the projects is

dependent on a number of factors such as project availability, local authority approvals, environmental impact, suppliers, financing, power prices and the regulatory framework in the relevant market.

Market risk is mainly related to the attractiveness of small-scale hydropower projects and wind projects in the Nordic markets, as derived from the development in power prices relative to the prices of key construction components.

Cloudberry manages the risk through close follow-up and monitoring of operating assets and developing projects. Procedures and guidelines for the business are implemented and reviewed regularly.

Additional information about operational risk is presented in the sustainability section of the Annual Report. See also further information about the operational and market risk in the Group Financial Statement, note 7, and commercial and operational risk in note 8.

Political risk

Cloudberry operates in Sweden and Norway. The company's activities are subject to the laws and regulations applied by the governmental authorities in connection with obtaining licenses and permits, government guarantees, and other obligations regulated by law in each country. Regulatory authorities exercise considerable discretion in matters of enforcement and interpretation of applicable laws, regulations and standards, the issuance and renewal of licenses and permits, capital transfer restrictions and in monitoring licensees' compliance with the terms thereof. Cloudberry emphasises the uncertainty these factors have when making investment decisions and continuously monitors changes in the political landscape and includes this in the relevant discussions.

For further information risks related to political and regulations, please confer the Group Financial Statement, note 7 Market risks and note 8 Commercial and operational risk.

Financial risk

Through its business activities, Cloudberry is mainly exposed to market risks including power prices, interest rate risk, currency risk, credit risk and liquidity risk. Financial risk management is based on the objective of reducing negative cash flow effects and, to a lesser extent, negative accounting effects of these risks. Currency and interest rate risks are regulated by means of mandates and managed by using hedging instruments.

Cloudberry's interest rate exposure is related to its debt portfolio and managed based on a balance between keeping interest cost low over time and contributing to stabilise the group's cash flows.

For further details, please confer the Group Financial Statement, note 9 Financial risk.

Corporate Governance

The Board of Directors has a strong commitment to maintaining a high standard of corporate governance. This ensures trust, and effectively and continuously improve communication between management, the Board of Directors, shareholders, and other stakeholders. Cloudberry complies with the Norwegian Code of Practice (NUES) of 17 October 2018.

The Annual Report includes a statement on Cloudberry's corporate governance principles and practices, including corporate audit, internal control of financial reporting and the work of the Board of Directors.

Going concern

According to Section 3-3 of the Norwegian Accounting Act, the Board of Directors confirms that the Financial Statements have been prepared under the assumption that the Cloudberry Group is a going concern, and that this assumption was appropriate at the date of approval of the Financial Statements. The consolidated Financial Statements for the Group include the operations of Cloudberry Clean Energy AS, its subsidiaries fully consolidated and associated

companies, which are equity accounted. The Group reports its Consolidated Financial Statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and the interpretations issued by the IFRS Interpretation Committee (IFRSIC) applicable to companies reporting under IFRS and also comply with IFRS as issued by the International Accounting Standards Board (IASB). The consolidated accounts are prepared with Norwegian Kroner (NOK) as the reporting currency.

Oslo, 23 March 2021

The Board of Directors of Cloudberry Clean Energy AS



Frank J. Berg
Chair of the Board



Morten Bergesen
Board member



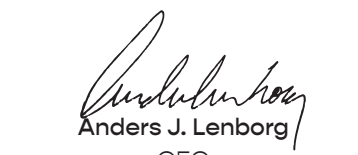
Petter W. Borg
Board member



Benedicte Fossum
Board member



Liv Lønnum
Board member



Anders J. Lenborg
CEO
Cloudberry Clean Energy AS



Sustainability

As a developer and owner of renewable assets, sustainability is at the core of Cloudberry's business. Our purpose is to provide renewable energy for future generations and our long-term success is linked to operating our business in a sustainable way.

The development of new renewable capacity contributes to the necessary energy transition, European and national climate targets and the UN Sustainable Development Goals (SDGs). Cloudberry's business contributes to the realisation of several of the multiple UN Sustainability Development Goals:

- Goal 7 Affordable and clean energy
- Goal 9 Industry, innovation and infrastructure
- Goal 11 Sustainable cities and communities
- Goal 12 Responsible consumption and production
- Goal 13 Climate action

Through our materiality assessment and analysis of the underlying targets that are relevant to Cloudberry and our stakeholders, we are reassessing our approach to support the UN Sustainability Development Goals and aim to further strengthen our ambitions in 2021.

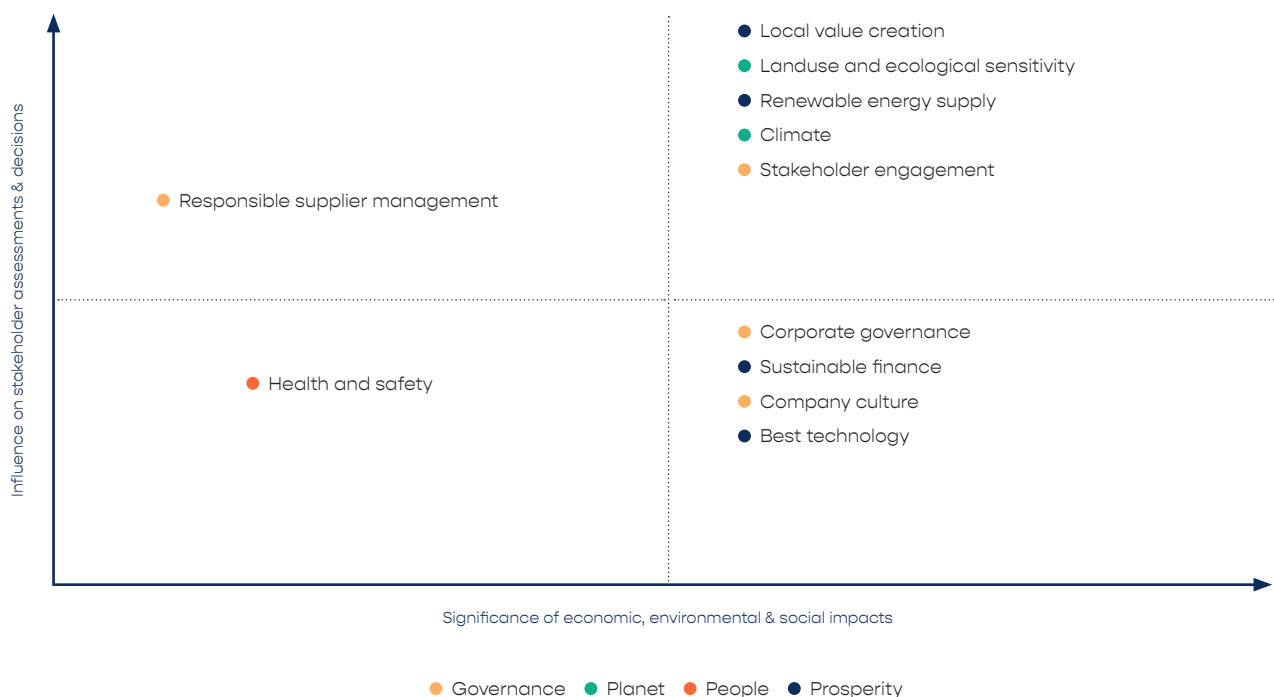
Even though our business is sustainable by nature, our activities may to some extent negatively impact people, communities and environment. Developing new renewable assets is essential to reduce the global CO₂ emissions. Construction and production do have an impact on biodiversity, land use areas and individuals' interests. Cloudberry is aware of the risks and seeks to understand and evaluate all

aspects. We recognise the need to continuously evolve our approach to sustainability and how to conduct our business with regards to our impact on environmental, social and governmental aspects. Cloudberry's sustainability management has been significantly strengthened in 2020.

In 2020 the company conducted an assessment based upon input from key stakeholders. To ensure alignment with best practice, a specialist sustainability consultancy was assigned. Considerable efforts were made to identify the sustainability topics in our value chain that are material for Cloudberry and our key stakeholders such as authorities, suppliers, landowners and neighbours in addition to financial institutions and investors. The work involved an assessment of macro trends, as well as a benchmark against peers and leaders. Confirming alignment with the expectations of our external stakeholders is pivotal to Cloudberry.

The report was presented to the Board of Directors and its findings were discussed and prioritised in several workshops. The results will provide the basis for our continuous work as Cloudberry continues to develop. This involves strengthening the sustainability strategy, governance and management structures, as well as determining additional KPIs.





The main topics are presented in this report and the matrix above gives an overview of the findings.

The topics in the top right corner are of most strategic importance to Cloudberry and we focus our reporting on the following:

- Local value creation
- Renewable energy supply
- Climate
- Land use and ecological sensitivity
- Stakeholder engagement

In addition, corporate governance, sustainable finance, company culture, best technology and responsible supplier management were identified as important matters for our stakeholders and Cloudberry. Health and safety are of uppermost importance in the supply chain, where Cloudberry has less direct influence. Nevertheless, Cloudberry has a strong focus on the topic and demands our contractors to safeguard this. Please see a closer description of our health and safety management under “People” in this section.

Climate change and renewable energy supply are particularly important to us as this is at the core of Cloudberry’s purpose. We have assessed our climate related financial risks and opportunities in

line with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD).

The reporting contains disclosures from the World Economic Forum (WEF) Stakeholder Capitalism’s core set of environmental, social and governance metrics, to the extent that they are material, and the information is available at the current stage of development of Cloudberry. The metrics have been organized into four pillars – Principles of Governance, Planet, People and Prosperity – which are aligned with the essential elements of the UN Sustainability Development Goals. In the following, we describe our approach, activities and the way forward related to the identified sustainability topics for the company according to these pillars.

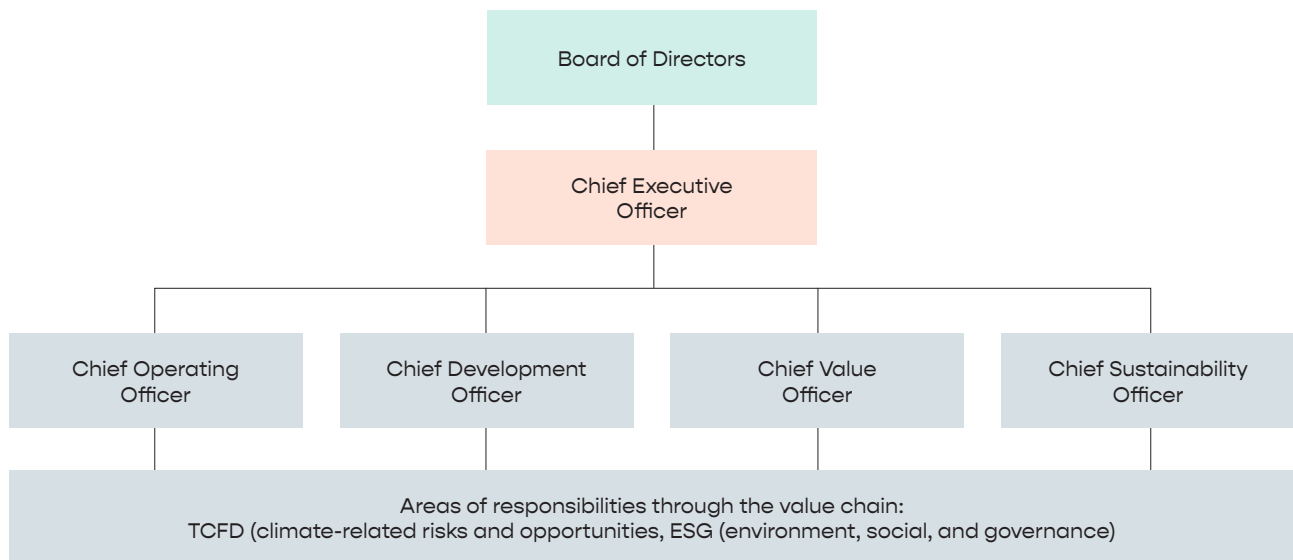


Sustainability Governance

Corporate Governance

Our approach and activities

To achieve our purpose of providing renewable energy for future generations and creating value for our stakeholders and shareholders, an experienced and diverse Board of Directors is imperative. The



Board makes sure that sustainability remains as a key topic for Cloudberry and its management.

At the management level, the CEO monitors the implementation of the sustainability strategy and is responsible for ensuring that climate-related risks and opportunities are fully integrated into the company's long-term business strategy. The CEO oversees and reports to the Board of Directors on the management's progress related to Cloudberry's key strategic sustainability and climate-related objectives. At the operational level, the Chief Sustainability Officer is responsible for managing sustainability.

The activities in 2020 are described in the introduction above in this chapter. For further information on Cloudberry's purpose, Board of Directors and corporate governance please see the "Corporate Governance" chapter.

Way forward

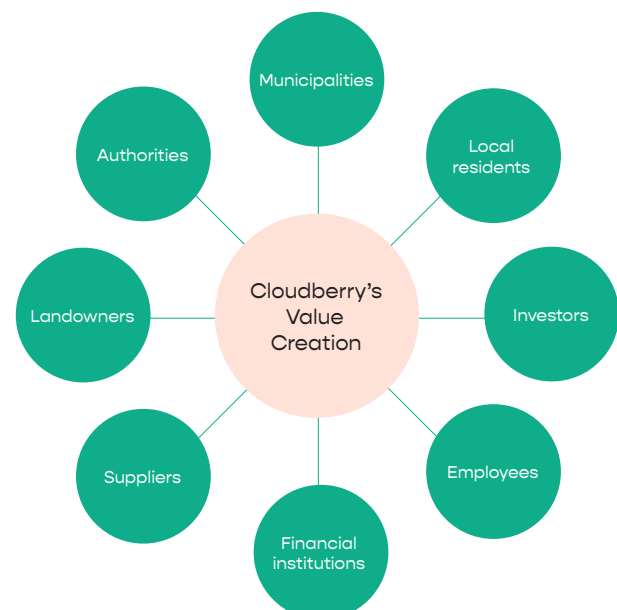
In the beginning of 2021, the Board of Directors will establish an environmental, social and governance committee (ESG-committee) consisting of two board members and the Chief Sustainability Officer. The committee's mandate is to guide and support the company's work, anchor its commitment and ensure high standards on both strategic and operational levels within environmental, social and governance aspects.

Stakeholder engagement

Our approach

Our success depends on our ability to build trust amongst our stakeholders. It is essential that land-owners lend their land to us, local communities have trust in us, people and partners want to work with us, and that investors and creditors value us. It is fundamental to the company to engage timely and openly with our stakeholders. The below illustration provides an overview of Cloudberry's key stakeholders:

Cloudberry's main stakeholders



For Cloudberry it is important to have local presence and to cooperate with regional banks understanding the society and context in which we are present. When exploring an opportunity, we evaluate land-owner interest in having a producing power plant on their grounds, as well as identifying the local attitude towards such establishment. When the formal notification of a project is submitted to the authorities, public meetings are held with the local authorities to inform about the project and to identify any additional local needs that we may accommodate. Cloudberry facilitates access for individual residents to discuss any concerns they may have throughout the process.

Our activities

As part of the materiality assessment, an extensive stakeholder engagement was conducted. Numerous interviews were held with representatives of key stakeholder groups, ranging from local authorities, neighbours, landowners, suppliers, financial service providers and investors. The aim was to gain insight into Cloudberry's impact on them and their expectations of us. In addition, several in depth discussions and workshops were held with our internal stakeholders.

Below is an overview of our external stakeholder's expectations to Cloudberry:

External Stakeholders	Expected of the company	Areas for dialogue	Actions by the company
Landowners	Local value creation in terms of creating job opportunities, possible financial funds for locally initiatives, utilization of their forests, continuous information during the development and construction process.	Meetings with municipalities which local residents and landowners may attend, direct contact with the landowners.	Using local business partners when possible for construction, operations and maintenance. Established a fund to support teams and associations in local areas. Information letter to stakeholders involved locally on progress in projects.
Local residents	Preserve untouched nature, establish a fund that can be used for local initiatives, information flow helping them visualize the impact, fewer and smaller wind turbines.	Meetings for residents through consultation meetings locally, neighborhood meetings to communicate.	Using local business partners when possible for construction, operations and maintenance. Established a fund to support teams and associations in local areas. Information letter to stakeholders involved locally on progress in projects.
Municipalities	Energy supply locally, local value creation such as jobs on projects and infrastructure. Compensation to the local population as part of the development agreement. Open and informative dialogue with the affected population about progress in the development project. Minimize the environmental impact. Implement the authorities wind power plan.	Dialogue and meetings with the municipalities.	The development and production of wind and hydro power is highly regulated both in Norway and Sweden, with stringent environmental regulations. The company maintains a continuous dialogue with authorities and local stakeholders.
Authorities	Describe how the company affects nature and biodiversity. Positive when the company reports annually on environmental impact and carry out its own measurements e.g., on bird populations. Recommend that the company early enters into dialogue with the local community. Initiative for a fund to contribute to local culture and nature initiatives.	Dialogue and meetings with the authorities.	The development and production of wind and hydro power is highly regulated both in Norway and Sweden, with stringent environmental regulations. The company maintains a continuous dialogue with authorities and local stakeholders.

External Stakeholders	Expected of the company	Areas for dialogue	Actions by the company
Suppliers	Focus on safety specifically and generally on health, safety and environment. Report on waste management.	Regular meetings with partners and suppliers.	Construction meetings and health and safety management on site. Continue to update the company's routines with regards to health and safety. Health and safety will also be addressed in the Supplier Code of Conduct. Waste management to be reported from 2021.
Investors	Measuring CO ₂ emission, energy efficiency, life-cycle assessment and increasing environmental impact. Prioritize developing windfarms in industrial areas.	Meetings (digital) with investors and analysts, company presentations.	Reporting direct and indirect greenhouse gas emissions, compensating emissions by purchasing carbon credits, providing renewable energy and therefore reduce climate emissions, assess climate related financial risks and opportunities, focus to reduce the company's impact environmentally.
Financial institutions	Ensure that suppliers and partners operate in line with the company's code of conduct. Focus on the company's emissions and HSE routines.	Meetings and presentations.	Beside reporting financially, the company is integrating environmental, social and governance in its reporting to highlight the focus on sustainability management in the company's business strategy.



Way forward

Cloudberry's business strategy is continuously evolving. In 2021 the Board of Directors together with the management will further strengthen the sustainability aspects, ensuring continuation of the integral part it plays in our business strategy. The work will include development of governance structures and management of key strategic sustainable and climate-related objectives.

Cloudberry will further systematize our ongoing engagement with our stakeholders. The input we receive will influence our sustainability framework going forward and be reflected in our strategic priorities.

Recently, the debate regarding wind power in Norway has become rather polarized with some stakeholders seeing them as important for the provision of renewable energy whilst others have increasing concerns regarding their visual and environmental impact. Cloudberry maintains close dialogue with our stakeholders to understand and address their concerns.

Company culture

Our approach

Cloudberry sets high ethical standards for everyone who acts on behalf of the company. In this way, we reduce business risk for both the company and the individual and safeguard the company's reputation.

Our activities

Cloudberry finalized its Code of Conduct with final approval by the Board of Directors in March 2021. The code sets out the key expectations to all employees and specifies the ethical requirements for everybody who works for and on behalf of Cloudberry, including suppliers and other business partners. It describes Cloudberry's main principles on issues such as human and labour rights, health and safety, business ethics, legal compliance, insider trading and other relevant issues related to the company's operations amongst others. During 2020 Cloudberry has neither registered any incidents of corruption, nor discovered any incidents related to previous years where the company, employees or partners have been involved. The "Corporate Governance" chapter gives further information.

Way forward

The Code of Conduct will be fully implemented during 2021. Training sessions will be organised to ensure that all employees are familiar with, and

adhere to, the Code and its business ethics. A specific whistleblowing mechanism will be implemented in 2021.

In our work with mapping the stakeholder engagement and materiality analysis, we identified responsible supplier management as an important topic for Cloudberry as we further develop and expand our activities. We expect our suppliers and business partners to follow ethical standards in line with our own and will develop a responsible Supplier Code of Conduct in 2021. The Code will include labour and human rights risks, health and safety, environment and climate and business ethics.

"In Cloudberry the representatives have high integrity and are eager to be transparent and engaging. This creates trust!"

A stakeholder's feedback from the external engagement process



Planet

The planet is at the basis of everything we do. Through our production of renewable energy, we positively impact the energy transition which addresses the climate crisis. At the same time, we impact the planet through the construction and production of our wind farms and hydropower plants. Whilst the former significantly outweighs the latter, it is important to us that we reduce our environmental footprint as much as possible.

Climate

Our approach

Climate change is at the core of Cloudberry's strategic positioning as a renewable energy company. We thereby contribute to the necessary energy transition. Yet, our activities have a carbon footprint which we are focusing on reducing. Furthermore, in the years to come, Cloudberry will strive to identify relevant metrics for measuring and managing climate-related risks and opportunities.



Our activities

In 2020, Cloudberry conducted an assessment of the potential financial impact of climate-related risks and opportunities. This initiated the process to adapt the company's reporting, in accordance with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD).



We have identified and assessed climate-related risks and opportunities. The analysis recognized and defined three physical risks and ten transition risks, including regulatory and legal risks, technological risks, market risks, and reputational risks. All 13 risks were evaluated by the management in order to assess their likelihood of occurrence, time horizon, and potential financial impact. The risk assessment will be further developed in 2021. Going forward, we will also establish a standardized process for annual identification and assessment of climate-related risks, and their integration into our overall risk management.

Cloudberry has performed a preliminary internal assessment concerning the likelihood of occurrence. The financial impact is defined as low when less than NOK 10 million, medium when between NOK 10 and 100 million, and high when the financial impact is higher than NOK 100 million. Moreover, Cloudberry has defined a time horizon where short is within the next three years, medium spans from three to ten years, and long is more than ten years. The likelihood assessments, as well as the definition of financial impact and time horizon, are provisional and may be subject to change in the years to come due to further development and more accurate calculations based on scenario analysis.

Financial Impact	Low	Medium	High
NOK million	< 10	10-100	> 100

The matrix on the following pages provides an overview of Cloudberry's climate-related risks and opportunities, their defined likelihood of occurrence, financial impact, time horizon, as well as the company's plans for risk mitigation and opportunity realization:

TCFD		Risk	Like- lihood ¹⁾	Financial Impact ²⁾	Time Horizon ³⁾	Description	Risk mitigation	Opportunity
Physical Risks and Opportunities	Both acute and chronic	Extreme winds	High	Low	Long	Exacerbated wear-and-tear of wind turbines (i.e., increased service and maintenance/ repair costs). Higher risks/costs during construction (e.g., wind days and delayed construction).	We aim for long service contracts with solid counterparts, and we make sure that contracts with contractors have substantial buffers on weather-exposed operations.	Finding solutions for how future wind turbines (or upgrades of older wind turbines) can maximize production based on increased wind strength. It also opens for the opportunity to build wind parks in less sensitive areas
		Extreme rainfall	High	Low	Long	Damage and production loss to hydropower stations (higher insurance premiums), as well as lost revenue from flow over the dams.	The technical standard and capacity of our dams and pipelines are designed to withstand flooding.	More likely to get permits for adding regulation dams to our assets for flood prevention. An opportunity to increase the company's production capacity and be able to take full advantage and be more efficient to produce more power. Overall, increased precipitation might increase revenue for the company.
		Warmer, wetter, and windier	High	High	Long	Wind farms will get more hours of production due to overall higher wind speeds, while the production of hydro plants will increase all over due to increased rainfall and fewer water-frozen days.	Position ourselves and our power plants to maximize the benefits of the increased production potential.	More power production (e.g., if snow is melting to a larger degree than normal, hydropower plants that previously have been water frozen during winters might be able to produce power during the winter as well).

1) The likelihood is based on provisional internal assessments and will be further developed through scenario analyses in the years to come

2) Financial impact: Low < 10 mill, Medium 10-100 mill, High > 100 mill

3) Time horizon: Short: 0-3 years, Medium: 3-10 years, Long: more than 10 years

TCFD		Risk	Like- lihood ¹⁾	Financial Impact ²⁾	Time Horizon ³⁾	Description	Risk mitigation	Opportunity
Transitional Risks and Opportunities	Policy and legal	Revised water regulation permits	Medium	Low	Medium	Revision of existing hydropower regulation plans might be more restrictive regarding minimum water flows, reservoir level changes, etc., to better preserve natural habitats, fish spawning, etc.	Cloudberry seeks to stay ahead of laws and regulations in all projects as well as in regular operations by closely following political proposals and industry association's recommendations on new or revised regulations.	
		Revised wind power permitting	High	Low	Short	Following public and political hearings throughout 2019/2020 NVE are likely to be working from a revised and more conservative framework when considering permits for new power production projects.	Cloudberry seeks to be proactive and follow public hearings and industry association's recommendations on coming regulations.	Focus on projects with less conflict, seek industrial areas for developing wind projects, as opposed to hunting for the largest and most windy sites.
		EU Taxonomy	High	High	Short	Suggested criteria threshold for facilities to operate at life cycle emissions lower than 100g CO ₂ e/kWh, declining to 0g CO ₂ e/kWh by 2050 and hydropower facilities with a power density above 5 W/m ² are currently exempt from conducting the Product Carbon Footprint ("PCF") or Greenhouse Gas ("GHG") Lifecycle Assessment. These and "Do no significant harm" may affect negatively on hydropower plants in general, and as such, on our reputation and capital access.	Cloudberry has performed initial analysis of its emissions and impact and is preparing for potential risk mitigation actions. The company continues to follow the EU Taxonomy for sustainable activities and cooperate with national and European hydro associations to secure preparations and be aligned in line with potential outcome and requirements.	Cloudberry is focusing primarily on new and highly efficient plants minimizing CO ₂ e impact and optimizing uptime and production. An international legislation with common European requirements contributes to a more predictable environment for renewable projects.
		New subsidy schemes	Medium	Medium	Long	Massive climate goal-motivated subsidy schemes may put downwards pressure on revenues (i.e., power prices) of non-subsidized existing assets. Cloudberry considers subsidized offshore wind power as the most likely threat.	Appreciate the location of power plants away from the point of shore entry of coming offshore wind hubs.	Take an active position in such tenders ourselves, as a natural hedge.

1) The likelihood is based on provisional internal assessments and will be further developed through scenario analyses in the years to come

2) Financial impact: Low < 10 mill, Medium 10-100 mill, High > 100 mill

3) Time horizon: Short: 0-3 years, Medium: 3-10 years, Long: more than 10 years

TCFD		Risk	Like- lihood ¹⁾	Financial Impact ²⁾	Time Horizon ³⁾	Description	Risk mitigation	Opportunity
Transitional Risks and Opportunities	Technology	Improved production technologies	Medium	Low	Medium	Solar PV will come to be competitive also in the Nordics. Technology related to wind generators is experiencing rapid improvements.	Cloudberry seeks to maintain a portfolio with relevant and efficient technology. Moreover, the company aims to invest in power plants of expected good technical standards and prioritize technical solutions that are well-proven and delivered by reputable suppliers. Technical problems may still occur, which means possible halts in production and/or costly reinvestments that reduce profitability and/or financial position.	Technical improvements and lower cost on turbines will improve the profitability of Cloudberry's development backlog. With well-proven technical solutions, repairs can be made within reasonable time/cost, and attractive insurance terms are accessible.
	Market	Lower power prices	Medium	High	Long	Cloudberry cautiously follows the market fundamentals and power price forecasts in the short- and long-term. It is difficult to predict power prices in the short-term (e.g., 2020 weather conditions led to a production surplus that affected power prices). Power prices may rise from increased CO ₂ prices or higher electricity demand, or they might fall from an expanded renewable supply.	Positioning Cloudberry's production portfolio so that we are not dependent on one price area nor to one production technology, as a hedge towards locked-in whether depressed prices. PPA to secure fixed income in the short- and medium-term.	40% expected increase in Nordic power consumption by 2040, largely due to the electrification of power-intensive industries, as well as data expansion, etc. Ambitious climate goals will lead to a reduction in fossil fuel consumption. Interconnectors between Norway and Northern Europe. 50% of European power production is expected to come from solar PV and wind by 2040.
	Market	Access to capital	Medium	Medium	Short	The financial capital market has a fast-growing focus on ESG investments, highlighting the importance of a sustainable business model. The ESG assessments have a major impact on access to capital and the valuation of companies' equity and debt. Investors increasingly take this into account in their investment decisions.	Be aware that it is not sufficient to align Cloudberry's business model with financial market requirements without including all aspects of the ESG segment. In 2020 Cloudberry focused on strengthening its sustainability management.	Continue to develop projects and producing power plants with high environmental quality requirements, which will attract investors and financial business partners and eventually green funding.

1) The likelihood is based on provisional internal assessments and will be further developed through scenario analyses in the years to come

2) Financial impact: Low < 10 mill, Medium 10-100 mill, High > 100 mill

3) Time horizon: Short: 0-3 years, Medium: 3-10 years, Long: more than 10 years

TCFD		Risk	Like- lihood ¹⁾	Financial Impact ²⁾	Time Horizon ³⁾	Description	Risk mitigation	Opportunity
Transitional Risks and Opportunities	Reputation	Opposition to wind power	High	Low	Short	Being a public company in Norway, it is likely that we will receive resistance from opponents where we build wind farms (e.g., due to impact on nature).	We will continuously aim to develop projects in areas where we can mitigate potential conflicts. We seek to develop projects near industrial areas, or in areas where there is local support.	Wind power is the best source for new clean power in the Nordics, also in Norway.
		Increased focus on corporate carbon footprints	Medium	Medium	Medium	There is an increased focus on companies' carbon footprint. As a renewable energy company, we are an important part of the green transition, however, it is just as important to reduce our carbon emissions and move towards net-zero in the whole value chain, both in terms of all materials and in terms of conserving biodiversity on all locations.	Cloudberry focus on preserving biodiversity, reducing carbon emissions, and to help others reduce their carbon footprint (by providing green energy). The company is in a process of implementing its Code of Conduct which will include supplier requirements for their carbon footprints.	Cloudberry believes that an environmental strategy shapes confidence from stakeholders and attracts the best workforce and talents who seek a purpose in their professional life.
		Selling GOs	High	Low	Short	May be accused of selling the “renewableness” of our own power production, while at the same time not buying similar for our own consumption.	Cloudberry will decide between buying GoOs for our own consumption or stop selling from our production.	Cloudberry is currently budgeting minimal income from the GO's (green certificates that our plants obtain). This can change as more and more carbon intensive businesses are moving towards net-zero strategies. GO's prices can improve and can be used to reduce/ improve companies CO ₂ footprint.

1) The likelihood is based on provisional internal assessments and will be further developed through scenario analyses in the years to come

2) Financial impact: Low < 10 mill, Medium 10-100 mill, High > 100 mill

3) Time horizon: Short: 0-3 years, Medium: 3-10 years, Long: more than 10 years



Carbon Emissions

Certain areas of Cloudberry's business have carbon emissions. Cloudberry started measuring its greenhouse gas emissions in February 2020 in line with the Greenhouse Gas Protocol (The GHG Protocol), following the operational control approach.

In 2020, Cloudberry produced 21 GWh of renewable energy, which is equivalent to reducing 5,565 tCO₂e, relative to baseline emissions from the European electricity mix (EU-27 electricity mix, IEA 2020). After taking into account the total greenhouse gas emissions in Cloudberry's carbon accounting (see the carbon accounting below), the reduction of greenhouse gas emissions from Cloudberry's operations is 5,378 tCO₂e.

Cloudberry's carbon inventory is divided into three main scopes of direct and indirect emissions.

Carbon Accounting	Scope	Unit	2019
Scope 1	Scope 1 Total	tCO ₂ e	-
Scope 2	Scope 2 Total	tCO ₂ e	1.4
Scope 3	Scope 3 Total	tCO ₂ e	185.3
	Total	tCO₂e	186.7

In 2020 Cloudberry's total carbon emissions from Scope 1, 2 and 3 were 186,7 tCO₂e.

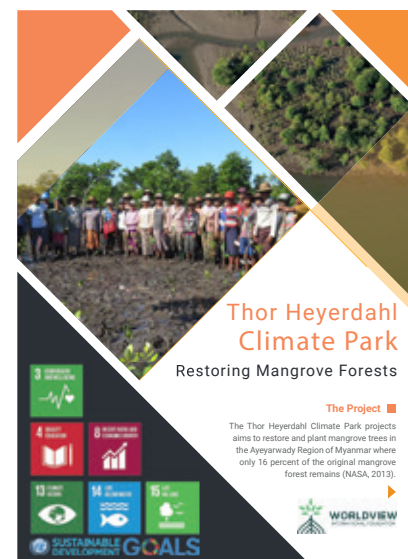
Scope 1 covers all direct emission sources, including all use of fossil fuels for stationary combustion and transportation. Cloudberry does not own company cars and there are no other direct greenhouse gas emissions to report in scope 1.

Scope 2 includes indirect emissions related to Cloudberry's purchased energy (i.e., electricity and heating/cooling). This includes purchased energy for its offices in Oslo, Norway and in Karlstad, Sweden, as well as the energy used in the hydropower plants Finnesetbekken Kraftverk and the windfarm Røyrmyna Vindpark. In 2020, Cloudberry reported a total of 34 596,8 kWh and the emissions from electricity were 1,4 tCO₂e in scope 2.

Scope 3 comprises indirect emissions resulting from Cloudberry's value chain activities. In scope 3, category 1 (purchased goods and services), Cloudberry reported 785 m³ consumption of concrete in 2020. The concrete was used for the

construction of the two hydropower plants Bjørgelva Kraft and Nessakraft in Norway. The emissions from the concrete accounts for 97,3% of Cloudberry's total GHG emissions (Scope 1, 2 and 3). In category 1 Cloudberry has also reported the kilometers between service providers' location and the location of corresponding hydro plants and wind farms that received service. This was a total of 11 950 km and accounted for 2,0 tCO₂e. In category 6 (business travel), Cloudberry reported emission from air travel, rental cars and mileage allowance, which in total accounted for 1,6 tCO₂e. In category 15 (investments), Cloudberry reported the electricity used in the hydropower plants in Forte Energy Norway AS, where they have a 34% ownership.

The total emissions from Scope 3 were 185,3 tCO₂e. The scope 3 reporting for 2020 is intended as a starting point, and Cloudberry will continue to evaluate and include more aspects of emissions from its value chain activities in 2021.



To compensate for Cloudberry's emissions of 186,7 tCO₂e, we have purchased carbon credits from the VCS project 1764 Thor Heyerdahl Climate Park in Myanmar. The credits from planting mangrove trees, are called "Blue carbon". In addition to the climate effect, the project provides work and income to the local population, better protection against floods/tsunamis, and it restores the ecological balance in vulnerable coastal areas.



The Taxonomy

In March 2020, the European Union published a taxonomy to classify sustainable activities. The EU Taxonomy contains implementation guidance for companies and financial institutions. This includes technical criteria for e.g., production of electricity from hydropower and from wind power. The Taxonomy includes several principles and mitigation criteria's such as threshold for facilities to operate at life cycle emissions lower than 100g CO₂e/kWh, declining to 0g CO₂e/kWh by 2050 and "Do no significant harm assessment". Internal analysis and estimates of life cycle emissions from Cloudberry's hydro and wind projects indicates emissions far below 100g CO₂e/kWh.

The taxonomy report (technical annex chapter 4.5) specifically pinpoint power densities of hydropower. According to the report, hydropower facilities with a power density above 5 W/m² are currently exempt from conducting the Product Carbon Footprint ("PCF") or Greenhouse Gas ("GHG") Lifecycle Assessment. Internal analysis and calculations within Cloudberry's hydropower projects resulted in estimated power densities far above 5 W/m². In other words, according to the proposed Taxonomy matrix, Cloudberry has highly efficient hydropower plants relative to the impacted areas.

The legislation formalizing this taxonomy has not yet been adopted and Cloudberry will continue to monitor the development of the EU Taxonomy for sustainable activities closely. Meanwhile, Cloudberry is in close dialogue with both national and European organizations and associations and awaits the outcome of the concluded consulting process. The company is aware of the potential consequences for the hydropower sector if the legislation will be formalized and is preparing for potential risk mitigation actions.

Way forward

Cloudberry will monitor national and international climate politics and their potential impact on our strategy and business. We strive to ensure that the company makes the right decisions and assessments on how climate and climate politics might affect us. We are currently strengthening our risk strategy by including the topics identified in the materiality assessment where climate and renewable energy are core topics. The climate-related

risk assessment will be established as an annual process, and the identified climate-related risks will be incorporated into our general risk management and reporting.

Cloudberry's segments Production and Develop will, from 2021, include climate-related risks and opportunities in their business reviews presented to the Board of Directors. As a part of integrated risk management, the Board of Directors will also review and determine how to respond to different climate-related risks including regulatory, legal, and market risks, as well as the physical risks to our assets. The Board of Directors will oversee the expected progress towards the set goals and the plans of action related to the defined climate-related risks and opportunities. The Board of Directors and its work is also described in the corporate governance section later in this report.

The corporate management is responsible for ensuring the implementation of the sustainability objectives and operating effectiveness of the internal control systems and for development of key risk mitigation plans. Ownership and management of all risks will be assigned to specific members of the management. Implementation of risk mitigating actions will be the responsibility of the managers of the individual business segments. The management team will at least half-yearly follow up on key mitigation plans. Progress will be reported in yearly reports and presented in annual board meetings.

In 2021, Cloudberry will use the baseline established in 2020 to determine future emission reducing targets. The targets will be evaluated and confirmed by the Board of Directors along with the governance and management of financial climate risks and opportunities and the overall sustainability strategy.

Land use and ecological sensitivity

The development and operations of wind farms and hydropower plants have an impact on both land areas and river systems. For wind farms, their environmental impact is first and foremost through their visibility in the landscape and their noise and shadow. Hydropower plants impact the water flow, fish and sediment load. The development of both wind and hydro power plants, utilize land particularly in the construction phase.



Nessakraft, Balestrand, Norway

The development and production of wind and hydropower is highly regulated both in Norway and Sweden, with stringent environmental regulations. Cloudberry maintains a continuous dialogue with authorities and local stakeholders. We aim to minimize the environmental footprint from projects and to maximize the local value creation. Below we describe the process of gaining permits for new wind and hydro projects, and how we assess sustainability within each stage of the process.

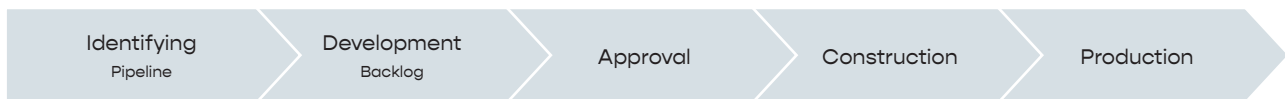
Our approach

The Identifying stage “Pipeline”

In this stage, the opportunities for a windfarm or a hydropower plant in specific areas are explored and involves assessing the power grid capacity. Our policy is to seek locations where impact evaluations on nature have already been performed in order to limit the size of the area impacted.

Furthermore, we evaluate the landowner’s interest for having a producing power plant on their ground, as well as identifying the local political view towards such an establishment. In Sweden, municipal plans for wind power are already in place. Cloudberry seeks to minimize the visual impact and aims to build larger, but fewer, windmills to reduce land use and noise level on the ground whilst seeking to balance the size of the shade area and potential ice throw during cold weather. Wind farms and surrounding infrastructure may also impact the conditions of rare plants, animals and birdlife and may change their conditions of life.

Further studies relating to the environment, nature and wildlife are carried out to identify potential negative consequences of the project. These studies need to conclude with an acceptable risk prior to progressing to the next step, which is negotiating



and entering into an agreement with the landowners and possibly other parties.

The Development stage “Backlog”

In the development stage, the formal notification with a description of the project is submitted to the authorities. Public meetings are held to inform stakeholders. In Norway, The Norwegian Water Resources and Energy Directorate (NVE) handles both wind and hydro power applications, whilst in Sweden, the County Administrative Board handles onshore wind power, and the Land and Environmental Court handles offshore wind power.

Necessary environmental impact assessments (EIA) are carried out and describe any negative environmental consequences e.g., on biodiversity, caused by the construction and operation of the power plant. The EIAs are performed by specialist consultants. The benefits of the project must exceed the perceived negative environmental impact. If the environmental impacts are acceptable and within regulatory requirements, the final application is prepared and submitted to the authorities and the development of the project can proceed.

The Approval stage “Construction Permit”

When a project has been approved, the detailed planning begins. This includes descriptions and drawings of the design of the wind power plant, road sections, foundations, cable trenches, crane sites, or a pipeline, dam, and a power station in the case of a hydropower plant. In the planning phase, it is imperative to consider nature conservation in the construction. This is also an integral part of the negotiations with the suppliers who will carry out the work. The detailed plan must be approved by the authorities before the actual construction begins. Also, local hiking areas are considered when building roads and tracks. We leverage on existing infrastructure, such as roads and networks when possible, and try to reuse excavated masses for roads.

Once the permit is obtained, numerous environmental conditions that the company needs to fulfil in the

construction and production phase are specified. For a hydropower plant this may involve monitoring the area around the power station to identify any changes and need for risk reducing initiatives. Cloudberry may adopt additional voluntary actions, such as reducing waterflow and installing fish ladders. At the same time, hydro dams may also have positive impacts such as limiting the risk of flooding during extreme weather and reducing erosion of rivers and streams.

The Construction stage “Under Construction”

In the construction phase, Cloudberry evaluates potential suppliers and seeks to engage local suppliers and contractors as our goal is to create value locally. Safety, health and environment are monitored and followed up by the company and our suppliers, in order to ensure compliance with laws and regulations. In cases of temporary dredging work, we seek to restore the area to the original condition after the construction is completed. In areas close to birds in the breeding season, there is a no-work zone. Similarly, in our nearshore project, spawning seasons for certain fish types are accounted for in the planning. Furthermore, in our offshore wind project, Cloudberry may compensate fishermen for their loss of income when they are not able to fish in the area during construction.

Upon completion of the construction stage, certificates and documentation will be issued by the contractors and suppliers.

The Production stage “Production”

Early in the operational stage, Cloudberry enters into agreements with suppliers for ongoing service and maintenance of electromechanical equipment on the power station.

Cloudberry has a dedicated person responsible for high-voltage installations whilst power notification is handled by the company’s management, or the person or service provider they appoint to manage production.

Decommissioning

Cloudberry always develops a plan for decommissioning as we are required to restore areas back to their original condition as far as possible, e.g., cleaning up and replanting. Steel and other metals are recycled and some of the equipment has a second-hand benefit.

Our activities

During 2020, Cloudberry has carried out two green field wind power projects in Sweden. Both projects are within the municipal plans for wind power. One of the projects was terminated in the identifying phase because red-listed birds were found in the area. The second project is under development (backlog), meeting internal Cloudberry requirements as well as the requirements of laws and regulations.

Following a regular inspection by the authorities in 2020, Cloudberry was required to carry out a hydrological survey at the Marker wind farm. The survey resulted in adjustments and repairs and provided a welcomed experience for Cloudberry.

At Åmotsfoss Kraft hydropower plant, we have built a fishing route to protect the biodiversity around the power plant. This is in accordance with the regulations, but nevertheless an important aspect for us to secure the environment in our projects.

Before granting a concession, the relevant regulatory body carries out a thorough and comprehensive evaluation process as mentioned above. Local biodiversity input from local authorities and the local public are taken into consideration. The regulatory authorities will also consider the need and demand for new stable renewable energy. Normally the authorities would not grant concession if a power plant were to be located to adjacent or in a protected area, or if the power plant would have a negative effect on biodiversity.

None of Cloudberry's power plants are located in, or adjacent to, protected areas. There have been observations of rare species in the areas around our power plants and necessary actions have then been taken.

Examples of powerplants and type of area where located

Power plant	Type	Protected area/ watercourse	Adjacent protected area	Marked area nearby	Endangered species observed nearby	Comment
Selselva	Hydro	No	No	No	None	
Björgelva	Hydro	No	No	Yes - Mountain grouse	Mountain grouse	Grouse not threatened by hydropower
Finnesetbekken	Hydro	No	No	No	Sea eagle	Sea eagle not threatened by hydropower
Nessane	Hydro	No	No	No	Falagrioma thoracica - insect	Observation in a factory 500m away
Åmotsfoss	Hydro	No	No	No	None	
Ramsliåna	Hydro	No	No	No	Ospekvitkjuke - mushroom in Osp	Drilled waterway, observation 400 m away
Skåråna	Hydro	No	No	Yes - Mountain grouse & Hare	Mountain grouse & Hare	Not threatened by hydropower
Røyrmýra	Wind	No	No	No	Grasshopper, "åkerrikse", quail, clover bumblebee, grass bumblebee	No birds have been observed in the turbines



Åmotsfoss Kraft, Nissedal, Norway

Way forward

The construction of power plants causes unfortunate, but unavoidable, negative environmental consequences. Cloudberry will always strive to find mitigating measures where appropriate. Through good systems for monitoring and reporting, mediating measures can be implemented.

At the Marker wind farm, the regular inspection is instructed to map possible alien species (plants) that might have been brought into the area during the construction work. We will prepare such a report during the summer of 2021, and it will specify any possible need of remedial actions to be taken.

Cloudberry is also developing shallow water offshore wind power projects in the Baltic Sea. In addition, Cloudberry has a large portfolio of promising projects and has developed offshore wind power for more than 10 years.

Cloudberry has entered into a collaboration on construction of offshore wind power in Lake Vänern in Sweden. The detailed planning is progressing and includes environmental issues and requirements as described in the permit. For example, the company consults the Swedish Maritime Administration and the Swedish Transport Agency about necessary protective measures, and they are kept up to date on the progress. The procurement process started early 2021 and will reach a financial investment decision (FID) during 2021.

For all our projects our focus will be maintained on conducting thorough environmental mapping and analysis in the early stages of development. It is also imperative to have good cooperation with the host municipality and other affected stakeholders, as well as ensuring transparency and involvement from Cloudberry.



Cloudberry has ten employees representing various backgrounds from the renewable energy sector. Seven of our employees work out of the main office in Oslo, Norway and three employees work out of the Karlstad office in Sweden. The company currently employ eight men and two women and have recently recruited two female colleagues to join our Karlstad office in the first quarter of 2021. The average age is 46 years. We work in an inspiring and high paced environment. We encourage an open atmosphere to foster free exchange of ideas and collaboration.

Cloudberry facilitates diversity in background, competence and gender across the company and seeks to increase diversity and foster inclusion. Cloudberry believes that diversity contributes to new perspectives and ideas by our employees and creates innovation and further development in the company. The commitment to diversity and inclusion relates to all aspect of diversity i.e., gender, nationality, educational background, age and mind set. We are all committed to equal treatment and have zero tolerance for discrimination and harassment.

Health and Safety

Care for, and the safety of people working for or on behalf of Cloudberry is of paramount importance to us. Our employees are predominantly office-based with low health and safety risks. Our largest health and safety risks are amongst our suppliers and contractors, therefor we are reliant on our partners to have implemented solid health and safety management systems.

Our approach

We work continuously towards our goal of zero injuries. We expect our suppliers to follow standards that are in line with, or better, than our own. Our construction and operation partners have health and safety policies in place and report on a variety of measures to safeguard the workplace during development and ongoing operations. These measures may be training for employees and contractors, procedures for notification of accidents, registration and reporting of nonconformities etc. We have a zero tolerance

if workers onsite our projects and powerplants do not comply with the company's safety rules and routines.

Our activities

The health and safety risks in Cloudberry's construction projects and operations and maintenance of our power plants will increase, as the company grows. Cloudberry has safety and health guidelines for work environment ("SHA-plans") on every development project and is continuously improving our framework and reporting routines. On our projects, we have weekly construction meetings and health and safety management on site is part of our regular supplier dialogue to ensure that routines are followed.

In 2020 Cloudberry had no accidents and no recordable incidents, neither on producing plants nor in the development and the construction portfolio involving either employees or contractors. However, we had one incident amongst our contractors involving a bone fracture. We had no incidents causing material damages.

In 2020 the sick leave was 1.4% amongst our 10 employees.

Way forward

Cloudberry aims to prevent incidents and is committed to a workplace without injury or harm. In our view our largest health and safety risks are at our assets and involves both our staff and partners. The likelihood of injuries caused by workplace accidents increases as our company develops and expands. We continue to update our routines with regards to health and safety framework and reporting structures. Health and safety will also be addressed in the Supplier Code of Conduct to safeguard a mutual commitment between Cloudberry and our suppliers and contractors. Furthermore, we will encourage employee engagement and strengthen our focus risk activities and preventive measures, such as providing training to build the required competence.



Prosperity

Our purpose is to provide renewable energy for future generations thereby contributing to a sustainable society for the long term at the same time as creating value for our stakeholders.

Prosperity relates to Cloudberry's role in contributing to a societal value creation. We contribute to economic growth by providing decent employment, local value creation and renewable energy supply in the ongoing energy transition.

Local value creation

We strive to share our value creation with local communities by providing renewable energy to enable the necessary energy transition. We seek to do this in a sustainable manner. We have a long-term growth strategy as a local business partner, that rests upon our ability to create value for stakeholders.

Our approach

We seek to share our value creation with local communities by creating employment, paying taxes to local municipalities, paying landowners, and using local business partners when possible for construction, operations and maintenance. For the broader society, we provide energy that is renewable and therefore reduce climate emissions and contribute to meeting the SDGs and the Paris Agreement.

Furthermore, Cloudberry seeks to cooperate with local business partners. Lending partners such as local or regional financial institutions are prioritized. We also seek to use local suppliers and contractors whenever possible and contribute to initiatives that are important for local communities. When developing our projects, we seek to identify local stakeholders' needs and try to accommodate these



in our plans. It is also important for us to minimise our impact, for instance by using existing infrastructure. We seek to create financial value for our local stakeholders.

Our activities

By listing Cloudberry on the Euronext Growth in April 2020, we made investments in renewable energy available to other stakeholders beside governmental and institutional investors, in addition to providing access to capital for Cloudberry.

We also seek to create value to the local communities by contributing to common infrastructure solutions. During the construction of the wind park at Årjäng, we contributed locally by building cycle and ski tracks. Similar contribution is planned in Marker municipality. At Odal Vindkraft we have established a fund to contribute to growth and well-being in the local community. Yearly the fund supports teams and associations in the local area, specifically for children and youth, culture and sports, and to sustainability, climate and environment.

Our wind parks also give access for landowners to their forest and thereby improves their forest management.

We are open to discuss the number of turbines being constructed, as well as height and location of the turbines, as we focus on cooperating with our stakeholders and to perform our business in a sustainable manner.

Cloudberry plans to increase the pace of development and will increase the number of employees in the future. We depend on skilled employees with the right competence and experience. We have recently increased the number of employees at both our offices in Oslo and Karlstad. We are preparing Cloudberry for growth in the development of new renewable and sustainable energy projects in the years to come.

Way forward

The Nordic society, like others, are in the transition of switching towards renewable energy supply. Ambitious goals have been set by both the Swedish and Norwegian governments. To reach these goals,

the supply from renewable sources must be profitable. The level of cost has been reduced and makes renewable energy competitive. To meet the renewable energy demand and to achieve competitive conditions, we must plan in a ten-year perspective.

Cloudberry sees the benefit of long-term local cooperation in connection with the development of new projects. In Eda municipality in Sweden, a collaboration has been established with an owner of a large sawmill and several forest owners. Development of wind power will ensure power supply to the sawmill and provide an opportunity to increase production with sufficient access to electricity. At the same time, new forest roads will be built, which will make it easier to extract timber. Cloudberry will strive to create value beyond the establishment of wind power where there is a basis for this.

Cloudberry is collaborating with Marker municipality to develop a cycle path. The work is ongoing and the cycle path between Norway and Sweden is in the same route as the power cables for the Hån wind farm project. Hån wind farm is in Sweden but will supply electricity to Norway in underground cables. This collaboration contributes to the realization of a common infrastructure for the wind power project and for outdoor purposes.

At Odal wind park the fund will continue to allocate financial support annually and will create value locally for children and youth.

We will continue to seek opportunities for cooperation with local stakeholders and communities in order to provide value for them when developing new assets.

Renewable energy supply

Our approach

Providing renewable energy is our business, and we contribute to securing renewable energy supply for society. This supports [Sweden's](https://sweden.se/nature/energy-use-in-sweden/)¹⁾ goal of producing 100% renewable energy by 2040 and [Norway's](https://www.regjeringen.no/en/aktuelt/norge-forsterker-klimamalet-for-2030-til-minst-50-prosent-og-opp-mot-55-prosent/id2689679/)²⁾ target to reduce total emissions towards 55% below 1990-levels by 2030. Renewable energy is a priority area for Norway's and Sweden's enhanced climate policy efforts.

1) <https://sweden.se/nature/energy-use-in-sweden/>

2) <https://www.regjeringen.no/en/aktuelt/norge-forsterker-klimamalet-for-2030-til-minst-50-prosent-og-opp-mot-55-prosent/id2689679/>

Our activities

During 2020, we supplied 21 GWh of renewable power in Norway. Our producing assets consist of Finnesetbekken hydro plant, Røyrmýra wind farm and 14 hydropower plants in the Forte portfolio, where Cloudberry is a local manager and owns 34% of the portfolio together with Forte Norway AS (associated company with Fontavis, a member of Swiss Life).

During 2020 Cloudberry had the following hydro plant assets under construction:

Björgelva (acquisition 2019), Nessakraft (acquisition 2019), Åmotsfoss (acquisition 2020) and three more hydro plants bought in 2020 and to be financially closed during 2021. Odal wind park is currently being constructed in association with KLP (Norwegian pension fund) and Akershus Energi.

Under 2020 Cloudberry has the following projects under development:

Rewind Vanern AB is a shallow water project in the lake of Vänern where Cloudberry signed a Sale and Purchase Agreement ("SPA") with Downing LLP in January 2021, Hån wind park with expected production start in 2022 and Duvhällen wind park with expected production start in 2023.

At the end of 2020, Cloudberry signed a SPA to purchase the producing hydropower plant Selselva Kraft AS, and the acquisition was formalized at the beginning of 2021. Furthermore, Cloudberry purchased Scanergy AS and CB Nordic Renewable & Infrastructure Fund I AS in 2020, and the industrial wind developer Skogvind AS.

As a result, the annual production will increase considerably in 2021, following acquisitions made during 2020, as well as completion of power plants under construction.

Way forward

We will continue to develop our portfolio and ensure timely and safe completion of projects. We will deliver our communicated growth on renewable energy supply and contribute to provide clean renewable energy for future generations.

Cloudberry sees many opportunities for possible further development of renewable projects and acquisitions of existing energy plants.

In line with our business strategy, we continue to develop and grow, with focus on organic development

and acquisitions of assets. Through Cloudberry strategic initiatives, we are contributing to the European energy transition and a net zero emission society.

Sustainable Finance

Our approach

In order to ensure that we meet our ambitions, Cloudberry has built a robust, financial platform for sustainable growth. By 2040, we expect a 40% increase in Nordic power consumption, largely due to electrification of energy intensive industries and data center expansion. The ambitious climate goals in the Nordics and the EU will drive a transition from fossil fuels to renewable energy. Combined with higher expected power prices for 2021 and beyond, this is likely to provide supportive fundamentals for value creation and long-term cash generation in the company.

We seek to have an optimised capital structure, taking both return and risk into consideration. We have several long-term alternatives available for financing, depending on project size, transaction type and counterparty, including existing cash and cash flow generation, green bond financing, and farm down and carry arrangements, share consideration and new equity.

Our activities

In 2020 Cloudberry carried out three successful private placements. NOK 158 million in March related to the listing on Euronext Growth, NOK 200 million in July and NOK 500 million in December to finance specific growth opportunities. See detailed information in the governance section and in Group Financial Statement note 22.

On lending and financing of local projects we have during 2020 prioritized to have cooperation with local or regional financial institutions. We refer to the Group Financial Statement with notes for further information.

Way forward

Cloudberry has delivered on its targets in 2020 and has carried out several transactions since the company listed on Euronext Growth in April. The company has ambitions to further growth organically and through acquisitions. To reach a wider shareholder base and to contribute to making investments in renewable energy available to all stakeholders, Cloudberry has initiated a process to prepare for listing on the Oslo Børs Stock Exchange

during 2021. A full listing is expected to increase the company's availability to capital at competitive terms in a broader universe of investors.

Cloudberry considers the opportunities for green bonds and direct lending facilities going forward. This may be an alternative to finance our ambitious growth targets.

Best technology

Our approach

In the materiality analysis, we identified the use of best technology as a material topic. This will ensure that we optimise our energy production as well as utilize new technology and digitalization to drive efficiency across the entire value chain whilst causing minimal environmental impact. The choice of the best technologies will be done in close cooperation with our suppliers and partners and our approach will be explored and developed going forward.

Our activities

Technology related to wind generators is experiencing rapid improvements. Cloudberry seeks to maintain a portfolio with relevant and efficient technology and has this as a criteria when entering into partnerships with suppliers of turbines etc on projects to be constructed. When acquiring power plants in production, we invest in assets expected to have good technical standards and prioritize technical solutions that are well-proven and delivered by reputable suppliers.

Way forward

Cloudberry's strategy is to invest in modern development and production technology to reduce maintenance cost and increase insurance. The company is closely following the rapid technology improvements in e.g., wind generators. To secure the company's profitability and financial position, we prioritise securing the best technology at all time.



Odal Vind, Odal, Norway

Corporate Governance

1. Implementation and reporting on corporate governance

Cloudberry Clean Energy AS is incorporated and registered in Norway and is subject to Norwegian law. The company is listed on Euronext Growth Oslo. Cloudberry considers good corporate governance to be the foundation for value creation and trustworthiness. Trading at the Euronext Growth does not require implementation of a specific corporate governance code, such as the Norwegian Code of Practice (NUES). Nonetheless, Cloudberry intends to maintain a high level of corporate governance standard and complies with NUES as the company has initiated the process to prepare for listing on the Euronext Stock Exchange (Oslo Børs) during 2021.

To secure strong and sustainable corporate governance, it is essential that Cloudberry practices a transparent and healthy business with reliable financial reporting compliant with legislation and regulations. Governing structures and guidelines help us to ensure that we run the company in a manner that is justifiable and profitable for our employees, shareholders, partners and overall society. References to specific policies are included in this corporate governance report where relevant. Our corporate governance is based on openness, trustful communication and cooperation between the company and all our stakeholders, and equal treatment of shareholders. The governance regime of Cloudberry is approved by the Board of Directors in the company.

Cloudberry has defined purpose, and commitments define the company's way of working. In combination with the company's culture, this forms the fundamental structure on which the Board and the Management believe Cloudberry should be managed. Cloudberry aims to maintain high ethical standards, and the employees must comply to its guidelines for ethics and corporate social responsibility describing the principles for business practices and personal behaviour within Cloudberry. The employees comply with Cloudberry's principles on

issues such as human and labour rights, health and safety, business ethics, legal compliance, insider trading, whistleblowing and other relevant issues related to the company's operations. Cloudberry is in the process of implementing its first Board approved Code of Conduct in the organisation.

The Annual Report of 2020 is its first after establishing Cloudberry Clean Energy AS and integrates our financial and sustainability reporting.

2. Business

Cloudberry is a Nordic renewable energy company owning, developing and operating renewable power assets such as hydropower plants and wind farms in Norway and Sweden.

Cloudberry's operations comply with the objective defined in the articles of association: *The company's objective is to conduct investment activities in the energy sector, including developing and production of renewable energy.*

Cloudberry's purpose is "To provide clean renewable energy for future generations, developing a sustainable society for the long term and creating value for stakeholders. Our purpose shapes every aspect of how Cloudberry operates". The company's corporate strategy is to deliver on this purpose, with targets to align strategy execution across the company for the long term.

The company was established in November 2017. The Group currently consists of the company and its two wholly owned subsidiaries Cloudberry Production AS (formerly known as CB Nordic Renewable & Infrastructure Fund I AS) ("CB Production") and Cloudberry Develop AS (formerly known as Scanergy AS) ("CB Develop") with their respective subsidiaries. In February 2020 Cloudberry purchased 100% of the shares in Scanergy AS and CB Nordic Renewable & Infrastructure Fund I AS. The transaction was fully settled with shares in Cloudberry. Post the transactions in February 2020,

Cloudberry became a fully integrated renewable company and changed name from Cloudberry Asset Management AS to Cloudberry Clean Energy AS.

Cloudberry's success factor is its continuous ability to grow and mature an in-house development portfolio and scanning for attractive acquisitive and strategic growth opportunities. We have a solid development track record and a large production portfolio with both hydro and wind assets. Our integrated business model is based on a partnering model for construction, operations and maintenance to ensure risk-sharing, quality, cost and capital efficiency across the value chain. A sustainable and local approach is distinctive for our ownership, development and operations and going hand in hand with a commitment to long-term value creation for all stakeholders. Power produced and transferred to the transmission and distribution network equals our sales volume. Our revenue streams are predominantly determined by power sales volume and actual power price achieved in the spot market (Nord Pool). Over time, Cloudberry seeks a balanced mix between spot pricing and long-term fixed purchase price agreements (PPAs). We cultivate our portfolio to ensure a diversification and balance of risk, returns, asset- and geographical mix.

We consider material financial and ESG related factors relevant and important for our business when we make business decisions. We build robustness through a diversified and balanced portfolio and use competitive financing to deliver sustainable, profitable and long-term growth.

The Company's executive management team consists of five members: Chief Executive Officer, Chief Value Officer, Chief Sustainable Officer, Chief Development Officer and Chief Operating Officer and together the team covers the value chain's processes. The Company's CEO oversees the daily conduct of business, including the effectuation, implementation and follow-up of the objectives and strategies set by the Board of Directors. CEO supervises that Cloudberry's accounts are in accordance with laws and regulations and provides the Board of Directors with the necessary information to carry out its administration and supervision tasks in a proper manner.

3. Equity and Dividends

Share capital

Cloudberry's share capital is NOK 26,266,334 divided into 105,065,336 ordinary shares.

Capital adequacy

Cloudberry's shareholders' equity on 31 December 2020 amounted to NOK 1,055 million, equivalent to 76% of the company's total assets. The debt ratio was 25%.

Cash equivalents and current financial investments amounted to NOK 605 million

Dividend

No dividend was distributed during 2020. Cloudberry is growing and is using its capital to fund targeted projects. Over time, the intention is to pay its shareholders dividends representing 30 - 50% of free cash distributed from the producing power plant companies.

Authorisations to the Board of Directors

At the company's annual general meeting, on 21 December 2020, the Board of Directors was granted the following authorisation:

- *Authorisation to increase the company's share capital by up to NOK 6 566 583 by issuance of 26 266 332 new shares each with a nominal value of NOK 0.25. The authorisation is effective until the earlier of the Annual General Meeting in 2021 and 30 June 2021.*

For supplementary information on the authorisations, reference is made to the minutes of the annual general meeting held on 21 December 2020, available from the company's website www.cloudberry.no.

4. Equal treatment of Shareholders and transactions with close associates

Cloudberry has one share class and each share in the company carries one vote. All shares carry equal rights, including the right to participate in general meetings.

Pre-emption rights to subscribe

The Company's shareholders have pre-emption rights in share offerings according to the Norwegian Companies Act. Such pre-emption rights may however be set aside, either by the General Meeting or by the Board of Directors if the General Meeting has granted a Board authorisation which allows for this.

Any resolution proposed by the Board to set aside pre-emption rights will be in the common interests of the Company, and the basis for such deviation will be publicly disclosed through a stock exchange notice from the Company.

Transactions with close associates

The Board of Directors shall ensure that any non-material transactions between the Company and shareholders, a shareholder's parent company, members of the Board of Directors, executive personnel or close associates of any such parties are entered into on arms-length terms. Any such transactions shall be described in the Company's financial statements.

Guidelines for directors and executive management

The Board of Directors has adopted Rules of Procedures for the Board of Directors which inter alia includes guidelines for notification by members of the Board of Directors and executive management if they have any material direct or indirect interest in any transaction entered into by the Company.

5. Freely Negotiable Shares

The shares of the company are freely tradeable, and the company's articles of association do not place any restrictions on the shares.

6. General Meetings

The ordinary general meeting will normally be held every year by the end of June and is open to all shareholders. Shareholders who wish to participate in the general meeting must notify the company within the deadline specified in the notice. The deadline must not expire earlier than 5 days before the date of the general meeting. Documents for the agenda of the general meeting will be available to the shareholders on the company's website, therefore the requirements of the Norwegian Companies Act or the articles of association, that the documents shall be sent to the shareholders, will not apply. This also applies to documents that according to the Norwegian Companies Act or the Articles of Association must be included in or attached to the notice of the general meeting. Nevertheless, a shareholder may ask for documents relating to the general meeting's agenda to be sent to him/her.

Shareholders unable to attend may vote by proxy. It shall be stated in the notice of the general meeting whether vote by proxy has been granted, and what guidelines may be laid down for such voting.

The agenda for the annual general meeting is given by the Articles of Association, and the main topics to be considered include the approval of the annual accounts and the Director's Report, including distribution of dividend, and other matters which by law or the articles of association belong to the general meeting.

The Chairman of the Board will normally act as the chairperson for the general meeting. Minutes from the general meetings will be published in accordance with the stock exchange regulations.

In 2020, Cloudberry held its annual general meeting on 24 February. The company also held extra ordinary general meetings on 21 March, 17 June, 9 September and 21 December.

7. Nomination Committee

At the extraordinary general meeting on 17 June, in accordance with the Board's proposal, the general meeting unanimously resolved that the company should have a Nomination Committee consisting of three members, elected pursuant to section 7 of the company's articles of association. The process of finding candidates for nomination has commenced. The first Nomination Committee will be elected at the general meeting 28 April 2021.

The Nomination Committee is responsible for recommending candidates for the election of Members and Chairman of the Board of Directors, and remuneration to the members of the Board. In its work, the Nomination Committee shall follow the Norwegian Code of Practice for Corporate Governance (NUES).

The objectives, responsibilities and functions of the Committee are further described in the "Instructions for the Nomination Committee", which were adopted by the general meeting on 17 June 2020. The instructions are available from the company's website.

8. Board of directors: Composition and Independence

The current board of Cloudberry has five members, consisting of two women and three men. Composition of the Board of Directors are set out in the table below.

All members are elected for a term of two years and may be re-elected.

Name	Function	Served since	Term expires	Shares	Warrants
Frank J. Berg	Chairperson	2020	2022	3 173 147	-
Petter W. Borg	Board member	2019	2021	1 885 637	-
Morten Bergesen	Board member	2019	2021	17 727 068	-
Benedicte Fossum	Board member	2020	2022	38 095	-
Liv Lønnum	Board member	2020	2022	-	-

Frank J. Berg holds the shares via CCPartner AS

Morten Bergesen holds the shares via Havfonn, Snefonn and CB4 Green Invest AS

Petter W. Borg holds the shares via Caddie Invest AS, Kewa Invest AS and CB4 Green Invest AS (formerly Cloudberry Partners AS)

Benedicte Fossum holds the shares via Mittas AS

The board has experience in the energy and utility industry, renewables, infrastructure, investments and finance industries. The CEO is not a member of the board, but regularly attends the board meetings.

9. The Work of the Board of Directors

The Board of Directors emphasises maintaining a high standard of corporate governance. The Board is responsible for the management of the company and supervises the daily management of the company.

Together with the management, the Board of Directors provides strategic guidance on sustainability in Cloudberry. In 2020 the company performed a business review including climate-related risks and opportunities. This will be an important area of focus and a part of the company's further work. The Board of Directors also prepares for general meetings.

In 2020 the Board of Directors implemented instructions for the Board of Directors and the Chief Executive Officer (CEO). The CEO's instructions give a description of the tasks allocated to the CEO, including internal responsibilities and duties. The instructions are described in the company's "Instructions for the Board of Directors" and

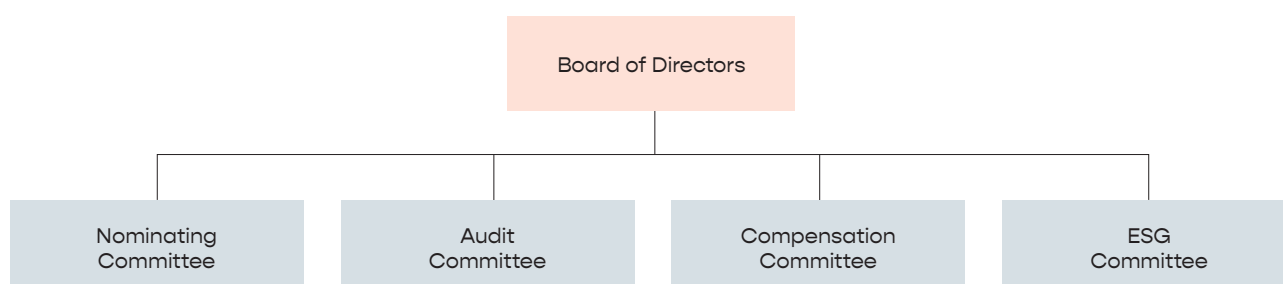
"Instructions for the CEO". The Board of Directors is in process of implementing all instructions in compliance with The Norwegian Corporate Governance Board (NUES).

The meetings of the Board of Directors have emphasised the company's activities, position, financial and operational developments, and objectives of the company with its strategy and implementation. The Board of Directors has established an annual schedule based on quarterly milestones and duties. The Board of Directors had 17 meetings during 2020.

The Board of Directors' performance will be evaluated annually, and the evaluation will be made available to the Nomination Committee.

Audit Committee:

In 2020 the Board of Directors implemented the instructions for the Audit Committee. The Board of Directors established the Audit Committee in January 2021, which will be a subcommittee of the Board of Directors. The committee performs tasks related to financial reporting, the annual accounts and internal control. The Audit Committee has contact with the company's auditor. It will be held minimum four Audit Committee meetings per year.



Compensation Committee:

In 2020 the Board of Directors implemented the instructions for the Compensation Committee. The Board of Directors has in the beginning of 2021 established the Compensation Committee, which will be a subcommittee of the Board of Directors. The Compensation Committee recommends, oversees and approves compensation and remuneration of the company's executive management, and other matters concerning the management. The Compensation Committee shall propose guidelines related to the compensation, which shall be adopted by the Board of Directors.

Environmental, Social and Governance Committee (ESG):

In the beginning of 2021 the Board of Directors will establish an ESG-committee which will contain of two board members plus the Chief Sustainability Officer of the company. The committee's purpose is to ensure a high standard for Cloudberry's strategic and operational aspects with regard to the environment, social conditions and corporate governance (ESG). In 2020 the company implemented instructions for responsible and sustainable investment.

Code of Conduct:

Cloudberry's Code of Conduct is the basis for the company's ethical culture. Our business and investments should be conducted in a highly ethical manner.

The Company's Board has approved the Code of Conduct and it will be implemented in 2021. The Code applies to all employees in the Cloudberry Group, Board members, business partners and suppliers, stakeholders, and other representatives of the company. Every employee of Cloudberry shall act in compliance with the Code of Conduct. It is expected that we help each other acting in accordance with the Code and give notice of room for improvements or breach of the rules.

Cloudberry is committed to achieving a sustainable development in our operations in all general terms. Business opportunities aimed at promoting a sustainable future shall be a part of Cloudberry's strategic assessments, and we will leverage our competence and expertise towards contributing to developing a sustainable future.

10. Risk Management and Internal Control

Prior to every Board meeting and when needed the CEO reports in writing to the Board of Directors on the company's position and financial status and

performance. The Board of Directors is responsible for the company's risk management and internal control systems that apply to the business activities. Through the CEO the Board of Directors is ensuring risk and corporate management and that the company complies with the Companies Act and other applicable laws and regulations in the regions we operate, according to sound ethical principles in terms of administrative, technical, business and personnel matters.

In 2020 Cloudberry employed a Group Accounting Manager who is responsible for group consolidation, internal control and the framework of business risk and opportunities management, reporting to the CVO. The Board of Directors is frequently briefed on this work with regular reporting and its action plans.

In 2020, Cloudberry started the process of identifying and assessing the significance of the climate-related risks and opportunities for the company. The identified risks have been subject to an internal evaluation of the likelihood of occurrence, time horizon, and potential financial impact. The risk assessments are provisional and will be further developed during 2021. The assessments are described under "Planet" in the Sustainability section.

For information on the company's financial risk and risk management, reference is made to the Financial Statements and note 7 Market related risks, note 8 Commercial and operational risks and note 9 Financial risks.

11. Remuneration of the Board of Directors

The Nomination Committee submits its recommendation to the annual general meeting on remuneration of the Board of Directors. The remuneration should reflect the Board's responsibly, experience, time spent and the complexity of the company. The Board's remuneration is not linked to performance and the Board members hold no options in the company.

Board members who participate in the Audit Committee, the Compensation Committee and the ESG Committee receive separate compensation for this.

Detailed information on the remuneration of the Board of Directors can be found in the Financial Statements, note 13.

Members of the Board with specific assignments for the company in addition to their appointment as members of the Board, shall be fully disclosed to the

Board of Directors, and is disclosed under Related Parties. The Chairman of the Board is engaged on a temporary assignment. This is specified with detailed information in note 27 Transaction with related parties. The remuneration for such additional duties will be approved by the Board of Directors is specifically identified in the Financial Statements, note 27.

Members of the Board with specific assignments for the company in addition to their appointment as members of the Board, shall be fully disclosed to the Board of Directors, and is disclosed under Related Parties. The Chair of the Board is engaged on a temporary assignment. This is specified with detailed information in Note 27 (Related Parties). The remuneration for such additional duties will be approved by the Board of Directors and specifically identified in the annual report under Note 27.

12. Remuneration of Executive Personnel

Cloudberry has established principles for the executive remuneration policy. The policy was approved by the extra ordinary general meeting on 17 June 2020. The policy of remuneration is in form of salary, shares, options and other forms of remuneration. The remuneration to executive personnel is based on attracting and retaining relevant expertise to further develop Cloudberry.

The remuneration of the CEO and other executive personnel is reported in the Financial Statements, note 13.

13. Information and Communications

Cloudberry complies with the Oslo Børs Code of Practice for IR of July 2019. The Board of Directors adopted an Investor Relations policy in 2020 with a description of the company's investor information and investor relations policy. The Policy clarifies roles and responsibilities related to financial reporting and contact with the shareholders and the investor market. This is to ensure transparency and equal treatment of the stakeholders.

Cloudberry will each year publish its financial calendar with a list of dates for important events such as financial reporting and general meetings. The company will give a presentation in connection with financial reporting. We practice a silent period of two weeks ahead of result announcements.

Cloudberry provides all financial and other IR information in English. The information posted to our shareholders is posted at the same time at the

company's web site and at Euronext Oslo through its information system www.newsweb.no.

14. Take-Overs

In the event of a take-over process, the Board of Directors shall ensure that the shareholders' interests are safeguarded and that all shareholders are treated equally, and that the Company's activities are not unnecessarily interrupted. Shareholders must receive sufficient information and be given sufficient time to assess the relevant offer. The Board of Directors is responsible of ensuring that the shareholders are informed in time to assess the offer. The Board of Directors shall not prevent or oppose any takeover bids for the Company's activities or shares but will make a recommendation as to whether the shareholders should accept the bid.

The Board of Directors has no further guidelines for procedures to be followed in the event of a take-over other than described in the instructions for the Board of Directors.

15. Auditor

The company's external auditor is Ernst & Young AS.

The Board of Directors will require the Company's auditor to annually present to the Audit Committee a review of the Company's internal control procedures, including identified weaknesses and proposals for improvement, as well as the main features of the plan for the audit of the Company.

Furthermore, the Board of Directors will require the auditor to participate in meetings of the Board of Directors that deal with the annual accounts. At least one meeting with the auditor shall be held each year in which no member of the executive management is present.

The Board of Directors has established guidelines in respect of the use of the auditor by the executive management for services other than audit.

The remuneration to the auditor will be approved by the ordinary General Meeting. The Board of Directors will report to the General Meeting details of fees for audit work and any fees for other assignments.

Registered office

Cloudberry's registered main office is Frøyas gate 15, 0273 Oslo, Norway. The company is registered with the Norwegian Register of Business Enterprises under number 919 967 072.





Consolidated financial statements Group

Consolidated statement of profit or loss	64
Statement of comprehensive income	65
Consolidated statement of financial position	66
Consolidated statement of cash flows	68
Consolidated statement of changes in equity	69
Notes to the Consolidated financial statements Group	70
General	70
Note 1 General information	70
Note 2 General accounting policies and principles	70
Note 3 Key accounting estimates and judgements	78
Note 4 Operating segments	80
Note 5 Business combinations and other transactions	82
Note 6 Explanation of transition to IFRS	86
Key risks and financial instruments	89
Note 7 Market related risks	89
Note 8 Commercial and operational risks	90
Note 9 Financial risks	91
Note 10 Financial instruments	92
Note 11 Hedge accounting	94

Statement of profit or loss and comprehensive income	95
Note 12 Sales revenues and other operating income	95
Note 13 Employee benefits and share based payments	96
Note 14 Other operating expenses	99
Note 15 Financial items	100
Note 16 Income tax expense	100
Statement of financial position	102
Note 17 Property, plant and equipment	102
Note 18 Inventory	104
Note 19 Impairment	105
Note 20 Investments in associated companies	107
Note 21 Cash, cash equivalents and corporate funding	109
Note 22 Share capital and shareholder information	110
Note 23 Long term debt	112
Note 24 Provisions, guarantees and other contractual obligations	113
Note 25 Lease agreements	115
Other information	117
Note 26 Earnings per share	117
Note 27 Transactions with related parties	117
Note 28 List of subsidiaries and equity accounted companies	119
Note 29 Subsequent events	120

Consolidated statement of profit or loss

1 January - 31 December

NOK 1 000	Note	2020	2019
Sales revenue	12	3 633	279
Other income	12	7	-
Total revenue		3 640	279
Cost of goods sold		-143	-27
Salary and personnel expenses	13	-17 419	-1 981
Other operating expenses	14	-12 343	-877
Net income/(loss) from associated companies	20	-3 556	-
EBITDA		-29 822	-2 606
Depreciation and amortizations	17	-3 289	-7
Operating profit (EBIT)		-33 111	-2 613
Financial income	10, 15	984	5
Financial expenses	10, 15	-2 125	-1
Profit/(loss) before tax		-34 253	-2 609
Income tax expense	16	387	-
Profit/(loss) after tax		-33 865	-2 609
Profit/(loss) for the year from total operations		-33 865	-2 609
Profit/(loss) attributable to:			
Equity holders of the parent		-33 865	-2 609
Non-controlling interests		-	-
Earnings per share (NOK):			
- Basic	26	-0.87	-9.95
- Diluted	26	-0.87	-9.95

Statement of comprehensive income

1 January - 31 December

NOK 1 000	Note	2020	2019
Profit for the year		-33 865	-2 609
Other comprehensive income			
Tax related to items which will not be reclassified		-	-
<i>Items which may be reclassified over profit and loss in subsequent periods</i>			
Net movement of cash flow hedges	11	1 163	-
Income tax effect	11	-256	-
Exchange differences		-2 542	-
Net other comprehensive income		-1 634	-
Total comprehensive income/(loss) for the year		-35 500	-2 609
Total comprehensive income/(loss) attributable to:			
Equity holders of the parent company		-35 500	-2 609
Non-controlling interests		-	-

Consolidated statement of financial position

NOK 1 000	Note	31.12.2020	31.12.2019	01.01.2019
ASSETS				
Non-current assets				
Property, plant and equipment	17	58 426	11	18
Goodwill	19	36 933	-	-
Investment in associated companies	20	337 080	-	-
Financial assets and other non-current assets	10	2 358	-	-
Total non-current assets		434 797	11	18
Current assets				
Inventory	18	196 029	-	-
Accounts receivable		2 828	-	-
Other current assets	24	158 081	70	126
Cash and cash equivalents	21	605 126	5 223	129
Total current assets		962 064	5 293	255
TOTAL ASSETS		1 396 861	5 304	273

Consolidated statement of financial position

NOK 1 000	Note	31.12.2020	31.12.2019	01.01.2019
EQUITY AND LIABILITIES				
Equity				
Share capital	22	26 266	950	750
Share premium	22	1 061 675	7 800	-
Total paid in capital		1 087 941	8 750	750
Other equity		-33 230	-3 921	-1 312
Total other equity		-33 230	-3 921	-1 312
Non-controlling interests		-	-	-
Total equity		1 054 711	4 829	-562
Non-current liabilities				
Interest-bearing loans and borrowings	23, 11	26 440	-	-
Lease liabilities long term	25	3 296	-	-
Provisions	24	15 868	-	-
Deferred tax liabilities	16	13 668	-	-
Total non-current liabilities		59 272	-	-
Current liabilities				
Interest-bearing short term financial liabilities	24	236 767	-	-
Current lease liabilities	25	1 105	-	-
Accounts payable and other current liabilities	24	26 162	475	835
Provisions	24	18 845	-	-
Total current liabilities		282 878	475	835
Total liabilities		342 150	475	835
TOTAL EQUITY AND LIABILITIES		1 396 861	5 304	273

Oslo, 23 March 2021

The Board of Directors of Cloudberry Clean Energy AS

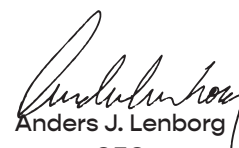

Frank J. Berg
 Chair of the Board


Morten Bergesen
 Board member


Petter W. Bolg
 Board member


Benedicte Fossum
 Board member


Liv Lønnum
 Board member


Anders J. Lenborg
 CEO
 Cloudberry Clean Energy AS

Consolidated statement of cash flows

NOK 1 000	Note	1.1.-31.12.2020	1.1.-31.12.2019
Cash flow from operating activities			
Operating profit (EBIT)		-33 111	-2 613
Depreciations	17	3 289	7
Net income from associated companies	20	3 556	-
Unrealised foreign exchange (gain)/loss		-1 514	-
Change in inventories		-6 100	-
Change in accounts payable		6 128	-
Change in accounts receivable		5 477	-611
Change in other accruals		17 960	311
Net cash flow from operating activities		-4 314	-2 906
Cash flow from investing activities			
Interest received	15	984	-
Investments in property, plant and equipment	17	-2 842	-
Acquisition of shares in subsidiaries, net liquidity outflow	5	-11 690	-
Investments in associated companies	20	-340 637	-
Net cash flow from (used in) investing activities		-354 184	-
Cash flow from financing activities			
Payment to escrow account	24	-152 422	-
Repayment of loan	23	-28 621	-
Short term interest bearing debt	24	236 767	-
Interest paid other than lease	15	-2 394	-
Payment on lease liabilities - interest	25	-153	-
Repayment on lease liabilities	25	-750	-
Share capital increase		905 928	8 000
Net cash flow from financing activities		958 355	8 000
Total change in cash and cash equivalents		599 856	5 094
Effect of exchange rate changes on cash and cash equivalents		47	-
Cash and cash equivalents at start of period		5 223	129
Cash and cash equivalents at end of period		605 126	5 223

SIGNIFICANT ACCOUNTING POLICIES

The cash flow statement has been prepared using the indirect method.

Operating activities

Changes in working capital comprise of inventory, short-term interest-free receivables and short-term interest-free liabilities. Effects related to capital expenditures, unrealised changes or reclassifications are not included in changes in working capital.

Investing activities

Acquisition/divestment of shares includes cash and cash equivalents in the investee that are recognised/divested at the transaction date. Hence, this is presented net together with the cash consideration paid or received.

Financing activities

Interest payments from interest rate derivatives, which are used to manage the Group's debt portfolio, are presented as a part of interest paid. Following the implementation of IFRS 16, both the principal portion and the interest portion of payments of lease liabilities are included in financing activities as repayment of debt and interest paid respectively.

Consolidated statement of changes in equity

	Attributable to parent company equity holders							Total	Non-controlling interests	Total equity
	Paid in capital		Other Equity							
	Share capital	Share premium	Share based payment	Cash flow hedge reserves	Exch. diff.	Retained earnings	Total other equity			
Equity as at 01.01 2019:	750	-	-	-	-	-1 312	-1 312	-562	-	-562
Sharecapital increase	200	7 800	-	-	-	-	-	8 000	-	8 000
Profit for the period	-	-	-	-	-	-2 609	-2 609	-2 609	-	-2 609
Total comprehensive income	-	-	-	-	-	-2 609	-2 609	-2 609	-	-2 609
Transfer to other equity	-	-	-	-	-	-	-	-	-	-
Equity as at 31.12 2019	950	7 800	-	-	-	-3 921	-3 921	4 829	-	4 829
Equity as at 01.01 2020:	950	7 800	-	-	-	-3 921	-3 921	4 829	-	4 829
Sharecapital increase	25 316	1 053 875	-	-	-	-	-	1 079 191	4 939	1 084 130
Share based payments in the year	-	-	1 251	-	-	-	1 251	1 251	-	1 251
Loss for the period	-	-	-	-	-	-33 865	-33 865	-33 865	-	-33 865
Other comprehensive income	-	-	-	907	-2 542	-	-1 634	-1 634	-	-1 634
Total comprehensive income	26 266	1 061 675	1 251	907	-2 542	-37 786	-38 169	1 049 772	4 939	1 054 711
Transaction with non-controlling interest	-	-	-	-	-	4 041	4 041	4 041	-4 041	-
Transfer to other equity	-	-	-	-	-	898	898	898	-898	-
Equity as at 31.12 2020	26 266	1 061 675	1 251	907	-2 542	-32 847	-33 230	1 054 712	-	1 054 711

Nature and purpose of reserves included in total equity

Share premium

Share premium includes net share premium paid as part of capital increases.

Other Equity

Other equity includes share-based payment transaction reserve used to recognise the value of equity-settled and share-based payment transactions provided to employees, including key management personnel, as part of their remuneration. It also includes hedging reserves charged to other comprehensive income and currency translation differences, together with retained earnings.

Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Hedging reserve

The hedging reserve includes mark-to-market revaluation reserve after tax on derivatives used in the Group's cash flow hedging.

Notes to the Consolidated financial statements Group

General

Note 1 General information

Corporate information

Cloudberry Clean Energy AS ("Cloudberry"), its subsidiaries and investments in associated companies ("the Group") is a Nordic renewable power producer and developer. The Company has an integrated business model across the life cycle of hydro- and wind power plants including project development, financing, construction (normally outsourced), ownership and lead manager of operations.

Cloudberry Clean Energy AS is incorporated and domiciled in Norway. The address of its registered

office is Frøyas gate 15, NO-0273 Oslo, Norway.

Cloudberry Clean Energy AS was established on 10 November 2017. The Company is listed on Euronext Growth with ticker CLOUD.

IFRS in Cloudberry's consolidated financial statement was adopted for the first time in this reporting period, and the effects are presented in note 6 Explanation of transition to IFRS. The consolidated financial statement was approved by the Board of Directors at 23 March 2021.

Note 2 General accounting policies and principles

Basis for preparation

Cloudberry's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations from International Financial Reporting Interpretations Committee (IFRIC) as adopted by the EU.

The statement of profit or loss, statement of comprehensive income, statement of financial position, statement of cash flow, statement of equity and notes provide comparable information in respect of the previous period. The Group was formed through the business combination that took place as of 15 February 2020, hence the comparable financial information for 2019 and the IFRS opening balance as of 1 January 2019 are based on the parent company's financial information. See note 5 Business combination and note 6 Explanation of transition to IFRS for further details.

Presentation and classification of items in the financial statements is consistent for the periods presented. Application of the accounting policies by the subsidiaries has been changed where necessary to ensure consistency with Group accounting policies. The functional currency of companies is Cloudberry Group is the Norwegian krone (NOK) and the Swedish krone (SEK). The Group accounts is presented in NOK. Cloudberry is granted an exception from the Norwegian tax authorities from the requirement to report in Norwegian and will present the annual report in English.

The Groups consolidated financial statement is prepared on a going concern basis. When assessing this assumption, management has assessed all available information about the future. This comprises information about net cash flows from existing operations, debt service and obligations. After making this assessment, management has a reasonable

expectation that the Group has adequate resources to continue its operational existence for the foreseeable future.

Basis for measurement

The consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments, financial assets and financial liabilities that are recognised at fair value. Historical cost is generally based on the fair value of the consideration given when acquiring assets and services.

The preparation of financial statements in conformity with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

Classification as current/non-current

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Basis and principles for Consolidation

The consolidated financial statements are comprised of the financial statements of the parent company Cloudberry Clean Energy AS and its subsidiaries, see note 28.

Subsidiaries

Subsidiaries are all entities (including structured entities) over which Cloudberry Group has control. Cloudberry Group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. Subsidiaries are no longer consolidated from the date when control ceases.

Profits and losses resulting from intercompany transactions have been eliminated, as well as unrealised gains on transactions between group companies. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the transferred assets.

Investments in associated companies

Associated companies are companies where the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control or joint control over those policies. Investments in associated companies are recognised in the consolidated accounts using the equity method and presented as non-current assets.

Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profit or loss. Dividends received or receivable from associated companies, are recognised as a reduction of the carrying amount of the investment.

Unrealised gains or transactions between the Group and the associated companies are eliminated to the extent of the Groups interest in the entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the assets transferred. Accounting policies of equity accounted investees have been changed were necessary to ensure consistency with the policies adopted by the Group.

Equity accounted investments are reviewed each period to determine whether there is any objective evidence that the net investment is impaired.

Goodwill relating to the associated company is included in the carrying amount of the investment and is not tested for impairment separately.

Transactions with non-controlling interests

Transactions with non-controlling interests, without loss of control, are accounted for as equity transactions. When acquiring shares from a non-controlling interest the difference between the consideration and the shares proportionate value of recognized net assets in the subsidiary as correction of equity in the parent company owners.

Business combinations

In order to consider an acquisition as a business combination, the acquired asset or group of assets must constitute a business, an integrated set of operations and assets conducted and managed for the purpose of providing a return to the investors.

Acquired businesses are included in the financial statements from the transaction date. The transaction date is defined as the date of which the company achieves control over the financial and operating assets. Comparable figures are not adjusted for acquired, sold, or liquidated businesses.

The acquisition method is used to account for all business combinations. The consideration is measured at the fair value of any transferred assets, liabilities or issued equity instruments. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

If the consideration transferred (including any non-controlling interests and the fair value of previous assets) exceeds the fair value of identifiable net assets acquired, this is recognised as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase gain. If the business combination is achieved in stages, the acquisition date carrying

value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

Goodwill is not depreciated but tested at least annually for impairment. In connection with this, goodwill is allocated to the cash-generating units (CGUs) or groups of CGUs that are expected to benefit from the synergy effect of the acquisition. In accordance with IFRS 3, the estimation of fair value and goodwill may be adjusted up to 12 months after the takeover date if new information has emerged about the facts and circumstances that existed at the time of takeover. Cloudberry makes use of the opportunity to adjust the initial purchase price allocation if necessary.

Acquisition-related costs, except costs related to issue of debt or equity securities, are expensed as incurred.

Segment

Operating segments are reported in a manner consistent with how the Group internally follows up the business. This is how the internal financial reporting to the Group's chief operating decision maker, defined as the Executive Management team, is prepared. The operating segments are determined based on the differences in the nature of their operations. Cloudberry manages its operations in three segments, production, development and corporate.

Foreign currency translation

Functional and presentation currency

The Group's consolidated financial statements are presented in NOK, which is also the parent Company's functional currency. For each entity, the Group determines the functional currency, and items included in the financial statements of each entity are measured using that functional currency. The functional currency of the subsidiaries is the same as their local currency.

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

On consolidation, the assets and liabilities of foreign entities with functional currencies other than NOK are translated into NOK at the rate of exchange prevailing at the reporting date and their income statements are translated at annual average exchange rates. The exchange differences arising on translation for consolidation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Revenue recognition

Cloudberry accounts for revenue in accordance with IFRS 15 Revenue from Contracts with Customers and applies the five-step method to all revenue stream.

The Group's sales revenues are divided into two categories

1. Sale of hydro and wind generated electricity delivered to the grid, el-certificates and guarantees of origin.
2. Sale of management services within project development or production management services.

The revenues from Production bear the characteristic of delivering power at a certain price. The performance obligation is to deliver a series of distinct goods (power) and the transaction price is the consideration Cloudberry expects to receive, at either spot price, regulated price or contract price. The performance obligation is satisfied over time which entails that revenue should be recognised for each unit delivered at the transaction price. Cloudberry applies a practical expedient under IFRS 15 whereby the revenue from power for most of the contracts is recognised at the amount of which the entity has a right to invoice. The right to invoice power arises when power is produced and delivered, and the right to invoice the consideration will normally correspond directly with the value to the customer.

Revenue from management services is recognized when the service is performed, and Cloudberry has an unconditional right to the consideration settlement.

When the performance obligation is fulfilled and Cloudberry has an unconditional right to the consideration, this is presented separately in the balance sheet as a receivable.

When determining the transaction price for each element in the contract, Cloudberry adjusts for the time value of money if the timing of payment agreed to by the parties provides the customer with a significant benefit of financing. The Group applies a practical approach, and the consideration is not adjusted for a financing component if the period between the transfer for the goods or service and the payment is less than a year.

Other income

Income in the Develop segment is mainly related to the sale of ready-to-build develop projects and is accounted net of inventory costs and presented as other income in accordance with IFRS 10. The projects are often organised in single-purpose-vehicles (SPV) and the net gain and net loss is recognised when control of the project SPV is transferred to the acquirer. Net gain or loss from sale of fixed assets is classified and presented as other income.

Government grants

Government grants are conditional to own generation of power from certain technologies. This includes el certificates and guarantees of origin (GoO). The right to receive the grants are obtained at the time of generation. When the el certificates and GoO are granted they are measured at fair value and recognised as a government grant within "Other income" and inventory. Upon subsequent sales, the sales price is recognised within "sales revenues". Inventory of el-certificates and GoO are measured at the lower of cost and net realisable value with adjustments to el-certs cost.

Share-based compensation

Cloudberry has an equity incentive plan for top management and key employees. The programme includes the issue of warrants for shares in the company. The warrants-scheme is accounted for and reported in accordance with IFRS 2. The remuneration is share-based. The fair value of the warrants is measured at grant date using an appropriate valuation model. In Cloudberry the Black and Scholes model is applied based on the market price to determine the fair value at the grant date. The grant date is determined by the Board of Directors. The fair value of the warrants is recognised as a

personnel expense over the duration period, at the same time a corresponding increase in paid in equity is recognised. On each balance date, the Group revises its estimates of the number of warrants that are expected to be exercisable. Any adjustments will be recognised in the income statement and corresponding adjustment to equity. Employer tax is recognised in the profit and loss statement and a provision is recognised in the balance sheet.

Inventory

Cloudberry inventories consist of development projects and government grants of el-certificates and guarantees of origin. Inventories are accounted for in accordance with IAS 2 Inventories. According to IAS 2 inventories are measured at the lower of cost and net realisable value.

The develop projects are part of the Develop business segment and are mainly held for trading. In some cases, when a project is ready to build, Cloudberry decides to keep the project to build and own a producing power plant. When Cloudberry makes the final investment decision (FID), the project will be reclassified from inventory to property plant and equipment and power plant under construction. At the same time the ownership of the project will be transferred from Cloudberry Develop to Cloudberry Production and owned/managed in this business area.

Property, plant and equipment (PPE)

Property, plant, and equipment is measured at historical cost less accumulated depreciation and accumulated impairment losses. Land is not depreciated.

The initial cost of a PPE asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of asset retirement obligation if any, and for qualifying assets, borrowing costs incurred in the construction period. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably.

All repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. If a separate component is damaged and replaced, the component is derecognised and the

carrying amount is charged to the profit and loss statement as an impairment loss in the period. The replacement component is capitalized as a new item of PPE.

Each component of an item of property plant and equipment with a cost that is significantly in relation to the total cost of the item is depreciated separately. Depreciation is calculated using the straight-line method to allocate costs over their estimated useful lives. Depreciation of hydro and wind power plants commences when the plant is ready for managements intended use, normally at the date of the grid connection and commissioning. The depreciation period is adapted to the duration of the landowner contract period.

The assets' residual values and useful lives are reviewed annually and adjusted if appropriate. Gains and losses on disposals are determined by comparing actual proceeds with the carrying amount. Gains and losses on disposal are included in profit or loss.

Capitalisation of borrowing costs

Capitalisation of borrowing costs commence when the activities to prepare the asset for its intended use are undertaken and continue to be capitalized until the date in which the development of the relevant asset is complete. All other borrowing costs are recognised in the profit and loss statement in the period which they incur.

Asset retirement obligation

When Cloudberry is obligated to remove an item of property, plant and equipment as well as to restore the site at the date when the operation ceases, an estimate of the asset retirement obligation (decommissioning obligation) is recognized. The obligation is best estimate of the net present value of the costs that will occur at the closing date. The asset retirement obligation is capitalized as part of the carrying value of the power plant and depreciated over the useful life. For now, in Cloudberry, only wind power assets that have recognised this obligation.

Intangible assets

Intangible assets acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Costs relating to intangible assets, including goodwill, are recognised in the statement of financial position when it is probable that the asset will generate future economic benefits and the costs can be measured reliably.

Intangible assets with an indefinite useful life, such as goodwill and water rights owned are not amortised but are instead tested annually for impairment.

Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the Group's share of the net identifiable assets of the acquired business at the date of acquisition. Goodwill is carried at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units for the purpose of the impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

Impairment

Property, plant and equipment and intangible assets with a definite useful life are tested for impairment to the extent that indicators of impairment exist. Factors that trigger impairment testing include but is not limited to changes in long power price estimates, political changes, underperforming power plants in terms of production or macroeconomic fluctuations.

When there are indicators that future earnings cannot justify the carrying value, the recoverable amount is calculated to consider whether an allowance for impairment must be made. The recoverable amount is the higher of the asset's fair value less costs of disposal and its value in use.

Previously impaired non-financial assets, except goodwill, are reviewed for possible reversal of the impairment at each reporting date.

For the purposes of assessing impairment losses, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash-generating units (CGUs)). CGUs in Cloudberry are identified as follows:

Property plant and equipment (Power producing assets)

- Hydropower Power plants sharing the same water flow and/or being subject to the same infrastructure limitation are managed together to optimise power generation.
- Wind farms The individual wind farm.

Inventory of projects

- The individual project with concession
- Groups of similar projects that are connected in progress

Equity accounted companies

- The individual associated company

Goodwill and intangible assets with an indefinite useful life are not depreciated but are considered for impairment once every year and when there are circumstances or indicators implying an impairment test should be performed. Impairment is determined for goodwill by assessing the recoverable amount for each cash-generating unit (CGU) to which the goodwill relates. Impairment losses relating to goodwill cannot be reversed in future periods.

Leases

At the lease commencement date, the Group recognises a lease liability and corresponding right of use asset for all lease agreements in which it is the lessee, except for the following exemptions applied:

- Short-term leases (defined as 12 months or less)
- Low value assets

For these leases, the Group recognises the lease payments as other operating expenses in the statement of profit or loss when they incur.

Lease liabilities

The Group measures the lease liability at the present value of the lease payments for the right to use the underlying asset during the lease term that are not paid at the commencement date. The lease term represents the non-cancellable period of the lease, together with periods covered by an option either to extend or to terminate the lease when the Group is reasonably certain to exercise this option.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The lease payments included in the measurement comprise of:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date

- Payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect adjustments in lease payments due to an adjustment in an index or rate.

The Group does not include variable lease payments in the lease liability arising from future events, such as lease payments which depend on production volume. Instead, the Group recognises these variable lease expenses in profit or loss, see under description of water right lease agreement.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease, i.e. the date the underlying asset is available for use. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Water right lease agreements

Cloudberry enters into water-right lease agreements with owners of water rights, which entitles the company to utilise the water in the rivers. The agreements typically have a period varying from 40 to 100 years, starting when the power plant is put into commercial operation.

The agreement with the owners of the water rights has a variable payment depending on the gross revenue of the power plant and is typically around 10% of the gross revenue. In certain agreements the variable payment depends on the net profit of the power plant (not the gross revenue). In these cases, Cloudberry is secured a minimum return on the investment (typically 4 – 7% p.a.) before owners of the water rights are compensated. Excess return above this minimum return is then split between the owners of the water rights and Cloudberry.

When Cloudberry has a commitment to pay rent to the owners of the water rights, we account for this as a regular cost as the commitment arises. Upon expiration of the agreement the owners have the right to purchase the power plant with all rights and technical installations at a price based on certain specific conditions.

Land lease agreements for construction of wind farms Cloudberry enters into lease agreements with land- owners, which entitles the company to utilise the land for construction of wind farms. The agreement typically has a period varying from 25 to 35 years dependent on the concession period, starting when the power plant is put into commercial operation.

The typical agreement with the landowners has a variable payment depending on the gross revenue of the power plant (around 4%). When Cloudberry has a commitment to pay rent to the landowners, we account for this as a regular cost as the commitment arises.

Fixed amount- agreement: In certain cases, Cloudberry can be obligated to pay landowner a fixed annual amount, in such cases it may be accounted according to IFRS 16 lease agreement. For Cloudberry these amounts are insignificant and are accounted annually as lease payment. Upon expiration of the agreement the landowner has the right to purchase the powerplant with all rights and technical installations at a price based on book value at the end of the lease agreement.

Financial instruments

Financial instruments are recognised in the financial statements when the Group becomes party to contractual conditions relating to the financial instrument. Financial assets and financial liabilities are classified based on the type and purpose for holding the instruments at fair value, amortised cost or as a designated hedge accounting instrument (e.g. derivatives used for hedging financial risks).

Financial assets

The group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For financial assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Financial assets recognised at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Gains or losses arising from changes in the fair value of the financial instruments at fair value through profit or loss, including interest and dividends, are recognised in the income statement as other gain/losses. Derivatives are always measured at fair value through profit or loss, unless designated as a hedging instrument. When designated as a cash flow hedging instrument measurement is change in fair value are recognised in other comprehensive income.

Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Financial liabilities

The group classifies its financial liabilities at initial recognition in the following categories

- Financial liabilities at fair value through profit or loss
- Loans and borrowings including bank overdrafts
- Payables
- Derivatives designated as hedging instruments in an effective hedge

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Borrowing costs

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset is included as a part of cost. Other borrowing costs are recognised as an expense.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, directly or indirectly, in a non-active market

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable and make use of best estimate

Cash and cash equivalents

Cash and cash equivalents include deposits held at call with financial institutions, commercial papers and other interest-bearing securities which normally are due within a period of three months.

Taxes

Income tax is calculated in accordance with ordinary tax rules and by applying the adopted tax rate. The tax expense in the statement of comprehensive income comprises taxes payable and changes in deferred tax liabilities and deferred tax assets. Taxes payable are calculated on the basis of the

taxable income for the year. Deferred tax liabilities and deferred tax assets are calculated on the basis of temporary differences between the accounting and tax values and the tax effect of losses carried forward.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Deferred tax assets are recognised to the extent that it is probable that they will be utilised. Tax related to items recognised in other comprehensive income is also recognised in other comprehensive income, while tax related to equity transactions is recognised in equity.

Note 3 Key accounting estimates and judgements

The use of reasonable estimates and judgements is a critical element in preparing the financial statement of the Group. Due to the level of uncertainties inherent in Cloudberry's business activities, management must make certain estimates and judgement that affect the reported values of assets, liabilities, revenues, expenses, and related disclosures.

Management bases its estimates on historical experience, current trends and other various assumptions that the company's management believes to be relevant at the time the consolidated financial statements are prepared.

Long term price forecast for power

One of the critical assumptions used by management in making business decisions is the long-term price forecast for power and the related market developments. The assumption is also critical input for management related to financial statement processes such as:

- Allocation of fair value in business combination: note 5
- Impairment testing: note 19

Management use Value (former Wattsight), and their base case for long term power price forecasts. Value is an external source of information which ensures an unbiased estimate. Management review and update the forecast continuously, based on market development.

Fair value measurement

Significant judgement is applied in the valuation of the Group's contracts categorised within level 2 in the fair value hierarchy levels. Where fair value measurement cannot be derived from publicly available information, they are estimated using models and other valuations methods. To the extent possible, the assumptions and inputs used take into account externally verifiable inputs. However, such information is by nature subject to uncertainty, particularly where comparable market-based transactions often do not exist. In such cases management is required to make market-based assumptions to find the best estimates.

Assessments in Business Combinations

Significant management judgement is required in the assessment of a business combination. This includes determining if an acquisition is a business combination or an asset acquisition, determining an acquiring part and determining the allocation of fair value to assets and liabilities acquired.

Deferred tax assets

Significant management judgement is required when determining the amount of deferred tax asset to be recognised. Deferred tax asset is to be recognised for unused tax losses to the extent that it is probable that taxable profit will be available within reasonable time against which the losses can be utilised. Uncertain tax positions and potential tax exposures are analysed individually and the best estimate of the probable amount for liabilities to be paid and assets to be received are recognised within current tax or deferred tax as appropriate. See note 16.

Lease

When calculating lease liability, the discount factor is a significant estimate. In the absence of an identifiable discount rate, implicit in the lease agreement, the discount rate used is the Groups incremental borrowing rate. Judgement is also used to assess the lease period and the assessment of lease option in the leasing period. See note 25.

Share based payment

The fair value of management warrant programme makes use of an estimation model, Black-Scholes for calculation the call option value at grant date. This model makes use of management estimates for expected life option, volatility, and expected dividend yield. See note 13 Employee benefits and share based payments.

Asset retirement obligation

The calculation of the decommissioning obligation makes use of several estimates, the future cost of decommissioning, the timing of decommissioning, the probability of a landowner call option to purchase the power plant at the end of the lease period and the valuation of net present value with the appropriate discount rate. Management seeks to at least annually evaluate and update with the accessible information all estimates in the calculation.

Application of accounting policy

Due to Cloudberry's business activities, management must apply judgement in determining the appropriate accounting policies in areas where application of the Groups accounting may have a material impact on the accounting treatment in the financial statements. Such areas include:

- Classification of power purchase agreements: note 10
- Classification of energy and other revenues: note 12
- Classification of developing projects: note 17 and 18
- Classification of investments made together with third parties: note 20

Note 4 Operating segments

Cloudberry is a listed Nordic renewable industrial company with strong local roots. Cloudberry manages its operations in three segments Develop, Production and Corporate. The business model is bifocal where Develop completes in-house developments of wind and hydropower assets in Norway and Sweden to the projects are ready-to-build. Production owns and operates selected producing assets with low overhead cost. Capacity for construction, operations and maintenance is normally sourced externally. Combining the two gives a development portfolio to ensure long-term and strategic portfolios of exclusive land-areas and projects, while the ownership in the power plants to ensure long-term cash flows. Corporate ensure management tasks for the Group like financing, marketing, reporting and other corporate activities.

Cloudberry Production (“Production”)

The production segment manages the Group’s power producing assets and derives its revenue from the production and sale of hydro and wind generated electricity.

By year end Production had a producing portfolio of 27 MW in operation from Finnesetbekken, Røyrmýra and Forte Energy Norway AS (“Forte”). The purchase of 34% of Forte was finalized in Q4 2020 and contributed with a production of 9 GWh to Cloudberry during 2020. The figures represent Productions proportionate share of the Forte portfolio.

Hydro power production from Finnesetbekken totalled 4 GWh in 2020. It was a year with higher-than-normal precipitation and the warmest year ever recorded in Norway. Both these elements were drivers for the very strong production in 2020. Operation of the hydro plant has been stable.

Wind power production from Røyrmýra totalled 8 GWh. This was slightly under predicted normal level and was due to that one of the turbines in Røyrmýra Vindpark was out of production following a breakdown in the front main bearing during 1st half of the year and due to Covid-19, the repair took longer than normal. Production in 2nd half of 2020 was stable and ended up slightly better than normal.

In total, Cloudberry’s production ended at 21 GWh for the year. Annual production will increase considerably in 2021, following acquisitions made during 2020, as well as the completion of power plants which are currently under construction.

Cloudberry Develop (“Develop”)

Develop was established in 2008 and holds a significant development portfolio with renewable assets in Sweden and Norway both on- and offshore. Develop has since inception fully developed and sold ten projects pre-construction to larger infrastructure investors and European insurance companies. Going forward Cloudberry has the flexibility to either sell or keep the projects in-house to secure long-term cash flows for the Cloudberry Group. Larger project might be farmed down in order to diversify risk.

Develop is responsible for development of hydro and wind power assets from early stage until the projects receive construction permits. Some of the assets developed are then transferred to Production while others are wholly or partly sold. Construction is normally outsourced to local partners.

In 2020 Develop continued the work on project Hån and Duvhällen. These projects are expected to be ready to construct in 2021 to 2022.

In September Develop acquired Scanvind2 AS (now Cloudberry Offshore Wind AS) owning the shallow water offshore wind project Stenkallen in lake Vänern in Sweden. In January 2021, a SPA containing several closing conditions, was entered into with Downing LLP giving them 80% of the shares in Cloudberry Offshore Wind AS upon closing that is expected to take place during second half of 2021. The remaining 20% of this project will, if this transaction is completed, be part of the Cloudberry Production portfolio. In addition to these projects, multiple projects in the backlog and pipeline had further movement and progress during 2020.

Cloudberry Clean Energy (“Corporate”)

Corporate consists of the activities of corporate services, management, and group finance. The past year the activities has been focused on ramping up of the Cloudberry Group include listing on Oslo Børs, Merkur Market (now Euronext Growth) and

extensive M&A activity with coherent capital raisings. Management has also focused on laying the foundation and framework for the Group strategy and corporate culture. Corporate consists mainly of Cloudberry Clean Energy AS, the parent company accounts. Costs which are by nature related to the segments are allocated to the respective business

segment. Allocated costs are mostly salaries for employees related to Production and Develop that are employed in Cloudberry Clean Energy AS.

The table shows the segment reporting for 2020 and the below table for 2019.

NOK 1 000	Production	Develop	Corporate	Other/ Eliminations	Consolidated
Revenue - external	3 430	93	118	-	3 640
Revenue - within the group	200	-	-	-200	-
Total revenue	3 630	93	118	-200	3 640
Operating expenses ex depreciations and amortisations	-5 155	-8 395	-16 355	-	-30 339
Net income/(loss) from associated companies	-3 556	-	-	-	-3 556
EBITDA	-5 082	-8 302	-16 237	-200	-29 822
Depreciation and amortisation	-2 217	-203	-870	-	-3 289
Operating Profit (EBIT)	-7 299	-8 505	-17 108	-200	-33 111
Net financial items external	-1 557	706	-152	-139	-1 142
Net financial item internal	1 000	-1 000	-	-	-
Profit before tax	-7 856	-8 799	-17 260	-339	-34 253
Total assets	594 527	208 347	593 940	46	1 396 861
Interest bearing debt	263 033	-	4 401	174	267 608
Intrest bearing debt internal	-	19 003	-	-19 003	-

NOK 1 000	Production	Develop	Corporate	Other/ Eliminations	Consolidated
Revenue - external	-	-	279	-	279
Revenue - within the group	-	-	-	-	-
Total revenue	-	-	279	-	279
Operating expenses ex depreciations and amortisations	-	-	-2 885	-	-2 885
Net income/(loss) from associated companies	-	-	-	-	-
EBITDA	-	-	-2 606	-	-2 606
Depreciation and amortisation	-	-	-7	-	-7
Operating Profit	-	-	-2 613	-	-2 613
Net financial items external	-	-	4	-	4
Net financial item internal	-	-	-	-	-
Profit before tax	-	-	-2 609	-	-2 609
Total assets	-	-	5 304	-	5 304
Interest bearing debt	-	-	-	-	-
Intrest bearing debt internal	-	-	-	-	-

Revenues from transactions between the Production and Develop segments, where Cloudberry is deemed to hold a controlling interest, are presented as within the group revenues in the segment reporting and eliminated in the consolidated statement of profit or loss. These transactions are based on international contract standards and terms negotiated at arm's length

Note 5 Business combinations and other transactions

Founding Cloudberry Group and assessment of the Business Combination

Overview

On 15 February 2020 Cloudberry Asset Management AS (now Cloudberry Clean Energy AS, "Cloudberry") acquired Scanergy AS (now Cloudberry Develop AS), and CB Nordic Renewable and Infrastructure Fund I AS (now Cloudberry Production AS) through a capital increase. The transaction was 100% settled with shares in Cloudberry. Cloudberry was shortly after (2 April 2020) listed on the Oslo Børs, Merkur Market (Euronext Growth).

The transaction was initiated and carried out by the management in Cloudberry. The management's intention and plans were to establish a listed, Nordic renewable industrial Group which was capitalized to both develop and own renewable projects. A strong management in Cloudberry with key employees, should grow and coordinate all financing, marketing, reporting and other corporate activities for the whole group.

Determining an acquirer

To determine which of the combining entities that was the acquiring part, required a significant use of judgement. It could be argued that other than Cloudberry Clean Energy AS was the acquirer, but the total weight of the arguments was assessed in favour of the conclusion made. Below is a summary of the arguments that were subject to judgement.

Determining which of the combining entities is the acquiring entity, requires significant use of judgement. Cloudberry Clean Energy AS has been identified as the acquirer based on an assessment of different factors. The main elements in this consideration are based on detailed assessments, of which the following factors are forming the conclusion;

- the composition of senior management of the combined entity. 4 out of 5 members of senior management was the original management team in Cloudberry, and hence Cloudberry dominates the management of the combined entity.
- the combination involved more than two entities, and the entire combination was initiated by the management and owners of Cloudberry,
- the management and owners of Cloudberry planned, initiated and formed the structure for the transaction,

- the composition of the Board of Directors after the business combination - a majority is from Cloudberry,
- Cloudberry issued the equity interests to complete the combination, and
- shortly after the combination Cloudberry became a listed entity, and the plan set by owners and management of Cloudberry was finalised.

Cloudberry acquires CB Nordic Renewable and Infrastructure Fund I AS

On 15 February 2020, Cloudberry Clean Energy AS acquired 100% of the voting shares in CB Nordic renewable and infrastructure fund I AS today Cloudberry Production AS (CBP). CBP is a limited company located in Oslo, Norway. CBP was acquired for NOK 83.5 million.

The acquisition was financed by issuing shares at fair value of NOK 10.74 per share. 7.775 million shares in Cloudberry Clean Energy AS were issued to the former CBP shareholders at a nominal value NOK 0.25 per share (share capital increased by NOK 1.94 million). The fair value of the shares was set at observed market prices with comparable market transactions.

CBP owns two powerplant companies and has entered into a contract for the purchase of two additional power plants. Røyrmýra Vindpark is situated in Hå municipality in Rogaland. The annual production is 8 GWh. Finnesetbekken Kraftverk is situated in Nesbyen municipality in Viken. The annual production is 4 GWh. The contract for purchase is Nessakraft (34 GWh), situated in Balestrand municipality, and Bjørgelva Kraftverk (7 GWh), situated in Sørreisa.

Cloudberry acquired Scanergy AS

On 15 February 2020, Cloudberry Clean Energy AS acquired 100% of the voting shares in Scanergy AS (today Cloudberry Develop AS, "CBD"). CBD is a limited company located in Oslo, Norway. CBD was acquired for NOK 132.8 million.

The acquisition was financed by issuing shares at fair value of NOK 10.74 per share. 12.363 million shares in Cloudberry Clean Energy AS were issued to the former Scanergy AS shareholders at a nominal value NOK 0.25 per share (share capital increased by NOK 3,09 million). The fair value of the shares were set at observed market prices with comparable and listed development companies in Sweden and historical and recent transactions. External consultants were engaged for a due diligence of the company.

The company has for the last ten years specialised in the development of renewable projects in Norway and Sweden (primarily wind in Sweden). The management believes the acquisition provides the company with a highly complementary business segment that gives a positive effect on future earnings, in excess of the fair value of acquired net assets. By owning both a development and production company, Cloudberry controls the value chain from early phase development to production and do in a less extend need to participate in competitive bidding rounds for renewable projects. The company has projects ready to construct and an exclusive backlog. In addition to the backlog, CBD has a large pipeline of on- and off-shore projects. Ownership interest equals the share of voting rights.

Cloudberry acquired Skogvind AS

On 31 August 2020, Cloudberry Clean Energy AS acquired 100% of the voting shares in Skogvind AS. Skogvind is a limited company located in Oslo, Norway.

The acquisition was financed by issuing 118,648 Cloudberry shares at fair value of NOK 12.01. The shares in Cloudberry Clean Energy AS were issued to the former Skogvind AS shareholders at a nominal value NOK 0.25 per share (share capital increased by NOK 29.6 thousand)

Skogvind is a wind power player with a focus mainly on the smaller and gentle projects. Skogvind has several agreements with landowners with intention to build wind power plants in Norway with a potential of 120 MW. All projects are in the early stages and no notification has been sent for any of the projects. In addition, a number of other possibilities for wind power projects have been identified.

Skogvind represents an interesting opportunity to expand Cloudberry's development business. It will also provide a better foothold for wind power in the Nordics.

The net assets acquired during 2020 is as follows.

Allocation of cost price for acquisitions in 2020

NOK 1 000	Cloudberry Production AS	Cloudberry Develop AS	Skogvind AS	Total
Acquisition date	15.02.2020	15.02.2020	31.08.2020	
Voting rights/shareholding acquired through the acquisition	100 %	96 %	100 %	
Total voting rights after the acquisition	100 %	96 %	100 %	
Non controlling interests	-	3.6 %	-	
Consideration				
Cash	-	-	-	-
Shares	83 521	132 807	5 435	221 763
Total acquisition cost	83 521	132 807	5 435	221 763
Book value of net assets (se table below)	80 839	37 304	2 068	120 211
Identification of excess value. attributable to:				
Inventory	-	63 994	4 316	68 310
Property, plant and equipment	8 090	-	-	8 090
Other	-4 652	14 467	-	9 815
Gross excess value	3 438	78 461	4 316	86 215
Deferred tax on excess value	-756	-14 952	-950	-16 657
Net excess value	2 681	63 509	3 367	69 557
Fair value of net acquired assets excluding goodwill	83 521	100 813	5 435	189 768
Of which				
Non controlling interest	-	4 939	-	4 939
Controlling interests	83 521	95 874	5 435	184 829
Total acquisition cost	83 521	132 807	5 435	221 763
Fair value of net acquired assets ex goodwill (controlling interests)	83 521	95 874	5 435	184 829
Goodwill	-	36 933	-	36 933

The minority shareholders position of 3.6% in Cloudberry Develop is related to a minority share of 15% in Cloudberry Utveckling AB, a subsidiary of Cloudberry Develop. These shares were acquired 31 December 2020, the transaction price NOK 4.1 million was settled in January 2020. The value of the shares at the acquisition date was NOK 4.9 million. The difference between the carrying amount and the transaction price was accounted as correction of equity in the parent company. See note 24.

Book value net acquired assets in 2020

NOK 1 000	Cloudberry Production AS	Cloudberry Develop AS	Skogvind AS	Total
Property, plants and equipment	44 853	9	-	44 862
Other non-current assets	-	26 304	-	26 304
Financial non-current assets	-	5	-	5
Inventory	-	35 140	133	35 273
Other current assets	1 607	35 417	2 047	39 071
Cash and cash equivalents	65 351	1 558	492	67 402
Acquired assets	111 811	98 433	2 673	212 917
Interest bearing debt, long term	27 738	37 167	-	64 905
Current liabilities	1 375	23 962	605	25 942
Deferred tax liability	974	-	-	974
Other	885	1	-	885
Net asset value acquired assets	80 839	37 304	2 068	120 211
Total acquisition cost	83 521	132 807	5 435	221 763
Non cash consideration	83 521	132 807	5 435	221 763
Cash consideration	-	-	-	-
Cash in acquired company	65 351	1 558	492	67 402
Net cash outflow at acquisition	65 351	1 558	492	67 402

Pro forma financial figures

The acquired subsidiaries are consolidated in the Group accounts from the acquisition date. The table below show the profit and loss statement in the company accounts in 2020 which are not included in the Cloudberry consolidated accounts.

NOK 1 000	Cloudberry Production AS	Cloudberry Develop AS	Skogvind AS	Total
Acquisition date	15.02.2020	15.02.2020	31.08.2020	
Gross revenue from 1.1.2020 untill takeover	446	-	3 921	4 367
Salaries from 1.1.2020 untill takeover	-56	-	-491	-547
Other operating expenses from 1.1.2020 untill takeover	-356	-760	-349	-1 465
Net finance from 1.1.2020 untill takeover	-34	-	-	-34
Net income before acquisition not recognized in the Group accounts	-	-760	3 081	2 320

The table below show the proforma gross Profit or loss statement before tax if the acquired companies had been fully consolidated from 1 January 2020.

NOK 1 000	Cloudberry Group reported	Net income before acquisition not recognized in the Group accounts	Pro-forma Group figures
Total revenues	3 640	4 367	8 006
Cost of goods sold	-143	-	-143
Salary and personnel expenses	-17 419	-547	-17 966
Other operating expenses	-12 343	-1 465	-13 808
Share of income from associated companies	-3 556	-	-3 556
Depreciations and amortisations	-3 289	-	-3 289
Net finance	-1 141	-34	-1 175
Profit before tax	-34 253	2 321	-31 932

Other acquisitions

Cloudberry acquired Scanvind2 AS

On 22 September 2020, Cloudberry Develop AS acquired 100% of the shares in Scanvind2 AS, (today Cloudberry Offshore Wind AS) a company that develops the offshore wind power project "Rewind Vänern". The project is in shallow water on the largest lake in Sweden in the vicinity of Cloudberry's Karlstad office. The current development plan includes 16-17 turbines with an estimated annual power production around 350 GWh. The project will significantly strengthen the access to clean and renewable energy in the region.

The project was originally initiated by Cloudberry Develop in 2010 and then developed together with local partners. In 2016 the project received a permit to construct a 100 MW shallow-water wind project in Stenkalles grund in Lake Vanern, Sweden. The project was in 2016 sold to the consortium Scanvind2 for

further development and planning (seismic studies, net concession and initiation of technical solutions). In 2020 Cloudberry repurchased the project after a long technical review and capitalized the company in order to move the project closer to a final investment decision. See further information in note 27 Related party transaction.

The transaction cost was NOK 34,3 million, of which NOK 7 million was cash settlement, while NOK 27,3 million was settled with Cloudberry shares, this was 2,180 million shares of par value 0.25 and a fair value of NOK 12.50 per share (share capital increase with NOK 0.55 million). Net acquired assets was 34 million, including NOK 54 thousand in cash. Total acquired assets was NOK 59,8 million. The transaction was accounted for as an asset acquisition of a development project and classified as project inventory with construction permit.

Note 6 Explanation of transition to IFRS

This is the Group's first time preparing and presenting the consolidated financial statements in accordance with IFRS.

The accounting principles described in note 2 have been used to prepare the company's consolidated accounts for 2020, comparable figures for 2019 and an IFRS opening balance sheet as at 1 January 2019, which is the Group's date of transition from Norwegian accounting principles (NGAAP) to IFRS.

In connection with the preparation of the IFRS opening balance sheet, the Group has not detected any differences in the conversion from NGAAP previously reported figures to the IFRS converted figures. The equity according to converted IFRS is equal as reported previously according to NGAAP.

Below we will explain the material assessments of converting the balance sheet and profit and loss items.

NOK 1 000	01.01.2019 Effect of transition to IFRS		31.12.2019 Effect of transition to IFRS	
	NGAAP	IFRS	NGAAP	IFRS
Assets				
Non - current assets				
Tangible assets	18	18	11	11
Total non - current assets	18	18	11	11
Cash	129	129	5 223	5 223
Other current receivables	126	126	70	70
Total current assets	255	255	5 293	5 293
Assets held for sale	-	-	-	-
Total assets	273	273	5 304	5 304
Equity and liabilities				
Share capital	-	-	950	950
Share premium account	750	750	-	-
Other equity	-1 312	-1 312	-	-
Total equity	-562	-562	8 750	8 750
Current Liabilities				
Trade creditors	-	-	58	58
Provisions	835	835	417	417
Total liabilities	835	835	475	475
Total equity and liabilities	273	273	9 225	9 225

NOK 1 000	2018 NGAAP	2019 NGAAP	Effect of transition to IFRS	2019 IFRS
Operating revenues	250	279	-	279
Other operating income	-	-	-	-
Total revenue	250	279	-	279
Cost of good sold	-41	-27	-	-27
Salary and personell costs	-1 633	-1 981	-	-1 981
Other operating expenses	-622	-877	-	-877
Depreciation, amortizations	-4	-7	-	-7
Operating profit (loss)	-2 300	-2 892	-	-2 613
Financial income	-	5	-	5
Financial expenses	-12	-1	-	-1
Profit (loss) before tax	-2 062	-2 609	-	-2 609
Tax				
Net profit (loss)	-2 062	-2 609	-	-2 609
Loss on sold operations				
Profit (loss) for the year	-2 062	-2 609	-	-2 609

Critical accounting principles that can lead to differences in accounting:

1. *Amortisation of Goodwill*

The Group has chosen to implement IFRS for all its acquisitions as from 1 January 2019 by applying the transitional rule in IFRS 1. As a result of this, it is no longer permitted to amortise goodwill as of 1 January 2019, and goodwill is instead tested annually for impairment. This is different from NGAAP. The Group did not report any amortisation of Goodwill in the annual accounts in the period and hence there is no difference recognised.

2. *Dividend*

According to IFRS, the proposed dividend is an equity item, not a liability, while according to NGAAP, proposed dividend is a liability. It was not proposed any dividend in the conversion balance sheets, and therefor there was not recognised any difference in reported equity or liability.

3. *Financial investment*

All financial investments are assessed at their fair value according to IFRS. No such items were recognised.

4. *Recognition of derivatives*

According to NGAAP financial derivatives outside hedge accounting were to be valued at the lower of historical cost and the fair value. According to IFRS 9, financial derivatives are to be recognised in the balance sheet at fair value, with fair value changes recognised in the statement of profit and loss when no hedge accounting is applied. The Group did not have any such items and hence there was not recognised any difference in the conversion.

5. *Leases*

According to IFRS 16, all lease contracts shall be recognised in the balance sheet, with a right to use asset and a lease obligation at the starting point of the lease contract. Exception from this rule is that short term lease contracts (under 12 months), low value leases and leases with a variable amount does not need to be recognised. Lease costs reported under NGAAP are recognised in the profit and loss statement as they incur.

The lease costs recognised in the Groups accounts in the conversion period were related to short term lease of office rent, and the applied accounting according to NGAAP with costs recognised over the profit and loss statement is the same as accounted for under IFRS when applying the exception for short term leases.

6. *Transaction costs from business combinations*

According to IFRS 3 acquisition related costs should be expensed as incurred, while according to NGAAP these have been capitalised. No such costs have incurred in the period and therefor no difference is recognised.

7. *Income tax*

In the PPA for business combinations, deferred tax shall be recognized in nominal values. Discounting deferred tax is not permitted under IFRS but is permitted under GRS [IAS 12.53].

In addition, deferred tax assets shall be presented separately in the balance sheet if the amount is material. It is not presented as part of the line "intangible assets". Under GRS, the deferred tax asset is presented as intangible assets.

No tax asset was recognised in the balance sheet and hence there was no difference in the conversion.

8. *Revenue recognition*

The basic principle of IFRS 15 is that companies shall recognize revenues in such manner that the consideration is recognized according to a pattern that reflects the transfer of goods or services to the customer. The standard introduces a detailed framework for determining when and how revenue from contracts with customer should be accounted for. The framework is illustrated using a five-step mode.

According to NGAAP revenue shall be accounted for at fair value of the consideration and the time of the transaction date, and according to when the revenue is earned.

When comparing the revenue recognition according to IFRS and NGAAP there was not discovered any differences in accounting and hence no differences was recognised.

Key risks and financial instruments

Through its business activities, Cloudberry is exposed to various risks, and has engaged in various financial instruments.

The Group focuses on the following risk categories: Market, Operations, Finance and ESG risks. The Group overall risk management programme seek to minimize the potential for adverse effects on the Groups performance. Market risks, including political

and regulations risks, and price risks, see note 7, commercial and operational risks, see note 8, and financial risks, see note 9.

Guidelines for risk management and strategy for handling and using financial instruments as a part of the business activities and handling risks have been approved by the Board of Directors. See note 10 Financial instruments and 11 Hedge accounting.

Note 7 Market related risks

Political and regulations risk

The power industry is a highly regulated sector and thus subject to political risk

The power industry is publicly regulated, and regulations may change over time. Thus, there is political risk of investments in the renewable and infrastructure industries in the Nordic countries.

The electricity certificate scheme is subject to political risk

The electricity certification scheme is an aid scheme with intention of increasing the renewable power generation in Norway and Sweden. New renewable power generation in Norway and Sweden, which commence within the end of 2021, will receive electricity certificates. The electricity certification scheme will be discontinued in 2035.

The investment decision related to several of the assets of the Company has been made based on inclusion of electricity certificate revenues. Electricity certificates are traded in a market where the price is determined by the market cross between supply and demand. Demand is based on a quota system determined by political objectives. Revenue from the sale of electricity certificates is consequently subject to political risk.

The guarantee of origin scheme is subject to political risk

In accordance with EU legislation, power plants in the EEA may get approval for guarantees of origin for five years at a time. Energy suppliers may buy such guarantees of origin from the power producer in order to guarantee its customers that

the delivered energy is produced from renewable sources.

The relevance of the latest revision of the current European Renewable Energy Directive is currently being assessed by the EEA/EFTA. The revision seems to extend the guarantee of origin scheme, although no decision has been made. The future of the scheme is thus subject to political risk.

The renewable sector is still under development

Unexpected success in other areas of renewable energy may reduce the pressure on the authorities to allow for development of wind parks and hydro power plants. This may affect the Group's future investment opportunities and reduce the second-hand value of its power plants. The same may also hold true for non-renewable or currently unknown energy technologies.

Price risk

Sale of electricity, electricity certificates and guarantees of origin constitute a material share of the Group's revenues.

The profitability of the Group's producing power plants depends on the volume and prices of the electricity produced, the electricity certificates and the guarantees of origin. Although some of the sale will be based on fixed price purchase agreements, the majority of the Group's sale will be exposed to price risk related to electricity sold at spot rates, the market price for electricity certificates and the market price for guarantees of origin. The Group has entered into fixed price contracts for sale of the production of Røyrmyra Vindpark AS, which covers

the period until December 2021. The remaining part of the Group's production volume is exposed to fluctuations in the market prices for electricity, electricity certificates and guarantees of origin, unless new fixed terms agreements are entered into.

Electricity prices are inter alia dependent on substitute or adjacent commodity prices such as e.g. oil, gas and coal prices, but also dependent on metrological conditions, CO₂ pricing and other supply and demand factors going into the clearing of the market price of electricity.

Note 8 Commercial and operational risks

Risks related to changes in laws and regulations

Laws and regulations may affect the Group's operations, increase the Group's operating costs, and reduce demand for its services.

Changes in laws and regulations applicable to the Group could increase compliance costs, mandate significant and costly changes to the way the Group implements its services and solutions and threaten the Group's ability to continue to serve certain markets.

For some small-scale power plants and large-scale power plants, license fees and concessionary power must be paid or transferred to the municipality, county or state. Often, such power plants must deliver 10-15% of their power production as concessionary power. The power plant must in such cases sell the concession power at the expected "cost price". Such changes in regulations would affect the Group's profitability.

Changes in tax laws of any jurisdiction in which the Group operates, or any failure to comply with applicable tax legislation, may have a material adverse effect for the Group.

The Group is subject to prevailing tax legislation, treaties and regulations in the jurisdictions in which it is operating, and the interpretation and enforcement thereof. The Group's income tax expenses are based upon its interpretation of the tax laws in effect at the time that the expense is incurred. If applicable laws, treaties or regulations change, or if the Group's interpretation of the tax laws is at variance with the interpretation of the same tax laws by tax authorities, this could have a material adverse effect on the Group's business, results of operations or financial condition. In Norway, it has been announced that the current political majority has agreed to increase the taxes on revenue from wind power. The government is expected to announce a specific proposal during H1 2021.

Operational risks

Power plants are highly technical

Investments in power generation and energy-related infrastructure involve technical and operational risks. The Group will seek to invest in power plants of expected good technical standard to reduce the technical risk of the investment. The Group will prioritize technical solutions that are well-proven and delivered by reputable suppliers, so that any repairs can be made within reasonable timeframes and at reasonable cost, and that it is possible with attractive insurance terms. Despite the aim of choosing sound solutions, technical problems may occur meaning possible stops in production or costly reinvestments that reduce the Group's profitability and/or financial position.

Revenues dependent on metrological conditions

The metrological conditions (rain and wind) at particular sites at which the Group's power plants are located can vary materially from season to season and from year to year. If a site proves to have lower resources than anticipated in the Group's business model or suffers a sustained decline in metrological conditions, such power plants are likely to generate lower electricity volumes and lower revenue than anticipated, which could have a material adverse effect on the Group's business.

Risks related to costs of transmission and distribution

Increases in charges relating to the connection to and use of the electricity transmission and distribution networks and relating to balancing of electricity supply and demand, and/or restrictions on the capacity in such networks available for use by the Group's power plants, may result in higher operating costs, lower revenues and fewer opportunities for growth.

Note 9 Financial risks

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's underlying assets will normally be loan-financed with long term debt obligations with floating rates, which is exposed to the risk of changes in market interest rates.

An increase in interest rates will lead to higher financing costs, which reduces the Group's profitability.

Management wishes to minimize the interest rate risk together with borrowing costs. The Group manages the borrowing cost and interest risk by either using long-term financing at fixed rates or using floating to fixed interest swaps. See details under note 10 and 11, financial instruments and hedge accounting.

Currency risk

The Company presents its financial statements in NOK. However, all trades on Nord Pool, which is the market for trading of power in Norway and Sweden, are settled in Euro, exposing the Group to currency risk (electricity certificates are traded in SEK). Any fluctuations in exchange rates between NOK, SEK and Euro could materially and adversely affect the Group's business, results of operations, cash flows, financial condition and/or prospects.

Additionally, the Group has employees and operations in Sweden, which also exposes the Group to currency risk. Any fluctuations in exchange rates between NOK and SEK could materially and adversely affect the Group's business, results of operations, cash flows, financial condition and/or prospects. The Group may want to do business in other countries in the future, exposing the Group to additional currency risk. Should it choose to do so, any fluctuations in exchange rates between NOK and the relevant foreign currency could materially and adversely affect the Group's business, results of operations, cash flows, financial condition and/or prospects.

The Company does not currently have any currency hedging arrangements in place to limit the exposure to exchange rate fluctuations.

Liquidity risk

Liquidity risk is the risk that Cloudberry will not be able to meet its financial obligations when due. The Group manages liquidity risk through on a regular basis to review of future commitments and the liquidity reserves which consist of cash (see note 21) and borrowing facilities (see note 23). Management prepares minimum quarterly cash flow forecasts that look a minimum of twelve months ahead to handle the liquidity risk. When taking business decisions and entering into contracts Cloudberry evaluates the liquidity needs and makes sure the liquidity needed is in place before entering into contracts.

As of 31 December 2020, the Group has a total of NOK 462 million in contractual commitments, in addition to the current payables which are recognised in the Groups balance sheet. See note 24 Provisions, guarantees and other contractual obligations.

Credit risk

Credit risk is the risk that Cloudberry's customers or counterparties will cause financial loss by failing to honour their obligations. The Group is exposed to third party credit risk in several instances including off-take partners who have committed to buy electricity produced by or on behalf of the Group, banks providing financing and guarantees of the obligations of other parties, insurance companies providing coverage against various risks applicable to the Group's assets, and other third parties who may have obligations towards the Group.

The Group's main credit risks arise from credit exposures with deposits with financial institutions and other short-term receivables. Counterparties in derivative contracts and financial deposits are limited to financial institutions with high creditworthiness.

Note 10 Financial instruments

This note provides an overview of all financial instruments held by the Group.

The table below shows the Groups financial instruments with their carrying amounts recognised in the consolidated financial position at 31 December 2020. The carrying amount for assets and liabilities at amortised cost is believed to be close to fair value.

NOK 1 000	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Liabilities at amortised cost	Derivative financial instruments - hedge accounting	Total
Derivative financial instrument	-	-	-	1 322	1 322
Other non-current asset	-	1 035	-	-	1 035
Total non-current financial assets	-	1 035	-	1 322	2 358
Cash and cash equivalents	-	758 140	-	-	758 140
Total current financial assets	-	758 140	-	-	758 140
Lease liability short term	-	-	-1 105	-	-1 105
Current borrowings	-	-	-236 767	-	-236 767
Total current financial liabilities	-	-	-237 872	-	-237 872
Lease liability long term	-	-	-3 296	-	-3 296
Financial liability for PPA termination	-	-	-4 641	-	-4 641
Long term borrowings	-	-	-26 266	-	-26 266
Derivatives	-	-	-	-173	-173
Total non current financial liabilities	-	-	-34 203	-173	-34 377
Net financial assets (liabilities)	-	759 175	-272 075	1 149	488 249

The fair value of the interest rate swaps derivatives is calculated as the present value of the estimated future cash flows based on observable yield curves (level 2). Changes in fair value relate to daily changes in market prices of the derivative contracts and the volume of contracts. The fair value of the Groups derivative financial instruments has been determined by external banks.

The table below summarizes the fair value for each class of financial instrument recognised the fair value hierarchy.

NOK 1 000	Non-current financial investments	Derivative financial instrument (asset)	Derivative financial instrument (liability)	Total fair value
Fair value based on quoted prices in an active market (Level 1)	-	-	-	-
Fair value based on price inputs other than quoted prices (Level 2)	-	1 322	-173	1 149
Fair value based on unobservable inputs (Level 3)	-	-	-	-
Total fair value at 31 December 2020	-	1 322	-173	1 149

The contracts at level 2 as of 31 December are the Groups interest rate derivatives. The fair value of interest rate swaps is determined by discounting expected future cash flows to present value through the use of observed market interest rates. Cloudberry's interest rate derivatives are held for hedging purposes, reference to note 11 Hedge accounting.

Purchase Price Agreements (PPA)

Cloudberry has in some cases entered into PPA agreement for the sale of electric power and electricity certificates at a fixed price. A characteristic to these agreements is that they can be accounted for as a financial instrument or as a contract with customer, depending on the terms and conditions.

"Own use" contracts

Energy contracts that are entered into and continue to be held for the purpose of the receipt or delivery of the power in accordance with Cloudberry's expected purchase, sale or usage requirements are accounted for as own use contracts. These contracts do not qualify for recognition in the statement of financial position in accordance with IFRS 9 but are accounted for as contracts with customers after IFRS 15 and energy purchase. "Own use" contracts will typically have a stable customer base e.g. bilateral industry contracts, and are settled by physical delivery.

The PPA agreement at Røyrmýra was in 2019 agreed terminated from 31 December 2021. A financial liability of NOK 4.6 million is recognised in the balance sheet and will be due in February 2022. See note 24 Provisions, guarantees and other contractual obligations.

Note 11 Hedge accounting

Financial instruments that are designated as hedging instruments or hedged items in hedge accounting are identified based on the intention with entering into a financial instrument. The ineffectiveness from the hedges is recognised in profit and loss.

Cloudberry has in June 2020 entered into an interest swap agreement for the long-term loans related to Røyrmýra and Finnestebekken power plants. See note 23 long term debt.

Cloudberry has in July 2020 entered into an interest swap agreement for expected long term debt which will be drawn at the closing of acquisition of Nessakraft AS. See note 24 debt financing of contractual obligations.

The objective for the interest rate management is to reduce risk (reduce volatility of future interest payments) and to lock future interest costs at attractive levels. The secured debt and the interest rate swap agreement has equal terms, and the hedge effectiveness is fully covered. All interest rate swaps are designated as hedging instruments. All interest rate swaps are recognised at fair value.

The table below shows how the interest rate swap has been accounted for in the statement of comprehensive income. The amounts recognised in OCI is presented net of tax effect.

NOK 1 000	Total hedging gain/loss recognised in OCI	Amount reclassified from OCI to profit and loss	Line item in the statement of profit and loss
Interest swap for long term debt Røyrmýra and Finnesetbekken	-124	142	Financial expense
Interest swap for long term debt drawn when acquiring Nessakraft	1 032	-	-

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of financial assets and liabilities affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit and equity before tax is affected through the impact on floating rate borrowings, as follows

NOK 1 000	Increase in %-points	Effect on profit before tax	Effect on OCI
Interest swap for long term debt Røyrmýra and Finnesetbekken	1 %	-	712
Interest swap for long term debt drawn when acquiring Nessakraft	1 %	-	3 337

Please note that the sensitivity applied for the effect on the figures is presented for 2020, the Group did not have interest bearing debt or hedging instruments in 2019.

The following table shows the maturity for nominal cash outflow for the hedged bank loans and the interest rate swap

NOK 1 000	Less than a year	1-2 years	2-3 years	3-4 years	More than 5 years	Total
Bank loan Røyrmýra and Finnesetbekken	-2 139	-2 158	-2 152	-2 137	-25 369	-33 956
Interest swap for long term debt Røyrmýra and Finnesetbekken	-217	-120	-45	-	210	-172
Interest swap for long term debt drawn when acquiring Nessakraft	-98	-411	-263	-140	2 264	1 352
Total	-2 454	-2 278	-2 197	-2 137	-25 159	-34 226

Statement of profit or loss and comprehensive income

Note 12 Sales revenues and other operating income

The consolidated revenues are presented in the table below.

NOK 1 000	2020	2019
Power revenue	2 580	-
El certificates and guarantees of origin	743	-
Management fee	310	279
Sales revenues	3 633	279
Sale of power plant project	-	-
Public grants - El certificates and guarantees of origin	8	-
Other	-1	-
Other income	7	-
Total revenue	3 640	279

For information about the revenue split between Production and Develop see note 4 Business segments.

Sales revenue

Cloudberry has implemented the 5-step model for revenue recognition in accordance with IFRS 15 Revenue from contracts with customers. See accounting principles in note 2.

For Cloudberry there will be mainly two types of revenue generating customer contracts. This is revenue from sale of power, including sale of el certificates and guarantees of origin from a producing power plant and revenue from management services.

For Cloudberry's power producing assets the customer contract is when connected to the grid, the production for spot sale to the grid or a purchase price agreement (PPA) with a contract customer.

The performance obligation is to deliver power, and the consideration is the transaction price which can be spot or a predefined price. The performance obligation is delivered over time, and therefore the consideration will be accounted for when each unit is delivered, a practical approach is the consideration that Cloudberry has the right to invoice at the transaction date. The right to invoice is when the power is produced and delivered to the grid. In the

cases that the power is sold at Nord pool, this is defined as the customer. In other cases, the customer is a specific partner.

For PPA agreements, the customer contract is the contract to sell the production to a specific price to the contract party.

Cloudberry also has contracts for management services for producing power plant portfolios. This is accounted for as revenue when the service is provided, and Cloudberry have a contractual right to the consideration. Cloudberry Develop can also in some cases have fee for management services (project management service), in these cases it must be made an assessment of the timing of when the performance obligation is fulfilled. This will be determined from the nature of the assignment in each contract.

When the payment profile for the consideration deviates significantly from the transfer of the services, it is assessed if necessary to separate the finance element in the transaction consideration.

For revenue from sale of power and management services the recognition in most cases coincides with the right to invoice the consideration. Unsatisfied performance obligation will be recognized if any.

Other income

When Cloudberry develops projects in-house or acquire project rights and sell these assets; income from the transfer of the concession to a ready-to-build project or development rights to a project, is recognized upon the transfer of the concession rights or project rights. The income is presented net of the inventory cost related to the project. In 2020 there was no sale of develop projects. When there are conditions precedent to the contract the income

is accounted when all material conditions precedent is settled.

Net gain or loss from disposal of fixed assets are presented as other income, there has not been any sale of fixed assets during the year.

Income from grants in 2020 was NOK 8 thousand net of resale.

Note 13 Employee benefits and share based payments

Employee benefits are accrued in the period in which the associated services are rendered by the employees of the Company. The table below shows the employee benefits accrued in the period and the capitalized costs relate to development projects.

NOK 1 000	2020	2019
Salaries	15 141	1 604
Payroll tax	2 069	238
Pension costs	614	83
Share based payment	1 251	-
Other benefits	365	56
Gross personnel expenses	19 439	1 981
- Capitalized development costs (project inventory)	-2 021	-
Total personnel expenses	17 419	1 981
Average number of full-time equivalents (FTEs)	8	3
Number of full-time equivalents as 31.12 (FTEs)	10	4

Included in salaries are fees to board members in subsidiaries.

Pension

The Group has an established pension scheme that is classified as a defined contribution plan. The pension scheme is in line with the requirements of the law. Contributions to the defined contribution schemes are recognised in the consolidated statement of profit and loss in the period in which the contribution amounts are earned by the employees. The defined contribution plan does not commit Cloudberry beyond the amounts contributed.

Remuneration of Executive Group management

The remuneration of the Executive Group Management is based on a fixed salary, including personal benefits such as free telephone and health insurance, a variable group performance bonus scheme, pension benefits, and a long-term share-based incentive program.

The table below shows the remuneration in 2020

NOK 1 000	Anders Lenborg (CEO)	Christian Helland (CVO)	Suna Alkan (CSO)	Jon Gunnar Solli (COO)	Tor Arne Pedersen (CDO)	Total
Salary	1 864	1 448	1 306	1 490	1 330	7 437
Bonus	1 150	600	500	600	600	3 450
Pension costs	66	62	69	63	68	328
Share based payment	426	269	120	160	149	1 124
Total reportable benefits paid 2020	3 506	2 378	1 995	2 314	2 147	12 340

The table below shows the remuneration in 2019

NOK 1 000	Anders Lenborg (CEO)	Christian Helland (CVO)	Suna Alkan (CSO)	Jon Gunnar Solli (COO)	Tor Arne Pedersen (CDO)	Total
Salary	609	150	200	563	-	1 522
Bonus	-	-	-	-	-	-
Pension costs	31	8	11	31	-	80
Share based payment	-	-	-	-	-	-
Total reportable benefits paid 2019	640	158	211	594	-	1 602

Please note that Tor Arne Pedersen was hired in 2020, while Suna Alkan and Christian Helland was hired in second half year of 2019.

The Board of Directors have set targeted Key Performance Indicators (KPIs) for the group performance bonus scheme that was applicable for achievements in 2020. The bonus for the Group Management was achieved 100% for 2020. For 2021 the Group has established a compensation committee which will set the targets for 2021.

There has been no payment of remuneration to the Board of Directors in 2020, this will be paid in after the General meeting held in April 2021. The remuneration will then be:

Chairman of the Board: NOK 200 000,-

Vice chairman: NOK 187 500,-

Board member: NOK 175 000,-

The nomination committee will propose the remuneration for the board members for 2021 at the Company general meeting in April 2021.

Chairman of the board, Frank J Berg has a consultant agreement in 2020. This agreement will terminate April 2021. Please see note 27 transactions with related parties.

Share based payments and long-term incentive program

In accordance with the terms adopted by the General Meeting of the Company on 21 March 2020, the Board of Directors has established a share incentive scheme for the executive managers and key employees of the Group. The key conditions are as follows:

The equity incentive plan may cover up to 5% of the issued shares in the Company from time to time. Allocations are proposed by the Board and subject to shareholder approval. The exercise price for the warrants is determined by the Board in its reasonable discretion based on fair market value of the Shares on the date of the Board of Directors proposed allocation of warrants under the program. The determined exercise price is subject to approval by the general meeting in relation with issuance of warrants. The duration of the warrants from grant date is 5 years. The vesting period is 1 year from the grant date.

The value of the warrants in the accounts are calculated at the grant date given a fair value using the Black and Scholes model. The key assumptions applied is 40% volatility and 1% interest rate.

The table shows the outstanding warrants as of 1 January 2020 and 31 December 2020 and movements in the year:

Outstanding warrants 01.01.2020	-
Granted in 2020	2 200 000
Exercised in 2020	-
Expired in 2020	-
Outstanding warrants 31.12.2020	2 200 000
Exercisable 31.12.2020	-
Charged to profit and loss statement 2020 (tNOK)	1 460
Charged to equity 2020 (tNOK)	1 251

As of the date of the annual report the following warrants have been issued in 2020.

NOK 1 000	# Warrants	Grant date	Expiry date	Remaining years	Exercise price	Share Price (grant date)
Warrant package #1	775 000	20.03.2020	20.03.2025	4.22	11.1	11.1
Warrant package #2	1 425 000	25.09.2020	25.09.2025	4.74	12.2	13.1
2 200 000				4.55	11.8	12.4

Per 31 December 2020, the equity incentive plan covers 2.1% of the issued shares in the Company.

Note 14 Other operating expenses

The table shows the breakdown on other operating expenses in 2020 and 2019.

NOK 1 000	2020	2019
Lease short-term and variable	591	133
External accounting and auditing fees	2 350	120
Legal and other fees	7 303	226
Operating and maintenance power plants	689	-
Other	1 410	398
Total other operating expenses	12 343	877

Other operating expenses in 2020 include Cloudberry's ramp-up costs and the forming of the Cloudberry Group.

- a) Significant activity within merger & acquisitions (M&A) and associated financial and legal due diligence costs to third parties.
- b) Forming of the Cloudberry Group, converting accounting to IRFS, establishing Cloudberry's sustainability and governance platform
- c) Listing at Euronext Growth and preparations for listing at Oslo Børs.

For information about other lease expenses and lease agreements see note 25 Lease agreements.

Expenses related to statutory audit and other auditor services is presented below:

NOK 1 000	2020	2019
Statutory audit	1 439	66
Other assurance services	26	38
Total auditor costs	1 465	104

Note 15 Financial items

NOK 1 000	2020	2019
Interest income	924	4
Other financial income and exchange differences	60	2
Total financial income	984	5

NOK 1 000	2020	2019
Interest expense	2 580	1
Other financial expense and exchange differences	1 284	-
Capitalized interest	-1 739	-
Total financial expense	2 125	1

The cash effect of interest payments was NOK 2.4 m and related to loans and borrowings. Please see note 25 Lease agreements, note 10 Financial instruments, note 11 Hedge accounting, note 21 Cash, cash equivalents and corporate funding, note 23 Long term debt, and note 24 Provisions, guarantees and other contractual obligations.

Note 16 Income tax expense

For 2020 the Group had a tax income of NOK 387 thousand. This was mainly related to changes in deferred tax on excess values and tax losses carried forward.

NOK 1 000	2020	2019
Tax expense in the income statement		
Income tax payable	-	-
Change in deferred income tax	387	-
Tax expense in the income statement	387	-
Reconciliation of nominal tax rate and effective tax rate		
Profit before income tax	-34 253	-2 609
Nominal tax rate	22 %	22 %
Expected tax expense	7 536	574
Effect on taxes of:		
Permanent differences	-96	-
Not recognized tax asset related to tax losses carried forward	-7 435	-574
Changes related to deferred tax on off-balance sheet items	107	-
Changes related to other deferred tax	275	-
Tax expense in the income statement	387	-

The appropriate tax rate in Norway and Sweden is 22% and 21,8% respectively.

The table shows the deferred tax asset in the balance sheet.

NOK 1 000	2020	2019
Deferred tax asset		
Inventory valuation	326	-
Property, plant and equipment	2 508	-
Other receivables	7 207	-
Tax loss carried forward	177 235	5
Subtotal	187 277	5
Of which not recognised as tax asset	-86 066	-5
Gross deferred tax asset	101 211	-
Net deferred tax asset	23 423	-
Deferred tax liabilities		
Property, plant and equipment	-165 237	-
Other	-3 541	-
Gross deferred tax liabilities	-168 778	-
Net deferred tax liabilities	-37 091	-
Reconciliation to balance sheet		
Deferred tax asset	23 423	-
Deferred tax liability	-37 091	-
Net deferred tax liabilities in the balance sheet	-13 668	-

The recognised tax liability in the balance sheet is mainly related to excess value on property plant and equipment and project inventory.

At year end 2020 the Group has recorded a valuation allowance of NOK 86m related to tax losses carried forward.

Deferred tax asset and liabilities are offset to the extent that the deferred taxes relate to the same fiscal authority and there is a legally enforceable right to offset current tax asset against current tax liabilities. See note 2 Accounting principles and note 3 Key accounting estimates and judgement.

Statement of financial position

Note 17 Property, plant and equipment

The table below shows the split of PPE into producing power plants, assets under construction, other equipment and right-to-use office lease.

NOK 1 000	Producing power plants	Power plant under construction	Equipment	Right to use - office lease	Total
Accumulated cost 1.1.2019	-	-	21	-	21
Additions during the year	-	-	-	-	-
Accumulated cost at 31.12.2019	-	-	21	-	21
Accumulated depreciations and impairment losses at 1.1.2019	-	-	3	-	3
Depreciations for the year	-	-	7	-	7
Accumulated depreciations and impairment losses at 31.12.2019	-	-	10	-	10
Carrying amount at 31.12.2019	-	-	11	-	11
Estimated useful life (years)	N/A	N/A	5-10	N/A	

NOK 1 000	Producing power plants	Power plant under construction	Equipment	Right to use - office lease	Total
Accumulated cost 1.1.2020	-	-	21	-	21
Additions from business combinations during the year	58 476	3 167	2 098	-	63 741
Additions during the year	-	2 842	25	5 149	8 016
Accumulated cost at 31.12.2020	58 476	6 008	2 145	5 149	71 778
Accumulated depreciations and impairment losses at 1.1.2020	-	-	10	-	10
Accumulated depreciations acquired assets during the year	8 743	-	1 310	-	10 052
Depreciations for the year	2 225	-	206	858	3 289
Impairment losses	-	-	-	-	-
Accumulated depreciations and impairment losses at 31.12.2020	10 967	-	1 526	858	13 352
Carrying amount at 31.12.2020	47 509	6 008	618	4 291	58 426
Estimated useful life (years)	25-40	N/A	5-10	5	

Please see note 18 Inventory for information about projects with construction permit and backlog. Please see note 25 Lease agreements for information about the office lease.

Included in Producing power plants as of 31 December 2020 are Røyrmýra Windfarm and Finnesetbekken Hydropower plant. The 14 producing hydro power plants included in the Forte portfolio are equity consolidated and hence not included in the table.

Power plants under construction are projects with construction permit and where final investment decision have been made. In some cases, Cloudberry has acquired a completed power producing plant, but which is currently under construction by a third party. In those cases the risk and control of the power plant assets is transferred to Cloudberry and included in the accounts when the power plant is ready to produce. The following plants have been acquired: Nessakraft, Bjørgelva Kraft, Åmotfoss Kraft, Selselva Kraft, Skåråna Kraft and Ramsliåna Kraft. Included in power plants under construction are Cloudberry's costs related to the acquisitions of these plants (the acquisition price will be transferred to Cloudberry's accounts when the plant is ready to produce). The investment in Odal Vindkraft which is under construction is equity consolidated and hence not included in the table.

The carrying amount of an PPE asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, initial estimate of decommissioning obligation (asset retirement costs) and, if any, borrowing costs incurred in the construction period. Each significant component of an item is depreciated separately on a straight-line basis over the estimated useful life of the component. When determining the useful life, Cloudberry considers the useful life of the assets and the commissioning period given the power plant.

Asset retirement obligation capitalised

Provision for asset retirement costs have been made for Røyrmýra Wind farm. The timing is expected at the end of the concession period which also coincide with the expected useful life of the wind asset. The amount is included in the initial cost and is depreciated over the expected useful life on a straight-line basis.

Power plant assets are pledged as security for long term debt, see note 23. For contractual commitments related to power plants under construction, please see note 24 Provisions, guarantees and other contractual obligations and 21 Cash, cash equivalents and corporate funding.

Please note that in the half year report released in September 2020, PPE also included construction permits and backlog, these assets are now classified as inventory.

Note 18 Inventory

Inventory consists of the capitalized costs related to development projects and inventory of government grants of el-certificates and guarantees of origin.

NOK 1 000	2020	2019
Projects	196 021	-
Government grants	8	-
Total	196 028	-

The table shows the split of project inventory in projects with construction permit and project backlog. The main projects with construction permit are the wind projects: Hån, Duvhallen and the shallow water project Rewind Vänern. The backlog is a significant and risked project pipeline of exclusive projects in Norway and Sweden within hydro and wind. Included in the carrying amount is capitalized external cost related to the project, salary to employees working with project development and borrowing costs.

NOK 1 000	Projects - with construction permit	Projects - Backlog	Total
Project inventory 01.01	-	-	-
Acquisitions during the year	154 737	32 812	187 549
Capitalization (salary, borrowing cost, other expenses)	7 800	672	8 472
Realized	-	-	-
Transfer to PPE	-	-	-
Write down current year	-	-	-
Project inventory 31.12.	162 537	33 484	196 021

Capitalised costs in 2020 consist of NOK 1.7m in borrowing costs, NOK 2.0m in salaries and NOK 4.8m in external fees. The capitalisation rate applied for borrowing costs is 3.2%.

Power plants under development

Expenses related to research activities (project opportunities) are recognised in the statement of profit or loss as they incur. Expenses related to development activities (backlog) are capitalised to the extent that the project qualifies for asset recognition, the Group is technically and commercially viable and has sufficient resources to complete the development work.

For Cloudberry asset recognition of project inventory is done when Cloudberry has a contract with a land-owner which gives Cloudberry the exclusive right to continue developing the project and enter a concession application process. Before contract signing and asset recognition, the projects is assessed if

it meets the major key success prerequisites and it must also meet the criteria for expected future economic benefits, either from a project sale or from an in-house owned power producing power plant.

The development projects are part of the Develop business segment and are mainly held for trading. A project can be reclassified to held for own use if it is selected to keep as long term producing asset. When a project is ready to build, and Cloudberry makes the final investment decision (FID), the projects will be reclassified to Property, plant and equipment and transferred to Cloudberry Production and owned/managed in this business area. The Production business owns producing assets, these assets are long term assets which are held for power production. These assets are accounted according to IAS 16 Property plant and equipment.

Impairment

For inventory impairment is performed if net sales value is less than the carrying value of the asset. Cloudberry has implemented a quarterly routine to go through all projects to secure satisfying progress and attention. If a project does not qualify for internally prioritization, but the projects is put on hold or discontinued, the book value is impairment tested

and a sales value is assessed. If the sales value, less cost of disposal is less than book value, an impairment loss classified as a write down is recognized over the profit or loss statement.

As per 31 December there was not recognised any impairment loss of inventory.

Note 19 Impairment

Impairment testing is done for assets, grouped at the lowest level for which they generate separately identifiable cash flow, when an impairment indicator is observed. This refers to assets classified as property, plant and equipment, and equity accounted investments. Goodwill is tested at least annually without regards to observed impairment indicators.

Due to recent transactions Cloudberry has performed impairment tests for the following CGUs (cash generating unit) at year end.

Property plant and equipment

Producing power plants and projects under construction are tested for impairment to the extent that indicators of impairment exist. Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The subject for the impairment test is each individual hydro or wind power plant.

The fair value less costs of disposal calculation is based on data from comparable transactions for similar assets when this is available, observable and is believed to be a reliable estimate.

The value in use model applied by Cloudberry is a calculation based on a discounted cash flow model, with after tax cash flow from operations compared with the face value of debt. The estimated future cash flows are based on budgets for production and operating costs, external sources for information related to price forecasts, expected inflation and foreign currency and the Groups long term cost of capital. The cash flow is discounted using a post-tax discount rate which is based on an expected WACC

with an equity return after tax (Equity IRR) normally in the range 5-10%.

An equity return of 8% and a long-term borrowing rate of 3% p.a. was used as input in the 31.12.2020 impairment test. The impairment test did not cause any write downs of the carrying amount as per 31 December. The recoverable amount is sensitive to the discount rate as well as for the expected cash flows from operations derived from long term power prices and currency.

Investments in associated companies

With application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associated companies. At each reporting date, the Group determines whether there is an impairment indicator observed which indicates the need for impairment testing. If so, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as 'Net income(loss) from associated companies in the statement of profit or loss.

The model for calculating the recoverable amount is the same as for producing assets held by the Group. The discounted cash flow model, with after tax cash flow from operations is applied. The estimated future cash flows are based on budgets for production and operations costs, external sources for information related to price forecast, expected inflation and currency, the Groups long term cost of capital and a discount rate post-tax which is based on an expected WACC with an equity return in the range 5-10%.

An equity return of 6.5% and a long-term borrowing rate of 3% p.a. was used as input in the 31.12.2020 impairment test.

The impairment test did not cause any write downs of the carrying amount as per 31 December. The recoverable amount is sensitive to the discount rate as well as for the expected cash flows from operations derived from long term power prices and currency.

Goodwill

For Goodwill, the related segment is defined as the relevant segment CGU.

The table shows the allocation of the total goodwill acquired in business combinations for impairment testing purposes, including to which segment the goodwill relates and the carrying value at 31 December.

NOK 1 000	2020	2019
Goodwill Production	-	-
Goodwill Develop	36 933	-
Total	36 933	-

The goodwill origins from the acquisition of Scanergy AS in February 2020. The goodwill was determined to be related to the large pipeline of project prospects within wind on land and shallow water, the know-how and business connections (employees), the record of accomplishments over the past 10 years for the company acquired, as well as synergies.

The purpose of the acquisition was to acquire a large development portfolio with projects within both hydro and wind in the Nordics, and within the categories with construction permits, backlog and pipeline, as well as the competence within development projects.

The model for impairment testing goodwill from the Develop segment is the same model as for impairment testing projects. The model is sensitive to inputs such as the expected fair value of ready to build projects, the expected timing of realisation and the applied discount rate.

The impairment test did not cause any impairment loss as per 31 December. The applied WACC is 8%, and an increase of 1% point in WACC would not cause a need for recognition of impairment loss.

For information about the acquisition see note 5 Business Combinations.

Note 20 Investments in associated companies

Cloudberry acquired Forte Energy Norway AS

On 15 November 2020 Cloudberry Production acquired 34% of Forte Energy Norway AS (Forte).

Forte owns 13 producing hydro power assets and one power offtake agreement in Norway, with a combined annual production of around 85 GWh net to Cloudberry. The hydro power assets have an average license life of minimum 51 years.

Cloudberry will be the local manager of the portfolio and has secured appropriate and customary governance mechanisms and rights for its 34% minority share interest. The majority owner of Forte is Fontavis Forte HYDRO S.A R.L. Fontavis is a part of the Swiss Life group.

Shareholders agreement and daily management of Forte

Forte is managed through the Shareholders agreement (SHA) dated 7 July 2020 between Fontavis (66%) and Cloudberry (34%).

The SHA's purpose is to govern the Parties ownership responsibilities. It has the following overall principles:

- The parties shall together prepare a business plan which is updated annually and is to be approved by the Board.
- Cloudberry shall be the local manager of Forte and have the responsibility for day-to-day operational management and supervision (services defined in "Management Agreement").
- The Board consists of 5 directors, Fontavis shall have the right to appoint three (3), including the chairman, while Cloudberry have the right to appoint two, (2).

The SHA's material substance is that both shareholders must cooperate in decisions about the business activities of Forte, Cloudberry has concluded that it is not joint control, but Cloudberry has significant influence in Forte.

Cloudberry acquired 15% of Odal Vindkraftverk AS

On 23 December 2020 Cloudberry Production acquired 15% of Odal windfarm. Cloudberry has the right to, and intends to, acquire up to a 33.4% shareholding in Odal windfarm by 30 June 2021.

The Odal windfarm is currently under construction in Innlandet, Norway. Installation of 34 turbines with up to 163 MW capacity is expected to be completed within year-end 2021 with electricity production commencing in Q1 2022. The windfarm is constructed together with local and well-known partners KLP and Akershus Energi. Cloudberry will add value as a financial sponsor and industrial partner in the project. With this transaction, Cloudberry enters into all existing agreements for the development of the windfarm, including Cloudberry's share of the contractor guarantees.

Though Cloudberry has only acquired 15% of the shares in this transaction, there are many factors which supports that Cloudberry has significant influence.

These reasons are:

- Cloudberry have the right to one board member and one observer in Odal Vindkraftverk AS
- Cloudberry employee(s) will be included in the project team during the construction phase of the project in order to improve project execution and debt financing
- The parties have a shareholder agreement in place with secured certain rights to Cloudberry
- The option to acquire additional shares was currently exercisable as of 31 December 2020

The table shows the summarized investments in joint ventures and associated companies included in the Groups balance sheet as of 31 December

Name of Entity		Place of business	Consolidated economic interest in 2020	Segment	Princippal Activities
Forte Energy Norway AS with SPV's.	Assosiated company	Norway	34 %	Production	Hydro power
Odal Vindkraftverk AS	Assosiated company	Norway	15 %	Production	Wind power under construction

The shares in Forte Energy Norway are held as collateral for interest bearing short-term debt to Fontavis of NOK 236.8m as per 31 December 2020. See note 24 Provisions, guarantees and other contractual obligations , this debt has been repaid 19 March 2021, see note 29 Subsequent events.

The table show the summarised financial information in the Groups accounts for associated companies. The investments are accounted for using the equity method.

NOK 1 000	Forte Energy Norway AS	Odal Vindkraft AS	Total
Book value as 1 January 2020	-	-	-
Additions of invested capital	237 551	103 086	340 637
Share of Profit/loss for the year	-2 966	-	-2 966
Depreciation of excess value	-591	-	-591
Dividend paid to the owners	-	-	-
Currency translation differences	-	-	-
Items charges to equity	-	-	-
Book value at 31 December 2020	233 995	103 086	337 081
Excess value 31 December 2020	141 194	7 184	148 378
Book value of equity at 31 December in associated company	92 800	95 902	188 703

The table shows the summarized financial information for the equity accounted companies. The figures apply to 100% of the companies' operations.

Revenue and balance total

NOK 1 000	Forte Energy Norway AS	Odal Vindkraft AS	Total
Revenue 2020	4 391	1 900	6 291
Operating profit	-4 988	-4 445	-9 433
Profit for the year 2020	-8 723	-3 400	-12 123
Non current assets 31 December 2020	896 275	458 704	1 354 979
Total current assets 31 December 2020	61 129	47 391	108 520
Total cash and cash equivalents	32 072	217 778	249 850
Long term debt 31 December 2020	693 360	-	693 360
Short term debt 31 December 2020	23 174	84 524	107 698
Equity 31 December 2020	272 942	639 349	912 291

The table shows Cloudberry's share of the summarized financial information on a line for line basis for the equity accounted companies.

Revenue and balance based on share of ownership

NOK 1 000	Forte Energy Norway AS	Odal Vindkraft AS	Total
Revenue 2020	1 493	-	1 493
Operating profit	-1 696	-	-1 696
Profit for the year 2020	-2 966	-	-2 966
Non current assets 31 December 2020	304 733	68 806	373 539
Total current assets 31 December 2020	20 784	7 109	27 892
Total cash and cash equivalents	10 905	32 667	43 571
Long term debt 31 December 2020	235 742	-	235 742
Short term debt 31 December 2020	7 879	12 679	20 558
Equity 31 December 2020	92 800	95 902	188 703

Pro-forma figures 2020 for the investments

Forte Energy Norway AS was established just prior to the acquisition, and hence there is no historical figures for this company that is presented as pro forma.

The investment of 15% in Odal Vindkraft AS was acquired 23 December 2020 and no share of profit and loss has been recognised for Cloudberry in 2020. The pro forma effect on the Group accounts for 2020 had been a loss of NOK 0.5m for the full year.

Note 21 Cash, cash equivalents and corporate funding

The Group has entered into a corporate account agreement with SpareBank 1 SR-Bank in June 2020 for the Norwegian companies. No credit facility is incorporated in this agreement as of 31 December 2020, but a larger facility with SpareBank 1 SR-Bank was completed in March 2021, see note 29 Subsequent Events.

NOK 1 000	2020	2019
Bank deposits	554 556	5 223
KLP fund	50 570	0
Total cash and cash equivalents	605 126	5 223

The KLP fund is a short-term placement and is readily convertible to cash.

Restricted cash related to escrow account for supplier payment to Odal Windfarm of NOK 152.4m and tax withholdings of NOK 0.6m is not included in cash and cash equivalents, this is classified as other current assets per 31 December. See note 24 Provisions, guarantees and other contractual obligations.

A deposit for office rent of NOK 0.7m is classified as a non-current financial asset.

Note 22 Share capital and shareholder information

The table below show the share capital, share premium and number of shares as of 31 December 2020 and 31 December 2019.

NOK 1 000	2020	2019
Share capital	26 266	950
Share premium	1 061 675	7 800
Share capital and premium at 31 December	1 087 941	8 750
Number of shares at 31 December	105 065 336	3 800 000

The shares are at par value NOK 0.25.

The following capital increases has taken place in 2020

NOK 1000	Date	Number of shares	Share capital
Number of shares 1 January 2020		3 800 000	950 000
Capital increase	10.mar	20 138 609	5 034 652
Capital increase	26.mar	14 541 889	3 635 472
Capital increase	20.aug	16 666 667	4 166 667
Capital increase	29.sep	2 180 476	545 119
Capital increase	04.des	118 648	29 662
Capital increase	22.des	47 619 047	11 904 762
Number of shares and share capital 31 December 2020		105 065 336	26 266 334

The table below show the largest shareholders of Cloudberry as of 31 December 2020

20 largest shareholders as of 31 December

	Number of shares	Share of ownership	Share of voting rights
Joh Johannson Eiendom AS	16 145 780	15.4 %	15.4 %
Havfonn AS	9 168 596	8.7 %	8.7 %
Snefonn AS	7 833 273	7.5 %	7.5 %
State Street Bank and Trust Comp	6 783 799	6.5 %	6.5 %
Cloudberry Partners AS	2 900 799	2.8 %	2.8 %
Gjensidige Forsikring ASA	2 857 142	2.7 %	2.7 %
CCPartners AS	2 696 957	2.6 %	2.6 %
Carnegie Investment Bank AB	2 500 000	2.4 %	2.4 %
Danske Invest Norge Vekst	2 380 952	2.3 %	2.3 %
Clearstream Banking S.A	2 253 526	2.1 %	2.1 %
Seb Prime Solutions Sissener Canop	1 725 000	1.6 %	1.6 %
MP Pensjon PK	1 702 380	1.6 %	1.6 %
Gullhauggrenda Invest AS	1 626 190	1.5 %	1.5 %
Klaveness Marine Finance AS	1 598 358	1.5 %	1.5 %
Strømstangen AS	1 342 857	1.3 %	1.3 %
Lenco AS	1 283 546	1.2 %	1.2 %
Asheim Investments AS	1 097 561	1.0 %	1.0 %
NGH Invest AS	1 053 352	1.0 %	1.0 %
Bergen Kommunale Pensjonskasse	1 026 190	1.0 %	1.0 %
Artel AS	1 019 387	1.0 %	1.0 %
Other	36 069 691	34.3 %	34.3 %
Total number of shares	105 065 336	100.0 %	100.0 %

Note 23 Long term debt

The Group has the following long-term loan agreements as of 31 December 2020:

NOK 1 000	Covenants	Maturity date	2020	2019
Secured				
Bank loan, Røyrmymra	1)	2029	18 750	-
Bank loan, Finnsetbekken	2)	2036	7 516	-
Total secured long-term debt			26 266	-
Total long-term debt			26 266	-
Prinsipal repayments			-1 472	-
Total long-term debt excluding principal payments			24 794	-

The bank loan facilities' terms are at a market floating interest rate with a fixed interest rate swap to reduce the interest rate risk. See note 11 Hedge accounting.

The following financial covenants and collateral apply to the credit facilities:

- 1) Group consolidated equity ratio, minimum 25%
 Liquidity reserves, minimum of 4% of total borrowings, limited to maximum NOK 10 million
 Collateral in shares in Røyrmymra Vindpark AS, receivables in Cloudberry Production and Røyrmymra Vindpark AS, property plant and equipment and lease agreement in Røyrmymra Vindpark AS.
- 2) Collateral in property plant and equipment, lease agreement, receivables in Finnsetbekken AS.

The Group was not in any breach with covenants as per 31 December 2020.

Repayment of debt in 2020:

In the business combination with Scanergy AS, see note 5 Business combination, a shareholder debt of NOK 27.2m was acquired. This debt has been repaid in 2020.

Repayments on the current long term loan agreements related to Røyrmymra and Finnsetbekken was NOK 1.4m in 2020.

Note 24 Provisions, guarantees and other contractual obligations

Long term provisions

The table shows the long-term provisions at 31 December

NOK 1 000	2020	2019
PPA contract termination	4 641	-
Resell obligation	9 920	-
Asset retirement obligation	914	-
Other	393	-
Total long term provisions	15 868	-
Due 1-3 years	14 561	-
Due > 3 years	1 307	-

The PPA contract termination is related to the PPA contract for the power production at Røyrmyra Windfarm. This contract was in 2019 agreed terminated from 2022 and a provision for termination fee is recognised in the purchase price allocation of CB Nordic Renewable and Infrastructure Fund I AS (now Cloudberry Production AS). See note 5 Business combinations.

The provisions for “resell obligation” are related to obligations to prior owners of projects that will be realised. The provisions are based on estimates and are not interest bearing.

The table below show the movements in long term provisions during 2020

NOK 1 000	PPA contract termination obligation	Resell obligation	Asset retirement obligation	Other	Total
Provisions at 1.1	-	-	-	-	-
Provision made during the year	-	-	-	-	-
Additions of acquisitions	4 641	12 314	883	393	18 231
Provisions reversed during the year	-	-2 394	-	-	-2 394
Interest elements of provisions	-	-	31	-	31
Effects of movement in foreign exchange	-	-	-	-	-
Total provisions 31.12	4 641	9 920	914	393	15 868

Asset retirement obligation

Provision for asset retirement costs is recognized when the Group has an obligation to dismantle and remove a hydro or wind power plant and to restore the site where it is located after a concession period is over. Because hydro power concessions do not have an expire date, no provision is made for hydro power plants, it is then assumed that the landowner will exercise the call option to acquire the asset when the landowner contract expires and if it is not prolonged.

The provision for asset retirement obligation related to Røyrmyra Wind park was established after the acquisition of the CB Nordic Renewable and Infrastructure Fund I AS (now Cloudberry Production AS), and implementation of IFRS in the consolidated group accounts.

The estimated cost for retirement is based on expected cost at the expiry of the concession, this is based on an estimate of today's cost and adjusted for future inflation and discounted with the Groups estimated long-term borrowing cost. The expected settlement date is at the end of the concession period, end of 2040.

Short term debt and provisions

NOK 1 000	2020	2019
Short term interest-bearing debt	236 767	-
Trade creditors	24 885	475
Accrued salary and bonus	5 363	-
Provision for project costs	6 225	-
Public duties payable	1 990	-
Settlement to buy out minority shareholders	4 070	-
Other	2 474	-
Total short term debt provisions	281 773	475

The short-term interest-bearing debt is related to the acquisitions of Forte Energy Norway AS, which was given a credit facility at the acquisition, with an applied interest rate of 5% p.a. The amount consists of the principal of NOK 236.8m which is presented as cash inflow from financing activities in the cash flow statement. The shares in Forte Energy Norway are held as collateral for the debt. The debt has been repaid in March 2021. See note 20 Investments in associated companies and note 29 Subsequent events.

Trade creditors is mainly related to invoices from advisors and facilitators used in the equity emission in December 2020.

The minority shareholders position of 15% in Cloudberry Utveckling AB were acquired 31 December 2020, the transaction price NOK 4.1 million was settled in January 2020. The value of the shares at the acquisition date was NOK 4.9 million. The difference between the carrying amount and the transaction price was accounted as correction of equity in the parent company.

Guarantees and other contractual obligations

NOK 1 000		Balance sheet item	Maturity date	2020	2019
Advance payment guarantee suppliers (Odalen)	Escrow account	Cash	June 2021	152 422	-
Bank guarantee Axpo	Bank guarantee	Off-balance	February 2022	4 858	-
Guarantees for office rent	Bank deposit	Non-current financial asset	February 2025	651	-
Total guarantees and deposits				157 932	-

Other obligations not recognised in the balance sheet is related to financial close of secured portfolio. The Group has per 31. December 2020 signed Sale and Purchase agreement to the following power plants with financial close in 2021. The power plants are under construction and risk of the assets are not yet transferred to Cloudberry. Because the risk is not transferred and there are conditions precedent up until the takeover e.g. that the power plants shall function according to the agreement, the assets and the obligations are not recognised in the balance sheet.

NOK 1 000	Expected settlement	Equity financed	Debt Financed	Total
Purchase of power plants				
Björgelva Kraft AS	H1 2021	10 325	24 375	34 700
Nessakraft AS	H1 2021	71 700	90 000	161 700
Åmotfoss	H2 2021	80 000	80 000	160 000
Selselva Kraft	H1 2021	63 600	47 400	111 000
Total		225 625	241 775	467 400

For information about Cloudberry's share of debt in associated companies, please see note 20.

Note 25 Lease agreements

The Group have implemented IFRS 16 when implementing IFRS, see note 6 for effects on implementation.

Cloudberry has recognised the lease agreement for office lease as a lease liability and a corresponding right to use asset. The contract was entered 1 March 2020, and has a duration of 5 years. The rent is prepaid quarterly, and index regulated annually. The discount rate applied is 3%. Cloudberry's option to prolong the lease for 5 additional years has not been included in the calculation of the lease liability.

NOK 1000	
Lease liability at 1.1.2020	-
Lease agreements entered into during the year	5 149
Lease payments during the year	-903
Interest expense on lease liability	154
Lease liability at 31.12.2020	4 401

The discount rate used to calculate the present value of future lease payments is the lessees marginal loan rate, which consists of a base rate and a credit premium. The base rate is a market rate based on a combination of the lessees home country and the term of the lease. Credit premiums correspond to market credit premiums for companies with similar credit ratings as lessees. Credit rating is determined through individual credit assessment of the individual lessee. Interest expenses related to the lease obligations are recognized as a separate line in the income statement. The Group presents its lease liabilities as separate line items in the statement of financial position

The table show the cash outflow for the lease office lease agreement.

NOK 1 000	Less than a year	1-2 years	2-3 years	3-4 years	More than 5 years	Total
Variable lease payment expenses	1 105	1 127	1 150	1 173	199	4 753
Total lease expense in the income statement	1 105	1 127	1 150	1 173	199	4 753

Leases in the income statement

NOK 1 000	2020	2019
Operating expenses		
Variable lease payment expenses	365	-
Short term and low value lease expenses	226	-
Depreciation expenses		
Depreciation of right to use asset (office lease)	858	-
Financial expenses		
Interest expenses on lease liability	154	-
Total lease expense in the income statement	1 603	-

Included in variable lease is rent to landowner where the water right lease is variable. Short term and low value rent are mostly related to office rent in Sweden which is a short-term lease agreement. See note 15 Other operating expenses.

Lease in the statement of financial position

NOK 1 000	2020	2019
Assets		
Right-to-use asset recognised in the year	5 149	-
Amortisation during the year	-858	-
Right to use asset end of year	4 291	-
Liabilities		
Non-current liabilities	3 296	-
Current lease liability	1 105	-
Total lease liability	4 401	-

Other information

Note 26 Earnings per share

Earnings per share is calculated as profit/(loss) attributable to the equity holders of the parent company divided by the number of shares outstanding.

Diluted earnings per share is affected by the warrant program for equity settled share-based payments transactions, see note 13 Employee benefits and share based payments.

NOK 1 000	2020	2019
Profit/(loss) attributable to the equity holders of the company	-33 865	-2 609
Weighted average number of shares outstanding for the purpose of basic earnings per share	39 098 584	262 200
Earnings per share for income attributable to the equity holders of the company - basic NOK	-0.87	-9.95
Effect of potential dilutive shares		
Weighted average number of shares outstanding for the purpose of diluted earnings per share	40 528 735	262 200
Earnings per share for income attributable to the equity holders of the company - diluted NOK	-0.87	-9.95

For information about share capital at 31 December see note 22 Share capital and shareholder information.

Note 27 Transactions with related parties

The Group has during 2020 had transactions with the following related parties

NOK 1 000 Related party	Relation for Cloudberry	Nature of transaction	2020	2019
Bergehus Holding AS	Board member and indirect shareholder	Office lease	970	84
Captiva Financial Services AS	Chairman of the Board & Indirect shareholder	Accounting fee	328	-
CCPartners AS	Chairman of the Board	Consultant agreement	1 154	-
Captiva Energi AS	Chairman of the Board & Indirect shareholder	SPA for aquisition of Skåråna Kraft	80 000	-
ScanVind2 AS	Chairman of the Board	Acquisition of Scanvind 2 AS	34 250	-
Cb4 Green Invest AS	Board members & Indirect shareholders	Acquisition of Skogvind AS	5 435	-
Forte Energy Norway AS	Associated company	Management fee revenue	310	-

All transactions with related parties and within group companies are made on arm's-length basis and in a manner similar to transactions with unrelated third parties.

See note 20 Investments in associated companies for information about management fee to Forte

See note 25 Lease agreements for information about the office lease agreement

See note 5 Business combinations for information about the acquisition of Scanergy AS, Skogvind AS and Scanvind2 AS. The agreements with Captiva and CCPartners will terminate during H1 2021.

See note 13 Employee benefits short term and long-term benefits of management

NOK 1 000	2020	2019
Accounts receivables	388	-
Accounts payable	144	-

As per 31 December there were no employee or shareholder loans.

Transactions within group companies relate to consultant fees (development), loans and finance agreements. All group transactions have been eliminated in the consolidated group accounts.

Current receivables are related to claims arising from purchase and sale of services as well as accrued interest on group loans. Short term receivables are unsecured and non-interest bearing.

Long term loans between group companies and the applied interest rate reflect the risk related to the loan and is at market terms

The group has not made any provisions for losses on current receivables from related parties as of 31 December 2020.

Current liabilities are related to purchase of services and accrued interest on loans.

Note 28 List of subsidiaries and equity accounted companies

The following companies are fully consolidated (subsidiaries) or accounted for with the equity method (associated companies) as per 31 December 2020.

Name of Entity	Accounted as	Place of business	Ownership interest	Part of Group from date	Segment
Cloudberry Clean Energy AS	Subsidiary	Norway	100 %	24.11.2017	Corporate
Cloudberry Production AS	Subsidiary	Norway	100 %	15.02.2020	Production
Røymyra Vindpark AS	Subsidiary	Norway	100 %	15.02.2020	Production
Finnesetbekken Kraftverk AS	Subsidiary	Norway	100 %	15.02.2020	Production
Cloudberry Develop AS	Subsidiary	Norway	100 %	15.02.2020	Develop
Cloudberry Offshore Wind AB	Subsidiary	Sweden	100 %	15.02.2020	Develop
Duvhällen Vindpark AB	Subsidiary	Sweden	100 %	15.02.2020	Develop
Hån Vindpark AB	Subsidiary	Sweden	100 %	15.02.2020	Develop
Hån 22kV AS	Subsidiary	Norway	100 %	15.02.2020	Develop
Cloudberry Utveckling AB	Subsidiary	Sweden	100 %	15.02.2020	Develop
Cloudberry Projekt AB	Subsidiary	Sweden	100 %	15.02.2020	Develop
Kånna Vindpark AB	Subsidiary	Sweden	100 %	15.02.2020	Develop
Ljunga Vindpark AB	Subsidiary	Sweden	100 %	15.02.2020	Develop
Cloudberry Offshore Wind AS	Subsidiary	Norway	100 %	22.09.2020	Develop
Rewind Väner AB	Subsidiary	Sweden	100 %	22.09.2020	Develop
Cloudberry Wind AB	Subsidiary	Sweden	100 %	15.02.2020	Develop
Skogvind AS	Subsidiary	Norway	100 %	31.08.2020	Develop
Rewind Offshore AB	Subsidiary	Sweden	66 %	15.02.2020	Develop
Elgenes Kraftverk AS	Subsidiary	Norway	100 %	15.02.2020	Develop
Finse Kraftverk AS	Subsidiary	Norway	100 %	15.02.2020	Develop
Skiparvik Kraftverk AS ¹⁾	Subsidiary	Norway	100 %	15.02.2020	Develop
Forte Energy Norway AS	Associated Company	Norway	34 %	15.11.2020	Production
Odalen Vindkraftverk AS	Associated Company	Norway	15 %	23.12.2020	Production

1) Skiparvik is owned 40%, but is consolidated 100% Cloudberry cover 100% of the costs. The company will be wind up during 2021.

Acquired companies in 2021

Name of Entity	Accounted as	Place of business	Ownership interest	Part of Group from date	Segment
Björgelva Kraft AS	Subsidiary	Norway	100 %	H1-2021	Production
Næssakraft AS	Subsidiary	Norway	100 %	H1-2021	Production
Åmotfoss AS	Subsidiary	Norway	100 %	H2-2021	Production
Selselva Kraft AS	Subsidiary	Norway	100 %	H1-2021	Production
Skåråna Kraft AS	Subsidiary	Norway	100 %	H2-2021	Production

Entities which will be acquired in 2021 are include in secured portfolio and will be fully consolidated in 2021.

Note 29 Subsequent events

Acquisition of Selselva Kraft AS

On 13 January 2021 Cloudberry completed the transaction for the acquisition of 100% of the shares in Selselva Kraft AS (the "Selselva hydropower plant"). The acquisition cost and the consideration of the shares is NOK 64.2 million, cash settlement. The financing of the hydropower company is covered by estimated 50% debt financing and equity through the announced Private Placement on 14 December 2020. Selselva Kraft AS is a producing hydropower plant located in Sunnfjord municipality in Vestland county with an annual production at a normalized level of 20 GWh. Net acquired assets was NOK 5.7 million, this includes a cash position of 5.6 million. Total assets pr 31 December 2020 was NOK 59.2 million.

Total revenue in 2020 was NOK 7.6m and profit before interest and tax (EBIT) was NOK 3.8m and profit after tax was NOK 0.7m. (all figures are unaudited at the time of this report).

The pro forma effect on the Group accounts for 2020 had been revenue of NOK 7.6m and EBIT of NOK 3.7 before depreciation and amortization of excess values.

The purchase price allocation is not completed and therefore not presented.

Signed SPA for Stenkalles (Rewind Vänern)

On 15 January 2021 Cloudberry announced that Cloudberry and Downing LLP ("Downing"), on behalf of its managed fund(s), have signed the share purchase agreement (SPA) for the construction and ownership of a 100 MW nearshore, shallow water wind farm in Lake Vänern in southern Sweden. Cloudberry Production will own 20% of the project after commissioning. Total expected sales value of the wind project is around NOK 300 million, subject to actual costs and that the final investment decision related to the project is made. Around NOK 100 million will be paid at the expected financial close during 2021, and the remaining purchase price will be paid after project commissioning in the second half of 2023.

Acquisition of Skåråna Kraft AS

On 24 February Cloudberry completed the transaction for the acquisition of 100% of the Skåråna Kraft AS ("Skåråna hydropower plants"). The acquisition cost and the consideration of the shares is estimated to NOK 23.7 million, cash settlement. The financing of the hydropower company is covered by estimated 50% debt and equity through the announced Private Placement on 14 December 2020. Skåråna Kraft AS has started the construction of two hydropower plants, and according to plan will commence production during fourth quarter of 2021. The plants are located in Lund municipality in Rogaland county with an annual production at a normalized level of 14 GWh. The hydropower plants will benefit from the right to regulate lake Viglandsvatnet upstream of the two plants. Net acquired assets NOK 17 thousand, includes a cash position of NOK 17 thousand. Preliminary capex is expected to NOK 55 million. Of the transaction price of NOK 23.7 million, NOK 6 million is held back in case of cost overrun by the construction entrepreneur. Net cash outflow in February was NOK 17.7 million. The remaining payment of the transaction cost and the capex is expected at 2nd half of 2021.

The power plant is under construction and hence there are any not material items on the profit or loss statement in the company that would affect pro forma figures for 2020 for Cloudberry.

The purchase price allocation is not completed and therefore not presented.

Signed SPA for the acquisition of Ramsliåna Kraft AS and option agreement to acquire Lona Kraft AS

On 2 March Cloudberry signed a Share Purchase Agreement (SPA) to purchase Ramsliåna Kraft AS, a hydropower company in Norway with an expected annual production of 6 GWh. Ramsliåna is currently under construction and production is expected to commence fourth quarter 2021. Financial close is expected post test production and end of 2021. The hydro plant is located in Agder county and is expected to have full year production.

Cloudberry also have signed an option agreement where Cloudberry has the right to acquire Lona Kraft AS, a company that will apply for concession to build a new hydro plant upstream the same river as Ramsliåna.

Investment grade debt financing

On 17 March Cloudberry together with KLP and Akershus Energi raised EUR 90 million in investment grade debt from a syndicate of institutional lenders to partly finance the construction of the Odal windfarm, with an over 20 year tenor and a fixed rate coupon below 3%.

Credit facility agreement

On 23 March Cloudberry entered into the credit facility agreement as part of the financing of its growth strategy. The credit facility agreement is a combination of a MNOK 400 Term Loan and a NOK 300 million Revolving Credit Facility, and the agreement is entered into with SpareBank 1 SR-Bank. The credit facility will strengthen the company's ability to grow both organically and in-organically. In connection with the new credit facility agreement Cloudberry has repaid a short-term loan of NOK 236 million to Fontavis, a part of Swiss Life.





Parent company financial statements

Statement of profit or loss	125
Statement of financial position	126
Statement of cash flows	128
Notes to the parent company financial statements	129
Note 1 General information	129
Note 2 General accounting policies and principles	129
Note 3 Sales revenues	131
Note 4 Employee benefits and share based payments	131
Note 5 Other operating expenses	134
Note 6 Financial items	134
Note 7 Income tax expense	135
Note 8 Property, plant and equipment	136
Note 9 Subsidiaries and investment in associated companies	136
Note 10 Cash, cash equivalents and corporate funding	137
Note 11 Equity capital, share capital and shareholder information	137
Note 12 Short term debt and provisions	139
Note 13 Earnings per share	139
Note 14 Intercompany items between companies in the same group	140
Note 15 Subsequent events	140
Note 16 Covid-19	140

Statement of profit or loss

1 January - 31 December

NOK 1 000	Note	2020	2019
Revenue	3	118	279
Total revenue		118	279
Cost of goods sold		-	-27
Salary and personnel expenses	4	-16 700	-1 981
Other operating expenses	5	-7 265	-877
EBITDA		-23 848	-2 606
Depreciation and amortizations	8	-12	-7
Operating profit (EBIT)		-23 860	-2 613
Financial income	6	1 161	5
Financial expenses	6	-1 462	-1
Profit/(loss) before tax		-24 162	-2 609
Income tax expense	7	-	-
Profit/(loss) after tax		-24 162	-2 609
Loss brought forward		-24 162	-2 609
Net brought forward		-24 162	-2 609

Statement of financial position

NOK 1 000	Note	31.12.2020	31.12.2019
ASSETS			
Non-current assets			
Property, plant and equipment	8	24	11
Investment in subsidiaries	9	283 584	-
Investment in associated companies	9	237 551	-
Loan to group companies	15	248 419	-
Total non-current assets		769 578	11
Current assets			
Other current assets		766	-
Receivables group companies	15	467	70
Cash and cash equivalents	10	552 483	5 223
Total current assets		553 716	5 293
TOTAL ASSETS		1 323 294	5 304

Statement of financial position

NOK 1 000	Note	31.12.2020	31.12.2019
EQUITY AND LIABILITIES			
Equity			
Share capital	11	26 266	950
Sharepremium		1 061 675	7 800
Total paid in capital		1 087 941	8 750
Other equity		-26 832	-3 921
Total other equity		-26 832	-3 921
Total equity		1 061 110	4 829
Current liabilities			
Interest-bearing short term liabilities	12	236 767	-
Accounts payable	12	18 602	475
Public duties payable	12	877	-
Other current liabilities	12	5 938	-
Total current liabilities		262 184	475
Total liabilities		262 184	475
TOTAL EQUITY AND LIABILITIES		1 323 294	5 304

Oslo, 23 March 2021

The Board of Directors of Cloudberry Clean Energy AS

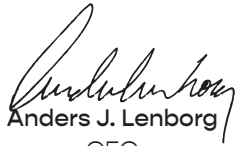

Frank J. Berg
 Chair of the Board


Morten Bergesen
 Board member


Petter W. Borg
 Board member


Benedicte Fossum
 Board member


Liv Lønnum
 Board member


Anders J. Lenborg
 CEO
 Cloudberry Clean Energy AS

Statement of cash flows

NOK 1 000	Note	1.1.-31.12.2020	1.1.-31.12.2019
Cash flow from operating activities			
Operating profit (EBIT)		-23 860	-2 613
Depreciation	8	12	7
Change in accounts payable	12	18 544	58
Change in accounts receivable		6 597	-361
Change in other accruals		-1 362	5
Net cash flow from operating activities		-69	-2 905
Cash flow from investing activities			
Interest received	6	694	-
Investments in property, plant and equipment	8	-25	-
Acquisition of shares in subsidiaries, net liquidity outflow	9	-277 551	-
Investments in associated companies	9	-248 419	-
Group contributions/dividends received		467	-
Net cash flow from (used in) investing activities		-524 834	-
Cash flow from financing activities			
Short term interestbearing debt	12	236 767	-
Interest paid	6	-1 462	-
Share capital increase	11	836 859	8 000
Net cash flow from financing activities		1 072 163	8 000
Total change in cash and cash equivalents		547 260	5 095
Cash and cash equivalents at start of period	10	5 223	128
Cash and cash equivalents at end of period	10	552 483	5 223

Notes to the parent company financial statements

Note 1 General information

Corporate information

Cloudberry Clean Energy AS, "the Company" is incorporated and domiciled in Norway. The address of its registered office is Frøyas gate 15, NO-0273 Oslo, Norway. Cloudberry Clean Energy AS was established on 10 November 2017. The Company is listed on Euronext Growth with ticker CLOUD.

Cloudberry Clean Energy AS, its subsidiaries and investments in associated companies ("the Group") is a Nordic renewable power producer and developer. The Group has an integrated business model across the life cycle of hydro- and wind power plants

including project development, financing, construction (normally outsourced), ownership and lead manager of operations.

The financial statement of the Company and the consolidated statements of the Group, presented earlier in this report, was approved by the Board of Directors at 23 March 2021. The statements have been prepared under the assumption that the Cloudberry Group is a going concern, and that this assumption was appropriate at the date of approval of the Financial Statements.

Note 2 General accounting policies and principles

Statement of compliance

The financial statements of Cloudberry Clean Energy AS are prepared in accordance with the Norwegian Accounting Act of 1998 and Norwegian Generally Accepted Accounting Principles (NGAAP).

Basis for preparation

The financial statements have been prepared on a historical cost basis.

Accounting estimates and judgements

In preparing the financial statements, assumptions and estimates that have had effect on the amounts and presentation of assets and liabilities, income and expenses and contingent liabilities must be made. Actual results could differ from these assumptions and estimates.

Foreign currency translation

The functional currency and presentation currency of the Company is Norwegian kroner (NOK).

Transactions in foreign currency are translated at the rate applicable on the transaction date. Monetary items in a foreign currency are translated into NOK using the exchange rate applicable on the balance sheet date. Non-monetary items that are measured at their historical cost expressed in a foreign currency are translated into NOK using the exchange rate applicable on the transaction date. Non-monetary items that are measured at their fair value expressed in a foreign currency are translated using the exchange rate applicable on the balance sheet date.

Employee benefits

Wages, salaries, bonuses, pension and social security contributions, paid annual leave and sick leave are accrued in the period in which the associated services are rendered by employees of the Company. The Company has pension plans for employees that are classified as defined contribution plans. Contributions to defined contribution

schemes are recognized in the statement of profit or loss in the period in which the contribution amounts are earned by the employees.

Cloudberry has an equity incentive plan for top management and key employees. The programme includes the issue of warrants for shares in the company.

Interest income and expenses

Interest income and expenses are recognized in the income statement as they are accrued, based on the effective interest method.

Income tax expense

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

Classification and valuation of fixed assets

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

Plant and equipment is capitalised and depreciated over the economic lifetime of the asset. Significant items of plant and equipment that consist of several material components with different lifetimes are broken down in order to establish different depreciation periods for the different components. Direct maintenance of plant and equipment is expensed on an ongoing basis under operating costs, while additions or improvements are added to the asset's cost price and depreciated in line with the asset. Plant and equipment is written down to the recoverable amount in the event of a fall in value that is not expected to be temporary. The recoverable amount is the higher of the net sales value and the value in use. Value in use is the present value of future

cash flows related to the asset. The write-down is reversed when the basis for the write-down is no longer present.

Classification and valuation of current assets and liabilities

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

Subsidiaries and investment in associated companies

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

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

Receivables

Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables.

Short term investments

Short-term investments (shares and interests valued as current assets) are valued at the lower of acquisition cost and fair value on the balance sheet date. Dividends and other distributions received from the companies are posted to income under other financial income

Statement of cash flow

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

known after the reporting period, is recorded in the annual accounts. Events after the reporting period that do not affect the Company's financial position on the end of the reporting period, but which will affect the Company's financial position in the future, are disclosed if significant.

Events after the reporting period

New information on the Company's financial position on the end of the reporting period which becomes

Note 3 Sales revenues

NOK 1 000	2020	2019
Fees management	118	279
Total revenue	118	279

Note 4 Employee benefits and share based payments

Employee benefits are accrued in the period in which the associated services are rendered by the employees of the Company. The table below shows the employee benefits accrued in the period

NOK 1 000	2020	2019
Salaries	12 721	1 604
Payroll tax	1 806	238
Pension costs*	359	83
Share based payment	1 251	-
Other benefits	562	56
Total personell expenses	16 700	1 981
Average number of full-time equivalents (FTEs)	5	3
Number of full-time equivalents as 31.12 (FTEs)	7	4

Pension

The Company has an established pension scheme that is classified as a defined contribution plan, the pension scheme is in line with the requirements of the law. Contributions to the defined contribution schemes are recognised in the consolidated statement of profit and loss in the period in which the contribution amounts are earned by the employees. The defined contribution plan does not commit the Company beyond the amounts contributed.

Remuneration of Executive Group management

The remuneration of the Executive Group Management is based on a fixed salary, including personal benefits such as free telephone and health insurance, a variable group performance bonus scheme, pension benefits, and a share-based long term incentive program.

The table below shows the remuneration in 2020

NOK 1 000	Anders Lenborg (CEO)	Christian Helland (CVO)	Suna Alkan (CSO)	Jon Gunnar Solli (COO)	Tor Arne Pedersen (CDO)	Total
Salary	1 864	1 448	1 306	1 490	1 330	7 437
Bonus	1 150	600	500	600	600	3 450
Pension costs	66	62	69	63	68	328
Share based payment	426	269	120	160	149	1 124
Total reportable benefits paid 2020	3 506	2 378	1 995	2 314	2 147	12 340

The table below shows the remuneration in 2019

NOK 1 000	Anders Lenborg (CEO)	Christian Helland (CVO)	Suna Alkan (CSO)	Jon Gunnar Solli (COO)	Tor Arne Pedersen (CDO)	Total
Salary	609	150	200	563	-	1 522
Bonus	-	-	-	-	-	-
Pension costs	31	8	11	31	-	80
Share based payment	-	-	-	-	-	-
Total reportable benefits paid 2019	640	158	211	594	-	1 602

The Board of Directors have set the target KPI for the group performance bonus scheme that was applicable for achievements in 2020. The bonus for the Group Management was achieved 100% for 2020. For 2021 the Group has established a compensation committee which will set the targets for 2021.

Share based payments and long-term incentive program

In accordance with the terms adopted by the General Meeting of the Company on 21 March 2020, the Board of Directors has established a share incentive scheme for the executive managers and key employees. The key conditions are as follows:

The equity incentive plan may cover up to 5% of the issued shares in the Company from time to time. Allocations are proposed by the Board and subject to shareholder approval. The exercise price for the warrants is determined by the Board in its reasonable discretion based on fair market value of the Shares on the date of the Board of Directors proposed allocation of warrants under the program. The determined exercise price is subject to approval by the general meeting in relation with issuance of warrants. The duration of the warrants from grant date is 5 years. The vesting period is 1 year from the grant date.

The value of the warrants is at the grant date given a fair value using the Black and Scholes model. The key assumptions applied is 40% volatility and 1% interest rate.

The table shows the outstanding warrants as of 1 January 2020 and 31 December 2020 and movements in the year:

Outstanding warrants 01.01.2020	-
Granted in 2020	2 200 000
Exercised in 2020	-
Expired in 2020	-
Outstanding warrants 31.12.2020	2 200 000
Exercisable 31.12.2020	-
Charged to profit and loss statement 2020 (tNOK)	1 460
Charged to equity 2020 (tNOK)	1 251

As of the date of the annual report the following warrants have been issued in 2020.

NOK 1 000	# Warrants	Grant date	Expiry date	Remaining years	Exercise price	Share Price (grant date)
Warrant package #1	775 000	20.03.2020	20.03.2025	4.22	11.1	11.1
Warrant package #2	1 425 000	25.09.2020	25.09.2025	4.74	12.2	13.1
	2 200 000			4.55	11.8	12.4

There has been no payment of remuneration to the Board of Directors in 2020, this will be paid in May 2021.

Note 5 Other operating expenses

The table shows the breakdown on other operating expenses in 2010 and 2019.

NOK 1 000	2020	2019
Rental of office and equipment	1 033	133
External accounting and auditing fees	904	120
Legal and other fees	4 797	226
Other	531	398
Total other operating expenses	7 265	877

Other operating expenses in 2020 include Cloudberry's ramp-up costs and the forming of the Cloudberry Group.

- a) Significant activity within merger & acquisitions (M&A) and associated financial and legal due diligence costs to third parties.
- b) Forming of the Cloudberry Group, converting group accounting to IRFS, establishing Cloudberry's sustainability and governance platform
- c) Listing at Euronext Growth and preparations for listing at Oslo Børs.

Expenses related to statutory audit and other auditor services is presented below:

NOK 1 000	2020	2019
Statutory audit	522	66
Other assurance services	26	38
Total auditor costs	548	104

Note 6 Financial items

Financial income

NOK 1 000	2020	2019
Income from subsidiaries	467	-
Interest income	587	-
Other financial income and exchange differences	3	4
Increase in market value of financial current assets	103	2
Total financial income	1 161	5

Financial expense

NOK 1 000	2020	2019
Interest expense	921	1
Other financial expense and exchange differences	541	-
Total financial expense	1 462	1

Note 7 Income tax expense

This years tax expense

NOK 1 000	2020	2019
Tax expense in the income statement		
Entered tax on ordinary profit/loss:	-	-
Payable tax	-	-
Changes in deferred tax assets	-	-
Tax expense on ordinary profit/loss	-	-
Taxable income:		
Ordinary result before tax	-25 524	-2 609
Permanent differences	-93	-
Changes in temporary differences	5	-8
Received intra-group contribution	467	-
Taxable income	-25 145	-2 617
Payable tax in the balance:		
Payable tax on this year's result	-103	-
Payable tax on received Group contribution	103	-
Total payable tax in the balance	-	-

The tax effect of temporary differences and loss for to be carried forward that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary difference.

NOK 1 000	2020	2019	Difference
Deferred tax asset			
Property, plant and equipment	6	11	5
Accumulated tax loss carried forward	-55 694	-4 679	51 015
Not included in the deferred tax calculation	55 688	4 668	-51 020
Basis for deferred tax asset in the balance sheet	-	-	-
Basis for calculation of deferred tax asset	-55 688	-4 668	51 020
Deferred tax asset	12 251	1 027	-11 224

Deferred tax asset is not recognised in the balance sheet.

Note 8 Property, plant and equipment

NOK 1 000	Equipment	Total
Accumulated cost 1.1.2019	21	21
Additions during the year		-
Accumulated cost at 31.12.2019	21	21
Accumulated depreciations and impairment losses at 1.1.2019	3	3
Depreciations for the year	7	7
Accumulated depreciations and impairment losses at 31.12.2019	10	10
Carrying amount at 31.12.2019	11	11

NOK 1 000	Equipment	Total
Accumulated cost 1.1.2020	21	21
Additions during the year	25	25
Accumulated cost at 31.12.2020	46	46
Accumulated depreciations and impairment losses at 1.1.2020	10	10
Depreciations for the year	12	12
Accumulated depreciations and impairment losses at 31.12.2020	23	23
Carrying amount at 31.12.2020	24	24

Note 9 Subsidiaries and investment in associated companies

Name of Entity		Place of business	Owner share	Share of votes	Purchase cost	Equity	Profit
Cloudberry Production AS	Subsidiary	Oslo, Norway	100 %	100 %	83 521	81 061	650
Cloudberry Develop AS	Subsidiary	Oslo, Norway	100 %	100 %	200 063	121 239	3 664
Forte Energy Norway AS	Associated company	Bærum, Norway	34 %	34 %	237 551	283 997	2 195
					521 135	486 296	6 509

Note 10 Cash, cash equivalents and corporate funding

NOK 1 000	2020	2019
Free cash	500 668	5 113
KLP fund	50 570	-
Restricted cash	1 244	110
Total cash	552 483	5 223

KLP fund is a short term placement and the purchase cost is NOK 50 467 thousand and the market value and balance value is NOK 50 570 thousand. The placement is made to receive interest and is cash equivalent. Funds standing on the tax deduction account (restricted funds) and deposit for rent are NOK 1 244 thousand.

Note 11 Equity capital, share capital and shareholder information

NOK 1 000	Share capital	Share premium	Total paid in capital	Other Equity	Retained earnings	Total other equity	Total equity capital
Equity as at 01.01 2019:	750	-	750	-	-1 312	-1 312	-562
Sharecapital increase	200	7 800	8 000	-	-	-	8 000
Profit for the period	-	-	-	-	-2 609	-2 609	-2 609
Equity as at 31.12 2019	950	7 800	8 750	-	-3 921	-3 921	4 829
Equity as at 01.01 2020:	950	7 800	8 750	-	-3 921	-3 921	4 829
Sharecapital increase	25 316	1 053 875	1 079 191	-	-	-	1 079 191
Loss for the period	-	-	-	-	-24 162	-24 162	-24 162
Share based payment	-	-	-	1 251	-	1 251	1 251
Equity as at 31.12 2020	26 266	1 061 675	1 087 941	1 251	-28 083	-26 832	1 061 110

The table below show the share capital, share premium and number of shares as of 31 December 2020 and 31 December 2019.

NOK 1 000	2020	2019
Share capital	26 266	950
Share premium	1 061 675	7 800
Share capital and premium at 31 December	1 087 941	8 750
Number of shares at 31 December	105 065 336	3 800 000

The shares are at par value NOK 0,25.

The following capital increases has taken place in 2020

NOK 1 000	Date	Number of shares	Share capital
Number of shares 1 January 2020		3 800 000	950 000
Capital increase	10.mar	20 138 609	5 034 652
Capital increase	26.mar	14 541 889	3 635 472
Capital increase	20.aug	16 666 667	4 166 667
Capital increase	29.sep	2 180 476	545 119
Capital increase	04.des	118 648	29 662
Capital increase	22.des	47 619 047	11 904 762
Number of shares and share capital 31 December 2020		105 065 336	26 266 334

The table below show the largest shareholders of Cloudberry as of 31 December 2020

20 largest shareholders as of 31 December	Number of Shares	Share of ownership	Share of voting rights
Joh Johansson Eiendom AS	16 145 780	15.4 %	15.4 %
Havfonn AS	9 168 596	8.7 %	8.7 %
SnefonnAS	7 833 273	7.5 %	7.5 %
State Street Bank and Trust Comp	6 783 799	6.5 %	6.5 %
Cloudberry Partners AS	2 900 799	2.8 %	2.8 %
Gjensidige Forsikring ASA	2 857 142	2.7 %	2.7 %
CCPartners AS	2 696 957	2.6 %	2.6 %
Carnegie Investment Bank AB	2 500 000	2.4 %	2.4 %
Danske Invest Norge Vekst	2 380 952	2.3 %	2.3 %
Clearstream Banking S.A	2 253 526	2.1 %	2.1 %
Seb Prime Solutions Sissener Canop	1 725 000	1.6 %	1.6 %
MP Pensjon PK	1 702 380	1.6 %	1.6 %
Gullhauggrenda Invest AS	1 626 190	1.5 %	1.5 %
Klaveness Marine Finance AS	1 598 358	1.5 %	1.5 %
Strømstangen AS	1 342 857	1.3 %	1.3 %
Lenco AS	1 283 546	1.2 %	1.2 %
Asheim Investments AS	1 097 561	1.0 %	1.0 %
NGH Invest AS	1 053 352	1.0 %	1.0 %
Bergen Kommunale Pensjonskasse	1 026 190	1.0 %	1.0 %
Artel AS	1 019 387	1.0 %	1.0 %
Other	36 069 691	34.3 %	34.3 %
Total number of shares	105 065 336	100.0 %	100.0 %

Note 12 Short term debt and provisions

NOK 1 000	2020	2019
Short term interest-bearing debt	236 767	-
Trade creditors	18 602	475
Accrued salary and bonus	5 363	-
Public duties payable	877	-
Other	575	-
Total short term debt provisions	262 184	475

The short-term interest-bearing debt is related to the acquisitions of Forte Energy Norway AS, which was given a credit facility at the acquisition, with an applied interest rate of 5% p.a. The amount consists of the principal of NOK 236 767. The shares in Forte Energy Norway are held as collateral for the debt. The debt has been repaid in the beginning of March 2021, see note 15 Subsequent events.

Trade creditors is mainly related to invoices from advisors and facilitators used in the equity emission in December 2020.

Note 13 Earnings per share

Earnings per share is calculated as profit/(loss) attributable to the equity holders of the Company divided by the number of shares outstanding.

Diluted earnings per share is affected by the warrant program for equity settled share-based payments transactions, see note 4 Employee benefits

NOK 1 000	2020	2019
Profit/(loss) attributable to the equity holders of the company	-24 162	-2 609
Weighted average number of shares outstanding for the purpose of basic earnings per share	39 098 584	262 200
Earnings per share for income attributable to the equity holders of the company - basic NOK	-0.62	-9.95
Effect of potential dilutive shares		
Weighted average number of shares outstanding for the purpose of diluted earnings per share	40 528 735	262 200
Earnings per share for income attributable to the equity holders of the company - diluted NOK	-0.62	-9.95

For information about share capital at 31 December see note 11 Equity capital, share capital and shareholder information.

Note 14 Intercompany items between companies in the same group

The Company has the following balance sheet item recognised to group companies

NOK 1 000	2020	2019
Receivables		
Loans to companies in the same group	248 419	-
Other short-term receivables within the group	467	-
Total	248 886	-
Liabilities		
Debt to suppliers within the group	251	-
Total	251	-

As per 31 December there were no employee or shareholder loans.

Note 15 Subsequent events

Repayment of short-term debt to Fontavis

On 19 March Cloudberry Clean Energy AS repaid the short term interest bearing debt of NOK 236.8 million to Fontavis Forte HYDRO S.A R.L. The debt was related to the acquisition of the shares in Forte Energy Norway AS in November 2020.

Note 16 Covid-19

Overall, the pandemic had limited impact on The company's business in 2020. The company focus on protecting the employees, partners and other stakeholders whilst ensuring that we operate the business in the best possible way.

Responsibility statement

We declare to the best of our knowledge that

- the Cloudberry Clean Energy AS consolidated financial statements for 2020 have been prepared in accordance with IFRS and IFRICs as adopted by the European Union, and additional Norwegian disclosure requirements in the Norwegian Accounting Act, and that
- the financial statements for the parent company, Cloudberry Clean Energy AS, for 2020 have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting practice in Norway, and that
- the information presented in the financial statements gives a true and fair view of the assets, liabilities, financial position and results for Cloudberry Clean Energy AS and the Cloudberry Group for period as a whole, and that
- the Board of Directors' Report includes a true and fair review of the development, performance and financial position of Cloudberry Clean Energy AS and the Cloudberry Group, together with a description of the principal risks and uncertainties that they face

Oslo, 23 March 2021

The Board of Directors of Cloudberry Clean Energy AS



Frank J. Berg
Chair of the Board



Morten Bergesen
Board member



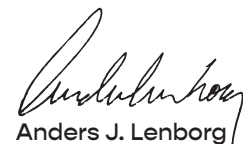
Petter W. Borg
Board member



Benedicte Fossum
Board member



Liv Lønnum
Board member



Anders J. Lenborg
CEO
Cloudberry Clean Energy AS

Alternative performance measures

The alternative performance measures (abbreviated APMs) that hereby are provided by Cloudberry are a supplement to the financial statements that are prepared in accordance with IFRS. This is based on the Group's experience that APMs are frequently used by analysts, investors, and other parties for supplement information.

The purpose of the APMs, both financial and non-financial, is to provide an enhanced insight to the operations, financing, and future prospect for the Group. Management also uses these measures internally for key performance measures (KPIs). They represent the most important measures to support the strategy goals. The financial APMs are adjusted IFRS measures that are defined, calculated and used in a consistent and transparent manner over the years and across the Group where relevant.

Financial APMs should not be considered as a substitute for measures of performance in accordance with IFRS.

Cloudberry uses the following APMs

Financial APM:

EBITDA: Net earnings before interest, tax, depreciation, amortisation & impairments

EBIT: Net earnings before interest and tax

Net interest-bearing debt (NIBD): Total interest-bearing debt, less cash and cash equivalents

Equity ratio: Total equity divided by total assets

Non-financial APMs:

Marked Capitalisation: Total market value of all outstanding shares.

Number of shareholders: Number of shareholders as per 31.12

Power Production & GWh: Power delivered to the grid over the defined time period (typically one year). Units measured in gigawatt-hours ("GWh").

Example

A typical 4 Megawatt (MW) turbine produces 3,000 full-load hours during a year.

4 MW x 3,000 hours = 12,000 MWh or 12 GWh.

According to the International Energy Agency (www.iea.org) a European person consume 6 MWh per year. Value (Wattsight) predicts long-term electricity prices (adjusted for inflation) of EUR 40 - 50 per MWh

Under Construction & secured portfolio: At the time of measure, the power output of the secured portfolio (signed agreements). Units measured in megawatt ("MW").

Construction permits: Total power output to be installed in projects with construction permit. Construction permit is at the stage when concession is granted, but before final investment decision. Units measured in MW.

Backlog: Projects with estimated total effect to be installed that are exclusive and in a concession application process. Units measured in MW.

Direct emissions: Measure in tons of CO₂ equivalent. The use of fossil fuels for transportation or combustion in owned, leased or rented assets. It also includes emission from industrial processes.

Indirect emissions: Measure in tCO₂e. Related to purchased energy; electricity and heating/cooling where the organisation has operational control. The electricity emission factors used are based on electricity production mixes from the International Energy Agency's statistics (IEA Stat).

Emissions from value chain activities are a result of the company's upstream and downstream activities, which are not controlled by the company. Examples are consumption of products, business travel, goods transportation and waste handling.

CO₂ reduction: Refers to the reduction of GHG emissions relative to baseline emissions from the European electricity mix (EU-27 electricity mix, IEA 2020).



Statsautoriserte revisorer
Ernst & Young AS

Dronning Eufemias gate 6A, NO-0191 Oslo
Postboks 1156 Sentrum, NO-0107 Oslo

Foretaksregisteret: NO 976 389 387 MVA
Tlf: +47 24 00 24 00

www.ey.no
Medlemmer av Den norske revisorforening

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Cloudberry Clean Energy AS

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Cloudberry Clean Energy AS comprising the financial statements of the parent company and the Group. The financial statements of the parent company comprise the balance sheet as at 31 December 2020, the income statement, statements of cash flows and notes to the financial statements, including a summary of significant accounting policies. The consolidated financial statements comprise the balance sheet as at 31 December 2020, income statement, statements of comprehensive income, cash flows and changes in equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion,

- ▶ the financial statements are prepared in accordance with the law and regulations
- ▶ the financial statements present fairly, in all material respects, the financial position of the parent company as at 31 December 2020, and of 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
- ▶ the consolidated financial statements present fairly, in all material respects the financial position of the Group as at 31 December 2020 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU

Basis for opinion

We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 in accordance with the ethical requirements that are relevant to our audit of the financial statements in Norway, and we have fulfilled our ethical responsibilities as required by law and regulations. We have also complied with our other ethical obligations 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

Other information consists of the information included in the Company's annual report other than the financial statements and our auditor's report thereon. The Board of Directors and Chief Executive Officer (management) are responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway for the financial statements of the parent company and International Financial Reporting Standards as adopted by the EU for the financial statements of the Group, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless management either intends to liquidate the Company 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with law, regulations and generally accepted auditing principles in Norway, including ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also

- ▶ identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- ▶ obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- ▶ evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- ▶ conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- ▶ evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- ▶ obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other



3

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

Opinion on the Board of Directors' report and on the statements on corporate governance and corporate social responsibility

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors' report and in the statements on corporate governance and corporate social responsibility concerning the financial statements, the going concern assumption and proposal for the allocation of the result is consistent with the financial statements and complies with the law and regulations.

Opinion on registration and documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, «Assurance Engagements Other than Audits or Reviews of Historical Financial Information», it is our opinion that management has fulfilled its duty to ensure that the Company's accounting information is properly recorded and documented as required by law and bookkeeping standards and practices accepted in Norway.

Oslo, 23 March 2021
ERNST & YOUNG AS

Asbjørn Ler
State Authorised Public Accountant (Norway)

About the report

Principles for reporting

The enclosed Financial statements and Board of Directors' report, together with the accompanying notes, fulfills Cloudberry Clean Energy's Norwegian statutory requirements for annual reporting.

Regarding our ESG reporting, Cloudberry Clean Energy aims to provide its key stakeholders insight into its ESG management and performance, and we strive to be consistent and transparent in this reporting. The report contains disclosures from the World Economic Forum's¹⁾ core set of ESG metrics. We also report on our performance in implementing the Task Force on Climate-related Financial Disclosures.

1) <https://www.weforum.org/reports/measuring-stakeholder-capitalism-towards-common-metrics-and-consistent-reporting-of-sustainable-value-creation>

Cloudberry Clean Energy AS
Frøyas gate 15
0273 Oslo, Norway

contact@cloudberry.no
www.cloudberry.no



Appendix C

Independent auditor's assurance report on the compilation of unaudited pro forma condensed financial information

To the Board of Directors of Cloudberry Clean Energy ASA

Independent Practitioners' Assurance Report on the compilation of pro forma financial information included in a prospectus

This report replaces the report on the compilation of pro forma financial information dated 7 May 2021.

We have completed our assurance engagement to report on the compilation of pro forma financial information of Cloudberry Clean Energy ASA (the "Company") by the Board of Directors and Management of the Company. The pro forma condensed financial information consists of the unaudited condensed pro forma statement of financial position as at 31 December 2020, the unaudited condensed pro forma profit and loss statement for the year ended 31 December 2020, and related notes as set out in section 12 of the prospectus to be issued and dated in June 2021 by the Company (the "Prospectus"). The applicable criteria on the basis of which the Board of Directors and Management have compiled the pro forma financial information are specified in Annex 20 to Commission delegated Regulation (EU) no. 2019/980 supplementing the EU Prospectus Regulation as incorporated in Norwegian law through section 7-1 of the Norwegian Securities Trading Act and described in section 12 of the Prospectus (the "applicable criteria"). The historical financial information of the acquired entities from the 1 January 2020 to their respective acquisition dates used in the compilation of the Pro Forma Financial Information is unaudited and accordingly we do not accept any responsibility for that information. The historical information of Selselva Kraft AS is audited by another auditor, and accordingly we do not accept responsibility for that information.

The pro forma financial information has been compiled by the Board of Directors and Management of the Company to illustrate the impact of the 2020 Acquisitions and the Selselva Acquisition set out in section 12 of the Prospectus on the Company's consolidated statement of financial position as at 31 December 2020 as if the Selselva Acquisition had taken place on 31 December 2020 and its consolidated statement of profit and loss for the year ended 31 December 2020 as if the 2020 Acquisitions and the Selselva Acquisition had taken place at 1 January 2020. As part of this process, information about the Company's and the acquired entity's financial position and financial performance has been extracted by the Board of Directors and Management from the Company's and the acquired entity's financial statements and accounting records. The auditor's report on the Company's financial statements for the year ended 31 December 2020 has been included as Appendix B of the Prospectus. The auditor's report on Selselva Kraft AS financial statements for the year ended 31 December 2020 has been included as Appendix D to the Prospectus.

The Board of Director's and Management's Responsibility for the Pro Forma Financial Information

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

Our Independence and Quality Control

We have complied with the independence and other ethical requirement of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Practitioner's Responsibilities

Our responsibility is to express an opinion, as required by Regulation (EU) no. 2019/980 about whether the pro forma financial information has been compiled by Board of Directors and Management of the Company on the basis of the applicable criteria.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner plan and perform procedures to obtain reasonable assurance about whether Board of Directors and Management of the Company have compiled the pro forma financial information on the basis of the applicable criteria and whether this basis is consistent with the accounting policies of the Company. Our work primarily consisted of comparing the unadjusted financial information with the source documents as described in section [12] of the Prospectus, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with Management of the Company.

The aforementioned opinion does not require an audit of historical unadjusted financial information, the adjustments to conform the accounting policies of the acquired entities to the accounting policies of the Company, or the assumptions summarized in section 12 of the Prospectus. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in a prospectus is solely to illustrate the impact of the event or transaction on unadjusted financial information of the Company as if the event or transaction occurred or had been undertaken at an earlier date selected for purposes of the illustration. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or performance. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2020 or for the year ended 31 December 2020 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled on the basis stated involves performing procedures to assess whether the

applicable criteria used by Board of Directors and Management of the Company in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

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

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

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

Opinion

In our opinion:

- a) the pro forma financial information has been properly compiled on the basis stated in section 12 of the Prospectus; and
- b) that basis is consistent with the accounting policies of the Company

This report is issued for the sole purpose of offering of shares in Norway and the admission of shares on Oslo Stock Exchange, and other regulated markets in the European Union or European Economic Area as set out in the Prospectus approved by the Financial Supervisory Authority of Norway. Our work has not been carried out in accordance with auditing, assurance or other standards and practices generally accepted in the United States and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Therefore, this report is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than the listing and issuance of shares described above. We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this report in connection with any type of transaction, including the sale of securities other than the listing of the shares on Oslo Stock Exchange and other regulated markets in the European Union or European Economic Area, as set out in the Prospectus approved by the Financial Supervisory Authority of Norway.

Oslo, 14 June 2021
ERNST & YOUNG AS



Asbjørn Ler
State Authorized Public Accountant (Norway)

Appendix D

Selselva Kraft AS' audited financial statements for the year ended 31 December 2020, 2019 and 2018



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2018 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	995 897 695
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	SELSELVA KRAFT AS
Forretningsadresse:	6977 BYGSTAD

Regnskapsår

Årsregnskapets periode:	01.01.2018 - 31.12.2018
-------------------------	-------------------------

Konsern

Morselskap i konsern:	Nei
-----------------------	-----

Regnskapsregler

Regler for små foretak benyttet:	Ja
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Erlend Berge
Dato for fastsettelse av årsregnskapet:	24.04.2019

Grunnlag for avgivelse

År 2018: Årsregnskapet er elektronisk innlevert
År 2017: Tall er hentet fra elektronisk innlevert årsregnskap fra 2018

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 28.05.2021



Resultatregnskap

Beløp i: NOK	Note	2018	2017
RESULTATREGNSKAP			
Inntekter			
salgsinntekt		8 637 977	8 697 020
Sum inntekter		8 637 977	8 697 020
Kostnader			
Varekostnad	8	220 013	236 003
Lønnskostnad	8	219 636	266 086
Avskrivning på varige driftsmidler og immaterielle eiendeler	7	1 078 387	1 071 361
Annen driftskostnad	8	1 397 992	1 357 602
Sum kostnader		2 916 028	2 931 052
Driftsresultat		5 721 949	5 765 968
Finansinntekter og finanskostnader			
Annen renteinntekt		35 368	21 448
Sum finansinntekter		35 368	21 448
Annen rentekostnad		3 196 925	3 355 339
Annen finanskostnad			729
Sum finanskostnader		3 196 925	3 356 068
Netto finans		-3 161 557	-3 334 620
Ordinært resultat før skattekostnad		2 560 392	2 431 348
Skattekostnad på ordinært resultat	2	527 811	548 049
Ordinært resultat etter skattekostnad		2 032 581	1 883 299
Årsresultat		2 032 581	1 883 299
Overføringer og disponeringer			
Overføringer til/fra annen egenkapital	3	2 032 581	1 883 299
Sum overføringer og disponeringer		2 032 581	1 883 299



Balanse

Beløp i: NOK	Note	2018	2017
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	6	207 250	207 250
Sum immaterielle eiendeler		207 250	207 250
Varige driftsmidler			
Kraftverk	7	54 168 790	55 076 694
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	7	10 632	17 328
Sum varige driftsmidler		54 179 422	55 094 022
Sum anleggsmidler		54 386 672	55 301 272
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer		62 948	384 148
Andre fordringer		698 253	891 395
Sum fordringer		761 201	1 275 543
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	9	5 317 637	4 480 789
Sum bankinnskudd, kontanter og lignende		5 317 637	4 480 789
Sum omløpsmidler		6 078 838	5 756 332
SUM EIENDELER		60 465 510	61 057 604
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	3,4	100 000	100 000



Balanse

Beløp i: NOK	Note	2018	2017
Sum innskutt egenkapital		100 000	100 000
Opptjent egenkapital			
Annen EK	3,4	4 774 174	2 741 593
Sum opptjent egenkapital		4 774 174	2 741 593
Sum egenkapital		4 874 174	2 841 593
Gjeld			
Langsiktig gjeld			
Utsatt skatt	2	1 343 742	815 931
Sum avsetninger for forpliktelser		1 343 742	815 931
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	5	53 264 492	56 255 852
Sum annen langsiktig gjeld		53 264 492	56 255 852
Sum langsiktig gjeld		54 608 234	57 071 783
Kortsiktig gjeld			
Leverandørgjeld		58 738	162 427
Skyldige offentlige avgifter		322 692	331 434
Annen kortsiktig gjeld	10	601 672	650 366
Sum kortsiktig gjeld		983 102	1 144 227
Sum gjeld		55 591 336	58 216 010
SUM EGENKAPITAL OG GJELD		60 465 510	61 057 603



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2018 - GENERELL INFORMASJON

Journalnummer: 2019 312910

Enheten

Organisasjonsnummer: 995 897 695
Organisasjonsform: Aksjeselskap
Foretaksnavn: SELSELVA KRAFT AS
6977 BYGSTAD

Regnskapsår

Årsregnskapets periode: 01.01.2018 - 31.12.2018

Konsern

Morselskap i konsern: Nei

Regnskapsregler

Regler for små foretak benyttet: Ja
Benyttet ved utarbeidelsen av
årsregnskapet til selskapet: Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Erlend Berge
Dato for fastsettelse av årsregnskapet: 24.04.2019

Revisjon

Årsregnskapet er utarbeidet av ekstern
autorisert regnskapsfører: Ja
Ekstern autorisert regnskapsfører har i
løpet av regnskapsåret bistått ved den
løpende regnskapsføringen eller utført
andre tjenester for selskapet enn å
utarbeide årsregnskapet: Ja

Grunnlag for avgivelse

År 2018: Årsregnskap er elektronisk innlevert.
År 2017: Tall er hentet fra elektronisk innlevert årsregnskap fra 2018.

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 09.05.2019

Brønnøysundregistrene

Postadresse: Postboks 900, 8910 Brønnøysund
Telefoner: Opplysningstelefonen 75 00 75 00 Administrasjonen 75 00 75 09 Telefaks 75 00 75 05
E-post: fimapost@breg.no Internett: www.breg.no
Organisasjonsnummer: 974 760 673



Organisasjonsnr: 995 897 695
SELSELVA KRAFT AS

RESULTATREGNSKAP

Beløp i: NOK	Note	2018	2017
RESULTATREGNSKAP			
Inntekter			
salgsinntekt		8 637 977	8 697 020
Sum inntekter		8 637 977	8 697 020
Kostnader			
Varekostnad	8	220 013	236 003
Lønnskostnad	8	219 636	266 086
Avskrivning på varige driftsmidler og immaterielle eiendeler	7	1 078 387	1 071 361
Annen driftskostnad	8	1 397 992	1 357 602
Sum kostnader		2 916 028	2 931 052
Driftsresultat		5 721 949	5 765 968
Finansinntekter og finanskostnader			
Annen renteinntekt		35 368	21 448
Sum finansinntekter		35 368	21 448
Annen rentekostnad		3 196 925	3 355 339
Annen finanskostnad			729
Sum finanskostnader		3 196 925	3 356 068
Netto finans		-3 161 557	-3 334 620
Ordinært resultat før skattekostnad		2 560 392	2 431 348
Skattekostnad på ordinært resultat	2	527 811	548 049
Ordinært resultat etter skattekostnad		2 032 581	1 883 299
Årsresultat		2 032 581	1 883 299
Overføringer og disponeringer			
Overføringer til/fra annen egenkapital	3	2 032 581	1 883 299
Sum overføringer og disponeringer		2 032 581	1 883 299



Organisasjonsnr: 995 897 695
SELSELVA KRAFT AS

BALANSE

Beløp i: NOK	Note	2018	2017
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	6	207 250	207 250
Sum immaterielle eiendeler		207 250	207 250
Varige driftsmidler			
Kraftverk	7	54 168 790	55 076 694
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	7	10 632	17 328
Sum varige driftsmidler		54 179 422	55 094 022
Sum anleggsmidler		54 386 672	55 301 272
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer		62 948	384 148
Andre fordringer		698 253	891 395
Sum fordringer		761 201	1 275 543
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	9	5 317 637	4 480 789
Sum bankinnskudd, kontanter og lignende		5 317 637	4 480 789
Sum omløpsmidler		6 078 838	5 756 332
SUM EIENDELER		60 465 510	61 057 604
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	3,4	100 000	100 000
Sum innskutt egenkapital		100 000	100 000
Opptjent egenkapital			
Annen EK	3,4	4 774 174	2 741 593
Sum opptjent egenkapital		4 774 174	2 741 593



Sum egenkapital		4 874 174	2 841 593
Gjeld			
Langsiktig gjeld			
Utsatt skatt	2	1 343 742	815 931
Sum avsetninger for forpliktelser		1 343 742	815 931
Annen langsiktig gjeld			
Gjeld til			
kredittinstitusjoner	5	53 264 492	56 255 852
Sum annen langsiktig gjeld		53 264 492	56 255 852
Sum langsiktig gjeld		54 608 234	57 071 783
Kortsiktig gjeld			
Leverandørgjeld		58 738	162 427
Skyldige offentlige avgifter		322 692	331 434
Annen kortsiktig gjeld	10	601 672	650 366
Sum kortsiktig gjeld		983 102	1 144 227
Sum gjeld		55 591 336	58 216 010
SUM EGENKAPITAL OG GJELD		60 465 510	61 057 603



Organisasjonsnr: 995 897 695
SELSELVA KRAFT AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note
1

Regnskapsprinsipper
Årsregnskapet er satt opp etter regnskapsloven. Regnskapsreglene for små foretak er fulgt.

Note
1

Note
4

Antall aksjer og aksjeeiere

<u>Aksjeklasse</u>	<u>Ant. aksjer</u>	<u>Pålydende</u>	<u>Bokført verdi</u>
Ordinære aksjer	100000.00	1.00	100000.00

<u>Aksjeeiere - fritekst</u>	<u>Antall</u>	<u>Eierandel</u>	<u>Aksjeklasse</u>
Kristine Berglihn	7354.00	7.35%	Ordinære aksjer
Jan Inge Berglihn	7353.00	7.35%	Ordinære aksjer
Jens L Berge	9399.00	9.40%	Ordinære aksjer
Reidunn Berge	9399.00	9.40%	Ordinære aksjer
Erlend Berge	4699.00	4.70%	Ordinære aksjer
Per Berges dødsbo	14707.00	14.71%	Ordinære aksjer
Kåre Sæle	27943.00	27.94%	Ordinære aksjer
Arild Borlaug	19146.00	19.15%	Ordinære aksjer
Sum	Sum antall	Sum eierandel	
	100000.00	100.00%	

Note
8

Lønn og ytelser

<u>Lønn</u>	<u>Årets</u>	<u>Fjorårets</u>
	196341.00	

<u>Arbeidsgiveravgift</u>	<u>Årets</u>	<u>Fjorårets</u>



20988.00

<u>Andre ytelser</u>	<u>Årets</u>	<u>Fjorårets</u>
	2307.00	

<u>Sum lønnskostnader</u>	<u>Årets</u>	<u>Fjorårets</u>
	219636.00	

Note
8

Ytelser til ledende personer

Ytelser til daglig leder

<u>Ytelser</u>	<u>Lønn</u>	<u>Pensj.forpl. Andre godtgj.</u>
	174000.00	

vaktordning på anlegget

Note
8

Ytelser til andre ledende personer

<u>Ledende person</u>	<u>Lønn</u>	<u>Pensj.forpl. Andre godtgj.</u>
styremedlemmer	24000.00	

<u>Sum ytelse andre led.pers.</u>	<u>Lønn</u>	<u>Pensj.forpl. Andre godtgj.</u>
	24000.00	

vaktordning på anlegget

Note
8

Ytelser til revisjon

<u>Revisjon</u>	<u>Årets</u>	<u>Fjorårets</u>
	23502.00	38000.00

<u>Sum godtgjørelse til revisor</u>	<u>Årets</u>	<u>Fjorårets</u>
	23502.00	38000.00

Note
8

Antall årsverk i regnskapsåret

Virksomheten har hatt følgende antall årsverk:
0.20

Note



8

Obligatorisk tjenestepensjon

Note

Lån og sikkerhetsstillelse til ledende personer og aksjeeiere

Er det gitt lån eller sikkerhetsstillelse til ledende personer: Nei

Note

2

Skattekostnad

Resultatført skatt på ordinært resultat

Betalbar skatt	Årets	Fjorårets
	0.00	0.00
Skattekostnad ordinært resultat	Årets	Fjorårets
	527811.00	548049.00

Skattepliktig inntekt

Ordinært resultat før skatt	Årets	Fjorårets
	2560392.00	2431348.00
Endring i midlertidige forskjeller	Årets	Fjorårets
	167270.00	398490.00
Anvendelse av fremførbart underskudd	Årets	Fjorårets
	2727662.00	2829838.00

Betalbar skatt i balansen

Note

2

Midlertidige forskjeller - utsatt skatt/skattefordel

Anleggsmidler	Startdato	Sluttdato	Endring
	6832029.00	6664759.00	
Netto forskjeller	Startdato	Sluttdato	Endring
	6832029.00	6664759.00	
Skattered.forskj.ikke utl.	Startdato	Sluttdato	Endring
	3284505.00	556843.00	
Sum midlertidige forskj.	Startdato	Sluttdato	Endring
	3547524.00	6107916.00	
Utsatt skattefordel 31.12.	Startdato	Sluttdato	Endring



815931.00 1343742.00

Note
9

Bankinnskudd

<u>Bundne skattetrekkmidler</u>	<u>Beløp</u>
	2187.00
<u>Skyldig skattetrekk</u>	<u>Beløp</u>
	2187.00

Note
5

Gjeld

Avsetning for forpliktelser er forkortet til: "Avs.forpl"

Annen langsiktig gjeld er forkortet til: "A.L.gjeld"

Kortsiktig gjeld er forkortet til: "K. gjeld"

<u>Gjeld forfaller etter >5 år Avs.forpl</u>	<u>A.L.gjeld</u>	<u>K. gjeld</u>
	46299052.00	

Note
7

Varige driftsmidler/anleggsmidler

Driftsløsøre, inventar o.l. er forkortet til: "Drift/inv"

Maskiner og anlegg er forkortet til: "Mask/anl"

Tomter, bygninger og annen fast eiendom er forkortet til: "T/B/AFE"

<u>Anskaff. kost 01.01.</u>	<u>Drift/inv</u>	<u>Mask/anl</u>	<u>T/B/AFE</u>	<u>Sum</u>
20123.00		56145260.00		
		0		

<u>Tilgang i året</u>	<u>Drift/inv</u>	<u>Mask/anl</u>	<u>T/B/AFE</u>	<u>Sum</u>
		163787.00		

<u>Anskaff. kost 31.12.</u>	<u>Drift/inv</u>	<u>Mask/anl</u>	<u>T/B/AFE</u>	<u>Sum</u>
20123.00		56309047.00		
		0		

<u>Akk.av-/nedskr.01.01.</u>	<u>Drift/inv</u>	<u>Mask/anl</u>	<u>T/B/AFE</u>	<u>Sum</u>
2795.00		1068566.00		

<u>Akk.av-/nedskr.31.12.</u>	<u>Drift/inv</u>	<u>Mask/anl</u>	<u>T/B/AFE</u>	<u>Sum</u>
9491.00		2140257.00		

<u>Bal.ført verdi 31.12.</u>	<u>Drift/inv</u>	<u>Mask/anl</u>	<u>T/B/AFE</u>	<u>Sum</u>
------------------------------	------------------	-----------------	----------------	------------



10632.00 54168790.0
0

Årets av-/nedskrivn.	Drift/inv	Mask/anl	T/B/AFE	Sum
6696.00		1071691.00		

Økonomisk levetid	Drift/inv	Mask/anl	T/B/AFE
3		40-67	

Note
3

Egenkapital

Aksjekapital er forkortet til: "Aksjekap"

Annen innskutt egenkapital er forkortet til: "A.innsk.EK"

Egenkap. 31.12. forrige år	Aksjekap	Overkurs	A.innsk.EK
	100000.00		

Egenkapital 01.01.	Aksjekap	Overkurs	A.innsk.EK
	100000.00		

Egenkapital 31.12.	Aksjekap	Overkurs	A.innsk.EK
	100000.00		

Egenkapital

Opptjent egenkapital er forkortet til: "Opptj.EK"

Egenkap. 31.12. forrige år	Opptj.EK	Udekket tap	Sum
	2741593.00		

Egenkapital 01.01.	Opptj.EK	Udekket tap	Sum
	2741593.00		

Årsresultat	Opptj.EK	Udekket tap	Sum
	2032581.00		

Egenkapital 31.12.	Opptj.EK	Udekket tap	Sum
	4774174.00		



Firda Revisjon & Rådgivning

Besøksadresse: Naustdalsvegen 1B, 6800 Førde
Postadresse: Postboks 212, 6801 Førde
Telefon: 41 78 54 00
E-post: post@firdarevisjon.no
Foretaksregisteret: 989 230 921 MVA

UAVHENGIG REVISORS BERETNING
Til generalforsamlingen i Selselva Kraft AS

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert selskapet Selselva Kraft AS' årsregnskap som viser et overskudd på kr 2 032 581. Årsregnskapet består av balanse per 31. desember 2018, resultatregnskap for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening er det medfølgende årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2018, og av dets resultater for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

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

Styret og daglig leders ansvar for årsregnskapet

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

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

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti



Firda Revisjon & Rådgivning

for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

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

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

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



Firda Revisjon & Rådgivning

Uttalelse om øvrige lovmessige krav

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

FØRDE, 23. april 2019

Firda Revisjon & Rådgivning AS

Hans Magnar Hansen
Statsautorisert revisor



Selselva Kraft AS

Årsoppgjør 2018

for

Selselva Kraft AS

Foretaksnr. 995 897 695

**Resultatregnskap for 2018**
Selselva Kraft AS

	Note	2018	2017
Salgsinntekt		8 637 977	8 697 020
Sum driftsinntekter		8 637 977	8 697 020
Varekostnad	8	(220 013)	(236 003)
Lønnskostnad	8	(219 636)	(266 086)
Avskrivning på driftsmidler og immaterielle eiendeler	7	(1 078 387)	(1 071 361)
Annen driftskostnad	8	(1 397 992)	(1 357 602)
Sum driftskostnader		(2 916 028)	(2 931 052)
Driftsresultat		5 721 949	5 765 968
Annen renteinntekt		35 368	21 448
Sum finansinntekter		35 368	21 448
Annen rentekostnad		(3 196 925)	(3 355 339)
Annen finanskostnad		0	(729)
Sum finanskostnader		(3 196 925)	(3 356 068)
Netto finans		(3 161 557)	(3 334 620)
Ordinært resultat før skattekostnad		2 560 392	2 431 348
Skattekostnad på ordinært resultat	2	(527 811)	(548 049)
Ordinært resultat		2 032 581	1 883 299
Årsresultat		2 032 581	1 883 299
Overføringer			
Annen egenkapital		2 032 581	1 883 299
Sum	3	2 032 581	1 883 299

**Balanse pr. 31. desember 2018**
Selselva Kraft AS

	Note	2018	2017
EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker ol.	6	207 250	207 250
Sum immaterielle eiendeler		207 250	207 250
Varige driftsmidler			
Tomter, bygninger og annen fast eiendom		54 168 790	55 076 694
Driftsløsøre, inventar, verktøy, kontormaskiner, ol.		10 632	17 328
Sum varige driftsmidler	7	54 179 422	55 094 022
Sum anleggsmidler		54 386 672	55 301 272
Omløpsmidler			
Fordringer			
Kundefordringer		62 948	384 148
Andre fordringer		698 253	891 395
Sum fordringer		761 201	1 275 543
Bankinnskudd, kontanter og lignende	9	5 317 637	4 480 789
Sum bankinnskudd, kontanter og lignende		5 317 637	4 480 789
Sum omløpsmidler		6 078 838	5 756 331
Sum eiendeler		60 465 510	61 057 604




Balanse pr. 31. desember 2018 Selselva Kraft AS

	Note	2018	2017
EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital (aksjer à kr)	3,4	100 000	100 000
Sum innskutt egenkapital		100 000	100 000
Opptjent egenkapital			
Annen egenkapital		4 774 174	2 741 593
Sum opptjent egenkapital		4 774 174	2 741 593
Sum egenkapital	3,4	4 874 174	2 841 593
Gjeld			
Avsetning for forpliktelser			
Utsatt skatt	2	1 343 742	815 931
Sum avsetning for forpliktelser		1 343 742	815 931
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	5	53 264 492	56 255 852
Sum annen langsiktig gjeld		53 264 492	56 255 852
Sum langsiktig gjeld		54 608 234	57 071 783
Kortsiktig gjeld			
Leverandørgjeld		58 738	162 427
Skyldige offentlige avgifter		322 692	331 434
Annen kortsiktig gjeld	10	601 672	650 366
Sum kortsiktig gjeld		983 102	1 144 227
Sum gjeld		55 591 336	58 216 010
Sum egenkapital og gjeld		60 465 510	61 057 604

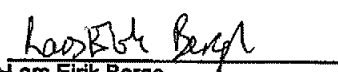
Bygstad 16 / 4 2019


Jens Ludvik Berge
Styrets leder


Jan Inge Berglihn
Styremedlem


Kåre Reidar Sæle
Styremedlem


Arild Ove Borlaug
Styremedlem


Lars Eirik Berge
Styremedlem


Erlend Berge
Daglig leder



Selselva Kraft AS

Noter 2018

Note 1 - Regnskapsprinsipper:

Årsregnskapet er satt opp i samsvar med regnskapsloven og god regnskapsskikk for små foretak.

Hovedregel for vurdering og klassifisering av eiendeler og gjeld:

Eiendeler bestemt til varig eie eller bruk er klassifisert som anleggsmidler. Andre eiendeler er klassifisert som omløpsmidler. Fordringer som skal tilbakebetales innen et år er uansett klassifisert som omløpsmidler.

Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt mottatt beløp på etableringstidspunktet. Kortsiktig gjeld oppskrives ikke til virkelig verdi som følge av renteendring. Enkelte poster er vurdert etter andre regler, og redegjøres for nedenfor.

Varige driftsmidler:

Varige driftsmidler avskrives over forventet økonomisk levetid. Varige driftsmidler nedskrives til virkelig verdi ved verdifall som ikke forventes å være forbigående. Nedskrivningen reverseres når grunnlaget for nedskrivningen ikke lenger er tilstede.

Fordringer:

Kundefordringer og andre fordringer oppføres til pålydende etter fradrag for avsetning til forventet tap.

Skatt:

Skattekostnaden i resultatregnskapet omfatter periodens betalbare skatt som blir utlignet og forfaller til betaling i neste regnskapsår i tillegg til endring i utsatt skatt. Utsatt skatt er beregnet med skattesatsen ved utgangen av regnskapsåret (22%) på grunnlag av skattereduserende og skatteøkende midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier. I beregningen er det også medtatt ligningsmessig framførbart underskudd ved regnskapsårets utgang. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet og nettoført.

Netto utsatt skattefordel balanseføres i den grad det er sannsynlig at denne kan bli nyttegjort.

**Selselva Kraft AS****Noter 2018****Note 2 – Skatt**

Årets skattekostnad fordeler seg på:	2018	2017
Resultat før skattekostnad	2 560 392	2 431 348
Permanente forskjeller	0	0
Endring i midlertidige forskjeller	167 270	398 490
Årets foreløpige skattegrunnlag	2 727 662	2 829 838
Anvendelse av fremførbart underskudd	(2 727 662)	(2 829 838)
Årets skattegrunnlag	0	0
Betalbar skatt	0	0
Endring i utsatt skatt/utsatt skattefordel	527 811	548 049
Sum skattekostnad	527 811	267 882
Utsatt skattefordel er beregnet slik:		
Midlertidige forskjeller knyttet til:		
Anleggsmidler	6 664 759	6 832 029
Omløpsmidler	0	0
Gjeld	0	0
Netto midlertidige forskjeller	6 664 759	6 832 029
Underskudd til fremføring	(556 843)	(3 284 505)
Grunnlag for utsatt skatt/utsatt skattefordel	6 107 916	3 547 524
22/23% utsatt skatt/skattefordel	1 343 742	815 931
Herav ikke balanseført utsatt skattefordel	0	0
Utsatt skatt/skattefordel i balansen	1 343 742	815 931

Note 3 - Egenkapital

	Aksjekapital / selskapskapital	Udekket tap	Annen EK	Sum egenkapital
Pr 1.1. Pr 1.1.	100 000		2 741 593	2 841 593
+Fra årets resultat			2 032 581	2 032 581
Pr 31.12	100 000	0	4 774 174	4 874 174



Selselva Kraft AS

Noter 2018

Note 4 - Aksjekapital og aksjonærinformasjon

Aksjonærene i Selselva Kraft AS per 31.12.2018 var:

Aksjonærens navn	Antall aksjer	Eierandel	Stemmeandel	Funksjon
Kristine Berlihn	7 354	7,35%	7,35%	
Jan Inge Berglihn	7 353	7,35%	7,35%	styremedlem
Jens L Berge	9 399	9,40%	9,40%	styrets leder
Reidunn L Berge	9 399	9,40%	9,40%	
Erlend Berge	4 699	4,70%	4,70%	daglig leder
Per M Berges dødsbo	14 707	14,71%	14,71%	
Kåre R Sæle	27 943	27,94%	27,94%	styremedlem
Arild O Borlaug	19 146	19,15%	19,15%	styremedlem
Totalt antall aksjer	100 000	100,00%	100,00%	

Selskapets aksjekapital består av 100 000 aksjer pålydende kr 1
Alle aksjer har like rettigheter.
Der er ikke besluttet avsatt utbytte for 2018

Note 5 – Gjeld til kredittinstitusjoner

Som sikkerhet for selskapets byggelån er stillet fast eiendom og driftstilbehør . Bokført verdi av disse eiendelene utgjorde kr. 54 168 790,- pr. 31.12.18
Kr 60 MNOK er bundet med en fastrente på 3,325% frem til 2021
Gjeld med forfall etter 5 år utgjør kr 46 299 052,-
Utlåner har pant i aksjene for 60 MNOK

Note 6 - Immaterielle eiendeler

Gjelder bistand vedrørende søknad om konsesjon

Anskaffelseskost pr 1.1	207 250,-
+ tilgang	0,-
Anskaffelseskost pr 31.12	207 250,-
+ årets avskrivninger	0,-
+ Akk.avskrivning 1.1	0,-
Balanseført verdi 31.12	207 250,-
Økonomisk levetid	evigvarende
Avskrivningsplan	ingen



Selselva Kraft AS

Noter 2018

Note 7 - Varige driftsmidler

	Verktøy	Kraftverk	Sum
Anskaffelseskost pr 1.1	20 123,-	56 145 260,-	56 165 383,-
+ tilgang	0,-	163 787,-	163 787,-
Anskaffelseskost pr 31.12	20 123,-	56 309 047,-	56 329 170,-
+ årets avskrivninger	6 696,-	1 071 691,-	1 078 387,-
+ Akk.avskrivning 1.1	2 795,-	1 068 566,-	1 071 361,-
Balanseført verdi 31.12	10 632,-	54 168 790,-	54 179 422,-
Avskrivningsplan	3 år	40-67 år	

Note 8 - Driftskostnader

Kostnadsført revisjon utgjør kr 23 502 i ordinær revisjon.

Lønn	196 341,-
Arbeidsgiveravgift	20 988,-
Øvrige lønnskostnader	2 307,-
SUM	219 636,-

Antall årsverk 0,2

Selskapet har ikke fast ansatte. Lønn er timer vedr. vaktordninger på anlegget, fordelt på daglig leder og to styremedlem.

Lønn til daglig leder og medlemmer av styret som er utbetalt gjennom året utgjør kr 198 000,-

Selskapet er ikke pliktig til å ha pensjonsordning etter lov om obligatorisk tjenestepensjon.

Det er ikke gitt lån eller stilt sikkerhet til daglig leder, styremedlemmer eller andre nærstående.

Note 9 - Bundne midler

Der er kr 2 187,- i bundne bankmidler pr 31.12.18
Dette er samme beløp som skyldig skattetrekk

Note 10 - Annen kortsiktig gjeld

Påløpt lønn	62 765,-
Påløpne renter	278 956,-
Andre påløpne kostnader	259 951,-
SUM	601 672,-



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2019 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	995 897 695
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	SELSELVA KRAFT AS
Forretningsadresse:	6977 BYGSTAD

Regnskapsår

Årsregnskapets periode:	01.01.2019 - 31.12.2019
-------------------------	-------------------------

Konsern

Morselskap i konsern:	Nei
-----------------------	-----

Regnskapsregler

Regler for små foretak benyttet:	Ja
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Jens Berge
Dato for fastsettelse av årsregnskapet:	04.05.2020

Grunnlag for avgivelse

År 2019: Årsregnskapet er elektronisk innlevert
År 2018: Tall er hentet fra elektronisk innlevert årsregnskap fra 2019

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 28.05.2021



Resultatregnskap

Beløp i: NOK	Note	2019	2018
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		7 849 031	8 637 977
Sum inntekter		7 849 031	8 637 977
Kostnader			
Varekostnad	8	1 446 092	220 013
Lønnskostnad	8	175 184	219 636
Avskrivning på varige driftsmidler og immaterielle eiendeler	7	1 080 534	1 078 387
Annen driftskostnad	8	1 295 499	1 397 992
Sum kostnader		3 997 309	2 916 028
Driftsresultat		3 851 722	5 721 949
Finansinntekter og finanskostnader			
Annen renteinntekt		42 485	35 368
Sum finansinntekter		42 485	35 368
Annen rentekostnad		3 035 008	3 196 925
Sum finanskostnader		3 035 008	3 196 925
Netto finans		-2 992 523	-3 161 557
Ordinært resultat før skattekostnad		859 199	2 560 392
Skattekostnad på ordinært resultat	2	189 022	527 811
Ordinært resultat etter skattekostnad		670 177	2 032 581
Årsresultat		670 177	2 032 581
Overføringer og disponeringer			
Overføringer til/fra annen egenkapital	3	670 177	2 032 581
Sum overføringer og disponeringer		670 177	2 032 581



Balanse

Beløp i: NOK	Note	2019	2018
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	6	207 250	207 250
Sum immaterielle eiendeler		207 250	207 250
Varige driftsmidler			
Maskiner og anlegg		53 094 954	54 168 790
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende		3 935	10 632
Sum varige driftsmidler	7	53 098 889	54 179 422
Sum anleggsmidler		53 306 139	54 386 672
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer		204 995	62 948
Andre fordringer		528 941	698 253
Sum fordringer		733 936	761 201
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	9	6 457 719	5 317 637
Sum bankinnskudd, kontanter og lignende		6 457 719	5 317 637
Sum omløpsmidler		7 191 655	6 078 838
SUM EIENDELER		60 497 794	60 465 510
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	3,4	100 000	100 000



Balanse

Beløp i: NOK	Note	2019	2018
Sum innskutt egenkapital		100 000	100 000
Opptjent egenkapital			
Annen egenkapital		5 444 351	4 774 174
Sum opptjent egenkapital		5 444 351	4 774 174
Sum egenkapital	3.4	5 544 351	4 874 174
Gjeld			
Langsiktig gjeld			
Utsatt skatt	2	1 430 411	1 343 742
Sum avsetninger for forpliktelser		1 430 411	1 343 742
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	5	51 273 132	53 264 492
Sum annen langsiktig gjeld		51 273 132	53 264 492
Sum langsiktig gjeld		52 703 543	54 608 234
Kortsiktig gjeld			
Leverandørgjeld		157 166	58 738
Betalbar skatt	2	102 354	0
Skyldige offentlige avgifter		190 777	322 692
Annen kortsiktig gjeld	10	1 799 603	601 672
Sum kortsiktig gjeld		2 249 900	983 102
Sum gjeld		54 953 443	55 591 336
SUM EGENKAPITAL OG GJELD		60 497 794	60 465 510



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2019 - GENERELL INFORMASJON

Journalnummer: 2020 372119

Enheten

Organisasjonsnummer: 995 897 695
Organisasjonsform: Aksjeselskap
Foretaksnavn: SELSELVA KRAFT AS
6977 BYGSTAD

Regnskapsår

Årsregnskaps periode: 01.01.2019 - 31.12.2019

Konsern

Morselskap i konsern: Nei

Regnskapsregler

Regler for små foretak benyttet: Ja
Benyttet ved utarbeidelsen av
årsregnskapet til selskapet: Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Jens Berge
Dato for fastsettelse av årsregnskapet: 04.05.2020

Revisjon

Årsregnskapet er utarbeidet av ekstern
autorisert regnskapsfører: Ja
Ekstern autorisert regnskapsfører har i
løpet av regnskapsåret bistått ved den
løpende regnskapsføringen eller utført
andre tjenester for selskapet enn å
utarbeide årsregnskapet: Ja

Grunnlag for avgivelse

År 2019: Årsregnskap er elektronisk innlevert.
År 2018: Tall er hentet fra elektronisk innlevert årsregnskap fra 2019.

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 27.05.2020

Brønnøysundregistrene

Postadresse: Postboks 900, 8910 Brønnøysund
Telefoner: Opplysningstelefonen 75 00 75 00 Administrasjonen 75 00 75 09 Telefaks 75 00 75 05
E-post: fimapost@breg.no Internett: www.breg.no
Organisasjonsnummer: 974 760 673



Organisasjonsnr: 995 897 695
SELSELVA KRAFT AS

RESULTATREGNSKAP

Beløp i: NOK	Note	2019	2018
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		7 849 031	8 637 977
Sum inntekter		7 849 031	8 637 977
Kostnader			
Varekostnad	8	1 446 092	220 013
Lønnskostnad	8	175 184	219 636
Avskrivning på varige driftsmidler og immaterielle eiendeler	7	1 080 534	1 078 387
Annen driftskostnad	8	1 295 499	1 397 992
Sum kostnader		3 997 309	2 916 028
Driftsresultat		3 851 722	5 721 949
Finansinntekter og finanskostnader			
Annen renteinntekt		42 485	35 368
Sum finansinntekter		42 485	35 368
Annen rentekostnad		3 035 008	3 196 925
Sum finanskostnader		3 035 008	3 196 925
Netto finans		-2 992 523	-3 161 557
Ordinært resultat før skattekostnad		859 199	2 560 392
Skattekostnad på ordinært resultat	2	189 022	527 811
Ordinært resultat etter skattekostnad		670 177	2 032 581
Årsresultat		670 177	2 032 581
Overføringer og disponeringer			
Overføringer til/fra annen egenkapital	3	670 177	2 032 581
Sum overføringer og disponeringer		670 177	2 032 581



Organisasjonsnr: 995 897 695
SELSELVA KRAFT AS

BALANSE

Beløp i: NOK	Note	2019	2018
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	6	207 250	207 250
Sum immaterielle eiendeler		207 250	207 250
Varige driftsmidler			
Maskiner og anlegg		53 094 954	54 168 790
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende		3 935	10 632
Sum varige driftsmidler	7	53 098 889	54 179 422
Sum anleggsmidler		53 306 139	54 386 672
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer		204 995	62 948
Andre fordringer		528 941	698 253
Sum fordringer		733 936	761 201
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	9	6 457 719	5 317 637
Sum bankinnskudd, kontanter og lignende		6 457 719	5 317 637
Sum omløpsmidler		7 191 655	6 078 838
SUM EIENDELER		60 497 794	60 465 510
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	3,4	100 000	100 000
Sum innskutt egenkapital		100 000	100 000
Opptjent egenkapital			
Annen egenkapital		5 444 351	4 774 174
Sum opptjent egenkapital		5 444 351	4 774 174



Sum egenkapital	3.4	5 544 351	4 874 174
Gjeld			
Langsiktig gjeld			
Utsatt skatt	2	1 430 411	1 343 742
Sum avsetninger for forpliktelse		1 430 411	1 343 742
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	5	51 273 132	53 264 492
Sum annen langsiktig gjeld		51 273 132	53 264 492
Sum langsiktig gjeld		52 703 543	54 608 234
Kortsiktig gjeld			
Leverandørgjeld		157 166	58 738
Betalbar skatt	2	102 354	0
Skyldige offentlige avgifter		190 777	322 692
Annen kortsiktig gjeld	10	1 799 603	601 672
Sum kortsiktig gjeld		2 249 900	983 102
Sum gjeld		54 953 443	55 591 336
SUM EGENKAPITAL OG GJELD		60 497 794	60 465 510



Organisasjonsnr: 995 897 695
SELSELVA KRAFT AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note
1

Regnskapsprinsipper
Årsregnskapet er satt opp etter regnskapsloven. Regnskapsreglene for små foretak er fulgt.

Note
4

Antall aksjer og aksjeeiere

<u>Aksjeklasse</u>	<u>Ant. aksjer</u>	<u>Pålydende</u>	<u>Bokført verdi</u>
Ordinære aksjer	100000.00	1.00	100000.00
<u>Aksjeeiere - fritekst</u>	<u>Antall</u>	<u>Eierandel</u>	<u>Aksjeklasse</u>
Kristine Berglihn	7354.00	7.35%	Ordinære aksjer
Jan Inge Berglihn	7353.00	7.35%	Ordinære aksjer
Jens L Berge	9399.00	9.40%	Ordinære aksjer
Reidunn Berge	9399.00	9.40%	Ordinære aksjer
Erlend Berge	4699.00	4.70%	Ordinære aksjer
Anne Marie Berge	14707.00	14.71%	Ordinære aksjer
Kåre Sæle	27943.00	27.94%	Ordinære aksjer
Arild Borlaug	19146.00	19.15%	Ordinære aksjer
<u>Sum</u>	<u>Sum antall</u>	<u>Sum eierandel</u>	
	100000.00	100.00%	

Note
8

Lønn og ytelser

<u>Lønn</u>	<u>Årets</u>	<u>Fjorårets</u>
	152639.00	196341.00
<u>Arbeidsgiveravgift</u>	<u>Årets</u>	<u>Fjorårets</u>
	20349.00	20988.00
<u>Andre ytelser</u>	<u>Årets</u>	<u>Fjorårets</u>
	2196.00	2307.00



<u>Sum lønnskostnader</u>	<u>Årets</u>	<u>Fjorårets</u>
	175184.00	219636.00

Note

Ytelser til ledende personer

Er det gitt ytelser til ledende person: Nei

Ytelser til daglig leder

<u>Ytelser</u>	<u>Lønn</u>	<u>Pensj.forpl.</u>	<u>Andre godtgj.</u>
----------------	-------------	---------------------	----------------------

Note

8

Antall årsverk i regnskapsåret

Virksomheten har hatt følgende antall årsverk:

0.20

Note

Lån og sikkerhetsstillelse til ledende personer og aksjeeiere

Er det gitt lån eller sikkerhetsstillelse til ledende personer: Nei

Note

2

Skattekostnad

Resultatført skatt på ordinært resultat

<u>Betalbar skatt</u>	<u>Årets</u>	<u>Fjorårets</u>
	102354.00	0.00

<u>Endringer i utsatt skattefordel</u>	<u>Årets</u>	<u>Fjorårets</u>
	86669.00	527811.00

<u>Skattekostnad ordinært resultat</u>	<u>Årets</u>	<u>Fjorårets</u>
	189023.00	527811.00

Skattepliktig inntekt

<u>Ordinært resultat før skatt</u>	<u>Årets</u>	<u>Fjorårets</u>
	859200.00	2560392.00

<u>Endring i midlertidige forskjeller</u>	<u>Årets</u>	<u>Fjorårets</u>
	162890.00	167270.00

<u>Anvendelse av fremførbart underskudd</u>	<u>Årets</u>	<u>Fjorårets</u>
	-556843.00	-2727662.00

<u>Skattepliktig inntekt</u>	<u>Årets</u>	<u>Fjorårets</u>
------------------------------	--------------	------------------



465247.00 0.00

Betalbar skatt i balansen

Betalbar skatt på årets resultat	Årets	Fjorårets
	102354.00	0.00
Sum betalbar skatt i balansen	Årets	Fjorårets
	102354.00	0.00

Note
9

Bankinnskudd

Bundne skattetrekksmidler	Beløp
	16193.00
Skyldig skattetrekk	Beløp
	16193.00

Note
7

Varige driftsmidler/anleggsmidler

Driftsløssøre, inventar o.l. er forkortet til: "Drift/inv"

Maskiner og anlegg er forkortet til: "Mask/anl"

Tomter, bygninger og annen fast eiendom er forkortet til: "T/B/AFE"

Anskaff. kost 01.01.	Drift/inv	Mask/anl	T/B/AFE	Sum
	20123.00	56309047.0		56329170.0
		0		0

Akk.av-/nedskr.01.01.	Drift/inv	Mask/anl	T/B/AFE	Sum
	9491.00	2140257.00		

Bal.ført verdi 31.12.	Drift/inv	Mask/anl	T/B/AFE	Sum
	3935.00	53094954.0		53098888.0
		0		0

Årets av-/nedskrivn.	Drift/inv	Mask/anl	T/B/AFE	Sum
	6697.00	1073837.00		

Økonomisk levetid	Drift/inv	Mask/anl	T/B/AFE
	3	40-67	

Avskrivningsplan	Drift/inv	Mask/anl	T/B/AFE
	saldo	linært	

Varige driftsmidler/anleggsmidler

Skip, rigger, fly er forkortet til: "Skip/R/F"

Anskaffelseskost 01.01.	Skip/R/F	Goodwill
-------------------------	----------	----------



0.00

Note
3

Egenkapital

Aksjekapital er forkortet til: "Aksjekap"

Annen innskutt egenkapital er forkortet til: "A.innsk.EK"

<u>Egenkap. 31.12. forrige år</u>	<u>Aksjekap</u>	<u>Overkurs</u>	<u>A.innsk.EK</u>
	100000.00		

<u>Egenkapital 01.01.</u>	<u>Aksjekap</u>	<u>Overkurs</u>	<u>A.innsk.EK</u>
	100000.00		

<u>Egenkapital 31.12.</u>	<u>Aksjekap</u>	<u>Overkurs</u>	<u>A.innsk.EK</u>
	100000.00		

Egenkapital

Opptjent egenkapital er forkortet til: "Opptj.EK"

<u>Egenkap. 31.12. forrige år</u>	<u>Opptj.EK</u>	<u>Udekket tap</u>	<u>Sum</u>
	4774174.00		4874174.00

<u>Egenkapital 01.01.</u>	<u>Opptj.EK</u>	<u>Udekket tap</u>	<u>Sum</u>
	4774174.00		

<u>Årsresultat</u>	<u>Opptj.EK</u>	<u>Udekket tap</u>	<u>Sum</u>
	670177.00		

<u>Egenkapital 31.12.</u>	<u>Opptj.EK</u>	<u>Udekket tap</u>	<u>Sum</u>
	5444351.00		5544351.00



Årsoppgjør 2019

for

Selselva Kraft AS

Foretaksnr. 995 897 695



Resultatregnskap for 2019 Selselva Kraft AS

	Note	2019	2018
Salgsinntekt		7 849 031	8 637 977
Sum driftsinntekter		7 849 031	8 637 977
Varekostnad	8	(1 446 092)	(220 013)
Lønnskostnad	8	(175 184)	(219 636)
Avskrivning på driftsmidler og immaterielle eiendeler	7	(1 080 534)	(1 078 387)
Annen driftskostnad	8	(1 295 499)	(1 397 992)
Sum driftskostnader		(3 997 309)	(2 916 028)
Driftsresultat		3 851 723	5 721 949
Annen renteinntekt		42 485	35 368
Sum finansinntekter		42 485	35 368
Annen rentekostnad		(3 035 008)	(3 196 925)
Sum finanskostnader		(3 035 008)	(3 196 925)
Netto finans		(2 992 523)	(3 161 557)
Ordinært resultat før skattekostnad		859 200	2 560 392
Skattekostnad på ordinært resultat	2	(189 023)	(527 811)
Ordinært resultat		670 177	2 032 581
Årsresultat		670 177	2 032 581
Overføringer			
Annen egenkapital		670 177	2 032 581
Sum	3	670 177	2 032 581



Balanse pr. 31. desember 2019 Selselva Kraft AS


	Note	2019	2018
EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker ol.	6	207 250	207 250
Sum immaterielle eiendeler		207 250	207 250
Varige driftsmidler			
Tomter, bygninger og annen fast eiendom		53 094 954	54 168 790
Driftsløsøre, inventar, verktøy, kontormaskiner, ol.		3 935	10 632
Sum varige driftsmidler	7	53 098 888	54 179 422
Sum anleggsmidler		53 306 138	54 388 672
Omløpsmidler			
Fordringer			
Kundefordringer		204 995	62 948
Andre fordringer		528 941	698 253
Sum fordringer		733 936	761 201
Bankinnskudd, kontanter og lignende	9	6 457 719	5 317 637
Sum bankinnskudd, kontanter og lignende		6 457 719	5 317 637
Sum omløpsmidler		7 191 655	6 078 838
Sum eiendeler		60 497 794	60 465 510

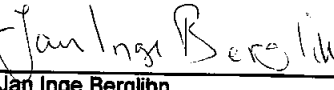


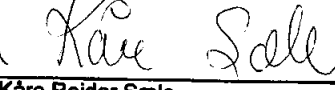
Balanse pr. 31. desember 2019 Selselva Kraft AS

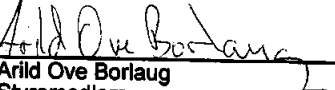
	Note	2019	2018
EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital (aksjer à kr)	3,4	100 000	100 000
Sum innskutt egenkapital		100 000	100 000
Opptjent egenkapital			
Annen egenkapital		5 444 351	4 774 174
Sum opptjent egenkapital		5 444 351	4 774 174
Sum egenkapital	3,4	5 544 351	4 874 174
Gjeld			
Avsetning for forpliktelser			
Utsatt skatt	2	1 430 411	1 343 742
Sum avsetning for forpliktelser		1 430 411	1 343 742
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	5	51 273 132	53 264 492
Sum annen langsiktig gjeld		51 273 132	53 264 492
Sum langsiktig gjeld		52 703 543	54 608 234
Kortsiktig gjeld			
Leverandørgjeld		157 166	58 738
Betalbar skatt	2	102 354	0
Skyldige offentlige avgifter		190 777	322 692
Annen kortsiktig gjeld	10	1 799 602	601 672
Sum kortsiktig gjeld		2 249 899	983 102
Sum gjeld		54 953 442	55 591 336
Sum egenkapital og gjeld		60 497 794	60 465 510

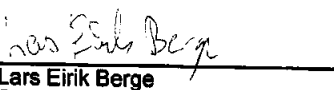
Bygstad 814 2020

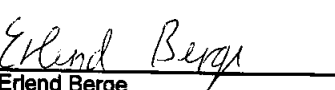

Jens Ludvik Berge
Styrets leder


Jan Inge Berglihn
Styremedlem


Kåre Reidar Sæle
Styremedlem


Arild Ove Borlaug
Styremedlem


Lars Eirik Berge
Styremedlem


Erlend Berge
Daglig leder



Selselva Kraft AS

Noter 2019

Note 1 - Regnskapsprinsipper:

Årsregnskapet er satt opp i samsvar med regnskapsloven og god regnskapsskikk for små foretak.

Hovedregel for vurdering og klassifisering av eiendeler og gjeld:

Eiendeler bestemt til varig eie eller bruk er klassifisert som anleggsmidler. Andre eiendeler er klassifisert som omløpsmidler. Fordringer som skal tilbakebetales innen et år er uansett klassifisert som omløpsmidler.

Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt mottatt beløp på etableringstidspunktet. Kortsiktig gjeld oppskrives ikke til virkelig verdi som følge av renteendring. Enkelte poster er vurdert etter andre regler, og redegjøres for nedenfor.

Varige driftsmidler:

Varige driftsmidler avskrives over forventet økonomisk levetid. Varige driftsmidler nedskrives til virkelig verdi ved verdifall som ikke forventes å være forbigående. Nedskrivningen reverseres når grunnlaget for nedskrivningen ikke lenger er tilstede.

Fordringer:

Kundefordringer og andre fordringer oppføres til pålydende etter fradrag for avsetning til forventet tap.

Skatt:

Skattekostnaden i resultatregnskapet omfatter periodens betalbare skatt som blir utlignet og forfaller til betaling i neste regnskapsår i tillegg til endring i utsatt skatt. Utsatt skatt er beregnet med skattesatsen ved utgangen av regnskapsåret (22%) på grunnlag av skattereduserende og skatteøkende midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier. I beregningen er det også medtatt ligningsmessig framførbart underskudd ved regnskapsårets utgang. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet og nettoført.

Netto utsatt skattefordel balanseføres i den grad det er sannsynlig at denne kan bli nyttegjort.



Selselva Kraft AS

Noter 2019

Note 2 – Skatt

Årets skattekostnad fordeler seg på:

	2019	2018
Resultat før skattekostnad	859 200	2 560 392
Permanente forskjeller	0	0
Endring i midlertidige forskjeller	162 890	167 270
Årets foreløpige skattegrunnlag	1 022 090	2 727 662
Anvendelse av fremførbart underskudd	(556 843)	(2 727 662)
Årets skattegrunnlag	465 247	0
Betalbar skatt	102 354	
Endring i utsatt skatt/utsatt skattefordel	86 669	527 811
Sum skattekostnad	189 023	527 811

Utsatt skattefordel er beregnet slik:

Midlertidige forskjeller knyttet til:

Anleggsmidler	6 501 869	6 664 759
Omløpsmidler	0	0
Gjeld	0	0
Netto midlertidige forskjeller	6 501 869	6 664 759
Underskudd til fremføring	0	(556 843)
Grunnlag for utsatt skatt/utsatt skattefordel	6 501 869	6 107 916
22% utsatt skatt/skattefordel	1 430 411	1 343 742
Herav ikke balanseført utsatt skattefordel	0	0
Utsatt skatt/skattefordel i balansen	1 430 411	1 343 742

Note 3 - Egenkapital

	Aksjekapital / selskapskapital	Udekket tap	Annen EK	Sum egenkapital
Pr 1.1. Pr 1.1.	100 000		4 774 174	4 874 174
+Fra årets resultat			670 177	670 177
Pr 31.12	100 000	0	5 444 351	5 544 351



Selselva Kraft AS

Noter 2019

Note 4 - Aksjekapital og aksjonærinformasjon

Aksjonærene i Selselva Kraft AS per 31.12.2019 var:

Aksjonærens navn	Antall aksjer	Eierandel	Stemmeandel	Funksjon
Kristine Berlihn	7 354	7,35%	7,35%	
Jan Inge Berglihn	7 353	7,35%	7,35%	styremedlem
Jens L. Berge	9 399	9,40%	9,40%	styrets leder
Reidunn L. Berge	9 399	9,40%	9,40%	
Erlend Berge	4 699	4,70%	4,70%	daglig leder
Anne Marie Berge	14 707	14,71%	14,71%	
Kåre R. Sæle	27 943	27,94%	27,94%	styremedlem
Arild O. Borlaug	19 146	19,15%	19,15%	styremedlem
Totalt antall aksjer	100 000	100,00%	100,00%	

Selskapets aksjekapital består av 100 000 aksjer pålydende kr 1

Alle aksjer har like rettigheter.

Der er ikke besluttet avsatt utbytte for 2019

Note 5 – Gjeld til kredittinstitusjoner

Som sikkerhet for selskapets byggelån er stillet fast eiendom og driftstilbehør. Bokført verdi av disse eiendelene utgjorde kr. 53 306 138,- pr. 31.12.19

Kr 60 MNOK er bundet med en fastrente på 3,325% frem til 2021

I tillegg påløpes provisjon, så faktisk rente er 4,050%

Gjeld med forfall etter 5 år utgjør kr 46 299 052,-

Utlåner har pant i aksjene for 60 MNOK

Note 6 - Immaterielle eiendeler

Gjelder bistand vedrørende søknad om konsesjon

Anskaffelseskost pr 1.1	207 250,-
+ tilgang	0,-
Anskaffelseskost pr 31.12	207 250,-
+ årets avskrivninger	0,-
+ Akk.avskrivning 1.1	0,-
Balanseført verdi 31.12	207 250,-
Økonomisk levetid	evigvarende
Avskrivningsplan	ingen



Selselva Kraft AS

Noter 2019

Note 7 - Varige driftsmidler

	Verktøy	Kraftverk	Sum
Anskaffelseskost pr 1.1	20 123,-	56 309 047,-	56 329 170,-
+ tilgang	0,-	0,-	0,-
Anskaffelseskost pr 31.12	20 123,-	56 309 047,-	56 329 170,-
+ årets avskrivninger	6 697,-	1 073 837,-	1 080 534,-
+ Akk.avskrivning 1.1	9 491,-	2 140 257,-	2 149 748,-
Balanseført verdi 31.12	3 935,-	53 094 954,-	53 098 888,-
Avskrivningsplan	3 år	40-67 år	

Note 8 - Driftskostnader

Kostnadsført revisjon utgjør kr 22 000 i ordinær revisjon.

Lønn	191 625,-
Arbeidsgiveravgift	20 349,-
Øvrige lønnskostnader	2 196,-
Tilbakeført periodisert lønn	(38 986,-)
SUM	175 184,-

Antall årsverk 0,2

Selskapet har ikke fast ansatte. Lønn er timer vedr. vaktordninger på anlegget, fordelt på daglig leder og to styremedlem.

Lønn til daglig leder og medlemmer av styret som er utbetalt gjennom året utgjør kr 191 625,-

Selskapet er ikke pliktig til å ha pensjonsordning etter lov om obligatorisk tjenestepensjon.

Det er ikke gitt lån eller stilt sikkerhet til daglig leder, styremedlemmer eller andre nærstående.

Note 9 - Bundne midler

Der er kr 16 193,- i bundne bankmidler pr 31.12.19
Dette er samme beløp som skyldig skattetrekk

Note 10 - Annen kortsiktig gjeld

Påløpt lønn	23 779,-
Påløpne renter	302 675,-
Annen kortsiktig gjeld	27 056,-
Fallrettsleie	1 446 092,-
SUM	1 799 602,-



Firda Revisjon & Rådgivning

Besøksadresse: Naustdalsvegen 1B, 6800 Førde
Postadresse: Postboks 212, 6801 Førde
Telefon: 41 78 54 00
E-post: post@firdarevisjon.no
Foretaksregisteret: 989 230 921 MVA

UAVHENGIG REVISORS BERETNING
Til generalforsamlingen i Selselva Kraft AS

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert selskapet Selselva Kraft AS' årsregnskap som viser et overskudd på kr 670 177. Årsregnskapet består av balanse per 31. desember 2019, resultatregnskap for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening er det medfølgende årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2019, og av dets resultater for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

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

Styret og daglig leders ansvar for årsregnskapet

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

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

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti



Firda Revisjon & Rådgivning

for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

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

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

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



Firda Revisjon & Rådgivning

Uttalelse om øvrige lovmessige krav

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

Førde, 29. april 2020

Firda Revisjon & Rådgivning AS

Hans Magnar Hansen
Statsautorisert revisor



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2020 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	995 897 695
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	SELSELVA KRAFT AS
Forretningsadresse:	6977 BYGSTAD

Regnskapsår

Årsregnskapets periode:	01.01.2020 - 31.12.2020
-------------------------	-------------------------

Konsern

Morselskap i konsern:	Nei
-----------------------	-----

Regnskapsregler

Regler for små foretak benyttet:	Ja
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Erlend Berge
Dato for fastsettelse av årsregnskapet:	25.03.2021

Grunnlag for avgivelse

År 2020: Årsregnskapet er elektronisk innlevert
År 2019: Tall er hentet fra elektronisk innlevert årsregnskap fra 2020

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 05.05.2021



Resultatregnskap

Beløp i: NOK	Note	2020	2019
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		7 595 382	7 849 031
Sum inntekter		7 595 382	7 849 031
Kostnader			
Varekostnad		1 648 389	1 446 092
Lønnskostnad	8	265 061	175 184
Avskrivning av driftsmidler og immaterielle eiendeler	6, 7	1 078 531	1 080 534
Nedskrivning av varige driftsmidler og immaterielle eiendeler	6		
Annen driftskostnad	8	757 309	1 295 499
Sum kostnader		3 749 290	3 997 309
Driftsresultat		3 846 092	3 851 723
Finansinntekter og finanskostnader			
Annen renteinntekt		19 667	42 485
Annen finansinntekt		7 080	
Sum finansinntekter		26 747	42 485
Annen rentekostnad		2 937 422	3 035 008
Sum finanskostnader		2 937 422	3 035 008
Netto finans		-2 910 675	-2 992 523
Ordinært resultat før skattekostnad		935 417	859 200
Skattekostnad på ordinært resultat	2	205 957	189 023
Ordinært resultat etter skattekostnad		729 460	670 177
Årsresultat		729 460	670 177
Årsresultat etter minoritetsinteresser		729 460	670 177
Totalresultat		729 460	670 177
Overføringer og disponeringer			



Resultatregnskap

Beløp i: NOK	Note	2020	2019
Avsatt til annen egenkapital		729 460	670 177
Sum overføringer og disponeringer	3	729 460	670 177



Balanse

Beløp i: NOK	Note	2020	2019
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Forskning og utvikling	6		
Konsesjoner, patenter o.l.	6	207 250	207 250
Utsatt skattefordel	2		
Sum immaterielle eiendeler		207 250	207 250
Varige driftsmidler			
Tomter, bygninger o.a. fast eiendom	7	52 088 905	53 094 954
Maskiner og anlegg	7		
Driftsløsøre, inventar o.a. utstyr	7		3 935
Sum varige driftsmidler		52 088 905	53 098 888
Sum anleggsmidler		52 296 155	53 306 139
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer		228 360	204 995
Andre kortsiktige fordringer		1 530 986	528 941
Sum fordringer		1 759 346	733 936
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter o.l.	9	5 288 368	6 457 719
Sum bankinnskudd, kontanter og lignende		5 288 368	6 457 719
Sum omløpsmidler		7 047 714	7 191 655
SUM EIENDELER		59 343 869	60 497 794

BALANSE - EGENKAPITAL OG GJELD

Egenkapital



Balanse

Beløp i: NOK	Note	2020	2019
Innskutt egenkapital			
Aksjekapital	3, 4	100 000	100 000
Beholdning av egne aksjer	3		
Overkurs	3		
Annen innskutt egenkapital	3		
Sum innskutt egenkapital		100 000	100 000
Opptjent egenkapital			
Annen egenkapital	1, 3	6 173 817	5 444 351
Udisponert resultat			
Udekket tap	3		
Sum opptjent egenkapital		6 173 817	5 444 351
Sum egenkapital		6 273 817	5 544 351
Gjeld			
Langsiktig gjeld			
Utsatt skatt	2	1 391 624	1 430 411
Sum avsetninger for forpliktelser		1 391 624	1 430 411
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	5	49 281 772	51 273 132
Sum annen langsiktig gjeld		49 281 772	51 273 132
Sum langsiktig gjeld		50 673 396	52 703 543
Kortsiktig gjeld			
Leverandørgjeld			157 166
Betalbar skatt	2	244 744	102 354
Skyldig offentlige avgifter		212 066	190 777
Annen kortsiktig gjeld	10	1 939 846	1 799 602
Sum kortsiktig gjeld		2 396 656	2 249 899
Sum gjeld		53 070 052	54 953 442
SUM EGENKAPITAL OG GJELD		59 343 869	60 497 793



Årsregnskap 2020 Selselva Kraft AS

Penneo Dokumentnøkkel: HEZBI-NA-GU3-TKEN7-BDXM4-B8ELC-EUYEZ



Resultatregnskap

Selselva Kraft AS

Driftsinntekter og driftskostnader	Note	2020	2019
Salgsinntekt		7 595 382	7 849 031
Sum driftsinntekter		7 595 382	7 849 031
Varekostnad		1 648 389	1 446 092
Lønnskostnad	8	265 061	175 184
Avskrivning av driftsmidler og immaterielle eiendeler	6, 7	1 078 531	1 080 534
Annen driftskostnad	8	757 309	1 295 499
Sum driftskostnader		3 749 290	3 997 309
Driftsresultat		3 846 092	3 851 723
Finansinntekter og finanskostnader			
Annen renteinntekt		19 667	42 485
Annen finansinntekt		7 080	0
Annen rentekostnad		2 937 422	3 035 008
Resultat av finansposter		-2 910 675	-2 992 523
Ordinært resultat før skattekostnad		935 417	859 200
Skattekostnad på ordinært resultat	2	205 957	189 023
Årsresultat		729 460	670 177
Overføringer			
Avsatt til annen egenkapital		729 460	670 177
Sum overføringer	3	729 460	670 177

Perneo Dokumentnøkkel: HEZBI-NA-GU3-TKEN7-BDXM4-B8ELC-EUYEZ



Balanse

Selselva Kraft AS

Eiendeler	Note	2020	2019
Anleggsmidler			
<i>Immaterielle eiendeler</i>			
Konsesjoner, patenter o.l.	6	207 250	207 250
Sum immaterielle eiendeler		207 250	207 250
<i>Varige driftsmidler</i>			
Tomter, bygninger o.a. fast eiendom	7	52 088 905	53 094 954
Driftsløsøre, inventar o.a. utstyr	7	0	3 935
Sum varige driftsmidler		52 088 905	53 098 889
<i>Finansielle anleggsmidler</i>			
Sum anleggsmidler		52 296 155	53 306 139
Omløpsmidler			
<i>Fordringer</i>			
Kundefordringer		228 360	204 995
Andre kortsiktige fordringer		1 530 986	528 941
Sum fordringer		1 759 346	733 936
<i>Bankinnskudd, kontanter o.l</i>			
Bankinnskudd, kontanter o.l.	9	5 288 368	6 457 719
Sum bankinnskudd, kontanter o.l		5 288 368	6 457 719
Sum omløpsmidler		7 047 714	7 191 655
Sum eiendeler		59 343 869	60 497 794

Perneo Dokumentnøkkel: HEZBI-NA-GU3-TKEN7-BDXM4-B8ELC-EUYEZ



Balanse Selselva Kraft AS

Egenkapital og gjeld	Note	2020	2019
Egenkapital			
<i>Innskutt egenkapital</i>			
Aksjekapital	3, 4	100 000	100 000
Sum innskutt egenkapital		100 000	100 000
<i>Opptjent egenkapital</i>			
Annen egenkapital	1, 3	6 173 817	5 444 351
Sum opptjent egenkapital		6 173 817	5 444 351
Sum egenkapital		6 273 817	5 544 351
Gjeld			
<i>Avsetning for forpliktelser</i>			
Utsatt skatt	2	1 391 624	1 430 411
Sum avsetning for forpliktelser		1 391 624	1 430 411
<i>Annen langsiktig gjeld</i>			
Gjeld til kredittinstitusjoner	5	49 281 772	51 273 132
Sum annen langsiktig gjeld		49 281 772	51 273 132
<i>Kortsiktig gjeld</i>			
Leverandørgjeld		0	157 166
Betalbar skatt	2	244 744	102 354
Skyldig offentlige avgifter		212 066	190 777
Annen kortsiktig gjeld	10	1 939 846	1 799 602
Sum kortsiktig gjeld		2 396 656	2 249 899
Sum gjeld		53 070 052	54 953 442
Sum egenkapital og gjeld		59 343 869	60 497 793

Bygstad, 22.03.2021
Styret i Selselva Kraft AS

Erlend Berge
daglig leder

Anders L. Lenborg
styreleder

Jon Gunnar Solli
styremedlem



Noter til regnskapet 2020

Regnskapsprinsipper

Årsregnskapet er satt opp i samsvar med regnskapsloven og god regnskapsskikk for små foretak.

Hovedregel for vurdering og klassifisering av eiendeler og gjeld:

Eiendeler bestemt til varig eie eller bruk er klassifisert som anleggsmidler. Andre eiendeler er klassifisert som omløpsmidler. Fordringer som skal tilbakebetales innen et år er uansett klassifisert som omløpsmidler.

Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt mottatt beløp på etableringstidspunktet. Kortsiktig gjeld oppskrives ikke til virkelig verdi som følge av renteendring. Enkelte poster er vurdert etter andre regler, og redegjøres for nedenfor.

Varige driftsmidler:

Varige driftsmidler vil bli avskrevet over forventet økonomisk levetid. Varige driftsmidler nedskrives til virkelig verdi ved verdifall som ikke forventes å være forbigående. Nedskrivningen reverseres når grunnlaget for nedskrivningen ikke lenger er tilstede.

Fordringer:

Kundefordringer og andre fordringer oppføres til pålydende etter fradrag for avsetning til forventet tap.

Skatt

Skattekostnaden i resultatregnskapet omfatter periodens betalbare skatt som blir utlignet og forfaller til betaling i neste regnskapsår i tillegg til endring i utsatt skatt. Utsatt skatt er beregnet med skattesatsen ved utgangen av regnskapsåret (22%) på grunnlag av skattereduserende og skatteøkende midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier. I beregningen er det også medtatt ligningsmessig framførbart underskudd ved regnskapsårets utgang. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet og nettoført.

Penneo Dokumentnøkkel: HEZBH-NA-GU3-TKEN7-BDXM4-B8ELC-EUYEZ



Noter til regnskapet 2020

Note 1 Fortsatt drift

Selskapet er ikke blitt påvirket av koronapandemien i særlig grad. Pandemien har ikke hatt betydning for selskapets drift og økonomiske stilling i 2020. Det forventes heller ikke at selskapet vil bli påvirket av dette i 2021.

Koronapandemien anses etter dette ikke å ha skapt vesentlig usikkerhet om foretakets evne til fortsatt drift. Årsregnskapet er derfor avlagt under forutsetning om fortsatt drift

Note 2 Skatt

Årets skattekostnad	2020	2019
Resultatført skatt på ordinært resultat:		
Betalbar skatt	244 744	102 354
Endring i utsatt skatt	-38 787	86 669
Skattekostnad ordinært resultat	205 957	189 023
Skattepliktig inntekt:		
Ordinært resultat før skatt	935 417	859 200
Permanente forskjeller	748	0
Endring i midlertidige forskjeller	176 308	162 889
Anvendelse av fremførbart underskudd	0	-556 843
Skattepliktig inntekt	1 112 473	465 246
Betalbar skatt i balansen:		
Betalbar skatt på årets resultat	244 744	102 354
Sum betalbar skatt i balansen	244 744	102 354

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

	2020	2019	Endring
Varige driftsmidler	6 325 561	6 501 870	176 308
Sum	6 325 561	6 501 870	176 308
Grunnlag for utsatt skatt	6 325 561	6 501 870	176 308
Utsatt skatt (22 %)	1 391 624	1 430 411	38 788

Note 3 Egenkapital

	Aksjekapital	Annen egenkapital	Sum egenkapital
Pr. 01.01	100 000	5 444 351	5 544 351
Årets resultat		729 460	729 460
Pr 31.12	100 000	6 173 811	6 273 811



Noter til regnskapet 2020

Note 4 Antall aksjer, aksjeeiere m.m

Aksjekapital	Antall	Pålydende	Balanseført
Ordinære aksjer	100 000	1	100 000

Aksjekapitalen eies av følgende aksjonærer:

	Antall aksjer	Eierandel
Aksjonærer:		
Kristine Berglihn	7 354	7,35 %
Jan Inge Berglihn	7 353	7,35 %
Jens L Berge	9 399	9,40 %
Røidunn L Berge	9 399	9,40 %
Erlend Berge	4 699	4,70 %
Anne Marie Berge	14 707	14,71 %
Kåre R Sæle	27 943	27,94 %
Arild O Borlaug	19 146	19,15 %
Sum	100 000	100 %

Selskapet har en aksjeklasse og alle aksjer har lik stemmerett.

Aksjer eiet av styremedlemmer og daglig leder

Erlend Berge	daglig leder	4 699
--------------	--------------	-------

Note 5 Gjeld til kredittinstitusjoner

Som sikkerhet for selskapets byggelån er stillet fast eiendom og driftstilbehør . Bokført verdi av disse eiendelene utgjorde kr. 52 088 905,- pr. 31.12.20

Kr 60 MNOK er bundet med en fastrente på 3,325% frem til 2021

I tillegg påløpes provisjon, så faktisk rente er 4,050%

Gjeld med forfall etter 5 år utgjør kr 44 307 692,-

Utlåner har pant i aksjene for 60 MNOK

Penneo Dokumentnøkkel: HEZBI-NA GU3-TKEN7-BDXM4-B8ELC-EUYEZ



Noter til regnskapet 2020

Note 6 Immaterielle eiendeler

Gjelder bistand vedrørende søknad om konsesjon

	Konsesjon	Totalt
Anskaffelseskost 01.01	207 250	207 250
Tilgang	0	0
Avgang	0	0
Anskaffelseskost 31.12	207 250	207 250
Akk. av-/ nedskrivninger 31.12	0	0
Balanseført verdi 31.12	207 250	207 250
Årets avskrivninger	0	0
Økonomisk levetid	evigvarende	
Avskrivningsplan	ingen	

Note 7 Varige driftsmidler

	Verktøy	Kraftverk	Totalt
Anskaffelseskost 01.01	20 123	56 309 047	56 329 170
Tilgang	0	68 547	68 547
Avgang	0	0	0
Anskaffelseskost 31.12	20 123	56 377 594	56 397 717
Akk. av-/ nedskrivninger 31.12	-20 123	-4 288 690	-4 308 813
Balanseført verdi 31.12	0	52 088 904	52 088 904
Årets avskrivninger	3 935	1 074 590	1 078 531
Avskrivningssats	33,33	0 %	
Avskrivningsplan	Lineær	Lineær	
Økonomisk levetid	3 år	40-67 år	
Endring i avskrivningsplan			
Kraftverket avskrives lineært over hhv. 40 og 67 år i henhold til gjeldende skattemessige regler. Unntak fra dette er utstyr til overføring av kraft til eksisterende strømmett. Dette avskrives med 5%årlig saldoavskrivninger.			

Note 8 Lønnskostnader, antall ansatte, godtgjørelser, lån til ansatte mm

Kostnadsført honorar til revisor for 2020 utgjør kr 22 751,- ekskl.mva.

Lønnskostnader	2020	2019
Lønninger	238 971	152 639
Arbeidsgiveravgift	24 250	20 349
Pensjonskostnader	0	0
Andre ytelser	1 840	2 195
Sum	265 061	175 184
Selselva Kraft AS		Side 8

Penneo Dokumentnøkkel: HEZBH-NA-GU3-TKEN7-BDXM4-B8ELC-EUYEZ



Noter til regnskapet 2020

Antall årsverk 0,2

Selskapet har ikke fast ansatte. Lønn er timer vedr. vaktordninger på anlegget, fordelt på daglig leder og ett styremedlem.

Lønn til daglig leder og medlemmer av styret som er utbetalt gjennom året utgjør kr 238 971,-

Selskapet er ikke pliktig til å ha pensjonsordning etter lov om obligatorisk tjenestepensjon.

Det er ikke gitt lån eller stilt sikkerhet til daglig leder, styremedlemmer eller andre nærstående.

Note 9 Bankinnskudd

	2020	2019
Bundne skattetrekksmidler	0	16 193

Dette er samme beløp som skyldig skattetrekk.

Note 10 Annen kortsiktig gjeld

Påløpne renter	235 919
Annen kortsiktig gjeld	74 649
Fallrettsleie	1 629 278
Sum	1 939 846

Penneo Dokumentnøkkel: HEZBI-NA GU3-TKEN7-BDXIM4-B8ELC-EUYEZ



PENNEO

Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo™ - sikker digital signatur".
De signerende parter sin identitet er registrert, og er listet nedenfor.

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

Erlend Berge

Daglig leder

På vegne av: Selselva Kraft AS

Serienummer: 9578-5993-4-2574951

IP: 89.20.xxx.xxx

2021-03-22 08:37:02Z



Jon Gunnar Solli

Styremedlem

På vegne av: Selselva Kraft AS

Serienummer: 9578-5998-4-2119549

IP: 195.0.xxx.xxx

2021-03-22 09:01:33Z



Anders Jørgen Lenborg

Styreleder

På vegne av: Selselva Kraft AS

Serienummer: 9578-5998-4-832778

IP: 195.0.xxx.xxx

2021-03-22 10:22:51Z



Penneo Dokumentnøkkel: HEZB-NAGU3-TKEN7-BDXM4-B8ELC-EUYEZ

Dokumentet er signert digitalt, med **Penneo.com**. Alle digitale signatur-data i dokumentet er sikret og validert av den datamaskin-utregnede hash-verdien av det opprinnelige dokument. Dokumentet er låst og tids-stemplet med et sertifikat fra en betrodd tredjepart. All kryptografisk bevis er integrert i denne PDF, for fremtidig validering (hvis nødvendig).

Hvordan bekrefter at dette dokumentet er originalen?

Dokumentet er beskyttet av ett Adobe CDS sertifikat. Når du åpner dokumentet i

Adobe Reader, skal du kunne se at dokumentet er sertifisert av **Penneo e-signature service <penneo@penneo.com>**. Dette garanterer at innholdet i dokumentet ikke har blitt endret.

Det er lett å kontrollere de kryptografiske beviser som er lokalisert inne i dokumentet, med Penneo validator - <https://penneo.com/validate>



Firda Revisjon & Rådgivning

Besøksadresse:	Naustdalsvegen 1B, 6800 Førde
Postadresse:	Postboks 212, 6801 Førde
Telefon:	41 78 54 00
E-post:	post@firdarevisjon.no
Foretaksregisteret:	989 230 921 MVA

UAVHENGIG REVISORS BERETNING
Til generalforsamlingen i Selselva Kraft AS

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert selskapet Selselva Kraft AS' årsregnskap som viser et overskudd på kr 729 460. Årsregnskapet består av balanse per 31. desember 2020, resultatregnskap for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening er det medfølgende årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2020, og av dets resultater for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

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

Styret og daglig leders ansvar for årsregnskapet

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

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

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti



Firda Revisjon & Rådgivning

for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

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

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

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



Firda Revisjon & Rådgivning

Uttalelse om øvrige lovmessige krav

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

Førde, 22. mars 2021

Firda Revisjon & Rådgivning AS

Hans Magnar Hansen
Statsautorisert revisor

Appendix E

Subscription Form for the Subsequent Offering

Cloudberry Clean Energy ASA Subsequent Offering

SUBSCRIPTION FORM
Securities no. ISIN NO0010876642

General information: The terms and conditions of the Subsequent Offering by Cloudberry Clean Energy ASA (the "**Company**") of up to 2,000,000 new shares in the Company with a nominal value of NOK 0.25 each (the "**Offer Shares**") are set out in the prospectus dated 18 June 2021 (the "**Prospectus**"). Terms defined in the Prospectus shall have the same meaning in this subscription form (the "**Subsequent Offering Subscription Form**"). All announcements referred to in this Subsequent Offering Subscription Form will be made through the Oslo Stock Exchange's information system under the Company's ticker "CLOUD".

Subscription procedures: The subscription period will commence at 09:00 hours (CEST) on 21 June 2021 and end at 12:00 hours (CEST) on 2 July 2021 (the "**Subsequent Offering Subscription Period**"). Correctly completed Subsequent Offering Subscription Forms must be received by one of the Managers set out below, or, in case of online subscriptions, be registered no later than 12:00 hours (CEST) on 2 July 2021:

<p>Carnegie AS Fjordalléen 16, 5th floor, Aker Brygge P.O. Box 684 Sentrum N-0106 Oslo Norway Tel.: +47 22 00 93 60 E-mail: subscription@carnegie.no www.carnegie.no</p>	<p>Pareto Securities AS Dronning Mauds gate 3 P.O. Box 1411 Vika N-0115 Oslo Norway Tel.: +47 22 87 87 00 E-mail: subscription@paretosec.com www.paretosec.com</p>
--	---

The subscriber is responsible for the correctness of the information filled into the Subsequent Offering Subscription Form. Subsequent Offering Subscription Forms received after the expiry of the Subsequent Offering Subscription Period and/or incomplete or incorrect Subsequent Offering Subscription Forms and any subscription that may be unlawful may be disregarded at the sole discretion of the Company and/or the Managers without notice to the subscriber.

Norwegian subscribers in the Subsequent Offering who are residents of Norway with a Norwegian personal identification number are recommended to apply for Offer Shares through the VPS online application system by following the link to such online application system on the following websites: www.carnegie.no or www.paretosec.com.

Subscriptions made through the VPS online subscription system must be duly registered before the expiry of the Subsequent Offering Subscription Period. Neither the Company nor the Managers may be held responsible for postal delays, internet lines or servers or other logistical or technical problems that may result in subscriptions not being received in time or at all by the Managers. Subscriptions are binding and irrevocable, and cannot be withdrawn, cancelled or modified by the subscriber after having been received by the Managers, or in the case of applications through the VPS online subscription system, upon registration of the subscription.

Subscription Price: The subscription price in the Subsequent Offering is NOK 12.50 per Offer Share (the "Subscription Price").

Subscription Rights: The shareholders of the Company as of 1 June 2021, as registered in the Company's shareholder register in the VPS on 3 June 2021 (the "**Record Date**") and who (i) were not allocated shares in the Private Placement and (ii) are not resident in a jurisdiction where such offering would be unlawful, or for jurisdictions other than Norway, Sweden, Finland and Denmark would require any filing, registration or similar action (the "**Eligible Shareholders**"), will be granted non-transferable Subscriptions Rights that, subject to applicable law, provide preferential rights to subscribe for, and be allocated Offer Shares in the Subsequent Offering at the Subscription Price. Each Eligible Shareholder will be granted 0.04062 Subscription Rights for every existing share in the Company as held by such Eligible Shareholder as of the Record Date. There is no minimum subscription amount for which subscriptions in the Subsequent Offering must be made. Over-subscription (i.e. subscription for more Offer Shares than the number of Subscription Rights held by the subscriber entitles the subscriber to be allocated) will be permitted, but subscription without Subscription Rights will not be permitted. **Subscription Rights that are not used to subscribe for Offer Shares before the expiry of the Subsequent Offering Subscription Period will have no value and will lapse without compensation to the holder.**

Allocation of Offer Shares: The Offer Shares will be allocated to the subscribers based on the allocation criteria set out in the Prospectus. No fractional Offer Shares will be allocated. The Company reserves the right to round off, reject or reduce any subscription for Offer Shares not covered by Subscription Rights. Allocation of fewer Offer Shares than subscribed for by a subscriber will not impact on the subscriber's obligation to pay for the number of Offer Shares allocated.

The result of the Offering is expected to be published on or about 2 July 2021 in the form of a stock exchange notification from the Company through the Oslo Stock Exchange's information system. All applicants having allocated Offer Shares in the Subsequent Offering will receive notification online in VPS confirming the number of Offer Shares allotted to the applicant and the corresponding subscription amount. This notification is expected to be given on or about 2 July 2020. Applicants having access to investor services through their VPS account manager will be able to check the number of Offer Shares allocated to them from 5 July 2021. Applicants who do not have access to investor services through their VPS account manager may contact the Managers from 10:00 (CEST) on 5 July 2021 to obtain information about the number of Offer Shares allocated to them.

Payment: In registering an application through the VPS online application system or completing a Subsequent Offering Subscription Form, each subscriber in the Offering will authorize Carnegie AS (on behalf of the Managers) to debit the subscriber's Norwegian bank account for the total amount due for the Offer Shares allocated to the subscriber. The subscriber's bank account number must be stipulated on the VPS online application or on the Subsequent Offering Subscription Form. Accounts will be debited on or about 7 July 2021 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 6 July 2021. Carnegie AS (on behalf of the Managers) reserves the right (but has no obligation) to make up on additional debit attempt through 9 July 2021 if there are insufficient funds on the account on the Payment Date. Should any subscriber have insufficient funds on its account, or should payment be delayed for any reason, or if it is not possible to debit the account, overdue interest will accrue and other terms will apply as set out under the heading "Overdue and missing payment" below. Subject to timely payment by all the subscribers for the entire subscription amount in the Offering, delivery of the Offer Shares allocated in the Subsequent Offering is expected to take place on or about 14 July 2021 through the facilities of the VPS.

SEE PAGE 2 OF THIS SUBSCRIPTION FORM FOR OTHER PROVISIONS THAT ALSO APPLY TO THE SUBSCRIPTION

DETAILS OF THE SUBSCRIPTION

Subscriber's VPS account (12 digits):	Number of Subscription Rights	Number of Offer Shares subscribed:	(For broker: consecutive no.):
---------------------------------------	-------------------------------	------------------------------------	--------------------------------

SUBSCRIPTION RIGHT'S SECURITIES NUMBER: ISIN NO0011025777

Subscription Price per Offer Share:**Subscription amount to be paid:****NOK 12.50**

NOK _____

IRREVOCABLE AUTHORIZATION TO DEBIT ACCOUNT (MUST BE COMPLETED BY SUBSCRIBERS WITH A NORWEGIAN BANK ACCOUNT)

Norwegian bank account to be debited for the payment of the Offer Shares allocated (number of Offer Shares allocated x NOK 12.50)

[illegible]

(Norwegian bank account no.)

I/we hereby irrevocably (i) subscribe for the number of Offer Shares specified above subject to the terms and conditions set out in this Subsequent Offering Subscription Form and in the Prospectus, (ii) authorize and instruct each of the Managers (or someone appointed by them) acting jointly or severally to on my/our behalf take all actions required to ensure delivery of such Offer Shares to me/us in the VPS, (iii) authorize the Managers to debit my/our bank account as set out in this Subsequent Offering Subscription Form for the amount payable for the Offer Shares allocated to me/us and (iv) confirm and warrant to have read the Prospectus and that I/we are eligible to subscribe for Offer Shares under the terms set forth therein.

Date and place ^o :	Binding signature ^o :
-------------------------------	----------------------------------

* Must be dated during the Subsequent Offering Subscription Period.

**** The subscriber must have legal capacity. When signed on behalf of a company or pursuant to an authorization, documentation in the form of a company certificate or power of attorney must be enclosed.**

INFORMATION ON THE SUBSCRIBER – ALL FIELDS MUST BE COMPLETED

First name:	Surname/Family name/Company name:
Home address (for companies: registered business address):	ZIP code and town:
Identity number (11 digits) / business registration number (9 digits):	Nationality:
Telephone number (daytime):	E-mail address:
Legal Entity Identifier ("LEI"):	National Client Identifier ("NCI"):

ADDITIONAL GUIDELINES FOR THE SUBSCRIBER

Regulatory Issues: In accordance with the Markets in Financial Instruments Directive ("MiFID II") of the European Union, Norwegian law imposes requirements in relation to business investments. In this respect the Managers must categorize all new clients in one of three categories: eligible counterparties, professional and non-professional clients. All subscribers in the Subsequent Offering who are not existing clients of the Managers will be categorized as non-professional clients. Subscribers can by written request to one of the Managers ask to be categorized as a professional client if the subscriber fulfils the provisions of the Norwegian Securities Trading Act. For further information about the categorization, the Subscriber may contact one of the Managers. **The subscriber represents that he/she/it is capable of evaluating the merits and risks of an investment decision to invest in the Company by subscribing for Offer Shares, and is able to bear the economic risk, and to withstand a complete loss, of an investment in the Offer Shares.**

Selling and Transfer Restrictions: The attention of persons who wish to subscribe for Offer Shares is drawn to Section 20 "Selling and Transfer Restrictions" of the Prospectus. The Company is not taking any action to permit a public offering of the Subscription Rights or the Offer Shares (pursuant to the exercise of the Subscription Rights or otherwise) in any jurisdiction other than Norway, Sweden, Denmark and Finland. Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Prospectus is for information only and should not be copied or redistributed. Persons outside Norway, Sweden, Denmark and Finland should consult their professional advisors as to whether they require any governmental or other consent or need to observe any other formalities to enable them to subscribe for Offer Shares. It is the responsibility of any person wishing to subscribe for Offer Shares under the Subsequent Offering to satisfy himself as to the full observance of the laws of any relevant jurisdiction in connection therewith, including obtaining any governmental or other consent which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such territories. The Subscription Rights and Offer Shares have not been registered, and will not be registered, under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered, sold, taken up, exercised, resold, delivered or transferred, directly or indirectly, within the United States, except pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. The Subscription Rights and Offer Shares have not been and will not be registered under the applicable securities laws of Australia, Canada or Japan and may not be offered, sold, taken up, exercised, resold, delivered or transferred, directly or indirectly, in or into Australia, Canada or Japan or any other jurisdiction in which it would not be permissible to offer the Offer Shares. This Subsequent Offering Subscription Form does not constitute an offer to sell or a solicitation of an offer to buy Offer Shares in any jurisdiction in which such offer or solicitation is unlawful. A notification of exercise of Subscription Rights and subscription of Offer Shares in contravention of the above restrictions may be deemed to be invalid. By subscribing for the Offer Shares, persons effecting subscriptions will be deemed to have represented to the Company that they, and the persons on whose behalf they are subscribing for the Offer Shares, have complied with the above selling restrictions and will be deemed to have made the applicable representations, acknowledgements, agreements and warranties set forth in Section 20 of the Prospectus.

Execution only: The Managers will treat the Subsequent Offering Subscription Form as an execution-only instruction. None of the Managers are required to determine whether an investment in the Offer Shares is appropriate or not for the subscriber. Hence, the subscriber will not benefit from the protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

Information Exchange: The subscriber acknowledges that, under the Norwegian Securities Trading Act and the Norwegian Commercial Banks Act and foreign legislation applicable to the Managers, there is a duty of secrecy between the different units of each of the Managers, as well as between the Managers and other entities in the Managers' respective groups. This may entail that other employees of the Managers or the Managers' respective groups may have information that may be relevant to the subscriber and to the assessment of the Offer Shares, but which the Managers will not have access to in their capacity as Managers for the Subsequent Offering.

Information barriers: The Managers are securities firms that offer a broad range of investment services. In order to ensure that assignments undertaken in the Managers' respective corporate finance departments are kept confidential, the Managers' other activities, including analysis and stock broking, are separated from the Managers' corporate finance departments by information walls. The subscriber acknowledges that the Managers' respective analysis and stock broking activity may conflict with the subscriber's interests with regard to transactions of the Shares, including the Offer Shares.

VPS account and anti-money laundering procedures: The Subsequent Offering is subject to the Norwegian Money Laundering Act of 1 June 2018 No. 23 and the Norwegian Money Laundering Regulations of 14 September 2018 No. 1324 (collectively, the "Anti-Money Laundering Legislation"). Subscribers who are not registered as existing customers with one of the Managers must verify their identity to one of the Managers in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Subscribers who have designated an existing Norwegian bank account and an existing VPS account on the Subscription Form are exempted, unless verification of identity is requested by one of the Managers. Subscribers who have not completed the required verification of identity prior to the expiry of the Subsequent Offering Subscription Period will not be allocated Offer Shares. Participation in the Subsequent Offering is conditional upon the subscriber holding a VPS account. The VPS account number must be stated on the Subsequent Offering Subscription Form. VPS accounts can be established with authorized VPS registrars, which can be Norwegian banks, authorized securities brokers in Norway and Norwegian branches of credit institutions established within the European Economic Area (the "EEA"). Establishment of a VPS account requires verification of identity to the VPS registrar in accordance with the Anti-Money Laundering Legislation. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorized by the Financial Supervisory Authority of Norway.

Personal data: The subscriber confirms that it has been provided information regarding the Managers' processing of personal data, and that it is informed that the Managers will process the subscriber's personal data in order to manage and carry out the Offering and the application from the subscriber, and to comply with statutory requirements.

The data controllers who are responsible for the processing of personal data are the Managers. The processing of personal data is necessary in order to fulfil the application and to meet legal obligations. The Norwegian Securities Trading Act and the Norwegian Money Laundering Act require that the Managers process and store information about clients and trades, and control and document activities. The subscriber's data will be processed confidentially, but if it is necessary in relation to the purposes, the personal data may be shared between the Managers, the company(ies) participating in the offering, with companies within the Managers' groups, VPS, stock exchanges and/or public authorities. The personal data will be processed as long as necessary for the purposes, and will subsequently be deleted unless there is a statutory duty to keep it.

If the Managers transfer personal data to countries outside the EEA, that have not been approved by the EU Commission, the Managers will make sure the transfer takes place in accordance with the legal mechanisms protecting the personal data, for example the EU Standard Contractual Clauses. As a data subject, the subscribers have several legal rights. This includes i.e. the right to access its personal data, and a right to request that incorrect information is corrected. In certain instances, the subscribers will have the right to impose restrictions on the processing or demand that the information is deleted. The subscribers may also complain to a supervisory authority if they find that the Managers' processing is in breach of the law. Supplementary information on processing of personal data and the subscribers' rights can be found at the Managers' websites.

Terms and conditions for payment by direct debiting - Securities Trading: Payment by direct debiting is a service the banks in Norway provide in cooperation. In the relationship between the payer and the payer's bank the following standard terms and conditions will apply:

1. The service "Payment by direct debiting — securities trading" is supplemented by the account agreement between the payer and the payer's bank, in particular Part C of the account agreement, General terms and conditions for deposit and payment instructions.
2. Costs related to the use of "Payment by direct debiting — securities trading" appear from the bank's prevailing price list, account information and/or information is given by other appropriate manner. The bank will charge the indicated account for incurred costs.
3. The authorization for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank who in turn will charge the payer's bank account.
4. In case of withdrawal of the authorization for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Financial Contracts Act, the payer's bank shall assist if payer withdraws a payment instruction which has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.
5. The payer cannot authorize for payment a higher amount than the funds available at the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the funds available, the difference shall be covered by the payer immediately.
6. The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorization for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorization has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.
7. If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Financial Contracts Act.

Overdue and missing payments: Overdue payments will be charged with interest at the applicable rate from time to time under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 No. 100, currently 8.00% per annum as of the date of the Prospectus. If a subscriber fails to comply with the terms of payment, or should payments not be made when due, the subscriber will remain liable for payment of the Offer Shares allocated to it and the Offer Shares allocated to such subscriber will not be delivered to the subscriber.

The Managers, on behalf of the Company, reserve the right, at the risk and cost of the subscriber to, at any time, to cancel the subscription and to re-allocate or otherwise dispose of allocated Offer Shares for which payment is overdue, or, if payment has not been received by the third day after the Payment Date, without further notice sell, assume ownership to or otherwise dispose of the allocated Offer Shares on such terms and in such manner as the Managers may decide in accordance with Norwegian law. The subscriber will remain liable for payment of the subscription amount, together with any interest, costs, charges and expenses accrued and the Managers, on behalf of the Company, may enforce payment for any such amount outstanding in accordance with Norwegian law.

The Company and the Managers further reserve the right (but have no obligation) to have the Managers advance the subscription amount on behalf of subscribers who have not paid for the Offer Shares allocated to them within the Payment Date. The non-paying subscribers will remain fully liable for the subscription amount payable for the Offer Shares allocated to them, irrespective of such payment by the Managers.

National Client Identifier and Legal Entity Identifier: In order to participate in the share issue, subscribers will need a global identification code. Physical persons will need a so-called National Client Identifier ("NCI") and legal entities will need a so-called Legal Entity Identifier ("LEI").

NCI code for physical persons: Physical persons will need a NCI code to participate in a financial market transaction, i.e. a global identification code for physical persons. For physical persons with only a Norwegian citizenship, the NCI code is the 11 digit personal ID (Nw: fødselsnummer). If the person in question has multiple citizenships or another citizenship than Norwegian, another relevant NCI code can be used. Subscribers are encouraged to contact their bank for further information.

LEI code for legal entities: Legal entities will need a LEI code to participate in a financial market transaction. A LEI code must be obtained from an authorized LEI issuer, and obtaining the code can take some time. Subscribers should obtain a LEI code in time for the subscription. For more information visit www.gleif.org. Further information is also included in Section 19.9.1 (NCI code for physical persons) and Section 19.9.2 (LEI code for legal entities) of the Prospectus.