

PROSPECTUS

BEWi

BEWi ASA

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

Initial public offering of shares

Listing of BEWi ASA's shares on the Oslo Stock Exchange, alternatively Euronext Expand

This prospectus (the "**Prospectus**") has been prepared in connection with the initial public offering (the "**Offering**") of shares in BEWi ASA, a public limited liability company incorporated under the laws of Norway (the "**Company**", and together with its subsidiaries, the "**Group**" or "**BEWi**"), and the thereto related listing (the "**Listing**") on the Oslo Stock Exchange, a stock exchange operated by Oslo Børs ASA (the "**Oslo Stock Exchange**"), alternatively Euronext Expand, of the Company's shares, each with a par value of NOK 1.00. The Offering comprises up to 1,369,049 new shares in the Company (the "**Offer Shares**" and together with the existing shares in the Company, the "**Shares**").

The Offering consists of: (i) a retail offering of up to 476,191 new Shares to the public in Norway (the "**Retail Offering**") and (ii) an offering of up to 892,858 new Shares to the Group's Eligible Employees and Board Members (both as defined below) (the "**Employee Offering**"). Nordea Bank Abp, filial i Norge, and SpareBank 1 Markets AS are acting as joint global coordinators and bookrunners in the Offering (the "**Managers**").

The price per Offer Share in the Retail Offering is NOK 21.00 (the "**Offer Price**"), and the price per Offer Share in the Employee Offering is NOK 16.80, which is equal to the Offer Price less 20%. For further details, see Section 17.5 "*The Employee Offering*".

The number of Offer Shares issued in the Offering is expected to be announced through a stock exchange notice on or about 10 December 2020. The application period for the Retail Offering and the Employee Offering (the "**Application Period**") will commence at 09:00 hours (Central European Time "**CET**") on 1 December 2020 and close at 12:00 hours (CET) on 8 December 2020. The Application Period may, at the Company's sole discretion, in consultation with the Managers and for any reason, be shortened or extended beyond the set times, but will in no event be shortened to expire prior to 16:30 hours (CET) on 7 December 2020 or extended beyond 12:00 hours (CET) on 10 December 2020.

The Shares are registered in the Norwegian Central Securities Depository (the "**VPS**") in book-entry form. All Shares rank in parity with one another and carry one vote.

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*" beginning on page 18 when considering an investment in the Company.

The Shares have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and Offer Shares are not being offered and sold in the United States. The distribution of this Prospectus and the offer 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. Any failure to comply with these regulations may constitute a violation of the securities laws of any such jurisdiction. See Section 18 "*Selling and transfer restrictions*".

Prior to the Offering, the Shares have not been publicly traded on a regulated market, but have since 28 August 2020 been admitted to trading on Euronext Growth Oslo, a multilateral trading facility operated by Oslo Børs ASA, with the ticker BEWI-ME. On 11 November 2020, the Company applied for the Shares to be admitted to trading and listing on the Oslo Stock Exchange, alternatively Euronext Expand, and completion of the Offering is subject to the approval of the listing application by the board of directors of Oslo Børs ASA, the fulfilment of the listing conditions set by Oslo Børs ASA and certain other conditions as further elaborated in Section 17.14 "*Conditions for completion of the Offering – Listing and trading of the Offer Shares*". The Shares will be eligible for clearing through the facilities of the Oslo Stock Exchange.

The due date for the payment of the Offer Shares is expected to be on or about 11 December 2020. The delivery of the Offer Shares is expected to take place on or about 18 December 2020 through the facilities of the VPS. Trading in the Shares on the Oslo Stock Exchange, alternatively Euronext Expand, is expected to commence on or about 18 December 2020 under the ticker code "BEWI". If completion of the Offering does not take place on such date or at all, the Offering may be withdrawn, resulting in all applications for Offer Shares being disregarded, any allocations made being deemed not to have been made and any payments made being returned without any interest or other compensation. All dealings in the Shares prior to settlement and delivery are at the sole risk of the parties concerned.

Managers

Nordea Bank Abp, filial i Norge
Nordea

SpareBank 1 Markets AS
SpareBank 1
MARKETS

The date of this Prospectus is 30 November 2020

IMPORTANT NOTICE

This Prospectus has been prepared in connection with the Offering of Offer Shares and the Listing of the Shares on the Oslo Stock Exchange, alternatively Euronext Expand.

This Prospectus has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75 (the "**Norwegian Securities Trading Act**") and related secondary legislation, including the 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 repealing Directive 2003/71/EC, as implemented in Norway (the "**EU Prospectus Regulation**"). This Prospectus has been prepared solely in the English language.

For the definitions of terms used throughout this Prospectus, see Section 20 "*Definitions and Glossary of Terms*".

This Prospectus will be published at the Company's website www.bewi.com. Information presented at the Company's website or at any other website, is not a part of this Prospectus, and the shareholders of the Company should not rely on such information. However, as an exception from the above, the information incorporated by reference into the Prospectus according to Section 19.4 below is part of the Prospectus.

The Company has engaged Nordea Bank Abp, filial i Norge, and SpareBank 1 Markets AS as managers and joint bookrunners of the Offering and the Listing (the "**Managers**"). The Managers are acting for the Company and no one else in relation to the Listing and the Offering. The Managers will not be responsible to anyone other than the Company for providing the protections afforded to clients of the Managers or for providing advice in relation to the Offering or the Listing. In the ordinary course of their businesses, the Managers and certain of their respective affiliates have engaged, and may continue to engage, in investment and commercial banking transactions with the Company and its subsidiaries.

The information contained herein is as of the date of this Prospectus and subject to change, completion and amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, every significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus which may affect the assessment of the Shares and which arises or is noted between the date of this Prospectus and before the Listing, will be presented in a supplement to this Prospectus. The publication of this Prospectus shall not create any implication that there has been no change in the Company's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

All inquiries relating to this Prospectus must be directed to the Company or the Managers. No other person is authorised to give information or to make any representation in connection with the transactions described herein. If any such information is given or made, it must not be relied upon as having been authorised by the Company or by any of its employees, affiliates or advisers.

No action has been or will be taken in any jurisdiction other than Norway by the Company that would permit the possession or distribution of this Prospectus, any documents relating thereto, or any amendment or supplement thereto, in any country or jurisdiction where this is unlawful or specific action for such purpose is required. The distribution of this Prospectus in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus may come are required by the Company to inform themselves about and to observe such restrictions. The Company shall not be responsible or liable for any violation of such restrictions by prospective investors. The restrictions and limitations listed and described herein are not exhaustive, and other restrictions and limitations in relation to this Prospectus that are not known or identified at the date of this Prospectus may apply in various jurisdictions.

The distribution of this Prospectus 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 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 18 "*Selling and transfer restrictions*".

This Prospectus and the terms and conditions of the Offering as set out herein and any sale and purchase of Offer Shares hereunder shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo 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, and analysis of, and enquiry into the Group and the terms of the Offering, including the merits and risks involved. Neither the Company, the Managers, nor any of their respective representatives or advisers, is making any representation to any offeree or purchaser of the Offer Shares 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*".

NOTICE TO INVESTORS IN THE UNITED STATES

The Offer Shares 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. Any representation to the contrary is a criminal offense under the laws of the 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 for offer or sale as part of their distribution and may not be offered, sold, pledged or otherwise transferred within the United States.

Any reproduction or distribution of this Prospectus in the United States, in whole or in part, and any disclosure of its contents to any person is prohibited.

NOTICE TO INVESTORS IN THE EEA

The Retail Offering is only made to the public in Norway and the Employee Offering is only made to the Group's Eligible Employees and Board Members.

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 retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, 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. Conversely, 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 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 holders of the Shares will be governed by Norwegian law and the Company's articles of association (the "**Articles of Association**"). The rights of shareholders under Norwegian law may differ from the rights of shareholders of companies incorporated in other jurisdictions.

TABLE OF CONTENTS

1	SUMMARY	6
2	RISK FACTORS	13
2.1	Introduction	13
2.2	Risks associated with the Group's business and the industry in which it operates	13
2.3	Risks related to laws, regulations and litigations	18
2.4	Risks related to the Shares	21
3	STATEMENT OF RESPONSIBILITY	23
4	GENERAL INFORMATION	24
4.1	The approval of this Prospectus by the Norwegian Financial Supervisory Authority	24
4.2	Other important investor information	24
4.3	Presentation of financial and other information	25
4.4	Cautionary note regarding forward-looking statements	28
5	REASONS FOR THE OFFERING AND THE LISTING AND USE OF PROCEEDS	30
6	DIVIDENDS AND DIVIDEND POLICY	31
6.1	Dividends policy	31
6.2	Legal and contractual constraints on the distribution of dividends	31
6.3	Manner of dividends payment	32
7	INDUSTRY AND MARKET OVERVIEW	33
7.1	Overview	33
7.2	RAW	36
7.3	Packaging & Components	38
7.4	Insulation	39
8	BUSINESS OF THE GROUP	42
8.1	Introduction	42
8.2	The acquisition of BEWi Drift Holding AS and targeted synergies	43
8.3	Competitive strengths	43
8.4	Vision and strategy	45
8.5	History and important events	45
8.6	Overview of the Group's operations	46
8.7	Sustainability initiatives	53
8.8	Research and development	55
8.9	The Group's intellectual property rights	57

8.10	Material Agreements	57
8.11	Environmental, health and safety matters	59
8.12	Dependency on contracts, patents and licences.....	60
8.13	Regulatory framework	60
8.14	Insurance	62
8.15	Legal and arbitrational proceedings	62
9	RELATED PARTY TRANSACTIONS	64
9.1	Introduction.....	64
9.2	Details of recent related party transactions	64
10	CAPITALISATION AND INDEBTEDNESS.....	66
10.1	Introduction.....	66
10.2	Capitalisation	66
10.3	Net financial indebtedness	67
10.4	Working capital statement.....	68
10.5	Contingent and indirect liabilities	68
11	SELECTED HISTORICAL FINANCIAL INFORMATION AND OTHER INFORMATION	69
11.1	Introduction, basis for preparation and change of presentation currency.	69
11.2	Summary of accounting policies and principles.....	70
11.3	Auditors.....	70
11.4	Consolidated comprehensive income statement for the Group	70
11.5	Consolidated statement of financial position for the Group.....	71
11.6	Consolidated cash flow statement for the Group	73
11.7	Changes in consolidated equity for the Group	74
11.8	Key financial information by segment	74
11.9	Reconciliation of Alternative Performance Measures (APMs) not defined by IFRS	77
12	OPERATING AND FINANCIAL REVIEW.....	78
12.1	Overview.....	78
12.2	Principal factors affecting the Group's financial condition and results of operations	81
12.3	Recent development and trends.....	85
12.4	Factors affecting the comparability of the financial information	86
12.5	Results of operations	86
12.6	Financial position	89
12.7	Liquidity and capital resources	90

12.8	Investments	92
12.9	Material borrowings	94
13	THE BOARD OF DIRECTORS, MANAGEMENT AND CORPORATE GOVERNANCE	97
13.1	Introduction	97
13.2	The Board of Directors.....	97
13.3	Management.....	101
13.4	Remuneration and benefits.....	102
13.5	Benefits upon termination	102
13.6	Employees.....	103
13.7	Pensions and retirement benefits.....	103
13.8	Audit committee.....	103
13.9	Nomination committee.....	104
13.10	Corporate governance requirements.....	104
13.11	Conflicts of interests etc.....	104
14	CORPORATE INFORMATION AND DESCRIPTION OF SHARE CAPITAL AND SHAREHOLDER MATTERS.....	105
14.1	Corporate Information.....	105
14.2	Legal structure.....	105
14.3	Share capital and share capital history	107
14.4	Admission to trading	108
14.5	Ownership Structure.....	109
14.6	Authorisation to increase the share capital.....	109
14.7	Authorisation to acquire treasury shares	110
14.8	Shareholder rights	110
14.9	The Articles of Association.....	110
14.10	Certain aspects of Norwegian corporate law.....	111
15	SECURITIES TRADING IN NORWAY	115
15.1	Introduction	115
15.2	Market value of the Shares.....	115
15.3	Trading and settlement	115
15.4	Information, control and surveillance	116
15.5	The VPS and transfer of Shares	116
15.6	Shareholder register	117
15.7	Foreign investment in shares listed in Norway	117
15.8	Disclosure obligations.....	118

15.9	Insider trading	118
15.10	Mandatory offer requirement	118
15.11	Compulsory acquisition	119
15.12	Foreign exchange controls	120
16	NORWEGIAN TAXATION.....	121
16.1	Norwegian shareholders.....	121
16.2	Foreign Shareholders	122
16.3	Taxation of reduced offer price in the Employee Offering	123
17	THE TERMS OF THE OFFERING	125
17.1	Overview of the Offering	125
17.2	Timetable	125
17.3	Resolution relating to Issue the Offer Shares	126
17.4	The Retail Offering	126
17.5	The Employee Offering.....	129
17.6	Mechanism of allocation	130
17.7	VPS Account.....	131
17.8	Product governance.....	131
17.9	National Client Identifier and Legal Entity Identifier	132
17.10	Mandatory anti-money laundering procedures.....	132
17.11	Publication of information in respect of the Offering	132
17.12	The rights conferred by the Offer Shares	133
17.13	VPS registration	133
17.14	Conditions for completion of the Offering – Listing and trading of the Offer Shares.....	133
17.15	Dilution and net asset value per Share	134
17.16	Expenses of the Offering and the Listing.....	134
17.17	Lock-up	134
17.18	Interest of natural and legal persons involved in the Offering	134
17.19	Participation of major existing shareholders and members of the Management, supervisory and administrative bodies in the Offering	135
17.20	Governing law and jurisdiction	135
18	SELLING AND TRANSFER RESTRICTIONS	136
18.1	General	136
18.2	Selling and Transfer restrictions	136
19	ADDITIONAL INFORMATION	137
19.1	Independent auditor.....	137

19.2	Advisors	137
19.3	Documents on display	137
19.4	Incorporation by reference	137
20	DEFINITIONS AND GLOSSARY OF TERMS	139

APPENDICES

APPENDIX A	Details of currency conversion
APPENDIX B	Group chart
APPENDIX C	Articles of Association of BEWi ASA
APPENDIX D	Application form for the Retail Offering

1 SUMMARY

SECTION A | INTRODUCTION AND WARNINGS

(i) The name and international securities identification number (ISIN) of the securities:

The Company has one class of shares, and all Shares are equal in all respects. The Shares are registered in the VPS with ISIN NO 0010890965.

(ii) The identity and contact details of the issuer, including its legal entity identifier (LEI):

BEWi ASA (registration number 925 437 948), Hammarvikringen 64, 7263 Hamarvik, Frøya, Norway.
LEI: 254900N95EUYYZZA5F19.

(iii) Where applicable, the identity and contact details of the offeror, including its LEI if the offeror has legal personality, or of the person asking for admission to trading on a regulated market:

Not applicable.

(iv) The identity and contact details of the competent authority approving the Prospectus:

The Financial Supervisory Authority of Norway (Nw.: *Finanstilsynet*), Revierstredet 3, P.O. Box 1187 Sentrum, 0107 Oslo, Norway.

(v) The date of approval of the Prospectus:

30 November 2020.

(vi) Warning

This summary should be read as an introduction to the Prospectus. Any decision to invest in the Shares should be based on a consideration of the Prospectus as a whole by the investor. The investor could lose all or part of the invested capital.

Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under 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 where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where 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 such securities.

SECTION B | KEY INFORMATION ON THE ISSUER

(i) Who is the issuer of the securities?

The Company is a Norwegian public limited liability company incorporated in Norway under the Norwegian Public Limited Liability Companies Act with registration number 925 437 948. The Company's LEI code is 254900N95EUYYZZA5F19.

BEWi is a European producer, distributor and seller of packaging and insulation solutions based mainly on expandable polystyrene ("EPS"), established on the back of about 40 years of business development. BEWi's business model is inherently diversified by servicing multiple end-markets in the business segments RAW, Packaging & Components and Insulation. The Group has a strong focus on innovation and sustainability and is working actively towards a circular EPS industry.

The Group has 40 plants located across Norway, Denmark, Sweden, Finland, the Netherlands, Portugal and Belgium excluding plants in France, Germany and the UK through the minority holdings. Sale of EPS beads and finished packaging and insulation products are diversified across a range of geographical markets and

industries, including seafood/food, pharmaceutical, automotive, leisure, residential housing, commercial buildings and infrastructure.

The Company is the ultimate parent company in the Group, and the business is mainly carried out through its wholly or partly owned subsidiaries. The Group comprises in total 52 legal entities in Sweden, Norway, Finland, Denmark, the Netherlands, Iceland and Portugal, and in addition, the Group holds minority stakes in companies in the UK, Germany and France.

As of 30 November 2020 and to the best of the Company's knowledge, the following shareholders in the Company have holdings in excess of the statutory thresholds for disclosure requirements (numbers reflect the effects of the Private Placement – see Section 14.3.3 for further details about the pre-IPO Private Placement):

<i>Shareholder</i>	<i>Number of Shares</i>	<i>Percentage</i>
Frøya Invest AS	82,107,826	55.7%
Kverva Industrier AS	14,600,424	9.9%
Verdane ETF III SPV K/S	11,853,000	8.0%
Verdane Skuld 1 AS	10,647,000	7.2%

As of the date of this Prospectus, the Group's senior management team (the "**Management**") consists of the following three individuals:

- Christian Bekken, CEO
- Marie Danielsson, CFO
- Jonas Siljeskär, COO

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

(ii) What is the key financial information regarding the issuer?

The Company was incorporated on 29 July 2020, and was through a share exchange transaction with the former shareholders of BEWiSynbra AB (publ) ("**BEWiSynbra**") in August 2020 reorganised with BEWi ASA as the new holding company of the Group (the "**Reorganisation**").

The following summarises the consolidated financial data of the Group and has been derived from BEWiSynbra Group AB (publ)'s audited consolidated financial statements as of, and for the years ended, 31 December 2019, 31 December 2018 and 31 December 2017, prepared in accordance with IFRS, (together referred to as the "**Financial Statements**") and the Company's unaudited consolidated financial information as of, and for the three and nine months' period ended, 30 September 2020, prepared in accordance with IAS 34, with comparable numbers as of, and for the three and nine months' period ended, 30 September 2019 (the "**Interim Financial Statements**"). The Financial Statements have been audited by PricewaterhouseCoopers AB, and the Interim Financial Statements have been subject to a limited review by PricewaterhouseCoopers AS.

Consolidated comprehensive income statement for the Group

<i>(all figures in EUR million)</i>	Three months ended 30 September		Nine months ended 30 September		Year ended 31 December		
	2020*	2019	2020*	2019	2019	2018	2017
	<i>IAS 34</i>	<i>IAS 34</i>	<i>IAS 34</i>	<i>IAS 34</i>	<i>IFRS</i>	<i>IFRS</i>	<i>IFRS</i>

	(<i>unaudited</i>)	(<i>unaudited</i>)	(<i>unaudited</i>)	(<i>unaudited</i>)	(<i>unaudited</i>)**	(<i>unaudited</i>)**	(<i>unaudited</i>)**
Total comprehensive income/loss	4.0	0.4	8.3	9.7	5.5	(1.1)	5.2
Operating profit	10.6	5.6	29.0	19.2	20.3	13.8	3.6
Net profit / loss	5.7	2.7	16.6	8.4	5.6	1.6	4.0

* *Post Reorganisation*

** *Audited SEK figures have been converted from SEK to EUR using an average SEK to EUR exchange rate for the relevant year.*

Consolidated statement of financial position for the Group

(all figures in EUR million)

	As at 30 September		As at 31 December		
	2020*	2019	2019	2018	2017
	IAS 34	IAS 34	IFRS	IFRS	IFRS
	(<i>unaudited</i>)	(<i>unaudited</i>)	(<i>unaudited</i>)**	(<i>unaudited</i>)**	(<i>unaudited</i>)**
Total assets	505.0	435.5	445.1	400.1	135.5
Total equity	168.9	154.4	150.1	149.6	39.6

* *Post Reorganisation*

** *Audited SEK figures have been converted from SEK to EUR using an average SEK to EUR exchange rate for the relevant year.*

Consolidated cash flow statement

(all figures
EUR million)

	For the three months ended 30 September		For the nine months ended 30 September		For the year ended 31 December		
	2020*	2019	2020*	2019	2019	2018	2017
	IAS 34	IAS 34	IAS 34	IAS 34	IFRS	IFRS	IFRS
	(<i>unaudited</i>)	(<i>unaudited</i>)	(<i>unaudited</i>)	(<i>unaudited</i>)	(<i>unaudited</i>)**	(<i>unaudited</i>)**	(<i>unaudited</i>)*
Net cash flows from operating activities	10.8	22.9	13.3	16.3	35.9	17.6	7.4
Net cash flows from investment activities	4.0	(3.9)	(9.6)	(11.8)	(19.1)	(97.6)	(11.1)
Net cash flows from financing activities	(23.4)	(9.1)	(30.0)	(5.6)	16.1	92.3	12.8

* *Post Reorganisation*

** *Audited SEK figures have been converted from SEK to EUR using an average SEK to EUR exchange rate for the relevant year.*

BEWi ASA standalone financial statements as of 30 September 2020

The following summary of financial data has been derived from the Company's audited financial statements (standalone) for the period from 29 July 2020 (date of incorporation) to 30 September 2020 prepared in accordance with IFRS (the "BEWi ASA Financial Statements"). The BEWi ASA Financial Statements have been audited by PricewaterhouseCoopers AS.

Income statement

(all figures in EUR million)

	29 July – 30 September 2020
	IFRS
	(<i>audited</i>)
Revenue	-
Operating profit (loss)	(1.0)
Profit (loss) attributable to the owners of the parent	(1.0)

Statement of financial position*(all figures in EUR million)*

	As at 30 September 2020 IFRS (audited)
Total assets	137.8
Total equity	136.5

Cash flow statement*(all figures in EUR million)*

	29 July – 30 September 2020 IFRS (audited)
Net cash flows from operating activities	(0.1)
Net cash flows from investment activities	-
Net cash flows from financial activities	0.5

Pro forma financial information

Not applicable. The Prospectus does not contain any pro forma financial information.

Description of any qualifications in the audit report relating to the historical financial information

Not applicable. The audit reports do not include any qualifications.

(iii) What are the key risks that are specific to the issuer?**Material risk factors:**

- The Group could be materially adversely affected by pending or future legal proceedings or investigations, for instance the European Commission's ongoing styrene monomer investigation in relation to Synbra Holding B.V. and its subsidiary BEWiSynbra RAW B.V., and the Group's involvement in such investigations or other proceedings may result in significant fines and damages;
- The Group has several major national and international competitors. Companies in the market compete not only by brand recognition, product innovation, price, quality of goods and performance, service, but also by other competitive factors such as technology, market penetration, proximity to customers and distribution capabilities;
- Within certain markets, the Group has and may in the future have, a significant market share, which may, under applicable competition rules and regulation, restrict the Group's freedom to act, including with regard to permissible acquisitions, choice of business partners and the setting prices, exclusivity and other transaction terms and conditions;
- The Group's products are generally sold to the construction industry and industrial customers within, among other things, the manufacturing, automotive, food and medical industry, and the Group's performance is thus highly dependent on demand in the end-markets in which the Group's industrial customers operate, which are both cyclical in nature and dependent on macroeconomic factors;
- The ongoing outbreak of the novel coronavirus (which causes the disease COVID-19) could have a negative impact on demand for EPS and/or any other of the Group's products, and may result in shutdown of the Group's production sites;
- Fluctuations in cost and availability and quality of raw materials, mainly styrene, could adversely affect the Group's business and results of operations;

- Negative publicity that could result in the development of a negative social perception towards the use of refined fossil fuels and/or the EPS industry in general or the use of EPS materials in packaging and components in particular could have a negative impact, not only on the reputation of the Group, but also on customers and end-users demand for the Group's products;
- In recent years, the Group has made a number of acquisitions and the Group intend to continue to have acquisitions as an integral part of its growth strategy, and there is a risk (i) that the Group may not be fully protected against losses incurred as a result of defects or other shortcomings related to the acquired businesses; (ii) that the sellers are not in position to rectify such defects or indemnify the Group; or (iii) that acquisitions are not successfully integrated.
- The Group has minority holdings in three companies not controlled by the Group for which the Group is dependent upon the actions of current and future partners in such associated companies;
- The Group is vertically integrated and currently operates 40 plant, of which two factories (the upstream business) supply raw material to its other factories (the downstream business). Consequently, there is a risk that interruptions in one plant, especially any of the two plants involved in the upstream business, may adversely affect the supply to and this the operations in a number of other plants operated by the Group;
- The Group operates in an industry that is subject to extensive environmental laws and regulations, which has become more stringent over time and could result in substantially increased compliance costs and liabilities. Further, a failure to comply with applicable environmental laws, regulations, permits and requirements may result in civil or criminal fines, penalties or enforcement actions. Furthermore, the Group's operations and sales are subject to upcoming regulation and requirements;
- A large part of the Group's assets consists of goodwill.

SECTION C | KEY INFORMATION ON THE SECURITIES

(i) What are the main features of the securities?

The Company has one class of shares, and all Shares are equal in all respects. The Shares are registered in book-entry form with the VPS and have ISIN NO 0010890965.

As at the date of this Prospectus, the Company's registered share capital is NOK 143,943,671, divided into 143,943,671 Shares, each with a par value of NOK 1.00.

All Shares in the Company rank *pari passu* in all respects and carry full and equal rights in the Company. All Shares have voting rights and other rights and obligations that are standard under the Norwegian Public Limited Liability Companies Act and are governed by Norwegian law.

Pursuant to Norwegian law, the shareholder rights attaching to the Shares are subordinated any other Company creditor in the event of insolvency.

In connection with the admission to trading of the Shares on Merkur Market, Frøya Invest AS, Verdane ETF III SPV K/S Verdane Skuld 1 AS, Board Members (including alternates) and the CEO, CFO and COO agreed to a six months lock-up of trade in their Shares in the Company, which will expire on 28 February 2021. Furthermore, the Offer Shares to be allocated in the Employee Offering will be subject to lock-up for periods of two and one years for Norwegian citizens and non-Norwegian citizens respectively. Otherwise, the Shares are freely transferable subject to local regulatory transfer restrictions.

The Company's objective is to generate competitive long-term total shareholder return. The Company will target yearly dividend payments of approximately 30-50% of the Group's net income for the year. In deciding whether to propose a dividend and in determining the dividend amount, the Board of Directors will take into account applicable legal restrictions, as set out in the Norwegian Public Limited Liability Companies Act, the Company's capital requirements, including capital expenditure requirements, its financial condition, general business conditions and any restrictions that its contractual arrangements in place at the time of the dividend may place on its ability to pay dividends and the maintenance of appropriate

financial flexibility. Except in certain specific and limited circumstances set out in the Norwegian Public Limited Liability Companies Act, the amount of dividends paid may not exceed the amount recommended by the Board of Directors. Neither the Company nor BEWiSynbra has paid dividends in the financial years 2020, 2019 or 2018.

(ii) Where will the securities be traded?

Prior to the Offering, the Shares have not been publicly traded on a regulated market, but have since 28 August 2020 been admitted to trading on Euronext Growth Oslo, a multilateral trading facility operated by Oslo Børs ASA, with the ticker BEWI-ME. On 11 November 2020, the Company applied for the Shares to be admitted to trading and listing on the Oslo Stock Exchange, alternatively Euronext Expand. The Company expects commencement of trading in the Shares on the Oslo Stock Exchange, alternatively Euronext Expand, on or about 18 December 2020.

(iii) What are the key risks that are specific to the securities?

Frøya Invest AS will hold 55.2 – 55.7% of the Shares following completion of the Offering and will therefore have significant voting power, the ability to influence matters requiring shareholder approval and may block equity transactions that could be in the interest of the Company.

SECTION D | KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

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

The Offering consists of:

- A Retail Offering, in which up to 476,191 Offer Shares are being offered to the public in Norway subject to a lower limit per application of an amount of NOK 11,500 and an upper limit per application of NOK 25,000 for each investor at an Offer Price of NOK 21.00 per Offer Share. Multiple applications by one applicant in the Retail Offering will be treated as one application with respect to the maximum application limit, and
- An Employee Offering, in which up to 892,858 Offer Shares are being offered to Eligible Employees and Board Members subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 100,000 for each Eligible Employee or Board Member. The offer price payable for the Offer Shares allocated to Eligible Employees and Board Members in the Employee Offering will be NOK 16.80 per Offer Share, which is equal to the Offer Price less 20%. Offer Shares allocated in the Employee Offering will be subject to the lock-up obligation further described in Section 17.17 below.

The key dates in the Offering are set out below. Please note that the Company, in consultation with the Managers, reserves the right to shorten or extend the Application Period at any time and at its sole discretion.

Application Period commences	1 December 2020 at 09:00 hours (CET)
Application Period ends	8 December 2020 at 12:00 hours (CET)
Allocation of the Offer Shares	On or about 10 December 2020
Publication of the results of the Offering	On or about 10 December 2020
Distribution of allocation notes/contract notes	On or about 10 December 2020
Payment date in the Offering	On or about 11 December 2020
Registration of the Company's new share capital in the Norwegian Register of Business Enterprises	On or about 15 December 2020
Delivery of the Offer Shares	On or about 18 December 2020
First day of Listing of the Shares	On or about 18 December 2020

The Company applied on 11 November 2020 for admission to trading of its Shares on the Oslo Stock Exchange, alternatively Euronext Expand. It is expected that the board of directors of Oslo Børs ASA will approve the listing application of the Company on or about 9 December 2020, conditional upon (i) the Company obtaining, in case of listing on the Oslo Stock Exchange, a minimum of 500 shareholders, or in case of listing on Euronext Expand, a minimum of 100 shareholders, in both cases each holding Shares with a value of more than NOK 10,000, and (ii) there being a minimum free float of the Shares of 25%. The Company expects that these conditions will be fulfilled through the Offering. The Company currently expects commencement of trading in the Shares on the Oslo Stock Exchange, alternatively Euronext Expand, on or about 18 December 2020.

In the Retail Offering and the Employee Offering, allocation will be made on a pro rata basis using the VPS automated simulation procedures. The Company and the Managers reserve the right to limit the total number of applicants to whom Offer Shares are allocated 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 the VPS automated simulation procedures and/or other random allocation mechanism.

In the Employee Offering, the applicants will receive full allocation for any applications up to and including NOK 10,500 (rounded down to the nearest whole Share).

The issuance of the Offer Shares in the Offering may result in a maximum number of Shares in the Company of 148,887,149, which will correspond to a dilution for the existing shareholders of approximately 0.9%. This is based on the assumption that the Company issues the maximum number of Offer Shares, and that none of the existing Shareholders subscribes for any Offer Shares in the Offering.

The Company's total costs and expenses of, and incidental to, the Listing and the Offering are estimated to amount to approximately NOK 3.5 million. These costs and expenses consist of fees and expenses of legal, financial 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.

(ii) Why is this Prospectus being produced?

The Company believes the Offering and Listing will:

- further diversify the shareholder base and enable additional equity investors to take part in BEWi's potential value creation;
- further enhance the BEWi's profile with investors, business partners and customers;
- further enhance the ability of BEWi to attract and retain key management and employees; and
- further facilitate the use of Shares as currency in M&A transactions and provide access to capital markets.

The gross proceeds from Offering are expected to amount to approximately NOK 25 million and net proceeds of approximately NOK 21.5 million, based on estimated total transaction costs of approximately NOK 3.5 million in connection with the Listing and the Offering to be paid by the Company. The Company intends to use the net proceeds to primarily to strengthen the financial flexibility for the Company's M&A strategy.

The Offering is not subject to any underwriting agreement.

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 do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so. The Managers will receive a fee in connection with the Offering and, as such, have an interest in the Offering.

2 RISK FACTORS

2.1 Introduction

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, including Section 12 "Operating and financial review" and the Interim Financial Statements and Financial Statements and the accompanying notes elsewhere in this Prospectus before deciding whether to invest in the Shares. The risks and uncertainties described in this Section 2 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 Offer Shares. An investment in the Shares is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment. The risk factors included in this Section 2 "Risk factors" are presented in a limited number of categories, where each risk factor is sought placed in the most appropriate category based on the nature of the risk it represents. While the most material risk factor in each category is set out first, the remaining risk factors in each section are not ranked in order of materiality or probability of occurrence. The absence of negative past experiences associated with a given risk factor does not mean that the risks and uncertainties associated with that risk factor are not genuine or pose a potential threat to the Group. If any one of the following risks occur, the Group's business, financial condition, operating results, cash flow and future prospects could be materially and adversely affected. In that event, the market price of the Shares could decline, and resulting in loss of all or part of an investment in the Shares.

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

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

The Group operates in a competitive industry

The Group develops, manufactures and distribute insulation products for the construction industry and adapted packaging solutions and components for industrial customers within, among other things, the manufacturing, food and medical industry, based primarily on the materials expanded polystyrene ("EPS") and, to a lesser extent, on expanded polypropylene ("EPP"), extruded polystyrene ("XPS") and other materials.

The Group operates in a highly competitive business area and has a number of competitors across different product categories, segments and geographic markets. The Group has several major national and international competitors. Companies in the market compete not only by brand recognition, product innovation, price, quality of goods and performance, service, but also by other competitive factors such as technology, market penetration, proximity to customers and distribution capabilities. The Group also faces competition from other materials and products. These competitors may grow, organically or through consolidation, to be stronger in the future. Changes in the competitive landscape could lead to decreased income and market shares of the Group which would adversely affect the result of the Group.

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

Within certain markets, the Group has and may in the future have, a significant market share (e.g. the Group has a market share of approximately 50-55% within Insulation in the Netherlands) and hence a risk that applicable competition rules and regulation may restrict the Group's freedom to act, including with regard to permissible acquisitions, choice of business partners and the setting of prices, exclusivity and other transaction terms and conditions, which would have an adverse effect on the Group's business, results of operations and prospects.

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

The Group's products are generally sold to the construction industry and industrial customers within, among other things, the manufacturing, automotive, food and medical industry, and is the Group's performance is thus highly dependent on demand in the end-markets in which the Group's industrial customers operate. Because of this correlation between the Group's and its customers markets, there is a significant risk that factors affecting the end-market or a general downturn in such end-markets will affect the Group's sales in the same manner. Since the markets for insulation products and packaging products, such as the construction industry and consumer goods, are generally mature in the countries in which the Group operates, there is also a significant degree of correlation between economic growth and the demand for these products.

The packaging and insulation industry tend to be cyclical in its nature with the level of cyclicity differing by end-markets and regions and as a result, the Group's sales performance in the relevant end-market or region depends to a substantial extent on a number of macroeconomic factors which impact the spending of the Group's customers, and which are outside of the Company's control (such as among other thing, GDP (gross domestic product) growth, unemployment rates, consumer and business confidence, social and industrial unrest, the availability and cost of credit, interest rates, taxation, regulatory changes, commodity and utility prices). While the packaging industry for food and pharmacy is generally less affected by cyclicity, the demand for the Group's fish packaging material relies heavily on the fish industry, and in particular the availability and price for salmon, which is affected not only by variations in the end-market, but also by factors affecting the fish, such as disease, lice and weather conditions.

The construction end-market, in which the Group is primarily exposed to new construction and renovation projects, is highly dependent on the overall economic condition of each country and particularly sensitive to interest rates, inflation, public funded infrastructure projects and other fiscal stimuli, as well as the cost of mortgage financing and local regulatory requirements. The Group's insulation segment relies heavily on the construction and infrastructure industry in the Netherlands with 56% of the insulation segment's revenue for 2019 deriving from the Netherlands.

Within the consumer goods market, the Group is primarily exposed to the electronics end-market where production of electronic devices such as TVs, mobiles and PCs, are affected by changes in GDP, consumer purchasing power and technology innovation.

Each of the above factors could have an adverse effect on the Group's business and income.

The outbreak of the coronavirus pandemic could adversely affect the Group's business and income

The ongoing outbreak of the novel coronavirus (which causes the disease COVID-19) has led to governmental shutdowns of cities, borders and companies to close business operations. These restrictions and potential further restrictions have, and may have, increased, adverse effect on the market conditions and may lead to negative macro-economic development. Economic disruption and changes in general market conditions can affect the demand for insulation products and packaging products, especially within the construction industry. Each of these factors could have a negative impact on demand for EPS and/or any other of the Group's products, and may result in shutdown of the Group's production sites, either by way of governmental order or due to illness of key employees, which would have an adverse effect on its business, income and results of operations.

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

The largest component of the Group's cost of sales is raw material costs, mainly due to the purchase of styrene (raw material used to produce EPS). During the financial year that ended 31 December 2019, the Group spent SEK 2,098 million on raw materials (excluding raw material in BEWi Drift Holding AS ("BDH")). The Group purchases styrene on the international market through a combination of contract, fixed and spot prices. The Group's raw material costs are subject to variations in the supply and demand and, to some extent on the price of oil (in the

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

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

Negative publicity that could result in the development of a negative social perception towards the use of refined fossil fuels and/or the EPS industry in general or the use of EPS materials in packaging and components in particular could have a negative impact, not only on the reputation of the Group, but also on customers and end-users demand for the Group's products. Over time, any negative social perception could lead to significant changes in the industrial packaging or consumption patterns with respect to the materials or providers used, and as the Group is involved in production and sales of EPS, this could potentially have a severe effect on the Group's financial condition and future prospects. Any negative publicity in respect of any of the Group's products or its operations (such as non-compliance with applicable laws, standards or regulations including anti-competitive behaviour or investigations), may affect the demand for the Group's products and the Group's business and income.

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

During recent years, the Group has made several acquisitions, including the acquisition of the Synbra group in 2018 and most recently BDH. Although due diligence investigations have been routinely conducted and local counsel used where deemed appropriate, there is a risk that the due diligence investigations have not uncovered all material risks, that the representations, warranties and indemnity provisions of the transactions documents will not in full protect the Group against all losses incurred as a result of defects or other shortcomings related to the acquired business and that the seller in question will not be in position to rectify such defects or indemnify the Group.

The Group's ambition is to continue to have acquisitions as an integral part of its growth strategy and continuously evaluates potential acquisitions that are in line with the Group's strategic objectives, which is why risks related to acquisitions is relevant for the Group. Acquisition activities presents financial, managerial and operational risks, including setting scope and perform due diligence, diversion of the members of the Management's attention from existing core business, difficulties when integrating or separating businesses from existing operations and challenges presented by acquisitions which may not achieve sales levels and profitability that justify the investments made. Such acquisitions have resulted, and may, in the future, also result in an obligation to pay additional purchase price to the seller, possibly affecting the Group's business, results of operations and financial condition.

If acquisitions are not successfully integrated or any of the other risks above materialise, the Group's business and results of operations may be adversely affected. Future acquisitions could also result in the incurrence of debt, contingent liabilities, amortisation costs, impairment of goodwill or restructuring charges. Each such risk could adversely affect the Group's financial condition.

Dependency on associated companies

The Group is a minority owner of Hirsch Porozell GmbH, Hirsch France SAS and Jablite Group Ltd. As such associated companies are not controlled by the Group, the Group is dependent upon the actions of current and future partners in such associated companies. This could result in reduced flexibility to operate the business, for instance with respect to investments or disposals in the associated companies. In addition, there is a risk, if the

associated companies develop in a way which is negative for the Group, that the Group cannot take the measures it finds most advantageous. Consequently, as the Group cannot solely control the business conducted in the associated companies, values which are of importance to the Group's profitability are hence dependent on current and future partners in associated companies, and it is therefore a risk that such values become reduced due to events outside the Group's control. The Group is thus dependent upon good relationships with the majority owners of the associated companies for both completion and results of current and future projects. If such co-operations no longer develop in a positive direction, it could result in disputes and the dissolution of associated companies and their assets realised on disadvantageous terms. If any of the above described risks would materialise, it could to a limited extent adversely affect the Group's business, results of operations, financial condition and prospects.

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

The Group is vertically integrated and currently operates 40 plants, of which two factories (the upstream business) supply raw material to the Group's other factories (the downstream business). Consequently, there is a risk that interruptions in one plant, especially any of the two plants involved in the upstream business, may adversely affect the supply to and thus the operations in a number of other plants operated by the Group. Consequently, production interruption will represent additional risks compared to several of the Group's competitors and other non-vertically integrated groups and businesses.

The manufacturing of the Group's products includes multiple technical processes and is reliant on complex machinery. The plants are subject to the risk of breakdowns, government shutdowns or suspensions, inefficiencies, operational human errors, sabotage and technical failures that may interrupt production operations or delay a resumption of production following a plant modification or a turnaround. Any material disruption at any of the Group's plants could impair its ability to use such facilities and several other plants and have a material impact on the Group's ability to produce and sell products or maintain business operations.

There is also a risk of production disruptions that may be caused by several factors such as fires, equipment failure, unplanned maintenance, operational human errors, insufficient routines, lack of control, delays in implementing new machinery or manufacturing methods or other production problems. Adequate spare parts and maintenance services may not be available in a timely manner to secure the continuation of the operations. Disruptions at one or more of the Group's plants or other facilities or infrastructure upon which it relies may also due to the Group being vertically integrated interrupt production further up or down the production chain and lead to a decrease in volumes and sales, potential loss of customers and damage claims by customers. If disruptions occur, alternative facilities with sufficient capacity or capabilities may not be available (or may be located in another region), may be characterised by substantially higher costs or may take significant time to start production. Moreover, long-term production disruptions may cause the Group's customers to seek alternative sources of supply, which could exacerbate any adverse effects experienced by the Group. Consequently, disruptions at any of Group's plants, and especially disruption at any two of the Group's current plants involved in the upstream business, could adversely affect its business, operating expenses and income.

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

The Group's ability to compete effectively depends in part on its ability to obtain, maintain, and protect proprietary information and other intellectual property rights. The Group generally relies on a combination of patent, trademark, copyright, domain name registration and trade secret laws, as well as contractual restrictions and physical measures to protect the Group's trade secrets, proprietary information and other intellectual property rights. The Group currently holds patents, pending patent applications, and other intellectual property rights, in relevant jurisdictions, that it believes may give it a competitive advantage in certain markets. However, the Group may not, in the future, be able to obtain patents, and it is possible that future applications may not result in the issuance of patents. Moreover, the Group's strategy for protecting intellectual property rights in relation to

employees may be deficient in certain instances, for example if the Group fails to impose sufficient non-disclosure commitments or if the employees or consultants involved in the creation of intellectual property are not covered by sufficient provisions for transferring of such intellectual property to the Group. The occurrence of such an event may negatively impair the Group's ability to protect its intellectual property rights. Such development could adversely affect the Group's business and prospects.

If the Group's protection of its intellectual property rights is not sufficient or if the Group does infringe third party intellectual property rights, this may result in an adverse effect on the Group's business, results of operations and prospects. Further, the Group relies on trade secret laws and practices to protect its proprietary information and confidentiality agreements with its employees, consultants, business partners, potential licensees and others to protect its trade secrets and other proprietary information. There can, however, be no assurances that such protective measures will effectively prevent disclosure or unauthorised use of proprietary information or provide an adequate remedy in the event of misappropriation, infringement or other violations of the Group's proprietary information and other intellectual property rights.

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

The Group is dependent on development of new, improved, or more cost-effective materials, production processes and technologies

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

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

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

2.3 Risks related to laws, regulations and litigations

The Group could be materially adversely affected by pending or future legal proceedings or investigations, for instance the European Commission's ongoing styrene monomer investigation in relation to Synbra Holding B.V. and its subsidiary BEWiSynbra RAW B.V. (jointly "Synbra" and jointly with all of their subsidiaries, the "Synbra Group"), and the Group's involvement in such investigations or other proceedings may result in significant fines and damages

There is a risk that the Group may become involved in disputes, legal proceedings, investigations, litigation or arbitration brought by customers or other counterparties, regulatory authorities or governments.

The Group completed the acquisition of the Synbra Group in May 2018. On 5 June 2018 the European Commission (the "**Commission**") confirmed that it had carried out unannounced inspections in several Member States at the premises of companies active in styrene monomer purchasing as a preliminary step in investigations into suspected anticompetitive practices (the "**Styrene Monomer Investigation**"). No Group entity was involved in the Commission's unannounced inspections. Since October 2018 Synbra is, however, included in the Commission's ongoing Styrene Monomer Investigation in respect of Synbra's potential involvement into suspected anticompetitive practices during 2013 and 2014. No formal charges stating an infringement have been brought forward by the Commission against Synbra yet, but there is a risk that such formal charges will be brought forward.

If the Commission concludes that Synbra was engaged in anti-competitive behaviour under the Styrene Monomer Investigation, the Commission may impose a fine on Synbra. Such potential fine is calculated in accordance with the Commission's guidelines on the method of setting fines and in general on the basis of a percentage of relevant purchases and duration. An additional deterrence may be applied for cartels. The potential fine may be increased by aggravating factors (e.g. ringleader, repeat offender or obstructing investigation) and may be decreased by mitigating factors (e.g. limited role or conduct encouraged by legislation). Discounts may be applied for leniency and settlement. The maximum amount of a potential fine should as a general rule and so long as the groups are deemed legally separated not exceed 10% of the Synbra Group's worldwide turnover in the year preceding the Commission's potential fine decision. It can, however, not be excluded that a potential fine could be up to 10% of the Group's worldwide turnover in the year preceding the Commission's potential fine decision.

The Group has received customary warranties in relation to, *inter alia*, compliance with laws, from the sellers of Synbra and such warranties are insured under a warranty and indemnity policy. Such warranty and indemnity insurance is capped at EUR 15 million and contains specific and customary qualifications and carve-outs (including knowledge qualifiers) in relation to, *inter alia*, the cover for the compliance with laws warranty. Consequently, there is a risk that the Group may not receive benefits under the insurance upon the occurrence of an insured event, or that such benefits may be limited, and that a potential fine will not be covered by the insurance or that it exceeds the liability limit of such insurance.

The results of any pending or future investigation or proceeding, litigation or arbitration brought by customers or other counterparties, regulatory authorities or governments (including but not limited to the Styrene Monomer Investigation) can, if an unfavourable decision is received by the Group, consist of significant fines, damages, third party claims and/or negative publicity which could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

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

The Group is a manufacturer in the industry sector and the Group's operations have an impact on air, water, land and biological processes. The Group is thus subject to wide variety of environmental regulation in respect of water use, air, emissions, use of recycled materials, energy sources, storage, handling, treatment and transportation, such as the Industrial Emissions Directive 2010/75/EU, REACH, Regulation 1907/2006 of the European Parliament and

of the Council of December 18, 2006, the Kyoto Protocol relating to the reduction of greenhouse gas emissions, the EU Emissions Trading Scheme and Directive 2004/35/EC of the European Parliament and of the Council of April 21, 2004 concerning environmental liability and the prevention and remedying of environmental damage. Compliance with these rules and regulation is an important aspect of the Group's ability to continue its operations. There is a risk that the Group incur costs related to changes to applicable regulation, stricter enforcement of applicable regulation or claims brought by third parties or governmental agencies. In addition, there is a risk that businesses that the Group has acquired, prior to such acquisition, have not always complied with all applicable environmental regulation nor that the operational sites are not polluted. Each such risk could adversely affect the Group's operating expenses.

The Group's main products use plastic materials that derive from refined fossil fuels (oil). There is a risk that these materials may over time be subject to restrictions and environmental taxes in line with efforts to limit greenhouse gas emissions, which would impact the entire market for plastic products. The Group may not in such scenario succeed in developing renewable or recycled sources for the production of EPS and products that are biodegradable at volumes equal to its existing business, which would have a material adverse effect on the Group's business, sales and results of operation.

The Group's operations and sales are subject to upcoming regulation and requirements.

In 2019 the substance styrene was classified by International Agency for Research on Cancer as group 2A meaning that it is probably carcinogenic to humans. Although this classification had no direct impact, it is the basis for a review of related regulation. For EPS food contact packaging, including fish boxes, a specific migration limit ("SML") will be introduced. There is a risk that the SML will be set at a low level, which could have significant impact on the sales of these products. In addition, there is a risk of changes of limit values for styrene related to workers exposure and indoor air quality, which could have significant impact on the Group in relation to cost, price, product image, market shares and margins of the Group.

There is a risk of other changes in regulation regarding additives used in the Group's production. More restrictive chemicals regulation can be expected, which could have an impact on cost, price, product image, market shares and margins of the Group.

There is an increasing pressure towards more stringent fire safety regulation and insurance policies and hence a risk of regulation or changed regulation which may limit the use of EPS insulation. This can have an adverse effect on cost, price, product image, market shares and margins of the Group. If the Group cannot replace any lost sales due to such regulation or changed regulation with Xire or other products, it would have a material adverse effect to the Group's sales and results of operation.

With relation to the European Green deal and CEAP (Circular Economy Action Plan) there is a risk of additional requirements. Such requirement may adversely affect the Group's cost to produce affected products and limit the sales of such products. In addition, there is a risk of more stringent requirements related to recycled content and recyclability for various products. This can have an adverse effect on cost, price, product image, market shares and margins of the Group. The Group has a focus on recycling of its products and circularity and is developing BioFoam. If the Group cannot replace any lost sales due to such stringent requirements with BioFoam or other products (such as recycled raw material), it would have a material adverse effect to the Group's sales and results of operation.

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

The Group operates in multiple countries and is therefore subject to compliance with a variety of local and international laws and regulations, which is an inherent risk of international operations. The Group is subject to numerous regulations, including labour and employment, product liability regulations, customs, competition, tax, environmental and zoning and occupancy laws and ordinances that regulate its operations. If these regulations

were violated by the Group's management or employees, the Group could be subject to substantial fines or penalties, damages or claims from third parties, and suffer reputational harm, which could adversely affect the Group's relationship with its stakeholders, reduce demand for the Group's products and adversely affect the Group's business, operating expenses and prospects.

Similarly, there is a risk that changes in laws could make operating the Group's business more expensive or require the Group to change the way it does business. For example, the Group employed 1,432 people as of 30 September 2020 and changes in laws related to employee hours, wages, job classification and benefits could significantly increase operating costs. In addition, changes in product safety or environmental laws, or a development to a stricter implementation and application by the authorities of existing laws and regulations, could lead to increased costs or a ban of certain products produced by the Group. Such changes may require that the Group makes further investments, with increased costs and other commitments for the Group as a result. It may be difficult for the Group to foresee regulatory changes impacting its business and the actions needed to respond to changes in laws, rules or regulations could be costly and may adversely affect the Group's business, operating expenses and prospects.

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

The Group primarily financed its operations through equity, own cash flow and interest-bearing debt, mainly consisting of two issued bond loans and a Revolving Credit Facility. The first bond loan amounts to EUR 75 million with a maturity date of 19 April 2022 and the second bond loan amounts to EUR 65 million with a maturity date of 22 November 2023. There is a risk that financing cannot be obtained or renewed on the expiry of their respective terms, or can only be obtained at unfavourable terms and conditions. If the Group fails to obtain necessary financing in the future, or to less favourable terms and conditions, it may have a material adverse effect on the Group's business, financial position and financial expenses.

The Group's financing arrangements contain certain covenants and general undertakings, which are customary in financing of this type, which impose restrictions on the Group's operations, and impose financial restrictions on the Group. These agreements limit the Group's ability to, amongst other things: incur additional indebtedness, make certain disposals, conduct corporate reorganisations, make investments or acquisitions. Even though these limitations are subject to carve-outs and limitations, some of the covenants applicable to the Group, such as for example incurrence test covenants, could limit the Group's ability to finance future operations and capital needs and its ability to pursue investments and acquisitions in accordance with its current strategy that may be in the Company's and/or the Group's interest. In particular, the Group is subject to certain financial covenants, restrictions on its ability to pay dividends or other distributions, as well as a change of control of the Company. Consequently, there is a risk that the Group's financing arrangements may limit the Group's business and distributions to its shareholders.

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

As a result of the Group's growth through acquisitions, intangible assets in the form of goodwill constitute a large part of the Group's total assets (per 30 September 2020, the Group reported goodwill in the amount of EUR 79.8 million in its balance sheet). These intangible assets are following acquisitions subject to impairment tests, which can result in higher impairment costs depending on the amount of goodwill reported as part of the transaction and how the acquired company performs in relation to expectations. Reporting impairments includes uncertainty as the Company must make forward-looking assumptions calculating the recoverable amount based, among other things, on assumptions about future cash flows. A negative trend in the business activities may force the Company to report impairment equal to all or part of the booked value and if impairment must be reported, this may have a material adverse effect on the Group's operating expenses and financial condition.

The Company is dependent on cash flows from subsidiaries

The Company's main assets consist of shares in underlying subsidiaries. The ability to bear the costs for e.g. interest-bearing debt and to pay potential dividend to the shareholders in accordance with the Company's current dividend policy to target yearly dividend payments of approximately 30-50% of the Group's net profit for the year (subject to legal and contractual constraints as further set out in Section 6.2 "Legal and contractual constraints on the distribution of dividends") are dependent of payments and dividends from subsidiaries, as this represents the Company's and BEWi's cash flow. The transfer of funds from subsidiaries may be limited or prevented by both legal and contractual requirements applicable to the Group, including, but not limited to, any limitations with respect to dividend payments set out in shareholders' agreements entered into by a Group company, legal requirements regarding available funds for dividend payments and thin-capitalisation rules. Limitations with respect to the possibility of transferring funds from subsidiaries may adversely affect the Company's liquidity and results.

2.4 Risks related to the Shares

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

Following completion of the Offering, Frøya Invest AS' holding in the Company will amount to between 55.2 - 55.7% of the total number of Shares and votes in the Company. Hence, Frøya Invest AS has significant influence of matters subject to approval by the shareholders in the Company, including continued significant influence over the Company's Management and business. These matters also include election of board of directors, mergers or sales of assets and issuance of additional shares or other equity related securities, which may dilute the economic and voting rights of the existing shareholders. The interests of Frøya Invest AS may not be aligned with and may differ significantly from or may compete with the Company's interests or those of the other shareholders. It is possible that Frøya Invest AS could exercise its influence over the Company in a manner that does not promote the interests of the other shareholders. For example, there could also be a conflict between the interests of Frøya Invest AS and the interests of the Company or its other shareholders with respect to dividends or other fundamental corporate matters. The concentration of ownership could delay, postpone or prevent a change of control in the Company, and impact mergers, consolidations, acquisitions or other forms of combinations, as well as distributions of profit, which may or may not be desired by other investors. Such conflicts could have a material adverse effect on the Company's business and prospects.

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

Sales of substantial amounts of Shares in the public market following the Listing or the perception that such sales could occur, could adversely affect the market price of the Shares, making it more difficult for shareholders to sell their Shares at a time and price that they deem appropriate. As of the date of this Prospectus, the Company's major shareholders Frøya Invest AS, Verdane ETF III SPV K/S and Verdane Skuld 1 AS, the Board Members and the Company's CEO, CFO and COO hold approximately 74% of the total number of Shares and votes in the Company and are subject to agreements with the Managers that, subject to certain conditions and exceptions, restrict their ability to sell or transfer Shares for the period ending 28 February 2021. The representatives of the Managers may, in their sole discretion and at any time, waive the restrictions on sales or transfer during these respective periods. Additionally, following these respective periods, all such Shares will be eligible for sale or other transfer in the public market, subject to applicable securities laws restrictions.

Future issuances of Shares or other securities could dilute the holdings of shareholders and could affect the Shares' market price

The Company may in the future decide to offer additional Shares or other securities in order to finance new capital intensive projects, in connection with unanticipated liabilities or expenses or for any other purposes. Depending

on the structure of any future offering, certain existing shareholders may not have the ability to purchase additional equity securities. In the Company's general meeting on 16 November 2020 the Board of Directors of the Company was authorised to increase the Company's share capital by up to NOK 33,107,044 and to set aside the shareholders pre-emptive rights in connection with such share issues, see further information on such authorisations in Section 14.6 below. An issuance of additional equity securities or securities with rights to convert into equity could reduce the market price of the Shares and would dilute the economic and voting rights of the existing shareholders if made without granting subscription rights to existing shareholders. Accordingly, the shareholders bear the risk of any future offerings reducing the market price of the Shares and/or diluting their shareholdings in the Company.

3 STATEMENT OF RESPONSIBILITY

This Prospectus has been prepared in connection with the Offering and the Listing of the Shares on the Oslo Stock Exchange, alternatively Euronext Expand.

The Board of Directors of the Company hereby declare that, that to the best of their knowledge, the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omissions likely to affect its import.

Trondheim, 30 November 2020

Gunnar Syvertsen
Chairman of the Board

Christina Schauman
Board Member

Stig Wærnes
Board Member

Anne-Lise Aukner
Board Member

Per Nordlander
Board Member

4 GENERAL INFORMATION

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

This Prospectus has on 30 November 2020 been approved by the Financial Supervisory Authority of Norway (Nw.: *Finanstilsynet*, the "**Norwegian FSA**"), as competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval shall 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 Shares.

The Prospectus is valid for a period of 12 months from the date of approval by the Norwegian FSA.

4.2 Other important investor information

The information contained in this Prospectus is current as at the date of the Prospectus and is subject to change or amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, every significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus which may affect the assessment of the Shares and which arises or is noted between the time of approval of this Prospectus by the Norwegian FSA and the Listing of the Shares on the Oslo Stock Exchange, alternatively Euronext Expand, will be included in a supplement to this Prospectus. Except as required by applicable law and stock exchange rules the Company does not undertake any duty to update the information in this Prospectus. The publication of this Prospectus shall not under any circumstances create any implication that there has been no change in the Company'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, advisors or selling agents of any of the foregoing.

The Company has furnished the information in this Prospectus. No representation or warranty, express or implied is made by the Managers 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 assume no responsibility for the accuracy or completeness or the verification of this Prospectus and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this Prospectus or any such statement.

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 securities and any 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. None of the Managers intends to disclose the extent of any such investment or transactions other than in accordance with legal or regulatory obligation to do so. 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.

4.3 Presentation of financial and other information

4.3.1 Financial information

The Company was incorporated on 29 July 2020, and was through a share exchange transaction with the former shareholders of BEWiSynbra Group AB (publ) ("**BEWiSynbra**") in August 2020 reorganised with BEWi ASA as the new holding company of the Group (the "**Reorganisation**", see Section 14.2.2 for further details about the Reorganisation).

As the Reorganisation was a transaction between two companies (BEWiSynbra and the new holding company BEWi ASA) with the same shareholders, the transaction is considered to be a transaction under common control. The implications are that the carrying values of assets and liabilities in BEWiSynbra are recognised in the Group (with BEWi ASA as the new parent company) with the same carrying values as in BEWiSynbra, i.e. in line with predecessor accounting (i.e. to continuity) and with no fair value adjustments. Furthermore, as the Reorganisation is considered to be a capital reorganisation from an accounting perspective, BEWiSynbra's historical consolidated financial statements represent the Group's historical financial information going forward, and as such these financial statements reflect the Group's historical activities.

Financial information in the Prospectus has been derived from the following financial statements:

1. BEWiSynbra Group AB (publ)'s audited consolidated financial statements as of, and for the years ended, 31 December 2019, 31 December 2018 and 31 December 2017, prepared in accordance with International Reporting Standards and the interpretations provided by IFRS Interpretations Committee ("**IFRIC**") as approved by the EU ("**IFRS**") (the "**Financial Statements**"). These financial statements have SEK as presentation currency, but have been converted to EUR and are presented in this Prospectus as unaudited EUR figures (see further details about the conversion from SEK to EUR in Section 4.3.5 "*Exchange rates*" below).
2. BEWi ASA's consolidated interim report for the three and nine months' periods ended 30 September 2020 prepared in accordance with IAS 34, with comparable financial information for the three and nine months' periods ended 30 September 2019, subject to a limited review by PricewaterhouseCoopers AS (the "**Interim Financial Statements**"). This financial report has EUR as presentation currency.

In connection with the Listing, BEWi ASA has prepared audited interim condensed financial statements (for the parent company) for the period from 29 July 2020 (date of incorporation) to 30 September 2020, in accordance with IFRS. This financial statement is available on the Company's website and is incorporated by reference to this Prospectus.

The BEWiSynbra Financial Statements have been audited by PricewaterhouseCoopers AB. The BEWi Financial Statements and the parent company financial statement for BEWi ASA have been audited by PricewaterhouseCoopers AS.

4.3.2 Industry and market data

In this Prospectus, the Company has used industry and market data obtained from independent industry publications, market research and other publicly available information. While the Company has compiled, extracted and reproduced industry and market data from external sources, the Company has not independently verified the correctness of such data. The Company cautions prospective investors not to place undue reliance on the data mentioned above. 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.

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, however, source references to websites shall not be deemed as incorporated by reference to this Prospectus.

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 these 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 statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Group'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.

4.3.3 *Alternative performance measures (APMs)*

To enhance investors' understanding of BEWi'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. The Group uses the following APMs:

Organic growth	Organic growth is defined as the growth in net sales for the reporting period compared to the same period last year, excluding the impact from currency and acquisitions. It is a key ratio as it shows the underlying sales growth.
EBITDA	Earnings before interest, taxes, depreciations and amortisations. EBITDA is a key performance indicator that the Group considers relevant for understanding the generation of profit before investments in fixed assets.
EBITDA margin	EBITDA as a percentage of net sales. The EBITDA margin is a key performance indicator that the Group considers relevant for understanding the profitability of the business and for making comparisons with other companies.
EBITA	Earnings before interest, taxes, and amortization. EBITA is a measure of company profitability used by investors. It is helpful for comparison of one company to another in the same line of business.
EBIT	Earnings before interest and tax. EBIT is a key performance indicator that the Group considers relevant, as it facilitates comparisons of profitability over time independent of corporate tax rates and financing structures. Depreciations are included, however, which is a measure of resource consumption necessary for generating the result.
EBIT margin	EBIT as a percentage of net sales. The EBIT margin is a key performance indicator that the Group considers relevant for understanding the profitability of the business and for making comparisons with other companies.
Items affecting comparability	Items affecting comparability includes costs related to the planned Offering and Listing, transaction costs related to acquired entities, including release of negative goodwill from acquisitions, severance costs and other normalisations such as divestment of real estate, closing of facilities, unscheduled raw material production stops and other.

Adjusted (adj.) EBITDA	Normalised earnings before interest, tax, depreciation and amortisation (i.e. items affecting comparability and deviations are added back). Adjusted EBITDA is a key performance indicator that the Group considers relevant for understanding earnings adjusted for items affecting comparability.
Adjusted (adj.) EBITDA margin (%)	EBITDA before items affecting comparability as a percentage of net sales. The adjusted EBITDA margin is a key performance indicator that the Group considers relevant for understanding the profitability of the business and for making comparisons with other companies.
Adjusted EBIT	Normalised earnings before interest and tax (i.e. non-recurring items and deviations are added back). Adjusted EBIT is a key performance indicator that the Group considers relevant for understanding earnings adjusted for non-recurring items affecting comparability.
Operating cash flow	Earnings before interest and tax, adjusted for items not affecting cash flow and changes in operating capital. Operating cash flow is a key performance indicator that shows the contributions of the business to the cash flow for financing of investments and acquisitions.
Equity ratio	Total equity in relation to total assets. The equity ratio is a key performance indicator that the Group considers relevant for assessing its financial leverage.
NPI	R&D success is measured by the New Product Index, which is defined as gross turnover from new products as a share of total gross turnover.
Net debt	Interest-bearing liabilities excluding obligations relating to employee benefits, minus cash and cash equivalents. Net debt is a key performance indicator that is relevant both for the Group's calculation of covenants based on this indicator and because it indicates the Group's financing needs.

The APMs presented herein are not measurements of performance under IFRS or other generally accepted accounting principles and investors should not consider any such measures to be an alternative to: (a) operating revenues or operating profit (as determined in accordance with IFRS or other generally accepted accounting principles), as a measure of BEWi's operating performance; or (b) any other measures of performance under generally accepted accounting principles. The APMs presented herein may not be indicative of the Group's historical operating results, nor are such measures meant to be predictive of the Group's future results. The Company believes that the APMs presented herein are commonly reported by companies in the countries in which it competes and are widely used by investors in comparing performance on a consistent basis without regard to factors such as depreciation and amortisation, which can vary significantly depending upon accounting methods (particularly when acquisitions have occurred) or based on non-operating factors. Accordingly, BEWi discloses the APMs presented herein to permit a more complete and comprehensive analysis of its operating performance relative to other companies and across periods, and of BEWi's ability to service its debt. Because companies calculate the APMs presented herein differently, BEWi's presentation of these APMs may not be comparable to similarly titled measures used by other companies.

4.3.4 Currencies

In this Prospectus, all references to "**NOK**" are to the lawful currency of Norway, all references to "**SEK**" are to the lawful currency of Sweden, all references to "**DKK**" are to the lawful currency of Denmark, all references to "**GBP**" are to the lawful currency of United Kingdom, all references to "**EUR**" are to the lawful common currency of the EU member states who have adopted the Euro as their sole national currency, and all references to "**USD**" are the lawful currency of the United States.

4.3.5 Exchange rates

SEK has historically been applied as the presentation currency for BEWiSynbra's consolidated financial statements. The Group has decided to change the presentation currency from SEK to EUR for the consolidated financial reporting. The transition has been implemented retrospectively in the Interim Financial Statements, with reference to the provisions of IAS 21 The Effects of Changes in Foreign Exchange Rates.

In order to facilitate the comparison of 2019, 2018, 2017 Financial Statements presented historically in SEK with the financial figures presented in EUR in the Interim Financial Statements, the 2019, 2018 and 2017 figures (fetched from the audited Financial Statements) have been translated from SEK to EUR. The exchange rates

applied are the average exchange rate SEK to EUR for the respective year of 2019, 2018 and 2017, and the year-end exchange rate SEK to EUR as of year-end 2019, 2018 and 2017. See Section 11.1 for further details regarding the change of presentation currency.

The following table sets out the actual SEK exchange rate against EUR, as well as SEK against NOK and DKK for the financial years ended 31 December 2017, 2018 and 2019 and the nine months ending 30 September 2019 and 2020, in each case rounded to the nearest four decimal places, based on the average monthly exchange rate announced by Riksbanken (Sweden's Central Bank).

Average rate

	Nine months ended 30 September		Year ended 31 December		
	2020	2019	2019	2018	2017
EUR	10.56	10.57	10.59	10.26	9.63
NOK	0.99	1.08	1.07	1.07	1.03
DKK	1.42	1.42	1.42	1.38	1.29

Period end rate

	Nine months ended 30 September		Year ended 31 December		
	2020	2019	2019	2018	2017
EUR	10.54	10.73	10.43	10.28	9.85
NOK	0.95	1.08	1.06	1.02	1.00
DKK	1.42	1.44	1.40	1.38	1.32

4.3.6 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 Company's current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, such as the terms "anticipates", "assumes", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "should", "will", "would" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements are not historic facts. They appear, among other areas, in the following sections in this Prospectus, Section 7 "*Industry and Market Overview*", Section 8 "*Business of the Group*", and Section 11 "*Selected Historical Financial Information*", and include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, financial strength and position of the Group, operating results, liquidity, prospects, growth, the implementation of strategic initiatives, as well as other statements relating to the Group's future business development and financial performance, and the industry in which the Group operates, such as, but not limited to, statements relating to:

- the Group's strategy, outlook and growth prospects;
- the Group's operational and financial objectives, including statements as to the Company's medium or long-term growth, margin, and dividend policy;

- the competitive nature of the business in which the Group operates and the competitive pressure and competitive environment in general;
- earnings, cash flow, dividends and other expected financial results and conditions;
- the expected growth and other developments of the industries which the Group operates;
- the Group's planned investments;
- forecasts; and
- the Group's liquidity, capital resources, capital expenditures, and access to funding.

Prospective investors in the Offer Shares are cautioned that forward-looking statements are not guarantees of future performance and that the Group's actual financial position, operating results and liquidity, and the development of the industry in which the Group operates, may differ materially from those made in, or suggested, by the forward-looking statements contained in this 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.

The risks that could affect the Group's future results and could cause results to differ materially from those expressed in the forward-looking statements are discussed in Section 2 "*Risk Factors*".

The information contained in this Prospectus, including the information set out under Section 2 "*Risk Factors*", identifies additional factors that could affect the Group's financial position, operating results, liquidity and performance. Prospective investors in the Shares are urged to read all Sections of this Prospectus and, in particular, Section 2 "*Risk Factors*" for a more complete discussion of the factors that could affect the Group's future performance and the industry in which the Group operates when considering an investment in the Company.

These forward-looking statements speak only as at the date on which they are made. The Company undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Group or to persons acting on the 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 Company has applied for the Listing of all of its Shares on the Oslo Stock Exchange, alternatively Euronext Expand. The Company believes the Offering and the Listing will:

- further diversify the shareholder base and enable additional equity investors to take part in BEWi's potential value creation;
- further enhance the BEWi's profile with investors, business partners and customers;
- further enhance the ability of BEWi to attract and retain key management and employees; and
- further facilitate the use of Shares as currency in M&A transactions and provide access to capital markets.

The gross proceeds from Offering are expected to amount to approximately NOK 25 million and net proceeds of approximately NOK 21.5 million, based on estimated total transaction costs of approximately NOK 3.5 million in connection with the Listing and the Offering to be paid by the Company. The Company intends to use the net proceeds to strengthen the financial flexibility for the Company's M&A strategy.

6 DIVIDENDS AND DIVIDEND POLICY

6.1 Dividends policy

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

In deciding whether to propose a dividend and in determining the dividend amount, the Board of Directors will take into account legal restrictions, as set out in Section 6.2 "*Legal and contractual constraints on the distribution of dividends*" below, as well as capital expenditure plans, financing requirements and maintaining the appropriate strategic flexibility. There can be no assurance that in any given year a dividend will be proposed or declared.

Neither the Company nor BEWiSynbra has paid any dividends during the financial years 2019, 2018 or 2017.

6.2 Legal and contractual constraints on the distribution of dividends

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

Under the terms and conditions for BEWi's Bond Loan 2018/2022 and Bond Loan 2019/2023 and the Company's SSRCF, as further described in Section 12.9 "*Material Borrowings*", BEWiSynbra is only permitted to distribute dividends to its shareholders if the Incurrence Test (as defined in the terms and conditions and the SSRCF) is met and the aggregate amount of all distributions (defined as Restricted Payments in the terms and conditions and the SSRCF) of BEWiSynbra and its subsidiaries (referred to as the "**BEWiSynbra Group**" in this Section 6.2) in any fiscal year does not exceed 50% of the BEWiSynbra Group's consolidated net profit for the previous fiscal year.

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

- a) Section 8-1 of the Norwegian Public Companies Act regulates what may be distributed as dividend, and provides that the Company may distribute dividends only to the extent that the Company after said distribution still has net assets to cover (i) the share capital and (ii) other restricted equity (i.e. the reserve for unrealised gains and the reserve for valuation of differences).
- b) The calculation of the distributable equity shall be made on the basis of the balance sheet included in the approved annual accounts for the last financial year, provided, however, that the registered share capital as of the date of the resolution to distribute dividend shall be applied. Following the approval of the annual accounts for the last financial year, the General Meeting may also authorise the Board of Directors to declare dividends on the basis of the Company's annual accounts. Dividends may also be resolved by the General Meeting based on an interim balance sheet which has been prepared and audited in accordance with the provisions applying to the annual accounts and with a balance sheet date not further into the past than six months before the date of the General Meeting's resolution.

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

Pursuant to the Norwegian Public Companies Act, the time when an entitlement to dividend arises depends on what was resolved by the General Meeting when it resolved to issue new shares in the company. A subscriber of new shares in a Norwegian public limited company will normally be entitled to dividends from the time when the relevant share capital increase is registered with the Norwegian Register of Business Enterprises. The Norwegian Public Companies Act does not provide for any time limit after which entitlement to dividends lapses. Subject to various exceptions, Norwegian law provides a limitation period of three years from the date on which an obligation is due. There are no dividend restrictions or specific procedures for non-Norwegian resident shareholders to claim dividends. For a description of withholding tax on dividends applicable to non-Norwegian residents, see Section 16 "*Norwegian taxation*".

6.3 Manner of dividends payment

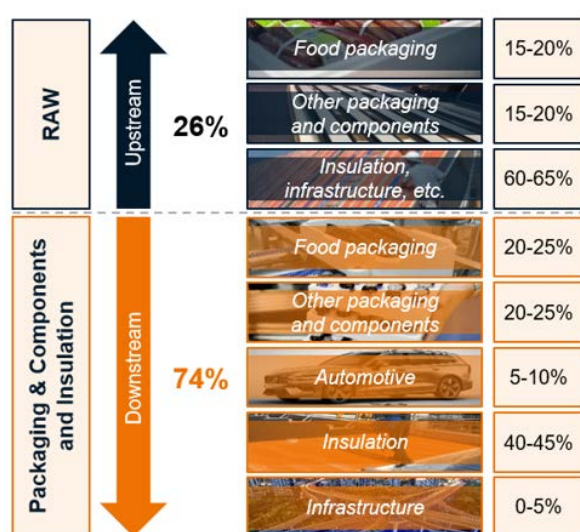
Any future payments of dividends on the Shares will be denominated in the currency of the bank account of the relevant shareholder, and will be paid to the shareholders through the VPS Registrar. Shareholders registered in the VPS who have not supplied the VPS Registrar with details of their bank account,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

7 INDUSTRY AND MARKET OVERVIEW

7.1 Overview

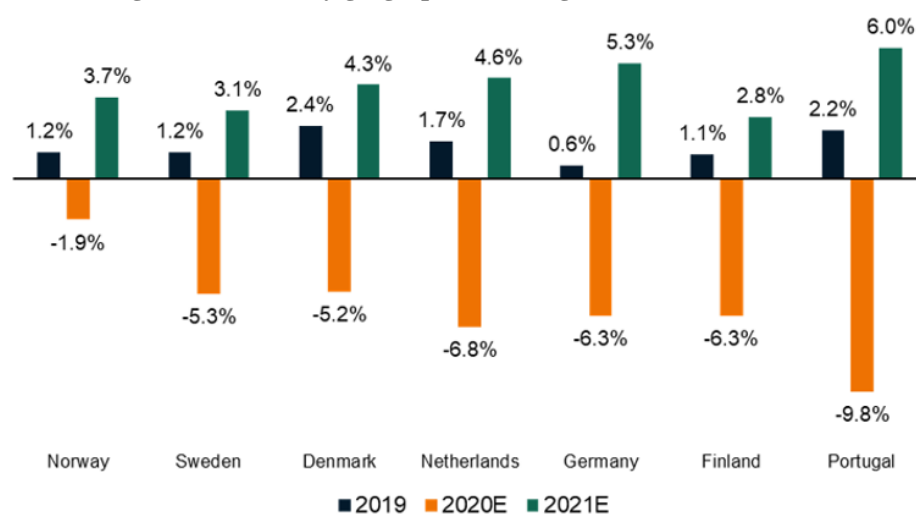
BEWi is a vertically integrated provider of packaging, components and insulation solutions to various European customers. In its upstream operation BEWi manufactures EPS (Expanded Polystyrene) beads that are either sold or used for the Group's downstream products. In the downstream operation the Group manufactures various value-added products for its packaging and components, and insulation segments (for further information on the segments, please see Section 8.1). The Group is thus exposed to various end-markets. The Group has a large geographic footprint with activities across Europe. Consequently, the Group is diversified, both in terms of end-market exposure as well as geographic exposure. Management's views of the Group's end-market exposure are summarised below.

Diversified end-market exposure in upstream and downstream (share of net sales in 2019)



BEWi's key end-markets include food packaging (20-25% of downstream net sales in 2019), building insulation (60-65% of upstream net sales in 2019, 40-45% of downstream net sales in 2019) and technical components to industries such as the automotive industry and HVAC (Heating, Ventilation and Air Conditioning).

Economic growth across key geographies (GDP growth in %)



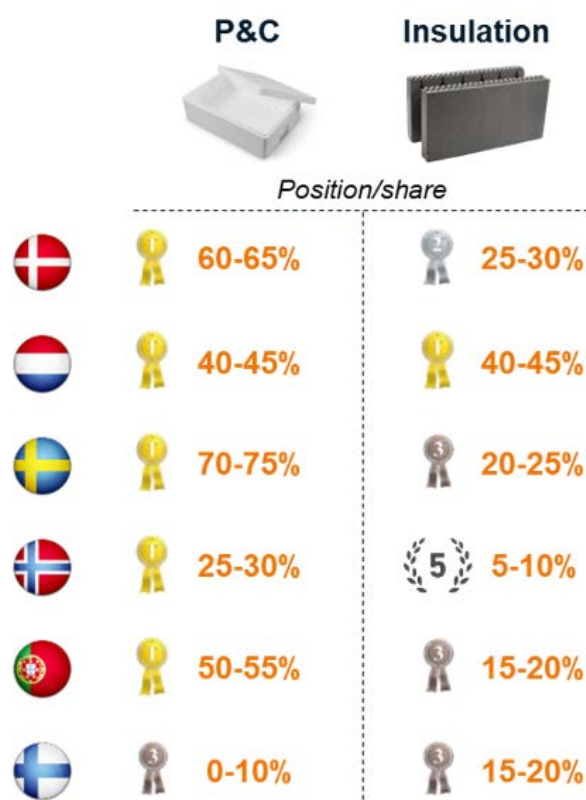
Source: Statistics Norway¹, European Commission²

The exhibit above summarises the GDP development in some of the geographies the Group is exposed to. Due to the adverse effects from the prevailing Covid-19 pandemic, 2020 GDP growth is estimated to be negative in all the countries above. The overall implications for BEWi have been limited due to the diversified business model.

As a result of the Group's diversified end-market exposure, general economic growth across the Group's relevant geographic markets is a key growth indicator for the Group. While the Group is exposed to markets across most of Europe, the majority of its business is conducted in Western and Northern European countries. The Company holds market positions within Packaging & Components in Denmark, the Netherlands, Sweden, Norway, Finland and Portugal, as well within Insulation in the Netherlands, Denmark, Sweden, Norway, Portugal and Finland.

The Group also holds market positions within Insulation in Germany, France and the UK and within Packaging & Components in the UK through Joint Ventures in which the Group holds minority shareholdings.

BEWi's market position in key markets

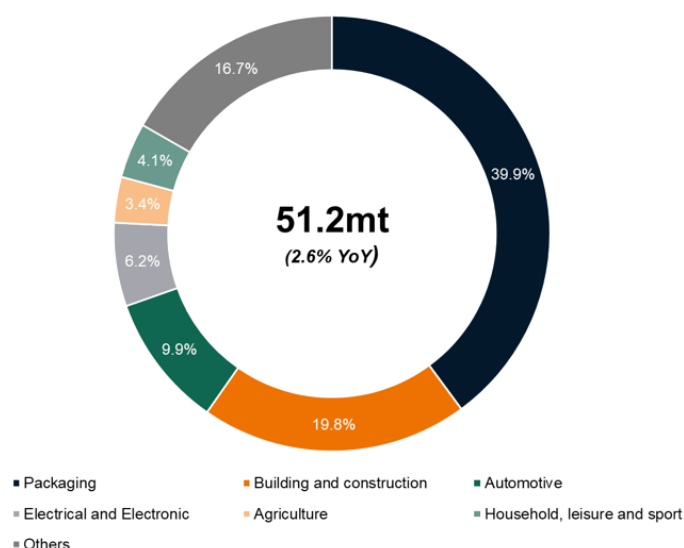


Source: Management estimates

¹ Statistics Norway. (2020, 20. October) *Economic trends*. <https://www.ssb.no/en/nasjonalregnskap-og-konjunkturer/statistikker/kt>

² Statistics Norway. (2020, 20. October) *Economic trends*. <https://www.ssb.no/en/nasjonalregnskap-og-konjunkturer/statistikker/kt>

Plastic demand by market in Europe 2018



Note: 2018 data

Source: PlasticsEurope³

The demand for plastic continues to grow due to its unique properties and versatility making it relevant for a wide range of application. Plastic continues to grow its application areas as well acting as a substitute for other more traditional materials such as wood and metals. This trend is driven by its attractive value proposition of being lightweight, durable, versatile, cost efficient and recyclable. Plastics are being used across a wide range of sectors in Europe, including e.g. packaging, building and construction, automotive, electrical and electronic components, households, leisure, sports and agriculture. Plastics' value proposition is currently difficult to match by competing materials meaning that the threat of substitution is limited in the short- to medium term, with the exception of single-use food packaging due to challenging recycling infrastructure and economics. For more information about BEWi's sustainability effort, see Section 8.7 "Sustainability initiatives".

Barriers to entry

First, entering the EPS market requires significant capital expenditures. The establishment is both cost and time consuming, making it difficult to penetrate into already capitalised markets. Investments have to be made in factories, machines, tools and competence. According to management, the cost for opening a new EPS factory is normally at least EUR 50 million. Additionally, environmental and other regulatory permits are required to establish the factory.

Second, one has to have local presence and often nationwide customer coverage. Since transportation costs are high for EPS, it is critical for facilities to be in proximity of their customers.

Third, first mover's advantage is crucial for the EPS industry, meaning that EPS facilities are not set up next to each other. Once a plant and a client relationship is established, it will rarely be profitable to establish factories in proximity to others.

Fourth, the customer relationships are often long-standing in the industry. Often the EPS products have been manufactured specifically to the customer subject to a long-term contract, and changing supplier will be expensive for both parties. R&D expenses related to these products are often split between the facility and the customer,

³ PlasticsEurope. (2019). *Plastics – the Facts 2019*. <https://www.plasticseurope.org/en/resources/market-data>

increasing the customer's stickiness, hence decreasing the churn rate. For BEWi, the average length of existing relationship is above 20 years for Packaging & Components and above 10 years for Insulation.

7.2 RAW

7.2.1 Description

The Group's RAW segment is focused on production of cellular plastics including white and grey EPS, XPS and BioFoam®, which the Group sells internally as well as externally. All production is conducted at the Group's plants in Etten-Leur in the Netherlands and Porvoo in Finland.

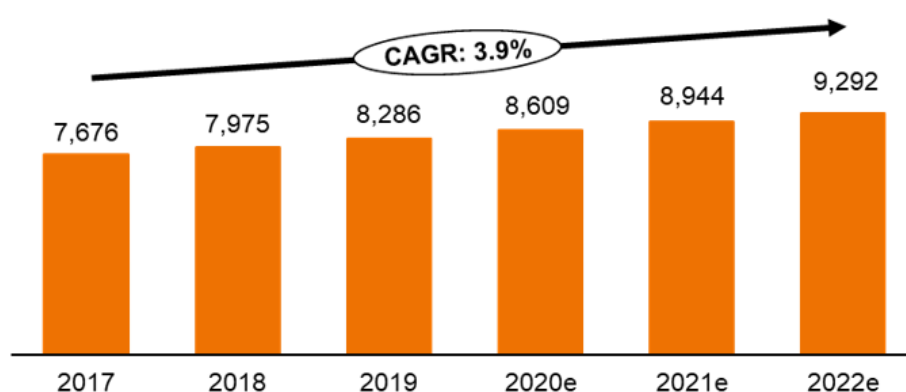
7.2.2 Price and cost determinants

Styrene is the main input factor in EPS production, which is a globally traded commodity made from oil with total production estimated to approximately 33 million tonnes each year. Thus, the price of EPS beads fluctuates with the styrene price, as well as with oil prices, indirectly.

The styrene gap is the difference between the price BEWi pays for styrene and the price achieved for EPS sold (internally and externally). This price gap is directly related to the RAW segment only, but is still an important performance indicator for the company as a whole. Customers' price expectations are linked to current styrene prices and expectations for coming months, which stabilise the gap over time (ie. it is more challenging to compensate for large inter-month price fluctuations than longer-term fluctuations due to renegotiation of contracts).

7.2.3 Demand overview

Global EPS market development (mt)

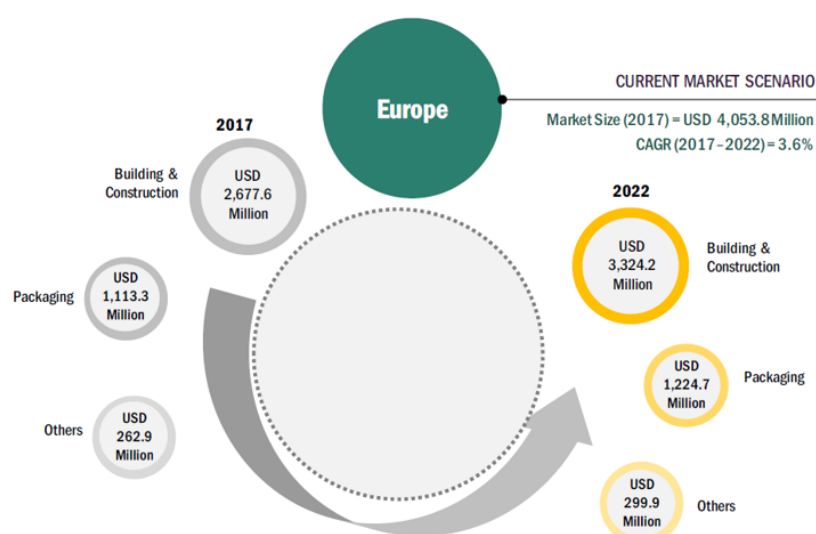


Source: Expanded Polystyrene Market – Global Forecast to 2022⁴

The global demand for EPS is forecasted to grow by 3.9% p.a. between 2017 to 2022E and increase in volume to 9.3mt from 7.7mt. On the application side, the Building and Construction is forecast to be the key demand generator and grow its relative market share by approximately 1 percentage point, followed by packaging.

⁴ Markets and Markets. (2017). *Expanded Polystyrene Market – Global Forecast to 2022*. Payable source.

European EPS market overview

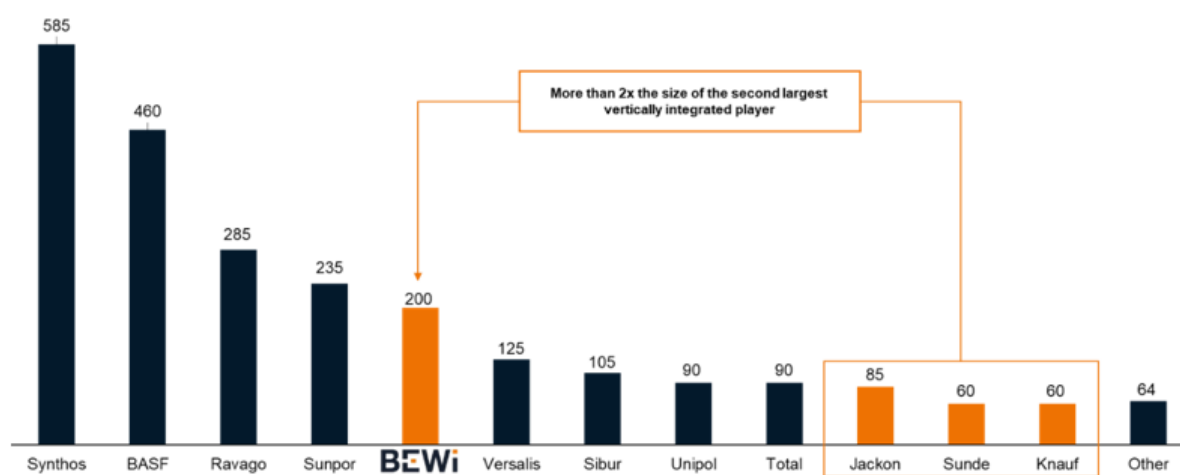


Source: Markets and Markets – Expanded Polystyrene Market – Global Forecast to 2022⁵

The European EPS market is expected to grow by 3.6% per annum between 2017 and 2022E, primarily driven by continued strong demand from construction markets, which is currently the largest consumer of EPS and also has the growth expectations.

7.2.4 Supply overview

Largest European EPS suppliers (tonnes capacity)



Source: BEWi Management estimates

As of 2020, there are more than 20 EPS producers in Europe, of which the top 5 producers held a combined market share of approximately 72% of European capacity. Supply growth has primarily been driven by expansions and optimisation of existing facilities and there has not been built a new facility since 2000 in Europe. While the European EPS market is currently relatively fragmented, it is experiencing increasing consolidation as demonstrated by e.g. Synthos' acquisition of INEOS Styrenics in May 2016 and the Group's acquisition of Synbra in May 2018.

⁵ Markets and Markets. (2017). *Expanded Polystyrene Market – Global Forecast to 2022*. Payable source.

The majority of the top five players' EPS production is situated in Western- and Northern Europe. The four largest players focus purely on upstream operations, meaning that they sell their products to external customers, whereby BEWi is the only player focusing on downstream operations as well. According to the Management, Synthos holds a clear market leading position following the acquisition of INEOS Styrenics. BEWi is currently the fifth largest company in Europe with a market share of approx. 10%. The Group is the fifth largest EPS producer in Europe in terms of capacity, after the acquisition of six facilities in France. The Group is the largest Nordic EPS producer by capacity, and twice the size of the second largest vertically integrated EPS producer in Europe, Jackson.

7.3 Packaging & Components

7.3.1 Description

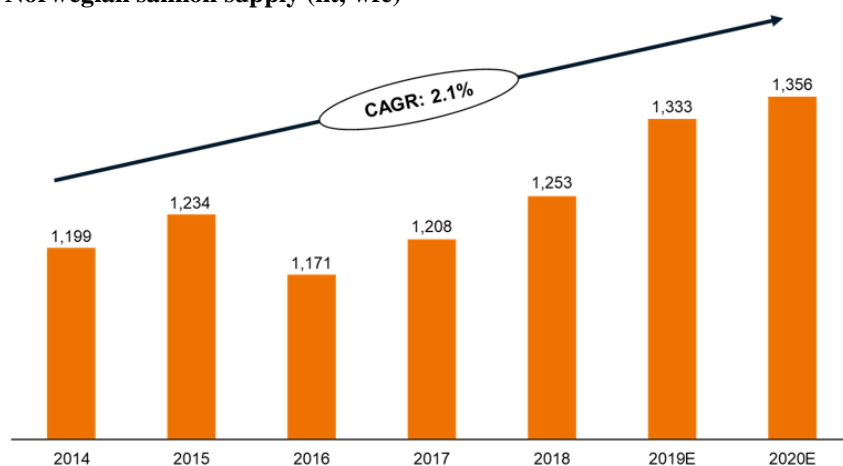
The Packaging & Components segment consists primarily of protective packaging and technical components for a wide range of sectors. Historically, the Group has mainly offered packaging based on EPS or EPP, but with the acquisition of BDH the Group now offers protective packaging in other materials as well such as paper based materials and other plastics. EPS' versatility is highly competitive compared to substitute given its ability to mould, strength-to-weight ratio, insulation value, shock absorbing nature, durability and cost efficiency. This unique combination of features makes it applicable for a wide range of uses for automotive, industrial & technical parts, food delivery & fresh fish, HVAC and protective packaging. Furthermore, material and application innovation continue to unlock new application areas where EPS can act as a substitute material to existing solutions.

While EPS holds a highly attractive value proposition for business-to-business uses, there are certain business-to-consumer uses where the material is less suitable. The EU is currently drafting a regulation against the use of several types single-use plastics such as single-use food packaging in an effort to reduce marine litter. Furthermore, retail chains such as IKEA are increasingly switching to renewable sources of material and phasing out the usage of EPS. BEWi has limited exposure to business-to-consumer markets and is predominantly focused on business-to-business applications.

7.3.2 Demand overview

BEWi's key end-markets within Packaging & Components are primarily the fish industry in Norway and Portugal, food industry in the Nordics and European industries within automotive, HVAC, medical and horticulture.

Norwegian salmon supply (kt, wfe)

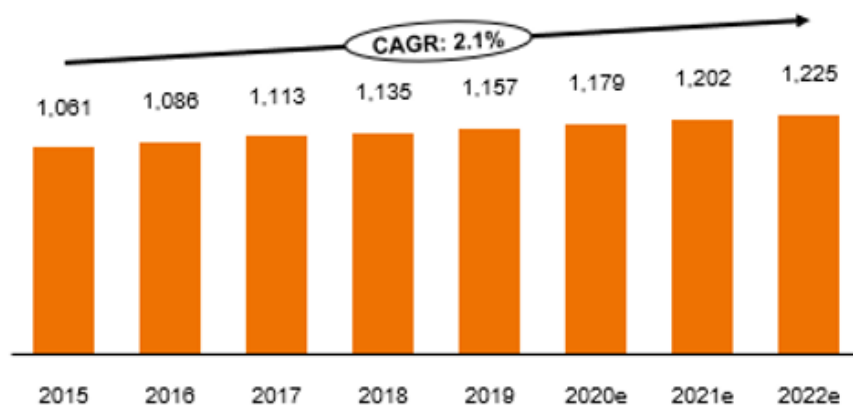


Source: Kontali⁶

⁶ Kontali. (2020, September) *Monthly salmon report*. Payable source.

Norwegian salmon farming volumes contracted in 2016 due to sea lice, but has since returned to growing volumes, which are forecasted to grow through 2021E. This growth is driven by recovering production as well as increased salmon farming activity in Northern Norway, where BEWi has a strong presence.

European EPS protective packaging market development (in USD million):



Source: Markets and Markets - Expanded Polystyrene Market - Global Forecast to 2022⁷

The European EPS protective packaging market is forecasted to show a compound annual growth rate of 2.1% between 2015 and 2022E. In addition, by unlocking new application areas through research and development the Group can serve as a source for additional growth over the forecast period. EPS' value proposition remains strong, despite potential substitution risk from innovations in substitute materials. This risk is further mitigated by material innovations to retain EPS' market shares as well as the potential to unlock new markets.

Through acquisitions, BDH most recently, the Group can access new markets and offer existing customers a broaden product portfolio and new packaging solutions with packaging material not only in EPS and EPP.

7.3.3 Supply overview

The Packaging & Components markets where the Group is present can be characterised as fairly consolidated, and the Group is one of the major manufacturers of EPS-based packaging applications in Europe. With the acquisition of BDH, the Group reinforced its position as a supplier to the Norwegian fish industry of packaging materials and packaging solutions. Packaging & Components can be described as a highly local business due to the low value and high-volume nature of the products, meaning transportation costs are a large proportion of product costs. Furthermore, as the products often require a high degree of customer specialisation, the local providers tend to become integrated into their customers operations. Due to the above factors, converters become highly entrenched in their local markets, but clients will often use several suppliers to meet their various local needs. A selection of key competitors within the Packaging & Components segment consist of Idépro and Sunpack in Denmark, Sunpack, Jackson and Vartdal Plast in Norway, Hordijk, HSV and Wolters in the Netherlands and Isosfer, Tecnolite and Petibol in Portugal.

7.4 Insulation






7.4.1 Description

The Group's Insulation business is engaged in producing a wide range of insulation products and solutions for residential construction and civil engineering. Thermal insulation is installed throughout buildings to reduce energy loss and decrease energy consumption of buildings and structures. Cellular plastic-based products are

⁷ Markets and Markets. (2017) *Expanded Polystyrene Market – Global Forecast to 2022*. Payable source.

particularly well-suited for insulation purposes due to their unique set of material properties and are used for insulating foundations, walls and roofs of buildings. Currently, due to varying building techniques across the Group's market exposure, the degree of product specialisation required in each country varies according to local market needs. Management's views of key thermal insulation materials' properties and application areas are summarised below.

Overview of key thermal insulation materials' properties and key application areas

		BEWiSynbra's key products				
		EPS	XPS	PIR/PUR	Glass wool	Stone wool
Product	Product					
	Thermal resistance	● ● ● ●	● ● ● ●	● ● ● ●	● ● ● ●	● ● ● ●
	Density	● ● ● ●	● ● ● ●	● ● ● ●	● ● ● ●	● ● ● ●
	Price attractiveness	● ● ● ●	● ● ● ●	● ● ● ●	● ● ● ●	● ● ● ●
Application	Moisture resistance	● ● ● ●	● ● ● ●	● ● ● ●	● ● ● ●	● ● ● ●
	Ground	X	X			
	Floor	X	X			
	Facade	X		X		X
	Vent. Facade				X	X
	ETICS (facade)					X
	Flat roof	X	X	X		
	Pitched roof	X		X	X	X

Source: BEWi Management

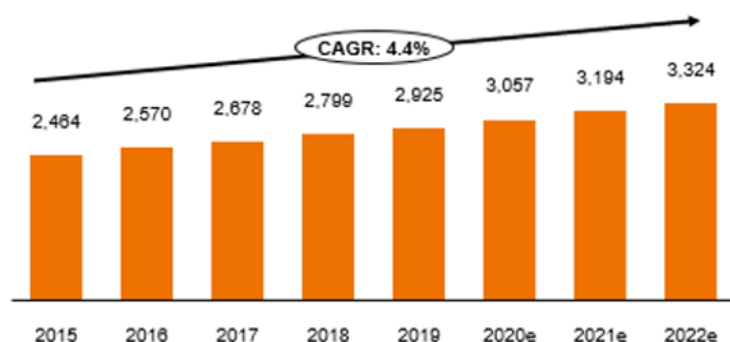
EPS and XPS based insulation products' properties are superior to the majority of substituting materials. However, its flammability limits its application areas. As such, where EPS and XPS based products are applicable, EPS and XPS experience limited competition, creating limited overlap between materials. BEWi has developed a flame-retardant cellular plastic-based material called Xire®, which unlocks new application areas and makes Xire® a strong competitor in application areas which today are dominated by PIR / PUR⁸, glass wools and stone wools.

7.4.2 Demand overview

The key drivers for BEWi's Insulation products are developments within residential, construction and civil engineering markets. The amount of insulation required varies according to local building techniques. Furthermore, building trends such as pre-fabrication and increased use of value-added products that reduce labour and installation costs are favourable to EPS based insulation demand.

⁸ PUR (also polyurethane) is a polymer composed of organic units. Polyurethanes are used e.g in the manufacture of high-resilience foam seating, rigid foam insulation panels, microcellular foam seals and gaskets. PIR (also polyisocyanurate) is the next product generation of PUR, with improved thermal insulation properties.

European EPS building & construction market size (in USD million)

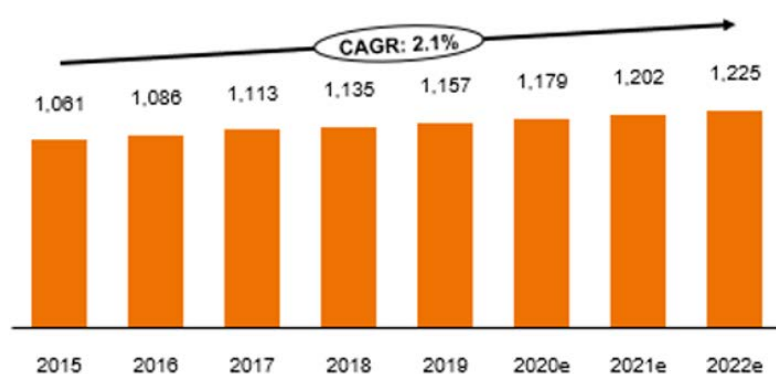


Source: Markets and Markets - Expanded Polystyrene Market - Global Forecast to 2022⁹

As the strength of the residential construction and civil engineering markets vary according to their cycles within each country, the net effect is positive as evidenced in the exhibit above. The European EPS building & construction market is forecasted to grow at an annual rate of 4.4% over the period 2015 to 2022E, largely reflecting the continued economic recovery of the European area.

7.4.3 Supply overview

Due to the low value and high-volume nature of the products meaning transportation costs are a large proportion of product costs, the insulation sector can be described as a highly local business. The degree of specialisation in products varies considerably across the geographies and as such, the Group's competitive advantage varies in each country. The Group has more value-added products in e.g. the Netherlands while the Nordic market is more commoditised. Clients will often use several suppliers to source their local needs. Depending on geography, the economic range (i.e. distance to client) for each facility can be quite limited in order to remain competitive. The insulation markets where BEWi is present can be characterised as consolidated and the Group is one of the major European manufactures within EPS-based insulation. A selection of key competitors within the Insulation segment consist of Kemisol and Isomo in Belgium, Danpor, Jackson and Sundolitt in Denmark, Dawo, Oosterbeek and Unidek / Kingspan in the Netherlands and Tecnolite and Petibol in Portugal.



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

⁹ Markets and Markets. (2017). *Expanded Polystyrene Market – Global Forecast to 2022*. Payable source.

8 BUSINESS OF THE GROUP

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 Group's plans and estimates, see Section 4.4 "*Cautionary note regarding forward-looking statements*" above, and should be read in conjunction with other parts of this Prospectus, in particular Section 2 "*Risk factors*".

8.1 Introduction

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

The Group targets growth through both organic initiatives and M&A transactions and has a history of proven buy-and-build strategy with about 20 acquisitions executed and integrated since 2014. The Group has recently established a foothold in Germany and France through minority stakes in companies within the HIRSCH group and has also recently acquired a position in the UK through a minority stake in Jablite. In addition, the Group has acquired all the shares in BDH as further described in Section 8.2 below.

The Group has a strong focus on innovation and sustainability and is working actively towards a circular EPS industry. In 2018, the Group established a dedicated business area called BEWi Circular with responsibility for collection and recycling of used EPS. The Group has demonstrated innovation capacity in the application and design of sustainable solutions, including BioFoam and products made of 100% recycled EPS.

The Group has 40 plants located across Norway, Denmark, Sweden, Finland, the Netherlands, Portugal and Belgium excluding plants in France, Germany and the UK through the minority holdings. Sale of EPS beads and finished packaging and insulation products are diversified across a range of geographical markets and industries, including seafood/food, pharmaceutical, automotive, leisure, residential housing, commercial buildings and infrastructure.

The Group has three segments; Raw material, Packaging and Components as well as Insulation.

8.1.1 RAW

The RAW segment produces and sells EPS beads to internal and external parties as a raw material for production of final products. The segment contributed some 31% of external revenues in 2019 and has two production plants in Finland and the Netherlands. The EPS beads are produced with styrene (93%), pentane (6%) and other additives (1%). Approximately 35% of the volumes produced are sold internally to the downstream segments of the Group (Packaging & Components and Insulation) while 15% of volumes are sold to related parties¹⁰.

8.1.2 Packaging & Components

Packaging & Components is a business unit where packaging material and technical components, made out of converted EPS beads, EPP, paper board and other material, are manufactured and supplied. The segment contributed some 36% of external revenues in 2019, and 19 of the Group's plants are involved in this segment.

¹⁰ The Group has a 34% ownership in Hirsch Porozell GmbH and Hirsch France SAS and 49% ownership in Jablite Group Ltd.

8.1.3 *Insulation*

The segment develops and manufactures an extensive range of insulation products for the construction industry and for infrastructure facilities, for example, filler for road embankments, insulation elements and various construction systems. The segment contributed some 32% of external revenues in 2019. The material is composed primarily of expanded polystyrene (EPS) and extruded polystyrene (XPS). BEWiSynbra is an important European manufacturer of EPS-based insulation products and 17 of the Group's plants are involved in this segment.

8.2 **The acquisition of BEWi Drift Holding AS and targeted synergies**

On 17 August 2020, immediately prior to the Reorganisation, BEWiSynbra acquired all the shares in BDH from BEWi Holding AS (the "**BDH Acquisition**"). The consideration was based on an enterprise value of NOK 400 million of which approximately NOK 100 million were settled through a directed issue of 5,005,691 shares in BEWiSynbra, while the remaining approximate of NOK 300 million was paid as cash consideration and refinancing of existing debt.

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

Following this acquisition, BEWi controls a total of 40 facilities in Europe. With the acquisition of BDH, the Group further strengthens its position as a major international provider of insulation and packaging solutions, in line with its long-term strategy for growth and diversification. The BDH acquisition is expected to enable the Group to take a leading role in the ongoing consolidation of the industry.

The acquisition of BDH was recognised in the Interim Financial Statements from the date of acquisition. The BDH Acquisition was accounted for in accordance with IFRS 3 "Business combination".

In a near term perspective, an important part of BEWi's growth strategy is the successful integration of BEWi and BDH. Targeted annual synergies are EUR 2.3-4.5 million with total one-off transaction and advisor costs of EUR 0.8-1.3 million. The targeted synergies' impact on EBITDA will likely be divided between procurement and IT (EUR 0.6-1.2 million), operations and organisation (EUR 1.2-2.6 million) and sales (EUR 0.5-0.7 million).

The procurement and IT synergies are expected to result from capitalisation on existing expertise and structure/processes within BEWi, as well as from the harmonising of applications landscape, infrastructure and hardware. The operational and organisational synergies are expected to be the result of cost reductions and potentially further reductions in administrative functions.

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

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

8.3 **Competitive strengths**

8.3.1 *European EPS producer with strong European market positions*

BEWi is one of the largest vertically integrated EPS producers in Europe, with a capacity of approximately 200,000 tonnes and the Group has strong market positions in Europe for Packaging & Components and Insulation products. The Group considers size and vertical integration its key competitive strengths, facilitating among others cost

leadership, purchasing power, logistics efficiency and a unique ability to do product development customised for the end customer.

The Group's network of 40 plants across Europe, including two upstream raw material plants and 38 downstream converting plants, is well-invested and modernised, with a high degree of automation. The production platform is well prepared for continued growth. Investments between 2017 to 2019 amount to approximately EUR 37 million. Please refer to Section 12.8 "*Investments*" for further information.

8.3.2 *Market is protected by high barriers to entry*

The barriers to entry in the EPS market are considered as high due to several factors. Firstly, establishing operations requires significant investments in factories, including machines and tools. For example, the cost to open a new upstream raw material factory with production capacity between 50,000 – 70,000 tonnes is estimated to be at least EUR 50 million. Secondly, given that downstream converted products are comprised by 98% air, the economic travel distance in order to avoid too high logistics costs is 300-500 kilometers. Furthermore, economics to set up facilities near competitors is challenging once a plant and client relationships are already in place, creating a lasting first-mover advantage. Thus, local presence and nationwide coverage is a requirement to stay competitive in the market. On average, a downstream converting plant require an investment cost of EUR 5-10 million. Lastly, the industry is characterised by sticky and long-standing customer relationships. For example, production of Packaging & Components products typically requires investments in customer specific moulds which strengthen the customer relationship and increases switching costs for the customer. In addition, product development is typically conducted in close cooperation with the customer for specialised products, further strengthening customer relationships. For BEWi, the average length of existing customer relationships is more than 10 years for EPS beads and Insulation products and more than 20 years for Packaging & Components products.

8.3.3 *A proven M&A platform with a well-defined acquisition strategy*

Since the foundation of Frøya Invest AS by the Bekken family in 1980, the Group has been built gradually through M&A into today's BEWi with net sales of SEK 5.5 billion and established presence across Northern Europe. Approximately 20 transactions have been concluded between 2006 and 2020, driven by the Group's key criteria for M&A; synergy realisation, vertical integration and product portfolio expansion, in particular with regards to recycling. Please see Section 8.4.2 for further details.

The acquired companies have been integrated into the Group. Integration of BDH, which was acquired in August 2020, and the insulation facility in the Swedish city Norrköping, which was acquired in q1 2020, are in the process of being integrated.

8.3.4 *Attractive growth outlook underpinned by multiple global mega trends*

BEWi is exposed to a range of end-markets, with the most important ones being building insulation, salmon and other food packaging, packaging products for other applications, automotive and infrastructure. The end-markets are projected to grow in the near to medium term, driven by several strong underlying global mega trends. These include globalisation, urbanisation, increasing focus on energy efficiency, digitalisation and sustainability, supporting demand growth for EPS insulation and protective and cold-chain packaging. Please refer to Sections 7.2 "*RAW*", 7.3 "*Packaging & Components*" and 7.4 "*Insulation*" for descriptions of the key features of the various European markets that the Group operates in.

8.3.5 *Highly innovative with a focus on sustainability*

BEWi has a well-defined innovation strategy and a proven ability to continuously develop application and product design while at the same time working on materials with potential long-term disruptive effects. Examples include XIRE, fire resistant EPS, the biodegradable BioFoam and the 100% recycled EPS.

The Group is also very active in the EPS industry's change from a linear to circular economy and has defined an ambitious medium-term recycling target of 60,000 tonnes of EPS. In 2020, the Group has achieved a run-rate of 20,000 tonnes of EPS, and Management expects this number to accelerate within short due to, i.a. a new facility for recycling material in Portugal that will be in production by the end of 2020.

8.4 Vision and strategy

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

BEWi's vision is to protect people and goods for a better every day and lead the change towards a circular economy.

8.4.1 Focus on research and development

BEWi's strategy is to continue its R&D efforts in order to drive organic growth, differentiation and sustained margins. The Group has an annual R&D spend of approximately EUR 8 million targeted at increasing the New Product Index ("NPI"), see Section 8.8, and the degree of specialisation, in particular for Insulation products.

8.4.2 M&A

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

8.5 History and important events

The table below shows the Group's key milestones from its incorporation and to the date of this Prospectus.

Year	Main Events
1972	Stymer (later Styrochem) is founded.
1973	IP Brabant starts EPS polymerisation with a capacity of 5,000 tonnes of beads per year.
1975	Synbra is founded through a joint venture between IP Brabant and Synprodo B.V. (Royal Dutch Shell).
1980	BEWi is founded by the Bekken family, focusing on packaging and building insulation.
1999	Synbra acquires Styropack with a DK and UK geographical location.
2000	Gilde Buy Out Partners and management acquire 50% of the Synbra shares from Royal Dutch Shell.
2006	BEWi acquires Genevad and expands to Sweden.
2011	Synbra forms a strategic alliance with Suizer and Corbion to develop BioFoam® production.
2011	Verdane acquires Styrochem.
2012	BEWi acquires ThermiSol SE, with plants in Norrtälje and Vårgårda in Sweden.
2014	Merger between BEWi and StyroChem into BEWi Group. Further, BEWi Group acquired packaging operations initially established by SCA Packaging.
2016	BEWi Group invests in extruding technology in Porvoo, Finland.
2016	Synbra has a production of 65,000 tonnes of beads per year.

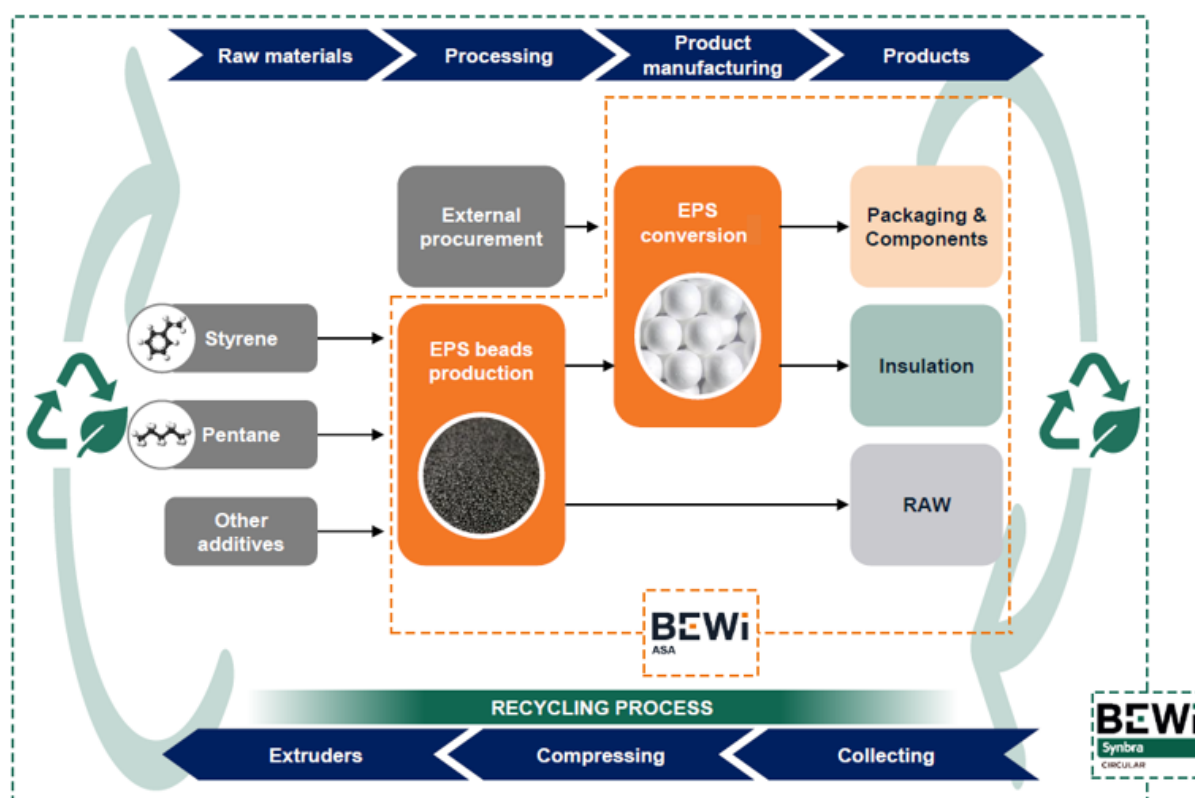
2017	BEWi Group acquires the Finnish XPS producer M-Plast and the Swedish packaging operations of Por-Pac AB.
2018	BEWi Group acquires Synbra.
2018	BEWiSynbra acquires BEWi Produkter AS (excluding Norplasta) and BEWi Polar AS from Frøya Invest AS.
2018	BEWiSynbra acquires BEWi Automotive AB from KMC Family.
2018	BEWiSynbra launch BEWiSynbra Circular.
2019	BEWiSynbra acquires the recycling company EcoFill.
2019	BEWiSynbra acquires the Danish recycling company Eurec A/S.
2019	BEWiSynbra and HIRSCH Servo Group acquire six EPS insulation production sites in France and 49.9% of the French company Isossol SAS from Saint-Gobain.
2019	BEWiSynbra establishes a recycling company in Portugal.
2020	BEWiSynbra acquires an insulation facility in the Swedish city Norrköping.
2020	BEWiSynbra acquires 75% of the Dutch recycling company De Wijs-van Loon BV including its subsidiary Poredo BV.
2020	BEWiSynbra establish recycling company in Denmark through acquisition of certain assets deriving from the Danish recycling company EPS Recycle.
2020	BEWiSynbra Group acquires a minority stake in a UK based newly formed EPS insulation and packaging company.
2020	BEWiSynbra enters into cooperation agreement with SalMar and starts construction of new EPS factory.
2020	BEWiSynbra acquires BEWi Drift Holding AS and thus reinforcing its position within food packaging and insulation.
2020	BEWiSynbra entered into a binding agreement to divest certain real estate properties in Denmark.
2020	BEWi ASA is established as the new Norwegian parent company, after a share exchange transaction (the Reorganisation)
2020	The Shares are admitted to trading on Euronext Growth Oslo
2020	BEWi entered into a conditional commitment with KMC Properties AS regarding the divestment of certain real estate located in the Netherlands

8.6 Overview of the Group's operations

8.6.1 Introduction

The Group manage the entire value chain, starting from sourcing of raw materials, to the production of EPS beads, to conversion into products for the Packaging & Components and Insulation segments and back to raw materials through recycling. This process is illustrated in the figure below.

Overview of BEWi's value chain



Source: Company information

8.6.2 Upstream

8.6.2.1 Introduction

The upstream business RAW produces four types of beads, totalling approximately 200,000 tonnes; namely white EPS (approximately 185,000 tonnes production capacity), grey and recycled EPS (approximately 15,000 tonnes) and BioFoam® (approximately 6,000 tonnes). EPS is a raw material that can be moulded or otherwise processed for several areas of application. It is marketed both internally and externally for further production of end products. Aggregated EPS demand is mainly driven by demand for foam insulation and packaging. Thus, indirectly making construction activity and consumer spending the key drivers for the demand for EPS. Total revenue in 2019 for the RAW business segment consisted of about 65% external sales and 35% internal sales. The upstream operations contributed to approximately 31% of the Group's external revenues in 2019. The relative contribution going forward is expected to decline following the acquisition of BEWi Drift Holding. Historically, around 35% of EPS volumes produced are sold internally to the downstream segments of the Group (Packaging & Components and Insulation), while 15% of volumes are sold to related parties. BEWi's two production plants for EPS are located in Porvoo, Finland and in Etten-Leur in the Netherlands.

8.6.2.2 Sourcing

Styrene is the main input for EPS beads. It represents approximately 93% of the raw material input, while pentane and other additives makes up 6% and 1% respectively. Styrene is produced from ethylene and benzene, of which both are derivatives from crude oil. Therefore, the price of benzene and ethylene is significantly correlated with the price of crude oil.

European EPS and Brent oil price development



Source: Bloomberg¹¹

BEWi has a dedicated procurement management team of four executives that are responsible for strategy, contracts and purchasing of styrene on a monthly basis. The team continuously monitors price developments and expectations in the market, uses market insight from downstream procurement and meets minimum weekly to analyse, discuss and make procurement decisions. BEWi measures the difference between the price paid for styrene and the price achieved for EPS beads sold as GAP, which is an important performance indicator for the

¹¹ Bloomberg timeseries data 20/01/2012 – 17/07/2020 (Q3 2020)

Group. The procurement function also yields several strategic benefits for the integrated value chain, as it ensures stable and reliable supply, mitigates price and demand fluctuations, facilitates full and stable downstream utilisation and provides valuable knowledge and market insight.

For the plant in Porvoo, styrene is mainly purchased from traders and arrives by train to Hamina 110 km east of Porvoo. Styrene also regularly arrive to Porvoo by vessels from ARA (Amsterdam/Rotterdam/Antwerp). Porvoo receives approximately 7,500 tonnes of styrene per month, and has a storage capacity of 6,000 tonnes. Pentane is sourced from Neste Industrial's refinery in Naantali, 210 km from Porvoo. The Etten-Leur plant has a favourable location in terms of raw material supply, with direct waterway access to key infrastructure hubs in Rotterdam and Antwerp and several styrene producers. Styrene is purchased from producers (e.g. Shell) and traders and is shipped by barges through canals, while pentane is purchased from local suppliers Shell and Exxon. This plant typically receives seven styrene shipments of 1,000 tonnes each month, and has a storage capacity of 2,500 tonnes.

8.6.2.3 Production

At two of the Group's plants, one in Porvoo and one in Etten-Leur, BEWi produces EPS beads for sale to internal downstream plants and external customers. The production process takes approximately twelve hours and involves mixing styrene and other additives with water in a reactor, before pentane is added at a later stage as a blowing agent. The mix is then cooled, dried, sieved and coated to become beads ready for further processing. Production capacity is 100,000 tonnes in Porvoo and 85,000 tonnes in Etten-Leur of regular white EPS. In addition, there is a capacity of 12,000 tonnes of grey or recycled EPS in Porvoo and 6,000 tonnes of BioFoam® in Etten Leur. The plants run five shifts "twentyfour-seven", with 10-14 days annual maintenance shutdown per plant. Inventory is managed carefully in order to maximise GAP by optimising supply to demand, and inventory is limited compared to production levels. Furthermore, the well-established procurement function makes the Group able to utilise flexibility in contracts to manage inventory according to price expectations.

8.6.2.4 Sales and distribution

Approximately 50% of EPS beads are sold internally and to related parties to the network of downstream plants, while the remaining 50% is sold directly to external customers. 60-65% of external customers operate in the building and construction insulation market, while the remaining 40-35% is equally split between food packaging and other Packaging & Components products. Approximately 50% of customer contracts are spot contracts and the other 50% are index linked in various forms and renewed on a twelve-month rolling basis, and the customers are supported by a highly competent local sales force and technical support team.

Overview of distribution and external revenue



Source: Company information 2019, (1) Including sales to related parties

Due to its scale, pan-European coverage and vertical integration, BEWi enjoys significant economies of scale in its logistics operation. This is e.g. demonstrated by its ability to respond to fluctuation in external demand, cost leadership, purchasing power and logistic efficiency. The Group also has initiatives to reduce carbon footprint, such as use of seaborne transportation for internal distribution within Scandinavia and increased use of trains for distribution to European customers, greenfield innovation and M&A activity related to the Circular segment. These initiatives contribute to reduced CO2 emissions, improved efficiency and significant cost savings.

8.6.3 *Downstream*

8.6.3.1 Introduction

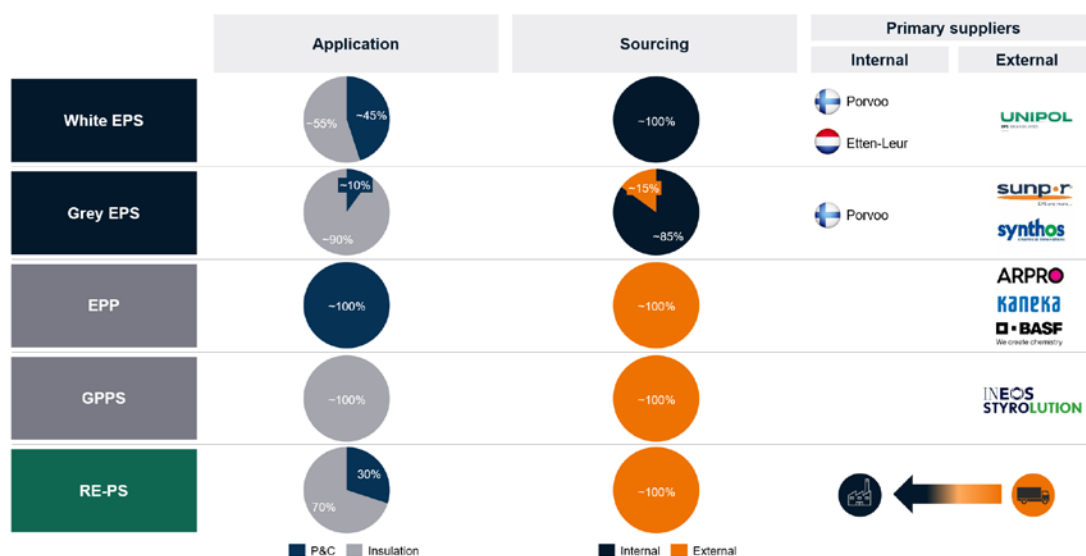
The downstream operation compose the Packaging & Components and Insulation segments. In 2019, downstream products accounted for approximately 68% of BEWi's external revenue. Packaging & Components constituted approximately 53% of downstream sales and 36% of the Group's external revenue, while Insulation had a contribution of about 47% and 32%. After the acquisition of BEWi Drift Holding, Packaging and Components makes up a larger part of total downstream sales, totalling approximately 60%. Packaging & Components has the highest share of specialisation, but the segment also include trading activities as a wholesales and distributor of packaging material to the food industry. BEWi defines specialised products as products where raw material constitutes 15-25% of total cost, while commodity products are defined as products where raw material constitutes 40-60% of total cost. Critical success factors within the Packaging & Components segment are typically superior quality, high customer service and joint R&D with customers. The Insulation segment sees more competition on price, volumes and timeliness of delivery, as well as product specialisation. Both downstream segments requires proximity to customers, as the transport costs of the products are relatively high.

One of the key strategic focus areas for the Group is to move from commodity products to a higher share of value-added products and to become a full service and product provider to the customers, following their needs and demands. For fish boxes, the Group has successfully managed this move by e.g. offering nonstop video monitoring of the customer's fish box inventory and having dedicated sales and service people assisting the customer on-site on a daily basis with e.g. supply management, internal transportation and refill of boxes. With the acquisition of BEWi Drift Holding the Group can offer packaging solutions to existing customers with material not only based on EPS but also paper and folio for example.

8.6.3.2 Sourcing

The downstream value chain for products made out of EPS and other materials mainly starts with the sourcing of beads internally from RAW (approximately 90% of total sourcing) and selected specialty bead grades, EPP and GPPS from external suppliers (approximately 10%). White EPS is used approximately 55% for Insulation and 45% for Packaging & Components. Nearly 100% is sourced internally, with some external supply from Unipol. Grey EPS is largely supplied from external suppliers such as Sunpor and Synthos, and approximately 90% of production goes to Insulation products. EPP is entirely sourced externally and used in Packaging & Components applications, in particular in the automotive industry due to its superior strength. GPPS, the raw material used to make XPS insulation boards, is also supplied externally with Ineos Styrolution as the main supplier. In addition, RE-PS (recycled expanded polystyrene) is becoming an increasingly relevant alternative to standard EPS. Its similar attributes make it suitable for the production of packaging and insulation materials, with 70% of production going to Insulation and 30% to Packaging & Components. RE-PS is currently supplied externally, but BEWi is positioned to start internal sourcing in the near term with expected start up in 2021.

Sourcing overview



Source: Company information


























Like in RAW, downstream has a procurement team, which is responsible for strategy, contracts and volume guidance to upstream. BEWi considers the cooperation between upstream and downstream procurement as a strong competitive advantage.

For products where BEWi acts as a trader, which is a part of the business in the recently acquired BDH, products are supplied from producers in Europe and Asia. To secure supply, dual sourcing is essential and implemented.





8.6.3.3 Production

The downstream plant network count 28 plants; 19 plants producing Packaging & Components products, 17 plants producing Insulation products (8 plants producing products for both segments). The recent acquisition of BDH increased the production footprint in Norway with one Insulation plant and two plants supplying both segments. The list below shows the downstream conversion plant network and the split between Packaging & Components and Insulation.

Downstream production footprint

Downstream facilities							
#	Country	Location	Products		Capacity (ton)	Real estate (m²)	Owned / leased
			Insulation	Packaging			
1		Hammerfest		●	2,000	2,000	Leased
2		Alta		●	2,000	3,150	Leased
3		Nordsjøsbotn	●	●	4,000	6,500	Leased
4		Frøya	●	●	10,000	8,000	Leased
5		Norrköping	●		12,000	11,000	Leased
6		Skara		●	1,300	6,600	Leased
7		Vårgårda	●	●	2,500	6,805	Owned
8		Genevad	●		3,000	13,800	Owned
9		Värnamo		●	1,000	6,804	Leased
10		Urshult		●	2,000	6,265	Leased
11		Ruukki	●		2,000	2,663	Leased land, owned facility
12		Tarvasjoki	●		3,000	4,183	Owned
13		Kaavi	●		4,000	3,168	Owned
14		Holbæk		●	1,000	8,900	Leased
15		Tørring		●	700	5,739	Leased
16		Hobro	●	●	4,000	5,070	Leased
17		Glejbjerg		●	2,400	16,900	Owned
18		Holeby		●	500	2,300	Leased
19		Maribo	●		5,500	8,400	Owned
20		Zwartsluis¹		●	1,000	8,700	Owned
21		Wijchen¹		●	13,500	32,200	Owned
22		Someren¹	●		3,000	25,700	Owned
23		Oldenzaal¹	●		12,000	13,200	Owned
24		Santa Tirso	●	●	1,900	10,900	Leased
25		Peniche	●	●	1,600	10,800	Leased

BEWi Drift Holding downstream facilities							
#	Country	Location	Products		Capacity (ton)	Real estate (m²)	Owned / leased
			Insulation	Packaging			
26		Levanger	●	●	5,000	6,000	Leased
27		Sjerdal	●	●	3,000	8,000	Leased
28		Fredrikstad	●		2,000	5,000	Leased

Warehouses – related to trading BDH							
#	Country	Location			Real estate (m²)	Owned / leased	
1		Ålesund			2,000	Leased	
2		Ålesund			2,000	Leased	
3		Trondheim			2,000	Leased	
4		Båtsfjord			2,000	Leased	

Source: Company information

Note: Excludes production facilities in the UK, Germany and France which are co-owned through Joint Ventures. (1) Intention letter signed to divest.

8.6.3.4 Sales and distribution

Products are marketed under BEWi's local brands within each country, and sold via a mix of different contract types including index linked contracts, spot contracts, framework contracts and fixed contracts with regular price adjustments. Packaging & Components contracts are typically 3-5 years long, while contracts to Insulation customers are 1-3 years.

Within Packaging & Components, Norway represents the largest market with approximately 23% of segment revenue, for 2019, followed by Denmark (approximately 22%), Sweden (approximately 17%), the Netherlands (approximately 14%) and Portugal (approximately 10%). Customers are spread across various industries and include e.g. healthcare company Novo Nordisk, salmon farmers SalMar and Mowi, indoor climate product manufacturer Zehnder group and car manufacturer Volvo. Following the acquisition of BEWi Drift Holding, Norway has become an even bigger market within the segment.



Source: Company information

Note: (1) Customer's geography

In the Insulation segment, the Netherlands is the largest market with 56% of revenue for 2019, followed by Sweden (14%), Finland (11%), Denmark (10%), and Norway (4%). Customers include well-known companies such as construction product supplier CRH Group in the Netherlands, construction and development companies PEAB and Skanska in Sweden, retailer and distributor Stark Group in Denmark, Finnish retailer K-Rauta and Norwegian construction product supplier Icopal. Following the acquisition of BEWi Drift Holding, Norway has become a bigger market within the segment.



Source: Company information

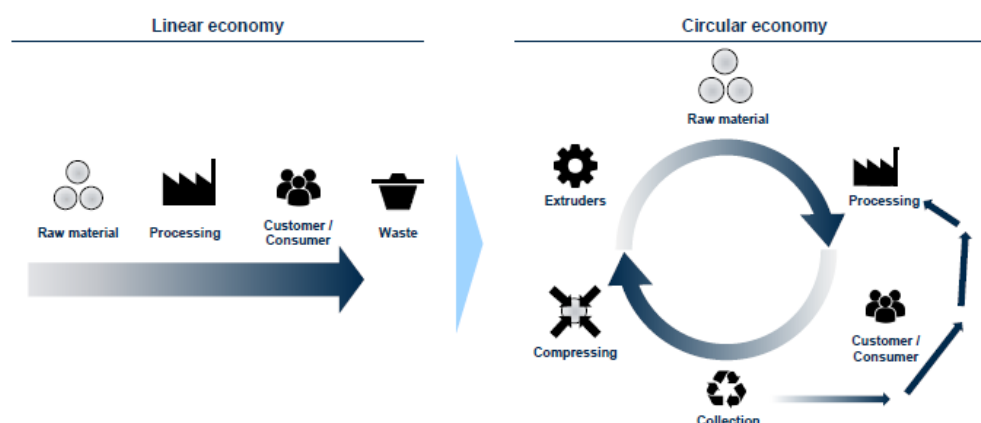
Note: (1) Customer's geography

8.7 Sustainability initiatives

BEWi has taken an active role in the EPS industry's move from a linear to a circular economy for many years. In 2018 BEWi established BEWi Circular, a dedicated unit responsible for the Group's recycling initiatives, including collection and recycling of used EPS. Since then, BEWi has launched a number of recycling initiatives, acquired recycling companies, established recycling companies in Denmark and Portugal and worked to increase the awareness and knowledge about recycling of EPS.

While EPS ends up as waste which is converted to energy in the conventional value chain, the circular economy allows used EPS material to be reintroduced into the value chain and become new products. This is mainly done in two alternative processes, with the most important process being the collection of used EPS from consumers followed by compression and extrusion to new EPS beads which is reproduced into new products. The second process involves direct collection and transportation back to the processing plant. The figure below illustrates the change from a linear to a circular economy.

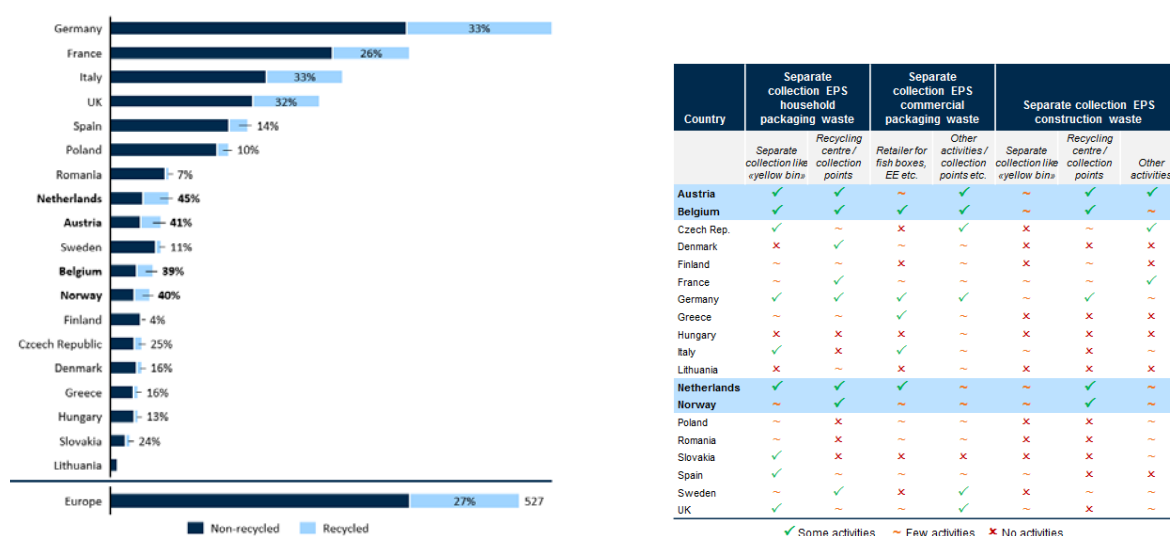
Moving from a linear to a circular economy



Source: Company information

Statistics from the association for European Manufacturers of Expanded Polystyrene show that 27% of total EPS post-consumer waste of 527,000 tonnes generated in Europe in 2017 was recycled, 40% was used for energy recovery and 33% was disposed on landfills. The Netherlands, Austria, Norway and Belgium are leading the development with recycling rates in the range of 39-45%, reflecting circularity-focused policies and regulations and developed infrastructure for collection of EPS waste. For example, the Netherlands (recycling rate of 45% in 2017) has established separate collection of EPS household packaging waste and has also come a long way in establishing activities for separate collection of commercial EPS packaging waste and EPS construction waste. A snapshot of the EPS recycling situation in Europe is shown in the figures below.

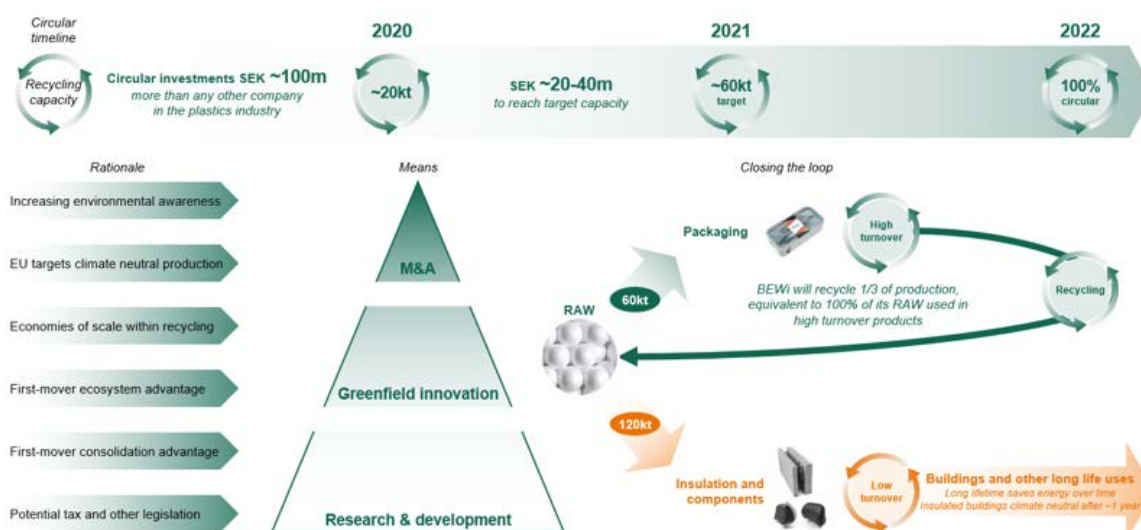
European EPS waste generation and recycling rate – 2017 *Separate collection of EPS waste in European countries*



Source: EUMPS – Post Post - Consumer Waste Generation and Management in European Consumer Waste Generation and Management in European Countries 2017¹²

BEWi's medium-term target is to collect 60,000 tonnes of used EPS material for recycling, increasing from the current level of approximately 20,000 tonnes. This target, which was set in 2018, is based on an annual production level of 165,000 tonnes (2017), whereof 60-70% is insulation and construction products while the remaining 30-40% goes to Packaging & Components products. To adjust for the lifetime of the different products, BEWi applies an estimated annual waste generation of 100% of food & packaging products, 50% of technical components and 10% of products from the insulation and construction industry to arrive at the annual EPS collection target of 60,000 tonnes. This is illustrated in the figure below. The waste can be collected both internally and externally, and the operation is expected to be profitable once significant scale is reached.

Annual EPS collection target











Source: Company information.

¹² These are the latest available numbers.

By the end of 2018, BEWi started to build up a Circular business area through acquisitions and greenfields. Today the operation within the business area consists of collection and compacting facilities in Belgium, the Netherlands, Sweden, Norway, Portugal and Denmark. In Portugal and Denmark, extrusion operation will be started during Q4 2020. In the Netherlands production of new products based on collected and cleaned used EPS is also a part of the operation.

Circular business facilities

Circular						
#	Country	Location	Plant capabilities			Owned / leased
			Collecting and compacting	Extrusion	Production	
1		Hedensted	●			Leased
2		Thisted	●	●		Owned
3		Almerson do Bispo	●	●		Leased
4		Frøya	●			Leased
5		Hitra	●			Leased
6		Varberg	●			Leased
7		Bornem	●			Leased
8		Dongen	●		●	Leased

Source: Company information

BEWi also has an operational setup directed towards recycling of fish boxes through an agreement with the German recycling company Remondis and a cooperation with Mowi's salmon processor Morpol. EPS beads from the RAW plant in Porvoo, Finland, are first transported to one of BEWi's fish box production plants, e.g. in Frøya, Norway. Finished fish boxes are then trucked to Morpol's processing plant in Poland, where it receives approximately five million fish boxes per year. EPS compactors that compress EPS for transportation to an extrusion plant in Bierkowo are installed on-site in close proximity to the Morpol plant. Following extrusion, granulates are transported back to the RAW facility in Porvoo for conversion to new EPS beads. This process is illustrated in the figure below. There is no loss of quality in the recycling process and the price level of recycled beads is similar to that of non-recycled beads.

8.8 Research and development

8.8.1 Introduction

The Group spends approximately EUR 8 million annually on R&D and has an R&D organisation structured in order to leverage the benefits of vertical integration. Local downstream units work closely with their customers in developing new applications and customised product designs, while RAW supports local units with the development of new materials and product properties. BEWi differentiates itself from non-integrated competitors by possessing deep material and process know-how while at the same time having superior product and application knowledge through end customer proximity. This enables for example customisation of raw material for specific end use and ability to perform small-scale material tests for customers. R&D success is measured by the NPI, which is defined as gross turnover from new products as a share of total gross turnover. New products are defined as products that have been introduced to the market in the last three years for Packaging & Components and in the last five years for Insulation. The current status is approximately 5% within RAW and fish boxes, approximately 20% within Packaging & Components products excluding fish boxes and approximately 10% for Insulation products. The target for the Group going forward is to have an NPI greater than 10%. Synprodo B.V., the Dutch Packaging & Components subsidiary of the Group, represents one of the R&D success stories within the Group having taken NPI from 40% in early 2015 to 45% in 2019.

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

8.8.2 *Application and design innovation*

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

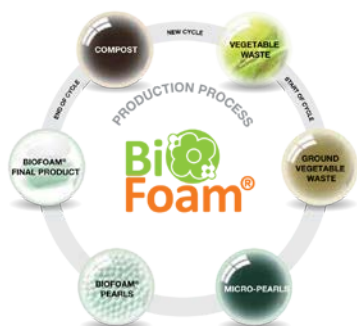
8.8.3 *Material innovation*

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

8.8.4 *Long term, disruptive innovation*

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

BioFoam®



Xire®



Source: Company information

BioFoam®

BioFoam® has the same structure and properties as EPS, but is produced from plant-based biopolymers and hence fully biodegradable and industrially compostable. The product has been under development since 2006, and total investment in the project amounts to approximately EUR 8 million. Milestones to date include among others cradle to cradle certification, approval for use in the entire range of IKEA and approval for food packaging. The Group's production capacity is currently approximately 6,000 tonnes, but the product is still in the early phase with small volumes and project based production.

Current applications of the BioFoam® include building insulation, artificial soccer fields as an environmental-friendly alternative to rubber-based solutions, and a range of small-scale packaging solutions. Longer term, the Group's ambition is to open new market segments where customers are increasingly looking to replace existing materials and solutions with more environmental friendly substitutes. BioFoam® is currently in the test phase with several suppliers, including particle board producers and home appliance producers. BioFoam® sales are still limited as many early adopter customers are running qualification testing.

Xire®

Xire® is another potential disruptive EPS product, with history going back to 2003 when the first generation was developed. The product initially failed to compete on price and properties, but the technology resulted in several spin-off applications, including SlimFort (roof panels for new houses). Second generation development commenced in 2016 when critical supply and technology agreements were secured, and large-scale testing and pilot production commenced in 2018. A total of approximately EUR 15 million has been invested in the project as of to date. While standard EPS has superior insulation properties and is less expensive compared to its substitutes PIR/PUR, glass wool and stone wool, it is not suited for insulation in taller buildings due to its lower fire resistance compared to the substitutes. Thus, as of today a combination of EPS, PIR/PUR and wool is used for different insulation application in housing.

With the latest Xire®, where Euroclass B has been received from relevant authorities, BEWi can offer an insulation product that is unmatched in relation to a combination of fire resistance, insulation properties and price attractiveness. The Management believes Xire® has the potential to take a significant share of the flat roof and external wall insulation markets. Further to that, Management sees a range of fire-resistance product applications for Xire® in the years to come.

The product is under commercialisation.

RAW RE (Recycled Raw material EPS)

RAW RE material has been developed during the last two years with the latest extrusion technology investment in Upstream. The plastic discussion in the European Union has focused on how to recycle all plastic granulate in the Group's society to minimise the negative impact of plastic waste in nature. BEWi is the first supplier in Europe of 100% recycled Raw EPS material. Different qualities of EPS beads can contain a different percentages of recycled material depending upon end application and customer demands. This development is seen as an important step for EPS to be more sustainable and meet the same grade of sustainability as paper based products.

The launch was in the beginning of 2020, and during the first nine months, less than 1,000 tonnes have been sold in the market. Expected capacity for 2021 is approximately 6-7,000 tonnes.

8.9 The Group's intellectual property rights

The Group's intellectual property includes registered patents and patents applications, trademarks, domain names as well as trade secrets.

The Group has a number of registered patents. Notwithstanding that certain technologies are particularly important in taking advantage of market opportunities in certain of the Group's markets, the Company believes that the Group does not depend on any single patent or license, manufacturing process, proprietary technology, know-how or other registered intellectual property rights. Patents are registered both in the upstream operation and in the downstream operation, in total less than 30 patents. Patents hold within upstream are registered mainly in Europe and in the US while patents hold within downstream are registered in Europe. In Upstream, patents concern chemical processes, materials and process technology. In Downstream, patents concern certain building technical properties and material durability as well as fire and construction safety.

8.10 Material Agreements

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

8.10.1 *Customer and supply agreements*

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

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

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

8.10.2 *Minority ownership in Hirsch Porozell GmbH and Hirsch France SAS*

The Group has entered into shareholders' agreement with respect to its minority ownership in Hirsch Porozell GmbH and Hirsch France SAS which contain ordinary terms with respect to, for example, voting, corporate governance, dividends payments as well as the cooperation between Hirsch Porozell GmbH, Hirsch France SAS and the Group. The Group has a 34% ownership in Hirsch Porozell GmbH and Hirsch France SAS (respectively).

8.10.3 *Acquisition of BEWi Drift Holding AS (BDH) in 2020*

On 17 August 2020, a subsidiary of the Company, BEWiSynbra entered into and completed an agreement for the acquisition of all the shares in BEWi Drift Holding AS from BEWi Holding AS. The consideration was based on an enterprise value of NOK 400 million of which approximately NOK 100 million were settled through a directed issue of 5,005,691 shares in BEWiSynbra, while the remaining approximate NOK 300 million was paid as cash consideration and refinancing of existing debt. The purchase price is subject to certain adjustments, including if actual EBITDA for BDH and its subsidiaries for FY 2020 exceeds the EBITDA applied to calculate the enterprise value and the purchase price for the shares in BDH payable on closing, in which case an additional purchase price in the maximum amount of NOK 30 million may be payable. Vice versa, a corresponding reduction to the purchase price may be made if actual EBITDA for FY 2020 is less than the EBITDA applied to calculate the enterprise value and the purchase price for the shares in BDH payable on closing. There is a minimum threshold for purchase price adjustments at NOK 4 million and the NOK 30 million cap applies to the total of all adjustments. As per the date of this Prospectus, the Company has not estimated the expected level of purchase price adjustment.

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

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

8.10.4 *Other recent acquisitions and sales*

HIRSCH France SAS

On 4 November 2019, a subsidiary of the Company and HIRSCH Servo Group ("**HIRSCH**") entered into an agreement to acquire six EPS insulation production sites in France and 49.9% of the shares in the French company

Isossol SAS from Placoplatre S.A, a subsidiary of Saint-Gobain. The acquisitions were made through a newly incorporated French company, HIRSCH France SAS, owned to 66% by HIRSCH and to 34% by the Group.

BEWi Insulation AB

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

Real Estate Sale & Leaseback

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

In November 2020, BEWi ASA entered into an agreement with KMC Properties AS regarding the divestment of certain real properties owned by wholly-owned subsidiaries of the Company located in the Netherlands for a cash consideration of approximately NOK 300 million. The transaction is still subject to certain conditions.

BEWi Energy AS

In connection with the acquisition of BDH, BEWi Norplasta AS entered into a ten year production and delivery agreement with BEWi Energy AS, which is indirectly owned to 100% by Bekken Invest AS, under which BEWi Norplasta AS undertakes to produce and sell certain plastic products to BEWi Energy AS and BEWi Energy AS undertakes to purchase such products from BEWi Norplasta AS.

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

8.11 Environmental, health and safety matters

The Group is involved in the production of cellular plastics EPS, EPP and XPS for packaging solutions and insulation systems. The products are used in a variety of applications such as efficient insulation of buildings and as protection, cooling and safeguard of food during transportation. Further examples of applications are the protection of electronics and other types of sensitive products during transport and sale.

EPS/EPP has environmental advantages compared to other comparable materials e.g. EPS is very light (parts of EPS contain 98% air), EPS is made without any hazardous substances. E.g. no hazardous chlorofluorocarbons (CFC) or plastizers (phthalates) are used during production or processing of EPS and the material is recyclable. EPS does not irritate the skin and contains no dyes or chemical additives.

Littering in the eco systems from the use of plastics is an issue for the entire plastic industry and BEWi is a partner in the international Clean Sweep initiative and is part of promoting cleaner oceans. The purpose of Clean Sweep is to combat the release of plastic granulate from manufacturing into the environment. This is also part of the global Marine Litter Solutions initiative, which aims at improving the world's marine environments. As a partner in Clean Sweep, BEWi is obligated to avoid spills of plastic granulate at the production sites in Denmark and Sweden and systems to collect littering is installed in these sites.

The Group has in total 40 production sites located in Denmark, Sweden, Finland, Norway, the Netherlands, Belgium and Portugal. The main part (all except two) of these production sites are downstream sites where EPS/EPP is produced from plastic pellets/pasta. In general, the downstream sites are not obliged to hold any

environmental permits. However, the main part of the downstream sites in Sweden are obliged to notify the supervising authority and the site in Denmark holds specific permits on e.g. waste water discharge.

One site in Finland and one in the Netherlands are upstream sites where the production of the actual styrene/polystyrene raw plastic materials is conducted. The raw materials at these sites are expandable polystyrene and polypropylene (with pentane content). The raw material is heated by adding water vapour. The heat softens polystyrene/polypropylene and makes the expansion agent evaporate, increasing the material to a 15-30 of the original size. The material is transported via pipes to intermediate storage silo. From the intermediate storage silo, the material is transported into molding machines. In the machines, temperature, vacuum and vapour pressure cause the beads to expand further and they begin to weld together. The product is cooled using cooling water. After cooling, the product can be removed from the mold form. Defect products are crushed and reused in production. The products are then transported to another intermediate storage area, where after they are cut according to customer needs and specifications. The ready products are packed and stored in a separate storage. Defect products are crushed and reused in production.

The upstream sites hold one integrated environmental permit or several separate environmental permits (air emissions, wastewater discharges etc.) depending on the jurisdiction in which the respective facilities are located. These permits generally contain established conditions with which the operations are legally obligated to comply.

The main part of the Group's production sites is certified in the ISO 14001 environmental management system.

8.12 Dependency on contracts, patents and licences

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

8.13 Regulatory framework

The Group complies with local and national laws and regulations in each of the countries in which the Group operates as well as EU and international regulations.

Compliance with such laws and regulations at an international, regional, national, provincial and local level 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, water use, air, emissions, use of recycled materials, energy sources, the storage, handling, treatment, transportation and the operation of the Group's activities, 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 environmental permits 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, each of which is subject to periodic and increasingly stringent modifications and requirements. 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 Industrial Emissions Directive 2010/75/EU lays down rules on integrated prevention and control of pollution arising from industrial activities and the use of best available techniques ("**BAT**") is a basic requirement of this directive. The EU Commission implementing decision of August 2007 established the BAT conclusions under Directive 2010/75/EU for the production of polymers. The BAT conclusions cover important areas including environmental management systems, waste management, waste water and emissions to water, energy consumption and efficiency. The national laws in the European countries in which the Group operates regulate waste disposal and place restrictions on land filling materials, which establish a preference for waste management methods of prevention, reuse and recycling.

In addition, the Group's Subsidiaries in Europe are also subject to REACH, Regulation 1907/2006 of the European Parliament and of the Council of December 18, 2006 concerning the registration, evaluation, authorisation and restriction of chemicals, which, applies to a number of raw materials that the Group sources.

The countries in which the Group owns production facilities have all ratified the Kyoto Protocol relating to the reduction of greenhouse gas emissions, and the Group is subject to the national laws, which implement that Protocol.

Further, as an operator in an energy intensive sector governed by the EU Emissions Trading Scheme for the production of EPS raw material the Group is obliged to comply with the cap and trade policy, which aids countries in meeting their commitments to reduce greenhouse gas emissions.

In addition, the Group is subject to Directive 2004/35/EC of the European Parliament and of the Council of April 21, 2004 concerning environmental liability and the prevention and remedying of environmental damage. Directive 2004/35/EC aims to prevent and remedy the pollution of water, damage to biodiversity and land contamination that causes serious harm to human health. As an operator, if any of the activities causes environmental damage, the Group may be required under that Directive to restore damage caused and/or pay for the clean-up and restoration, irrespective of whether the Group was at fault in causing the damage.

It is the Group's aim that all of the production units shall, to the extent applicable and relevant, have certified management systems in accordance with the following standards of the International Organisation for Standardisation; ISO 14001 (Environmental Management Systems), ISO 9001 (Quality management) and ISO 18001 (Occupational Health and Safety Management Systems).

Furthermore, the Group is subject to prevailing tax laws in each jurisdiction the Group operates. The Group has operating sites in Denmark, Sweden, Finland, Norway, the Netherlands, Iceland, Belgium and Portugal as well as in France, Germany and the UK through the minority holdings. The Group, accordingly, conducts its operations through companies in different countries, and will be subject to changes in tax laws, tax treaties or regulations or the interpretation or enforcement thereof in the various jurisdictions, possibly with retrospective effect. The Group's overall tax charge is dependent on where profits are generated and taxed, whereas different countries have different tax systems and tax rates. Different jurisdictions have different legal systems with different laws for tax residency, tax credits and tax exemption rules. Tax, goods and service tax (GST) and VAT laws and regulations are highly complex and subject to interpretation. The Group's tax expense will be based upon the Group's interpretation of the tax laws in effect in the various countries at the time the profit is generated.

In 2019 the substance styrene was classified by International Agency for Research on Cancer as group 2A meaning that it is probably carcinogenic to humans. Although this classification had no direct impact, it is the basis for a review of related regulation. For EPS food contact packaging, including fish boxes, a specific migration limit will be introduced. In addition, there is a risk of changes of limit values for styrene related to workers exposure and indoor air quality. Another group of substances that could be subject to a changing regulation are the additives used in the Group's production. More restrictive chemicals regulation can be expected.

There is an increasing pressure towards more stringent fire safety regulation and insurance policies which may limit the use of EPS insulation. As described under Section 2.3 this may have a negative impact on the Group. However, given the Group's development of Xire this may also be an advantage for the Group towards its competitors.

With relation to the European Green deal and CEAP (Circular Economy Action Plan) additional requirements can be expected. These can impose either an opportunity or a threat to various packaging and insulation applications, depending upon the actual proposal put forward. More stringent requirements can also be expected related to recycled content and recyclability for various products. As described under Section 2.3 this may have a negative impact on the Group. Given the Group's focus on circularity this may, however result in an advantage for the Group towards its competitors. The Group's development of BioFoam may also contribute to such advantage.

8.14 Insurance

BEWi currently maintains insurance coverage of the type and in amounts that it believes to be customary in the industry, including property damage and business interruption, cargo/transportation, environmental liability, general third party and product liability, professional liability/crime and legal expenses, all subject to certain limitations, deductibles and caps. The Management and Board of Directors are also covered by a directors' and officers' liability insurance.

8.15 Legal and arbitral proceedings

The Group completed the acquisition of the Synbra Group in May 2018. Since October 2018 Synbra is included in the Commission's ongoing Styrene Monomer Investigation in respect of Synbra's potential involvement into suspected anticompetitive practices during 2013 and 2014. No formal charges stating an infringement have been brought forward by the Commission against Synbra yet, but there is a risk that such formal charges will be brought forward. If the Commission concludes that Synbra was engaged in anti-competitive behaviour under the Styrene Monomer Investigation, the Commission may impose a fine on Synbra. Such potential fine is calculated in accordance with the Commission's guidelines on the method of setting fines and in general on the basis of a percentage of relevant purchases and duration. An additional deterrence may be applied for cartels. The potential fine may be increased by aggravating factors (e.g. ringleader, repeat offender or obstructing investigation) and may be decreased by mitigating factors (e.g. limited role or conduct encouraged by legislation). Discounts may be applied for leniency and settlement. The maximum amount of a potential fine should as a general rule and so long as the groups are deemed legally separated not exceed 10% of the Synbra Group's worldwide turnover in the year preceding the Commission's potential fine decision. However, it cannot be excluded that a potential fine could be up to 10% of the Group's worldwide turnover in the year preceding the Commission's potential fine decision.

The Group has received customary warranties in relation to, *inter alia*, compliance with laws, from the sellers of Synbra and such warranties are insured under a warranty and indemnity policy. Such warranty and indemnity insurance is capped at EUR 15 million and contains specific and customary qualifications and carve-outs (including knowledge qualifiers) in relation to, *inter alia*, the cover for the compliance with laws warranty. Consequently, there is a risk that the Group may not receive benefits under the insurance upon the occurrence of an insured event, or that such benefits may be limited, and that a potential fine will not be covered by the insurance or that it exceeds the liability limit of such insurance.

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

The tax authorities in Portugal are claiming that interest expenses deducted by the Portuguese subsidiary for the years 2014-2016 are not tax deductible. The Portuguese subsidiary has rejected the claim and the case is currently subject to legal proceedings. The tax claimed by the tax authorities, including accrued interest on the amount, is

SEK 4.2 million. It is deemed more likely than not that the Portuguese subsidiary will win the case and no provision has been made in the Group's financial statements.

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

9 RELATED PARTY TRANSACTIONS

9.1 Introduction

Below is a summary of the Group's related party transactions for the periods covered by the Financial Statements and up to the date of this Prospectus. For further information on related party transactions of the Group, please refer to the Financial Statements (note 28 for 2019, note 28 for 2018, and note 29 for 2017) and the Interim Financial Statement (note 3).

9.2 Details of recent related party transactions

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

Other related parties are the two 34% owned associated companies Hirsch France SAS and Hirsch Porozell GmbH. In 2019, 34% owned Isobouw GmbH was merged into Hirsch Porozell GmbH, and transactions with those two companies are combined in Hirsch Porozell GmbH for 2019 in the tables below. In 2020, 49% was acquired in Jablite Group Ltd, a UK based associated company.

Transactions impacting the income statement (in EUR million) (extracted from the related parties transactions in the Financial Statements):

	YTD 2020	2019	2018	2017
Sale of goods to				
Bekken owned companies	-	0.0	13.9	15.3
IsoBouw GmbH	-	-	18.4	-
Hirsch Porozell GmbH	25.0	27.4	5.5	-
-Hirsch France SAS	3.0	-	-	-
Purchase of goods from:				
Bekken owned companies	-	0.5	-	-
Hirsch Porozell GmbH	-	0.0	-	-
Rental expenses to:				
Bekken owned companies	2.5	2.7	1.3	-
Interest income from:				
Hirsch France SAS	0.1	-	-	-

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

The acquisitions in 2018 of BEWi Produkter AS, BEWi Polar AS and BEWi Automotive AB were done from Frøya Invest AS and KMC Family AS. In the second quarter of 2018, five properties in Denmark and Sweden were sold for SEK 110 million in a sale and leaseback transaction to KMC Family AS. During the third quarter of 2020, two properties used in the Danish production were sold in a sale and leaseback transaction to KMC Industrial Properties Denmark ApS, a company owned by members of the Bekken Family, for a net consideration of EUR 10.2 million. In the second quarter of 2020, a similar sale and leaseback transaction took place in Sweden when a property was sold to KMC Eiendom Sverige AB, also owned by members of the Bekken family, for a net consideration of EUR 4.3 million.

In November 2020 BEWi entered into a conditional commitment with KMC Properties AS regarding the divestment of certain real estate owned by wholly owned subsidiaries of the Company located in the Netherlands for a cash consideration of approximately NOK 300 million. Completion is conditional on the buyer securing the required financing.

The transactions were conducted on market terms.

Transactions impacting the balance sheet (in EUR million):

	30 September 2020	31 December 2019	31 December 2018
Non-current receivable			
Bekken owned companies	0.3	-	-
Hirsch France SAS	2.3	2.5	-
Jabalite Group Ltd.	1.6	-	-
Current receivables			
Bekken owned companies	0.9	-	-
Hirsch Porozell GmbH	0.6	-	-
Current liabilities			
Bekken owned companies	1.0	-	-

In connection with the acquisition of IsoBouw GmbH in 2018, the Group settled external loans in IsoBouw GmbH of EUR 5.4 million, by way of refinancing with a new loan from the Group to that company. In the acquisition analysis the loan was valued at zero and was consequently not included on the balance sheet. In 2019, that loan was converted to equity by way of shareholder's contribution. As the loan was valued at zero in the consolidated accounts, the conversion to equity by way of shareholder's contribution had no impact on the balance sheet.

In August 2020, BDH was acquired from BEWi Holding AS, which is indirectly owned by Sverre Bekken. The consideration was based on an enterprise value of NOK 400 million of which approximately NOK 100 million were settled through a directed issue of 5,005,691 shares in BEWiSynbra, while the remaining approximate of NOK 300 million was paid as cash consideration and refinancing of existing debt. The purchase price is subject to certain post-closing adjustments, see Section 8.10.2.

In connection with the acquisition of BDH, BEWi Norplasta AS entered into a ten year production and delivery agreement with BEWi Energy AS, which is indirectly owned to 100% by Bekken Invest AS, under which BEWi Norplasta AS undertakes to produce and sell certain plastic products to BEWi Energy AS and BEWi Energy AS undertakes to purchase such products from BEWi Norplasta AS.

The acquisition of BDH has been recognised in Q3 2020 in line with IFRS 3 as the transaction is not considered to be under common control. The transaction value has been negotiated with the selling BDH shareholders, including certain selling shareholders unrelated to the Group.

10 CAPITALISATION AND INDEBTEDNESS

10.1 Introduction

The information presented below should be read in conjunction with the other parts of this Prospectus, in particular Section 11 "*Selected Historical Financial Information and Other Information*" and the Financial Statements and Interim Financial Statements.

This section provides information about the Group's unaudited consolidated capitalisation and net financial indebtedness on an actual basis as at 30 September 2020 and, in the "Adjustment amount (Impact of the Offering)" column, the estimated impact to the Group's consolidated capitalisation and net financial indebtedness following the listing and completion of the Offering.

The "Adjustment amount" column does not present a certain outcome, it is included for illustrational purposes only, with the actual result of the Retail offering being unknown and with other non-significant changes also having occurred since 30 September 2020. The "As adjusted" column reflects the Group's unaudited consolidated financial capitalisation and net financial indebtedness as of 30 September 2020 combined with the assumed gross proceeds from the issue of Offer Shares received by the Company in the amount of EUR 9.5 million, resulting in net proceeds of approximately EUR 8.6 million after deducting estimated expenses related to the Offering of EUR 0.5 million. The Private Placement was executed on 25 November 2020 (see Section 14.3.3 for further details).

Other than as set forth above, there has been no material change to the Group's combined capitalisation and net financial indebtedness since 30 September 2020.

10.2 Capitalisation

The following table sets forth information about the Group's capitalisation, where the Company's capitalisation as of 30 September 2020 (see the "As of 30 September 2020" column – figures derived from the Interim Financial Statements) has been adjusted with the Offering, in order to reflect the Company's capitalization as of the date of the Prospectus, presented in the final column "As adjusted".

<i>(in EUR million)</i>	As of 30 September 2020 Actual and unaudited	Adjustment (Impact of the Offering)	As adjusted
Current debt			
Guaranteed	-	-	-
Secured ¹	27.2	-	27.2
Unguaranteed/unsecured ²	94.8	-	94.8
Total current debt	122.0	-	122.0
Non-current debt			
Guaranteed	-	-	-
Secured ³	185.1	-	185.1
Unguaranteed/unsecured ⁴	29.0	-	29.0
Total non-current debt	214.1	-	214.1
Total liabilities (A)	336.1	-	336.1
Shareholders' equity			
Share capital ⁵	13.6	0.5	14.1
Legal reserves ⁵	142.2	8.5	150.7

Other reserves	13.1	-	13.1
Total equity (B)	168.9	9.0	177.9
Total capitalization (A+B)	505.0	9.0	514.0

Notes:

- 1) Secured current debt of EUR 27.2 million is made up of EUR 10.3 million in short term lease liabilities, the Group's revolving credit facility (SSRCF) of EUR 16.6 million, and EUR 0.3 mill in liabilities to credit institutions. The leasing liability is secured by mortgages on underlying leasing objects. Security for the SSRCF (and the two bond loans - see note 3) has been provided by the Group in the form of business mortgages, pledged shares in subsidiaries and material intra-group loans to subsidiaries.
- 2) Unguaranteed and unsecured debt of EUR 94.8 million is made up of EUR 45.8 million in accounts payable, EUR 10.5 million in current tax liabilities, EUR 12.7 million in other current liabilities and EUR 25.8 million in accrued expenses and deferred income.
- 3) Secured non-current debt of EUR 185.1 million is made up of EUR 137.8 million in long-term bond loans and EUR 47.3 million in long term leasing liabilities. Security for the two bond loans (as well as for the SSRCF - see note 1 above) has been provided by the Group in the form of business mortgages, pledged shares in subsidiaries and material intra-group loans to subsidiaries. The leasing liabilities are secured by mortgages on underlying leasing objects.
- 4) Secured non-current debt of EUR 29.0 million is made up of liabilities to credit institutions of EUR 1.7 million, pensions and similar obligations to employees of EUR 2.8 million, provisions of EUR 0.8 million and deferred tax liability of EUR 23.7 million.
- 5) 3.6 million new Shares already issued in the Private Placement for gross proceeds of NOK 75 million (equal to EUR 7.1 million), in addition the planned Retail Offering and Employee Offering with a price of NOK 21.00 and NOK 16.80 per Offer Share respectively, providing a maximum of NOK 10 million (equal to EUR 1.0 million) and NOK 15 million (equal to EUR 1.4 million) respectively, in total gross proceeds of EUR 9.5 million. Net proceeds are estimated to be EUR 9.0 million, after deducting estimated expenses of EUR 0.5 million related to the Offering. Adjustment to share capital of EUR 0.5 million is a result of 4.5 million new Shares for the Private Placement, the planned Retail Offering and Employee Offering, each Share with a par value of NOK 1.00; resulting in a total of NOK 4.5 million in new share capital (equal to EUR 0.5 million). Furthermore; EUR 9.0 million in net proceeds net of new share capital of EUR 0.5 million results in an adjustment to additional paid-in capital of EUR 8.5 million. Exchange rate applied is the exchange rate as of 25 November 2020 of 10.5488 NOK/EUR.

10.3 Net financial indebtedness

The following table sets forth information about the Group's net financial indebtedness, where the Company's net financial indebtedness as of 30 September 2020 (see the "As of 30 September 2020" column – figures derived from the Interim Financial Statements) has been adjusted with the Offering in the "Adjustment" column in order to reflect the Company's capitalization as of the date of this Prospectus, presented in the final column "As adjusted".

<i>(in EUR million)</i>	As of 30 September 2020 Actual and unaudited	Adjustment (Impact of the Offering)	As Adjusted
(A) Cash ¹	29.4	9.0	38.4
(B) Cash equivalents	-	-	-
(C) Trading securities	-	-	-
(D) Liquidity (A)+(B)+(C)	29.4	9.0	38.4
(E) Current financial receivables	-	-	-
(F) Current bank debt ²	16.9	-	16.9
(G) Current portion of non-current debt	-	-	-
(H) Other current financial debt ³	10.3	-	10.3
(I) Current financial debt (F)+(G)+(H)	27.2	-	27.2

(J) Net current financial indebtedness (I)-(E)-(D)	(2.2)	(9.0)	(11.2)
(K) Non-current bank loans ⁴	1.7	-	1.7
(L) Bond issues	137.8	-	137.8
(M) Other non-current financial debt ⁵	47.3	-	47.3
(N) Non-current financial indebtedness (K)+(L)+(M)	186.8	-	186.8
(O) Net financial indebtedness (J)+(N)	184.6	(9.0)	175.6

Notes:

- 1) 3.6 million new Shares already issued in the Private Placement for gross proceeds of NOK 75 million (equal to EUR 7.1 million), in addition a planned Retail Offering and Employee Offering with a price of NOK 21.00 and NOK 16.80 per Offer Share respectively, providing a maximum of NOK 10 million (equal to EUR 1.0 million) and NOK 15 million (equal to EUR 1.4 million) respectively, in total gross proceeds of EUR 9.5 million. Net proceeds are estimated to be EUR 9.0 million, after deducting estimated expenses of EUR 0.5 million related to the Offering. Exchange rate applied is the exchange rate as of 25 November 2020 of 10.5488 NOK/EUR.
- 2) Current bank debt is made up of EUR 16.6 million of the SSRCF as well as current liabilities to credit institutions of EUR 0.3 million.
- 3) Other current financial debt of EUR 10.3 million corresponds to short-term leasing liabilities.
- 4) Non-current bank loans are made up of liabilities to credit institutions of EUR 1.7 million.
- 5) Other non-current of EUR 47.3 million corresponds to long-term leasing liabilities.

10.4 Working capital statement

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

10.5 Contingent and indirect liabilities

Please refer to Section 8.15 "*Legal and arbitral proceedings*" with regards to outstanding legal and tax disputes.

Other than the above, as of 30 September 2020 and as of the date of the Prospectus, the Group does not have any material contingent or indirect indebtedness.

11 SELECTED HISTORICAL FINANCIAL INFORMATION AND OTHER INFORMATION

11.1 Introduction, basis for preparation and change of presentation currency

The audited financial statements for the Group for the years ended 31 December 2019, 2018 and 2017 (the "**Financial Statements**") as well as the unaudited interim consolidated financial statements (the "**Interim Financial Statements**") for the three and nine months' periods ended 30 September 2020, have been prepared in accordance with the International Financial Reporting Standards (IFRS) as well as interpretations from the IFRS Interpretations Committee (IFRS IC), as adopted by the EU. Financial Statements and Interim Financial Statements are incorporated to this Prospectus by reference see Section 19.4. The Financial Statements have been audited by PricewaterhouseCoopers AB, the Interim Financial Statements have been subject to a limited review by PricewaterhouseCoopers AS.

Preparing reports compliant to IFRS requires certain estimates for accounting purposes to be made. It requires the executive management to make certain assessments when applying the Group's accounting principles. The complex areas, areas in which a high degree of assessments is required, or in which assumptions and estimates are significant to the Financial Statements, are set out in note 4 to the Financial Statements.

The Group was in August 2020 reorganised with BEWi ASA as the new holding company. As this Reorganisation was considered to be a transaction under common control, the carrying values of assets and liabilities in BEWiSynbra were recognised in the Group (with BEWi ASA as the new parent company) with the same carrying values as in BEWiSynbra, i.e. in line with predecessor accounting (i.e. to continuity) and with no fair value adjustments. Furthermore, as the Reorganisation is considered to be a capital reorganisation from an accounting perspective, BEWiSynbra's historical consolidated financial statements represent the Group's historical financial information going forward, and as such these financial statements reflect the Group's historical activities. See further details in Section 14.2.2 below.

The selected financial information presented in this section has been extracted from the Company's audited Financial Statements and from the unaudited Interim Financial Statements for the three and nine months' period ended 30 September 2020.

SEK has historically been applied as the presentation currency for BEWiSynbra's consolidated financial statements. The Group has decided to change the presentation currency from SEK to EUR for the consolidated financial reporting. The transition has been implemented retrospectively in the Interim Financial Statements, with reference to the provisions of IAS 21 The Effects of Changes in Foreign Exchange Rates.

In order to facilitate the comparison of 2019, 2018, 2017 Financial Statements presented historically in SEK with the financial figures presented in EUR in the Interim Financial Statements, the 2019, 2018 and 2017 figures (fetched from the audited Financial Statements) have been translated from SEK to EUR. The recalculated figures are therefore presented as unaudited in the Prospectus. The exchange rates applied are the average exchange rate SEK to EUR for the respective year of 2019, 2018 and 2017, and the year-end exchange rate SEK to EUR as of year-end 2019, 2018 and 2017. An attachment (Appendix A) setting out how the figures are recalculated from SEK to EUR is enclosed to this Prospectus. See Section 4.3.5 for the relevant exchange rates.

The selected financial information included herein should be read in connection with, and is qualified in its entirety by reference to, the Interim Financial Statements and the Financial Statements, as incorporated to this Prospectus by reference. See note 2.1 in the 2019 Financial Statements for the Basis of Preparation.

11.2 Summary of accounting policies and principles

The Group has implemented IFRS 16 Leases from January 1, 2019. IFRS 16 introduces a single lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the old standard, i.e. lessors continue to classify leases as finance or operating leases.

For further details about the transition to IFRS 16 as well as the Group's accounting policies and principles, please refer to note 2 "Summary of key accounting principles" in the Financial Statements.

11.3 Auditors

The Company's independent auditor is PricewaterhouseCoopers AS (business registration number 987 009 713), with registered address Dronning Eufemias gate 71, 0194 Oslo. The partners of PricewaterhouseCoopers AS are members of Den Norske Revisorforeningen (the Norwegian Institute of Public Accountants). PricewaterhouseCoopers AS has been the Company's independent auditor since the incorporation of BEWi ASA on 29 July 2020.

PricewaterhouseCoopers AB (Stockholm) has been the auditor of BEWiSynbra and its subsidiaries since 2014. PricewaterhouseCoopers AB has address Torsgatan 21, 113 21 Stockholm. As a consequence of the Group being re-domiciled from Sweden to Norway, PricewaterhouseCoopers AS were appointed as the auditors of the Group.

11.4 Consolidated comprehensive income statement for the Group

The Group was in August 2020 reorganised with BEWi ASA as the new holding company. As this is considered to be a capital reorganisation from an accounting perspective, BEWiSynbra's historical consolidated financial statements as reported historically reflect the Group's historical activities and as such represent the Group's historical, comparative financial information going forward. See Section 14.2.2 below for further details about the Reorganisation.

This Section sets out selected data from the consolidated comprehensive income statement and other comprehensive income for the Group, for the years 2019, 2018, 2017 as well as for the three and nine months' periods ending 30 September 2020 (with comparative financial information), prepared in accordance with IFRS. The development in the comprehensive income is described further in Section 12.5 "Results of operations".

<i>(in EUR million)</i>	For the		For the		For the		
Consolidated comprehensive income statement for the Group	three months ended		nine months ended		year ended		
	30 September		30 September		31 December		
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited*	Unaudited*	Unaudited*
	2020	2019	2020	2019	2019	2018	2017
<i>Operating income:</i>							
Net sales	122,1	107,4	332,3	325,9	429,9	380,8	194,7
Other operating income	-	0,2	0,0	0,7	0,9	1,5	1,0
Total operating income	122,1	107,5	332,3	326,7	430,8	382,3	195,7
Raw materials and consumables	(44,7)	(50,9)	(134,9)	(147,5)	(198,1)	(207,9)	(115,3)
Goods for resale	(14,0)	(3,0)	(18,7)	(11,5)	(13,8)	(8,5)	(7,1)
Other external costs	(24,8)	(22,0)	(72,2)	(68,2)	(90,7)	(80,7)	(38,2)
Personnel costs	22,2	(19,6)	(62,3)	(60,9)	(80,9)	(62,2)	(26,1)
Depreciation, amortisation and impairment	(7,5)	(6,7)	(21,5)	(20,2)	(27,6)	(14,8)	(5,4)
Share of income from associated companies	0,1	0,3	4,5	0,7	0,6	0,7	-

Capital gain from sale of asset	1,6	-	1,7	-	-	5,0	-
Total	(111,5)	(101,9)	(303,4)	(307,5)	(410,5)	(368,5)	(192,1)
Operating profit (EBIT)	10,6	5,6	29,0	19,2	20,3	13,8	3,6
Financial income	0,1	0,0	0,2	0,3	0,2	0,2	0,3
Financial expense	(2,8)	(2,5)	(8,0)	(8,2)	(11,2)	(7,5)	(3,2)
Net financial	(2,7)	(2,5)	(7,8)	(7,9)	(11,0)	(7,3)	(2,9)
Income before tax	7,9	3,2	21,1	11,3	9,3	6,5	0,7
Income tax	(2,2)	(0,5)	(4,6)	(2,9)	(3,7)	(4,9)	3,4
Net income for the period	5,7	2,7	16,5	8,4	5,6	1,6	4,1
Other comprehensive Income							
Items that might be reclassified to profit or loss							
Exchange rate differences	(1,7)	(1,5)	(7,6)	0,9	0,9	(2,3)	1,0
Items that will not be reclassified to profit or loss							
Remeasurements of net pension obligations	0,0	(1,0)	(0,7)	0,5	(1,2)	(0,4)	0,1
Income tax pertinent to remeasurements of net pension obligations	0,0	0,2	0,1	(0,1)	0,2	(0,0)	(0,0)
Other comprehensive income/loss, net after tax	(1,7)	(2,3)	(8,2)	1,3	(0,1)	(2,7)	1,1
Total comprehensive income/loss for the period	4,0	0,4	8,3	9,7	5,5	(1,1)	5,2
Net profit/loss for the period attributable to:							
Parent Company shareholders	5,7	2,7	16,6	8,4	5,6	1,6	4,0
Non-controlling interests	0,0	0,0	(0,1)	0,0	(0,0)	(0,1)	0,1
Total comprehensive income attributable to:							
Parent Company shareholders	4,0	0,3	8,4	9,6	5,5	(1,1)	5,1
Non-controlling interests	0,0	0,1	(0,1)	0,1	(0,0)	(0,0)	0,1

*Audited SEK figures have been converted from SEK to EUR using an average SEK to EUR exchange rate for the relevant year. See Section 4.3.5 for relevant exchange rates.

11.5 Consolidated statement of financial position for the Group

This section sets out selected data from the Consolidated statements of financial position for the Group as of 31 December 2019, 31 December 2018 and 31 December 2017 as well as 30 September 2020 (with comparative financial information), prepared in accordance with IFRS. The development in the financial position is commented further in Section 12.6 "Financial position".

(in EUR million) Consolidated statement of financial position for Group	As of 30 September		As of 31 December		
	Unaudited 2020	Unaudited 2019	Unaudited* 2019	Unaudited* 2018	Unaudited* 2017

ASSETS

Non-current assets:

Intangible assets					
Goodwill	79,8	71,1	71,2	70,1	18,7
Other intangible assets	78,6	75,4	74,1	80,0	9,7
Total intangible assets	158,4	146,4	145,3	150,2	28,4
Tangible assets					
Land and buildings	75,2	64,4	63,1	38,6	15,3
Plant and machinery	73,9	69,4	71,5	64,0	23,6
Equipment, tools, fixtures and fittings	9,3	9,6	10,5	6,6	3,8
Construction in progress and advance payments	5,7	5,3	3,2	10,1	3,4
Total tangible assets	164,1	148,6	148,3	119,3	46,0
Financial assets					
Shares in associates	7,6	1,6	1,5	0,7	-
Other financial non-current assets	7,2	4,4	5,8	3,4	0,2
Total financial assets	14,8	6,1	7,3	4,0	0,2
Deferred tax assets	5,2	4,4	4,6	5,0	3,8
Total non-current assets	342,5	305,6	305,5	278,6	78,4

Current assets:

Inventory	52,5	43,7	38,2	42,0	18,7
Other current assets					
Account receivables	73,0	60,5	41,5	51,3	22,2
Current tax asset	0,6	0,4	0,3	0,3	0,4
Other current receivables	3,8	2,3	2,0	3,1	3,1
Prepaid expenses and accrued income	2,8	1,5	1,3	1,8	1,6
Other financial assets	0,4	-	-	0,0	-
Cash and cash equivalents	29,4	21,6	56,3	22,9	11,2
Total other current assets	110,0	86,3	101,4	79,5	38,5
Total current assets	162,5	130,0	139,6	121,5	57,1
TOTAL ASSETS	505,0	435,5	445,1	400,1	135,5

EQUITY AND LIABILITIES**EQUITY**

Share capital	13,6	0,1	0,1	0,1	0,1
Additional paid-in capital	142,5	130,7	134,4	136,4	24,8
Reserves	(19,5)	6,2	0,7	(1,4)	1,4
Accumulated profit or loss (including net profit for the period)	32,0	17,8	15,5	13,4	12,3
Equity attributable to Parent Company shareholders	168,6	154,9	150,7	148,6	38,5
Non-controlling interests	0,3	(0,5)	(0,6)	1,0	1,0
Total equity	168,9	154,4	150,1	149,6	39,6

LIABILITIES*Non-current liabilities:*

Pensions and similar obligations to employees	2,8	2,2	2,6	1,9	0,7
Provisions	0,8	0,3	0,6	0,5	0,7
Deferred tax liability	23,7	23,5	22,9	27,1	1,0
Non-current bond loan	137,8	73,4	137,4	125,6	54,6
Derivative liability	-	-	-	2,0	0,3
Other non-current interest-bearing liabilities	49,0	30,5	29,8	5,1	3,2
Total non-current liabilities	214,1	129,9	193,3	162,2	60,4

Current liabilities:

Current bond loan	-	51,0	14,7	-	-
Other current interest-bearing liabilities	27,2	9,3	8,7	1,6	0,8
Other financial liabilities	-	3,6	0,5	0,3	0,2
Account payables	45,8	43,6	45,0	46,6	23,5

Current tax liabilities	10,5	4,8	4,7	5,5	0,5
Other current liabilities	12,7	12,2	6,3	9,4	3,1
Accrued expenses and deferred income	25,8	26,8	21,7	24,9	7,3
Total current liabilities	122,0	151,3	101,7	88,2	35,4
Total liabilities	336,1	281,2	295,0	250,5	95,9
TOTAL EQUITY AND LIABILITIES	505,0	435,5	445,1	400,1	135,5

**Audited SEK figures have been converted from SEK to EUR using a yearend SEK to EUR exchange rate for the relevant year. See Section 4.3.5 for relevant exchange rates.*

11.6 Consolidated cash flow statement for the Group

The table below sets out selected data from the Group's consolidated statement of cash flows for the years ended 31 December 2019, 31 December 2018 and 31 December 2017, as well as for the three and nine months' periods ending 30 September 2020 (with comparative financial information), prepared in accordance with IFRS. The development in cash flow is described further in Section 12.7 "Liquidity and capital resources".

<i>(in EUR million)</i>	For the		For the		For the		
Consolidated cash flow statement for the Group	three months ended		nine months ended		year ended		
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited*	Unaudited*	Unaudited*
	2020	2019	2020	2019	2019	2018	2017
<i>Cash flow from operating activities</i>							
Operating income	10,6	5,6	29,0	19,2	20,3	13,8	3,6
Adjustments for non-cash items, etc.	5,8	6,3	15,5	19,3	26,9	7,9	4,9
Interest paid and financing costs	(2,7)	(2,1)	(6,7)	(6,8)	(10,2)	(4,9)	(2,6)
Interest received	0,1	0,0	0,2	-	0,1	0,1	0,0
Income tax paid	(3,0)	(0,6)	(5,5)	(5,2)	(6,9)	(4,6)	(0,7)
Operating cash flow before changes to working capital	10,9	9,2	32,4	26,4	30,2	12,3	5,3
Cash flow from working capital changes	0,0	13,7	(19,1)	(10,1)	5,7	5,3	2,1
Cash flow from operating activities	10,8	22,9	13,3	16,3	35,9	17,6	7,4
<i>Cash flow from investment activities</i>							
Purchase of property, plant and equipment and intangible assets	(4,9)	(2,6)	(11,5)	(9,3)	(14,3)	(13,9)	(10,0)
Acquisitions of business	(3,2)	(1,1)	(10,7)	(2,3)	(2,3)	(93,4)	(1,1)
Acquisitions of associated companies	-	(0,2)	(0,3)	(0,2)	(0,2)	-	-
Loans granted to associated companies	-	-	(3,1)	-	(2,5)	-	-
Other financial investments, including one-time payment pension funds	0,9	-	-	-	0,1	(3,0)	-
Disposals of property, plant and equipment	11,2	-	16,0	-	-	11,0	-
Repayment of loans to associated companies	-	-	-	-	-	1,8	-
Cash flow from investment activities	4,0	(3,9)	(9,6)	(11,8)	(19,1)	(97,6)	(11,1)
<i>Cash flow from financing activities</i>							
Borrowings, net of transaction costs	0,2	-	16,6	0,2	64,5	73,3	114,7
New share issue, net of transaction costs	-	-	-	-	-	38,3	-
Repayment of borrowings	(23,5)	(9,1)	(46,6)	(5,8)	(44,7)	(19,2)	(102,0)
Settlement currency interest swap	-	-	-	-	(3,6)	-	-

Dividend to non-controlling interests	-	-	-	-	(0,1)	(0,1)	-
Cash flow from financing activities	(23,4)	(9,1)	(30,0)	(5,6)	16,1	92,3	12,8
Cash flow for the period	(8,5)	9,9	(26,3)	(1,1)	32,9	12,3	9,0
Opening cash and cash equivalents	38,0	11,9	56,3	22,9	22,9	11,2	2,4
Exchange difference in cash	(0,1)	(0,2)	(0,6)	(0,2)	0,5	(0,7)	(0,2)
Closing cash and cash equivalents	29,4	21,6	29,4	21,6	56,3	22,9	11,2

**Audited SEK figures have been converted from SEK to EUR using SEK to EUR exchange rate for the relevant year. See Section 4.3.5 for relevant exchange rates.*

11.7 Changes in consolidated equity for the Group

The table below sets out selected data from the Group's statement of changes in consolidated equity for the years ended 31 December 2019, 31 December 2018 and 31 December 2017, as well as for the period ended 30 September 2020, prepared in accordance with IFRS.

The development in cash flow is described further in Section 12.7 "Liquidity and capital resources".

(in EUR million) Changes in consolidated equity for the Group	For the Nine months ended 30 September			For the Year ended 31 December	
	Unaudited	Unaudited	Unaudited*	Unaudited*	Unaudited*
	2020	2019	2019	2018	2017
Opening balance	150,1	149,6	149,6	39,6	34,7
Changes in accounting principles	-	(2,7)	(2,7)	-	-
Adjusted opening balance	150,1	146,9	146,9	39,6	34,7
Net profit/(loss) for the period	16,5	8,4	5,6	1,6	4,1
Other comprehensive income	(8,2)	1,3	(0,1)	(2,7)	1,1
Total comprehensive income	8,3	9,7	5,5	(1,1)	5,2
New share issue	9,5	-	-	113,6	-
Transaction cost	-	-	-	(0,7)	-
Dividend non-controlling interest	-	-	(0,1)	(0,1)	-
Divestment of non-controlling interest	-	-	-	(0,1)	-
Acquisition of non-controlling interest	1,0	(2,3)	(2,3)	0,3	0,9
Total transactions with shareholders	10,5	(2,3)	(2,4)	113,0	0,9
Closing balance	168,9	154,4	150,1	149,6	39,6
<i>of which is attributable to non-controlling interests</i>	0,3	(0,5)	(0,6)	1,0	1,0

**Audited SEK figures have been converted from SEK to EUR using SEK to EUR exchange rate for the relevant year. See Section 4.3.5 for relevant exchange rates.*

11.8 Key financial information by segment

This section sets out an overview of the Group's total revenue by operating segment and geographic area for the years ended 31 December 2019, 2018 and 2017, as prepared in accordance with IFRS, and for the three and nine months' periods ended 30 September 2020 and 2019, as prepared in accordance with IAS 34.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is the Executive Committee, which is responsible for assessing the financial position of the Group and strategic decision-making. The Executive Committee has assessed the operating segments based on the information considered by the board of directors which is the basis of the allocation of resources and assessment of performances.

The Group has identified three segments to be reported; Raw material, Insulation and Packaging and Components.

Operating segment information

The table below sets out selected data from the Group's Financial Statements and Interim Financial Statements for the three segments of the Group, for the years ended 31 December 2019, 31 December 2018 and 31 December 2017, as well as for the three and nine months' periods ended 30 September 2020 (with comparative information), prepared in accordance with IFRS.

(in EUR million)	For the		For the		For the		
	three months ended		nine months ended		year ended		
	30 September		30 September		31 December		
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited*	Unaudited	Unaudited
	2020	2019	2020	2019	2019	* 2018	* 2017
RAW							
Segment revenue	44,6	52,7	140,8	159,6	206,7	230,3	123,5
Intra-group revenue	(9,4)	(19,0)	(42,5)	(59,2)	(71,6)	(70,8)	(20,5)
Revenue from external customers	35,2	33,7	98,3	100,4	135,1	159,5	103,0
Insulation							
Segment revenue	35,9	34,5	108,0	107,5	139,3	120,7	47,6
Intra-group revenue	(1,1)	(0,5)	(1,7)	(1,8)	(2,1)	(7,9)	(6,8)
Revenue from external customers	35,8	34,0	106,3	105,7	137,2	112,9	40,9
Packaging and Components							
Segment revenue	50,2	39,5	125,3	120,4	157,6	112,2	51,4
Intra-group revenue	(0,6)	(0,6)	(1,7)	(2,2)	(2,5)	(3,8)	(0,6)
Revenue from external customers	49,6	38,9	123,6	118,2	155,1	108,4	50,8
Unallocated							
Segment revenue	1,6	0,9	4,1	1,7	2,5	-	-
Intra-group revenue	0,0	(0,1)	-	(0,1)	(0,1)	-	-
Revenue from external customers	1,6	0,8	4,1	1,6	2,5	-	-
Total							
Total segment revenue	133,2	127,6	378,3	389,2	506,1	463,3	222,5
Total intra-group revenue	(11,1)	(20,2)	(45,9)	(63,2)	(76,2)	(82,5)	(27,8)
Total revenue from external customers	122,1	107,4	332,3	325,9	429,9	380,7	194,7
Adjusted EBITDA							
RAW	3,9	0,7	7,3	5,4	5,0	11,7	6,7
Insulation	5,9	5,4	19,0	17,4	22,3	12,7	0,1
Packaging and Components	9,3	7,7	25,4	22,2	28,9	9,7	5,4
Unallocated	(1,2)	(0,9)	(3,2)	(2,6)	(4,4)	(3,3)	(0,7)
Total adjusted EBITDA	17,9	12,9	48,5	42,3	51,8	30,9	11,4
EBITDA							
RAW	4,5	0,6	7,8	5,4	4,9	11,5	6,1
Insulation	3,5	5,2	19,3	16,2	20,9	14,9	0,7
Packaging and Components	12,7	7,7	28,7	21,8	28,4	11,9	4,1
Unallocated	(2,6)	(1,2)	(5,4)	(4,0)	(6,3)	(9,7)	(1,9)
Total EBITDA	18,1	12,3	50,5	39,3	48,0	28,6	9,0
EBITA							
RAW	3,6	(0,3)	5,0	2,8	1,4	8,8	4,6
Insulation	1,9	4,0	14,4	12,8	16,1	12,4	(0,3)
Packaging and Components	9,5	4,9	19,9	13,1	16,9	7,1	2,1
Unallocated	(2,8)	(1,3)	(5,9)	(4,6)	(7,0)	(9,9)	(1,9)
Total EBITA	12,1	7,3	33,5	24,1	27,5	18,3	4,5

EBIT							
RAW	3,5	(0,5)	4,7	2,2	0,7	8,2	4,3
Insulation	1,4	3,6	12,9	11,5	14,1	10,3	(0,3)
Packaging and Components	8,6	4,0	17,3	10,4	13,4	5,4	1,5
Unallocated	(2,9)	(1,4)	(6,0)	(5,0)	(7,8)	(10,1)	(1,9)
Total EBIT	10,6	5,6	29,0	19,2	20,3	13,8	3,6
Net financial items	(2,7)	(2,5)	(7,8)	(7,9)	(11,0)	(7,3)	(2,9)
Income before tax	7,9	3,2	21,1	11,3	9,3	6,5	0,7

**Audited SEK figures have been converted from SEK to EUR using average SEK to EUR exchange rate for the relevant year. See Section 4.3.5 for relevant exchange rates.*

Adjusted EBITDA is EBITDA excluding items affecting comparability, such as costs related to planned IPO, transaction costs related to the acquisition of entities, reversal of negative goodwill, major restructuring costs or severance payments, or capital gains or losses from divestment of assets. Items affecting comparability impacted the segments for the reporting periods, as presented below:

<i>(in EUR million)</i>	For the three months ended 30 September		For the nine months ended 30 September		For the year ended 31 December		
	Unaudited 2020	Unaudited 2019	Unaudited 2020	Unaudited 2019	Unaudited* 2019	Unaudited* 2018	Unaudited* 2017
Items affecting comparability							
RAW	0,6	(0,1)	0,5	(0,1)	(0,1)	(0,2)	(0,6)
Insulation	(2,4)	(0,2)	0,3	(1,2)	(1,4)	2,2	0,7
Packaging and Components	3,5	0,0	3,3	(0,4)	(0,4)	2,2	(1,3)
Unallocated	(1,5)	(0,3)	(2,1)	(1,3)	(2,0)	(6,4)	(1,2)
Total items affecting comparability	0,1	(0,5)	2,0	(3,0)	3,9	(2,3)	(2,5)

**Audited SEK figures have been converted from SEK to EUR using average SEK to EUR exchange rate for the relevant year. See Section 4.3.5 for relevant exchange rates.*

External segment revenue by country (selling company's geography)

The table below sets out selected data from the Group's Financial Statements and Interim Financial Statements for the three segments of the Group with external segment revenue reported by country, for the years ended 31 December 2019, 31 December 2018 and 31 December 2017, as well as for the three and nine months' periods ended 30 September 2020 (with comparative information), prepared in accordance with IFRS.

<i>(in EUR million)</i>	For the three months ended 30 September		For the nine months ended 30 September		For the year ended 31 December		
	Unaudited 2020	Unaudited 2019	Unaudited 2020	Unaudited 2019	Unaudited* 2019	Unaudited* 2018	Unaudited* 2017
RAW							
Finland (Porvoo)	18,3	18,2	50,4	53,0	72,4	112,6	103,0
Netherlands (Etten-Leur)	16,9	15,4	47,9	47,4	62,7	46,9	-
Total RAW	35,2	33,7	98,3	100,4	135,1	159,5	103,0
Packaging & Components, Insulation and Unallocated							
Total Finland	4,4	4,5	12,1	11,6	15,2	14,7	8,2
Total Sweden	12,4	11,3	39,6	36,1	47,4	48,8	53,8
Total Denmark	13,6	13,6	40,5	42,6	55,6	47,0	24,9
Total Norway	25,8	12,0	45,9	31,5	41,3	17,9	4,8
Total Netherlands and Belgium	25,7	27,0	82,5	88,1	115,1	79,7	-
Total Portugal & Spain	5,1	5,3	13,4	15,6	20,2	13,1	-

Total P&C, Insulation and Unallocated	87,0	73,7	234,0	225,5	294,8	221,3	91,7
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**Audited SEK figures have been converted from SEK to EUR using a yearend SEK to EUR exchange rate for the relevant year. See Section 4.3.5 for relevant exchange rates.*

11.9 Reconciliation of Alternative Performance Measures (APMs) not defined by IFRS

The table below sets forth a reconciliation of Alternative Performance Measures (APMs) not defined by IFRS, with the relevant IFRS term.

<i>(in EUR million)</i>		For the three months ended 30 September		For the nine months ended 30 September		For the year ended 31 December	
		Unaudited 2020	Unaudited 2019	Unaudited 2020	Unaudited 2019	Unaudited* 2019	Unaudited* 2018
Operating income – EBIT		10,6	5,6	29,0	19,2	20,3	13,8
Amortisations		1,5	1,7	4,5	4,9	7,2	4,5
EBITA		12,1	7,3	33,5	24,1	27,5	18,3
Items affecting comparability		(0,1)	0,5	-2,0	3,0	3,9	2,3
Adjusted EBITA		12,0	7,8	31,5	27,1	31,4	20,6
EBITA		12,1	7,3	33,5	24,1	27,5	18,3
Depreciations		6,0	5,0	17,0	15,3	20,4	10,2
EBITDA		18,1	12,3	50,5	39,3	48,0	28,6
Items affecting comparability		(0,1)	0,5	-2,0	3,0	3,9	2,3
Adjusted EBITDA		17,9	12,9	48,5	42,3	51,8	30,9

<i>(in million EUR)</i>		For the Three months ended 30 September		For the nine months ended 30 September		For the year ended 31 December	
		Unaudited 2020	Unaudited 2019	Unaudited 2020	Unaudited 2019	Unaudited* 2019	Unaudited* 2018
Net sales		122,1	107,4	332,3	325,9	429,9	380,8
EBIT		10,6	5,6	29,0	19,2	20,3	13,8
<i>EBIT margin (%)</i>		<i>8,7</i>	<i>5,2</i>	<i>8,7</i>	<i>5,9</i>	<i>4,7</i>	<i>3,6</i>
EBITDA		18,1	12,3	50,5	39,3	48,0	28,6
<i>EBITDA margin (%)</i>		<i>14,8</i>	<i>11,5</i>	<i>15,2</i>	<i>12,1</i>	<i>11,1</i>	<i>7,5</i>
Adjusted EBITDA		17,9	12,9	48,5	42,3	51,8	30,9
<i>Adjusted EBITDA margin (%)</i>		<i>14,7</i>	<i>12,0</i>	<i>14,6</i>	<i>13,0</i>	<i>12,0</i>	<i>8,1</i>

<i>(in EUR million)</i>		As of 30 September			As of 31 December	
Consolidated statement of financial position for Group		Unaudited 2020	Unaudited 2019	Unaudited* 2019	Unaudited* 2018	Unaudited* 2017
Total equity:		168,9	154,4	150,1	149,6	39,6
Total assets		505,0	435,5	445,1	400,1	135,5
<i>Equity ratio (%)</i>		<i>33,4</i>	<i>35,4</i>	<i>33,7</i>	<i>37,4</i>	<i>29,2</i>

**Audited SEK figures have been converted from SEK to EUR using average SEK to EUR exchange rate for the relevant year. See Section 4.3.5 for relevant exchange rates.*

12 OPERATING AND FINANCIAL REVIEW

This operating and financial review should be read together with the Financial Statements and the Interim Financial Statements and related notes included therein. The Financial Statements and the Interim Financial Statements have been incorporated by reference into this Prospectus.

This operating and financial review should be read together with Section 4 "*General information*", Section 8 "*Business of the Group*", Section 11 "*Selected historical financial information and other information*", and financial statements and related notes incorporated by reference to this Prospectus, see Section 19.4 "*Documents incorporated by reference*". 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*" of this Prospectus, as well as other sections of this Prospectus. An overview of the APMs discussed in this operating and financial review is presented in Section 4.3.3 "*Alternative performance measures*".

12.1 Overview

12.1.1 General overview

The Group develops, manufactures and distribute insulation products for the construction industry and adapted packaging solutions and components for industrial customers within, among other things, the manufacturing, food and medical industry, based primarily on the materials expanded polystyrene (**EPS**) and, to a lesser extent, on expanded polypropylene (**EPP**), extruded polystyrene (**XPS**) and other materials. Sale of beads and finished products is diversified across a range of markets, including seafood and food, pharmaceutical, automotive, leisure, residential housing and thermal insulation. The organic growth of the end-markets is approximately 2-4% depending on the end-market and it is supported by long-term fundamentals.

BEWi's business operations are spread over the countries where the facilities are located. In 2019 the biggest market was the Netherlands with approx. 24% of the customer base followed by Norway, 14% and Sweden and Denmark with both 11%. Residual sales were to customers within Europe including Russia. BEWi Drift Holding, that were acquired in August 2020 had in 2019 sales of approximately EUR 86 million. Biggest market was Norway with approx. 66% of the customer base followed by Russia, 14% and Iceland 11%.

The Netherlands accounts for the highest percentage within the Insulation segment with 61% of revenue for the financial year 2019. Denmark and Norway each account for approximately 25% within the Packaging & Components of segment revenue for 2019. Following the acquisition of BEWi Drift Holding, Norway will account for a higher percentage in 2020.

For the nine months ended 30 September 2020, BEWi has net sales of KEUR 332.3 and an adjusted EBITDA of EUR 48.5 million, corresponding to an adjusted EBITDA margin of 14.7%, see Section 12.5 "*Results of Operations*" for further key figures.

The Group has a relatively diversified customer base, and none of BEWi's external customers amount to 10% or more of the Group's revenues.

12.1.2 Operating segment and reporting segments

The Group's business is organised and managed through three operating segments: RAW, Packaging & Components and Insulation, see Section 8.1 "*Introduction*" for further information.

12.1.2.1 RAW

The RAW segment produces and sells EPS beads to internal and external parties as a raw material for production of final products by the customers of the Group. The segment contributed some 31% of external revenues in 2019 and has two production plants in Finland and the Netherlands.

The production capacity for the RAW segment has increased from 165 kt in 2017 to 185 kt in 2018, and to 200 kt in 2020. The actual volume produced in 2019 was approximately 165 kt and is currently expected to amount to 175 kt in 2020.

The revenue for the year ended 2019 totalled EUR 206.7 million divided between EUR 71.6 million of internal sales and EUR 135.1 million of external sales. For the nine months ended 30 September 2020, the revenue totalled EUR 140.8 million divided between EUR 42.5 million of internal sales and EUR 98.3 million of external sales.

The adjusted EBITDA amounted to EUR 5.0 million with a margin of 2.4% during year ended 2019 and EUR 7.3 million with a margin of 5.2% for the nine months ended 30 September 2020. EBITA amounted to EUR 1.4 million with a margin of 0.7% during year ended 2019 and EUR 5.0 million with a margin of 3.6% for the nine months ended 30 September 2020. EBIT amounted to EUR 0.7 million during year ended 2019 and EUR 4.7 million for the nine months ended 30 September 2020. The RAW segment stands for EUR 71.6 million of the Group's internal sales totalling EUR 76.2 million in year ended 2019 and EUR 42.5 million of the Group's internal sales totalling EUR 45.9 million of for the nine months ended 30 September 2020.

The geographical revenue sales split for RAW (including internal and external sales) are approximately: Germany 17%, Norway 13%, the Netherlands 8%, Poland 8%, Finland 7%, Iberica (Spain and Portugal) 6%, Denmark 5%, Russia 5%, France 5%, United Kingdom 4%, Romania 4% and others 13%.

12.1.2.2 Packaging & Components

Packaging & Components is a business unit where packaging material and technical components, made out of converted EPS beads, EPP, paper board and other material, are manufactured and supplied. The segment contributed some 36.1% of external revenues in 2019. Following the acquisition of BDH the segment contribute with a higher percentage to the Group's external revenue. 19 of the Group's plants are involved in this segment. In addition there are several sales offices in Norway and on Iceland.

The revenue for the year ended 2019 totalled EUR 157.6 million divided between EUR 2.5 million of internal sales and EUR 155.1 million of external sales. For the nine months ended 30 September 2020, the revenue totalled EUR 125.3 million divided between EUR 1.7 million of internal sales and EUR 123.6 million of external sales. The adjusted EBITDA amounted to EUR 28.9 million with a margin of 18.3% during year ended 2019 and EUR 25.4 million with a margin of 20.3% for the nine months ended 30 September 2020. EBITA amounted to EUR 16.9 million with a margin of 10.7% during year ended 2019 and EUR 19.9 million with a margin of 15.9% for the nine months ended 30 September 2020. EBIT amounted to EUR 13.4 million during year ended 2019 and EUR 17.3 million for the nine months ended 30 September 2020. The Packaging & Components segment stands for EUR 2.5 million of the Group's internal sales totalling EUR 76.2 million in year ended 2019 and EUR 1.7 million of the Group's internal sales totalling EUR 45.9 million of for the nine months ended 30 September 2020.

Development in Packaging & Components is impacted by consumption in general, salmon farming volumes in mid- and Northern Norway and more. The operations in Norway is expected to continue to develop positively driven by growing salmon farming volumes in Northern Norway and the growth in the global seafood industry is also likely to positively impacting operations in Denmark and Portugal. Positive development in other Packaging & Components markets will also be driven by growing e-commerce.

Normally, Portugal and the fish box operation in Norway have a higher adjusted EBITDA in comparison with Sweden, Denmark and the Netherlands due to a product mix with relatively large share of fish boxes and technical

components. Operation in the recent acquired BEWi Drift Holding that is related to the Packaging and Component segment consists mainly of trading operation and have a lower adjusted EBITDA in relation to the other operations within the segment.

12.1.2.3 Insulation

The segment develops and manufactures an extensive range of insulation products for the construction industry and for infrastructure facilities, for example, filler for road embankments, insulation elements and various construction systems. The material is composed primarily of expanded polystyrene (EPS) and extruded polystyrene (XPS). BEWiSynbra is an important European manufacturers of EPS-based insulation products. The segment contributed some 31.9% of external revenues in 2019. 17 of the Group's plants produce Insulation products.

The revenue for the year ended 2019 totalled EUR 139.3 million divided between EUR 2.1 million of internal sales and EUR 137.2 million of external sales. For the nine months ended 30 September 2020, the revenue totalled EUR 108.0 million divided between EUR 1.7 million of internal sales and EUR 106.3 million of external sales. The adjusted EBITDA amounted to EUR 22.3 million with a margin of 16.0% during year ended 2019 and EUR 19.0 million with a margin of 17.6% for the nine months ended 30 September 2020. EBITA amounted to EUR 16.1 million with a margin of 11.5% during year ended 2019 and EUR 14.4 million with a margin of 13.2% for the nine months ended 30 September 2020. EBIT amounted to EUR 14.1 million during year ended 2019 and EUR 12.9 million for the nine months ended 30 September 2020. The insulation segment stands for EUR 2.1 million of the Group's internal sales totalling EUR 76.2 million in year ended 2019 and EUR 1.7 million of the Group's internal sales totalling EUR 45.9 million of for the nine months ended 30 September 2020.

A stable newbuild and renovations market in the Netherlands and an underlying shortage of housing is expected to support continued revenue growth and the ability to continuously innovate and deliver high-end solutions to customers is a key driver to grow margins over time. In the Netherlands, where BEWi delivers value added building solutions, the adjusted EBITDA margin is above 20% and in the Nordics, where BEWi operates in commodity markets (less specialised insulation market in these geographies), the adjusted EBITDA margin is less than 10%. Over time, BEWi will aim to introduce solutions tailor-made to the construction market in each geography, similarly to what the Group has succeeded to do in the Netherlands.

12.1.2.4 Unallocated costs

Costs for central functions such as management and other staff functions are classified as unallocated costs and are not included in the cost base for the above segments. Financials related to the start-up segment Circular is also reported as unallocated. Costs for central functions are expected to stay at similar levels as today going forward. Financials in relation to Circular are expected to improve due to recent acquisitions and the start-up of a new plant in Portugal in beginning of 2021. For the year ended 2019, adjusted EBITDA under unallocated amounted to negative EUR 4.4 million and negative EUR 7.0 million under EBITA. For the nine months ended 30 September 2020, adjusted EBITDA amounted to negative EUR 3.2 million and negative EUR 5.9 million under EBITA.

12.1.3 Key financial targets

The Group has decided upon a few medium-term financial targets:

- Revenue growth > 10% in a mix between organic and M&A growth. Organic revenue growth targeted to 2-4%. The growth target is set assuming no changes in raw material prices and expected synergies due to the acquisitions..
- Margins are targeted to be in line with previous years, with some expected improvements due to synergies. The target is set assuming no changes in raw material prices.
- NIBD / LTM adjusted EBITDA < 2.5 assuming normalised working capital levels The Group will maintain a capital structure allowing for both attractive shareholder returns and the flexibility to pursue

attractive M&A opportunities. Capital expenditure ("CAPEX") of EUR 12.5-15.0 million where replacement CAPEX typically accounts for 2/3 and expansion CAPEX typically accounts for 1/3.

- Dividend pay-out ratio of 30-50% of net profit

12.2 Principal factors affecting the Group's financial condition and results of operations

BEWi creates value and growth by contributing products and solutions to a properly functional and sustainable society. Continued growth is driven by innovation and development, see Section 8.8 "*Research and Development*", sustainable initiatives, see Section 8.7, "*Sustainability Initiatives*" and business combination and realization of synergies, see 8.4.2 "*M&A*", all strategic pillars.

The Group's results of operations from its three operational segments (RAW, Packaging & components and Insulation) have been, and will be, affected by a range of factors and business drivers. The factors that the Company believes have a material effect on the Group's results of operations, and also those considered likely to have material effect on the results of operations in the future, are listed below.

See also Section 7 "*Industry and market overview*" for an overview over the main drivers of profitability in the Group's industry

12.2.1 Sales prices

Sales prices for BEWi's products in the three segments are a result of the demand and supply for those products. See section 12.3.1 *Recent developments* for the development of sales prices for the three segments.

The Group's product mix also has an impact on average selling prices, with specialty products generally carrying higher selling prices and margins than commoditised products.

12.2.2 Sales volumes

The Group's results are impacted by the volumes of the products it sells, which in turn are impacted by the current demand for raw materials, packaging & components and insulation, and the Group's capacity to meet this demand. The composition of the sales volumes of the segments will also have an impact in the Group's result of operations due the difference in margins between the segments.

12.2.3 Cost and supply of raw materials

Cost of raw materials is an important business driver for BEWi's three segments. The largest component of the Group's cost of sales is raw material costs, mainly due to the purchase of styrene (styrene is the main input factor used to produce EPS). During the financial year that ended 31 December 2019, the Group spent SEK 2,098 million on raw materials (not including raw material in BDH).

The Group purchases styrene on the international market through a combination of contract, fixed and spot prices. The volatility in the prices the Group has to pay for raw materials may make it challenging to manage product pricing and pass the increases on to customers through higher selling prices without significant delays or to maintain its selling prices despite decreases in raw material prices.

Any major changes to cost of raw materials (mainly styrene) will impact the Company's costs ("Raw materials and consumables") and hence the Group's operating profit. For the RAW segment the cost of raw materials account for approximately 80% of RAW sales, while for the Insulation segment the cost of raw materials account for approximately 40% of insulation sales. The Packaging & components segments is the least impacted of the cost of raw materials, which account for approximately 30% of Packaging & Components sales. As such the RAW segment is the most sensitive segment with regards to changes in cost of raw materials/styrene.

The market price of styrene is generally based on publications from ICIS (Monthly Contract price FOB (EUR/mt) and weekly Spot price FOB (USD/mt)). The Group's purchase contracts are based on an amalgamation of contract prices with a discount to compensate for the average spread between contract prices and published spot prices, as well as the spot prices for delivery every month. Volatile market prices on styrene can impact profitability since customers next in the value chain reacts very instant on underlying raw material prices and price expectations can vary more than normal between customers and competitors.

Furthermore, as mentioned in Section 8.10.1 "*Customer and supply agreements*" the Group purchases generic "of the shelf" products and it does not consider itself dependent on any individual supply agreement. However, unexpected disruptions in the production or delivery of raw materials could affect the Group's own production if it is unable to attain the required raw materials with short notice.

12.2.4 *Foreign exchange rate exposure*

The Group operates in several jurisdictions and as a result it is exposed to fluctuations in the exchange rate between several currencies. The Group takes various measures to manage currency exposures. Some of the currency exposure is mitigated with most customer contracts having price indexation clauses in order to address volatility in raw material prices (as set out in the next section). However, exchange rate fluctuations will nonetheless impact the Group's business, income, operational expenses and equity.

12.2.4.1 P&L – net currency exposure

The Group purchase its styrene and pentane in EUR, although the underlying products are quoted in USD. Downstream and trading entities in mainly Norway and Sweden purchase raw material from own upstream and other suppliers in mainly EUR, but also in USD and local currencies and sell to customers mainly in local currencies. Customer contracts are generally indexed to match changes in underlying raw material prices and foreign exchange and BEWi generally transfers changes in styrene price and foreign exchange to customers within three months. The Group's sales to United Kingdom and Denmark is normally based in EUR. DKK is relatively well pegged to EUR.

In the event of a +/- 10% hypothetical change in SEK/NOK relative to USD and EUR, the annual currency exposure for BEWi would be approximately EUR 6-7 million. However, a majority of this exposure is hedged via clauses in customer contracts.

12.2.4.2 Currency effect on financing

The Group strives for having a balance in the respective major currencies between Net Debt, Equity and EBITDA to reduce volatility in the balance sheet and financial key ratios. The translation risk is primarily minimized by managing the capital structure of the subsidiaries in accordance with tax and legal frameworks so that the net exposure is kept at an optimal level. The Group is currently predominantly financed (net debt) in EUR which also is the major currency, together with DKK, in which EBITDA is generated.

12.2.5 *Interests on bonds and other financing*

As mentioned in Section 12.9 "*Material borrowings*" the Group is funded by two issued bond loans and one Super Senior RCF. The interest rate of all three interest-bearing debts are based on EURIBOR plus a margin. The Company is currently not hedging the floating interest rates for its debt financing. Hence, if EURIBOR increases, the interest payable on the debts will increase.

12.2.6 *Depreciation and amortisation of tangible and intangible assets*

The Group's depreciations and amortisations are related to assets acquired directly by a Group company or indirectly through an acquisition of a company holding assets. To provide a better understanding of the division, the Group has reported its depreciations and amortisations related to assets acquired through acquisitions of other

companies as purchase price allocation ("**PPA**") and its depreciations and amortisations related to assets acquired directly as non-PPA depreciations and amortisations below.

The majority of the 2019 amortisation relates to PPA from the Synbra acquisition and previous acquisitions conducted by the Group. Except for the effect of the acquisition of BDH and following PPA, depreciation and amortisation is expected to stay at similar levels as 2019 going forward.

12.2.7 Flexible cost structure

The Group has a flexible cost structure meaning that approximately 80% of its cost base can be considered variable production costs.

If the Group were to reduce volumes, semi-fixed/fixed cost could be reduced by 15-20% within 3 months, mainly due to reduced maintenance and personnel related costs. Similarly, capacity could be increased by approximately 10% without affecting the semi-fixed and fixed costs significantly, which would lead to a margin expansion.

The cost structure differs between segments:

- RAW: raw materials account for approximately 80% of RAW sales.
- Packaging & components: raw materials account for approximately 30% of Packaging & Components sales
- Insulation: raw materials account for approximately 40% of insulation sales

12.2.8 Seasonal effects

The Group's revenue and net working capital are affected by seasonal variations, which limit comparability between different seasonal periods.

The seasonal effects of the Group's net revenues are overall fairly limited during the course of a year. RAW and Packaging & Components has limited to no seasonal effects on the net revenue, however, RAW production is often lower in the 3 months ending 31 March or 31 December due to a shorter maintenance period. In the insulation segment, the 3 months ending 30 June, 30 September and 31 December are generally stronger compared to the 3 months ending 31 March due to lower activity within construction and infrastructure projects during winter months.

There are seasonal effects affecting the Group's net working capital during the course of a year. In general, the Group builds working capital during the 9 months ending 30 September and releases working capital during the 3 months period ending 31 December. Normally there are week-to-week variations due to the delivery schedule of styrene which are delivered from vessels in bulk. The Group's inventory management, which is based on the styrene price expectations, can impact the overall working capital level at any period.

12.2.9 Integration of recent acquisitions

Acquisitions have been, and are expected to continue to be, one of the drivers of BEWi's growth. The Group's future results and financial condition will be impacted by the extent to which it is able to successfully integrate recently acquired assets, such as BDH, as well as potential future acquisitions, and in particular whether the Group can achieve the expected synergies and other benefits that it has targeted.

12.2.10 Innovation pace

BEWi believes a high degree of innovation is a competitive strength and the Group has a well-defined innovation strategy and a proven ability to continuously develop application and product design while at the same time

working on materials with potential long-term disruptive effects. Examples include XIRE, fire resistant EPS, the biodegradable BioFoam and the 100% recycled EPS.

Local downstream units work closely with their customers in developing new applications and customised product designs, while upstream, i.e. RAW, supports local units with the development of new materials and product properties. Innovation is measured by New Product Index, NPI, which is defined as gross turnover from new products as a share of total gross turnover. The Group's future results and financial condition will be impacted by the innovation pace to be competitive and meet customer demands.

12.2.11 The EPS industry's change from a linear to circular economy

An important business driver for the Group's future development of its overall profitability and financial conditions is the EPS industry's move from a linear to a circular economy, where EPS to a much larger degree is expected to be recycled in order to eliminate waste. The Company believes that the legal push towards a more circular economy will as such likely have a material effect on the Group's results of operations and its financial conditions going forward. More specifically, the Company believes that demand from customers of products containing recycled material will increase continuously. As such, the increased usage of recycled material for the Group's own production will be of importance in order for BEWi to be a competitive supplier and to support the Group's growth and maintain margins.

The plastic discussion in the European Union has focused on how to recycle all plastic granulate in the Group's society to minimise the negative impact of plastic waste in nature. BEWi is the first supplier in Europe of 100% recycled Raw EPS material. Different qualities of EPS beads can contain a different percentages of recycled material depending upon end application and customer demands. This development is seen as an important step for EPS to be more sustainable and meet the same grade of sustainability as paper based products.

The Group is highly focused the EPS industry's change from a linear to circular economy, and the Group is positioning for this change with a strong focus on innovation and sustainability in order to work towards a circular EPS industry. The Group therefore in 2018 established a dedicated business area called BEWi Circular with responsibility for collection and recycling of used EPS. So far approximately EUR 10 million have been spent within BEWi Circular in investments, acquisitions and start-up costs. These investments and start-up costs have been of essence to begin securing the streams of used material, control the recycling infrastructure and to secure feedstock of recycled material as input into BEWi's own production. From 2018 and up until now, BEWi Circular has impacted the financial performance negatively for the Group. However, the Company expects a positive financial development along with maturity of the circular economy. The Group has demonstrated innovation capacity in the application and design of sustainable solutions, including BioFoam and products made of 100% recycled EPS, products which are a reflection of the growing circular economy. Sustainability initiatives are further explained in Section 8.7.

12.2.12 General macroeconomics and industry conditions

The Group's results of operations are influenced by the general economic conditions, and especially in the Nordic region and western Europe. See also Section 7 "*Industry and market overview*" for an overview over the main drivers of profitability in the Group's industry.

The Group's previous Nordic presence was diminishing when viewed as a percentage of the total revenue due to the acquisition of Synbra in May/June 2018, resulting in further geographical diversification. Since then, the Group has continued to grow, mainly in Norway, which has balanced the geographical diversification further, diversified the product portfolio with new materials and packaging solutions and also diversified the end-market further with more exposure to the fish and food industry. The Group's ambition is to be an industrial solution provider within Insulation, Packaging and Component where presence near customers and modern solutions at all-time are assessed as important. R&D and good acquisitions are important success factors for growth where experienced management in acquired companies are priced high for their market and product knowledge.

12.3 Recent development and trends

12.3.1 Recent developments

During the third quarter the Group has acquired the Norwegian company BDH Holding AS, divested properties in Denmark and the Shares of the Norwegian holding company, BEWi ASA. In August, the Shares in BEWi ASA were successfully admitted to trading on the Norwegian trading facility Euronext Growth Oslo. BEWi has also recently announced the intention to divest properties in the Netherlands which supports the Group's long-term growth strategy by releasing capital and increasing the Group's financial flexibility.

From mid-2020 raw material prices has started to increase. Financially this has impacted the results of the Group's RAW segment positively which is natural for that segment's business model. Volumes in segment RAW have had a positive development in 2020 largely explained by improved production efficiency and positive sales development to associated companies and external customers.

The market for insulation has in 2020 been rather stable in the Nordics but declining in the Benelux region compared to 2019. Management assess the weaker market in Benelux as temporary due to an underlying shortage of housing in the area. In the beginning of 2020, BEWi acquired and Insulation operation in Norrköping Sweden producing XPS insulation Boards. This factory is contribution to positive volume development in the segment in total. The insulation operation within the acquired BDH has been consolidated from August and is contributing positively to the development.

In segment Packaging has the volumes in 2020 also been rather stable compared to 2019. The Group experience that lower volume in the second quarter following the outbreak of Covid-19 has been compensated by higher volumes in the third quarter. The packaging operation within the acquired BDH has been consolidated from August and is contributing positively to the development.

A conditional commitment has been entered into in November 2020 between BEWi and KMC Properties AS regarding the divestment of certain real estate owned by wholly owned subsidiaries of BEWi located in the Netherlands for a cash consideration of approximately NOK 300 million. Completion of the agreement is subject to the buyer securing sufficient financing.

12.3.2 COVID-19

In 2020, the Covid-19 pandemic has caused major disruptions to the world economy. For BEWi, the level of impact varies across segments, industries and regions. Despite challenging market conditions, BEWi has been able to maintain nearly full production at its facilities. The group experience that the markets affected the most in the second quarter have noted a recovery in the third quarter. In total, BEWi has so far had a limited financial impact due to Covid-19. The impact of Covid-19 for the rest of the year is difficult to estimate. The development is closely monitored, and measures will be taken in accordance with regulations and advice of local authorities and adjusted in line with development. Although the uncertainty remains high, the groups diversified portfolio serves as a stabilising and risk-reducing factor for the group as a whole.

12.3.3 Significant changes in the financial position of the Group

With the exception of the Private Placement as set out in Section 14.3.3, there has been no significant change in the financial position of the Group since 30 September 2020 (being the end of the last financial period for which financial information has been published).

12.3.4 Significant changes in the financial performance of the Group

There has not been any significant change in the financial performance of the Group 30 September, 2020 (being the end of the last financial period for which financial information has been published).

12.4 Factors affecting the comparability of the financial information

For the nine month period ended 30 September 2020 and 30 September 2019, items affecting comparability amounted to EUR 2.0 million (EUR -3.0 million) and were negatively impacted mainly by IPO costs, severance and integration costs as well transaction costs. These costs were offset by capital gains from sale of fixed assets and the recognition of negative goodwill in an associated company. EUR -0.8 million was attributable to personnel cost and EUR -2.4 million was attributable to Other external costs (freight, rent, utilities, packaging material, maintenance, administration cost etc.). Capital gains amounted to EUR 1.7 million and the negative goodwill to EUR 3.5 million.

For the years ended 31 December 2019 and 31 December 2018, items affecting comparability amounted to EUR -3.9 million (EUR -2.3 million) and were mainly related to severance and integration costs as well as restructuring costs. EUR -1.9 million was attributable to personnel cost and EUR -2.0 million was attributable to Other external costs.

For the years ended 31 December 2018 and 31 December 2017, items affecting comparability amounted to EUR -2.3 (EUR -2.5 million) and the items include IPO related costs of EUR -2.1 million, transaction costs of EUR -3.0 million, severance cost of EUR -2.1 million, gain from divestment of real estate of EUR 5.0 million and other costs of EUR 0.1 million.

12.5 Results of operations

12.5.1 *Results of operations for the nine month period ended 30 September 2020 compared to the nine month period ended 30 September 2019*

Operating revenues for the nine month period ended 30 September 2020 were EUR 332.3 million compared to EUR 326.7 million for the nine month period ended 30 September 2019, an increase of 1.7%. Acquisitions, BDH, contributed with growth of approx. 6.5% while organic growth were negative. The negative organic growth is explained by a mix of impact from volume and lower raw material prices and following lower sales prices. Volumes has increased in segment RAW and Packaging and Components while volumes have decreased in segment Insulation following a slowdown in the Benelux market.

Operating expenses for the nine month period ended 30 September 2020 were EUR 303.4 million compared to EUR 307.5 million for the nine month period ended 30 September 2019. Items affecting comparability amounts to EUR 2.0 million in 2020 and negative EUR 3.0 million in 2019, refer to Section 12.4. The decrease of operating expenses was primarily due to lower raw material cost and higher contribution from shares of income from associated companies. Shares of income from associated companies were impacted by million EUR 3.5 related to a negative goodwill that is defined as an item affecting comparability.

Other external cost, personnel cost and depreciation, amortization and impairment are all cost elements that have increased in 2020 which is mainly explained by the acquisitions of BDH.

EBIT (EBIT-margin) for the nine month period ended 30 September 2020 were EUR 29.0 million (8.7%) compared to EUR 19.2 million (5.9%) for the nine month period ended 30 September 2019. The increase is explained by improving earnings in all segments; in segment RAW, volume and gross margin have developed positively, in segment Insulation, while there has been a decrease in volume, this is outweighed by favourable raw material prices and cost control, resulting in a positive contribution, and in segment Packaging and Component volume, product mix, an improved operation in Sweden following a turnaround case and a general cost control all contribute to increasing earnings. In addition, the acquired BDH-Group contributes positively.

Income before tax for the nine month period ended 30 September 2020 was EUR 21.1 million compared to EUR 11.3 million for the nine month period ended 30 September 2019, an increase which was primarily due to improved

earnings in all segments coming mainly from underlying operation and in addition contribution from acquired operations as explained above.

Profit for the period, nine month period ended 30 September 2020, was EUR 16.5 compared to EUR 8.4 million for the nine month period ended 30 September 2019. In 2020, income tax expense amounted to EUR (4.6), corresponding to a tax rate of 21.8%. In 2019, income tax expense amounted to EUR (2.9), corresponding to a tax rate of 25.7%. The decrease in tax rate is mainly explained by the increase in non-taxable share of income from associates, which amounted to EUR 4.5 million for the nine month period ended 30 September 2020, compared to EUR 0.7 million for the nine month period ended 30 September 2019. The tax rate in 2020 was also impacted by the EUR 0.9 million in positive tax effect from a tax-free sale and leaseback transaction.

Total comprehensive income for the nine month period ended 30 September 2020 was EUR 8.3 million compared to EUR 9.7 million for the nine month period ended 30 September 2019. Total comprehensive income was negatively impacted by other comprehensive income of EUR (8.2) million for the nine month period ended 30 September 2020, compared to EUR 1.3 million for the nine month period ended 30 September 2019. The difference in other comprehensive income was mainly attributable to exchange rate differences from the translation of the Norwegian operations to EUR, due to the depreciation of NOK in 2020.

12.5.2 Results of operations for the year ended 31 December 2019 compared to the year ended 31 December 2018

Operating revenues for the year ended 31 December 2019 were EUR 430.8 million compared to EUR 382.3 million for the year ended 31 December 2018, an increase of net 12.7%. Approx. 30% is explained by acquisitions made during 2018, i.e. Synbra Holding, BEWi Automotive AB, BEWi Produkter AS and BEWi Polar AS, which had a full impact to the income statement only in 2019. Organic growth were negative in 2019. The negative organic growth is mainly attributable to pass through of lower raw material and lower volumes in RAW Finland.

Operating expenses for the year ended 31 December 2019 were EUR (410.5) million compared to EUR (368.5) million for the year ended 31 December 2018. Items affecting comparability amounts to EUR (3.9) million in 2019 and EUR (2.3) million in 2018, refer to Section 12.4. Cost for raw materials and consumables, including cost for goods of sales, has slightly decreased in 2019 despite the acquisitions made in 2018 and is attributable to the lower cost for raw materials in 2019 compared to 2018. Also, cost for raw materials and consumables as a percentage of Net Sales is lower in 2019. This is due to the different product portfolio in Synbra, BEWi Produkter and BEWi Polar compared to "old BEWi" with more value added products and thus less content of raw materials and a different price level.

Other external cost, personnel cost and depreciation, amortization and impairment are all cost elements that has increased in 2019 which is mainly explained by the acquisitions in 2018. In 2019, IFRS 16 was implemented and this has also impacted the income statement between different cost items. EBIT is impacted positively by approx. EUR 2 million in 2019 compared to historical accounting standard which is a net of lower external cost of approx. EUR 8 million and higher depreciations of approx. EUR 6 million.

EBIT (EBIT-margin) for the year ended 31 December 2019 were EUR 20.3 million (4.7%) compared to EUR 13.8 million (3.6%) for the year ended 31 December 2018, an increase primarily due to acquisitions.

Income before tax for the year ended 31 December 2019 was EUR 9.2 million compared to EUR 6.5 million for the year ended 31 December 2018, an increase which was primarily due to acquisitions made in 2018 with full impact in 2019. Financial expenses increased in 2019 following the increased financing in relation to the acquisitions in 2018.

Profit for the period, for the year ended 31 December 2019, was EUR 5.6 compared to EUR 1.6 million for the year ended 31 December 2018. In 2019, income tax expense amounted to EUR (3.7), corresponding to a tax rate

of 39.8%. In 2018, income tax expense amounted to EUR (4.9), corresponding to a tax rate of 76.0%. The decrease in tax rate is mainly explained by the positive effect from the lowering of corporate tax rate in the Netherlands and by the substantial non-deductible transaction costs in 2018 in connection with the acquisition of Synbra Holding BV.

Total comprehensive income for the year ended 31 December 2019 was EUR 5.5 million compared to EUR (1.1) million for the year ended 31 December 2018. Total comprehensive income was negatively impacted by other comprehensive income of EUR (0.1) for the period ended 31 December 2019, compared to EUR (2.7) million for the period ended 31 December 2018. Positive exchange rate differences in other comprehensive income, mainly attributable to the Norwegian operations, was offset by the effects from the re-measurement of defined benefit plans in the UK.

12.5.3 Results of operations for the year ended 31 December 2018 compared to year ended 31 December 2017

Operating revenues for the year ended 31 December 2018 were EUR 382.3 million compared to EUR 195.7 million for the year ended 31 December 2017, an increase of net 95.3%, of which close to all related to acquisitions made during 2018, the most essential being Synbra Holding, BEWi Automotive AB, BEWi Produkter AS and BEWi Polar AS. Organic growth were positive in 2018, mainly driven by RAW Finland attributable to both increasing raw material prices, impacting sales prices, and increasing volumes.

Operating expenses for the year ended 31 December 2018 were EUR (368.5) million compared to EUR (192.1) million for the year ended 31 December 2017. Items affecting comparability amounts to EUR (2.3) million in 2018 and EUR (2.5) million in 2017, refer to Section 12.4.

Cost for raw materials and consumables, including cost for goods of sales, increased in 2018 which relates to acquisitions and also increasing raw material prices compared to 2017. Cost for raw materials and consumables as a percentage of Net Sales is, however, lower in 2018 and relates to the different product portfolio in Synbra, BEWi Produkter and BEWi Polar compared to "old BEWi" with more value added products and thus less content of raw materials and a different price level.

Other external cost, personnel cost and depreciation, amortization and impairment are all cost elements that has increased in 2018 which is explained by the acquisitions as well. Personnel cost as a percentage of Net sales increased in 2018 attributable to the more value added products and more labour intensive production in acquired operations.

EBIT (EBIT-margin) for the year ended 31 December 2018 were EUR 13.8 million (3.6%) compared to EUR 3.6 million (1.8%) for the year ended 31 December 2017, an increase primarily due to acquisitions and a margin expansion following to more value added operation in acquired companies.

Income before tax for the year ended 31 December 2018 was EUR 6.5 million compared to EUR 0.7 million for the year ended 31 December 2017, an increase which was primarily due to acquisitions made in 2018. Financial expenses increased in 2018 following the increased financing in relation to the acquisitions in 2017.

Profit for the period, for the year ended 31 December 2018, was EUR 1.6 compared to EUR 4.1 million for the year ended 31 December 2017. In 2018, income tax expense amounted to EUR (4.9), corresponding to a tax rate of 76.0%. In 2017, income tax amounted to EUR 3.4, corresponding to a positive tax rate of 482.4%. The decrease in tax rate is mainly explained by the substantial non-deductible transaction costs in 2018 in connection with the acquisition of Synbra Holding BV in 2018 and increased financing costs in countries in which tax losses carry forward are not recognised as deferred tax assets. 2017, on the other hand, noted an extraordinary high tax income due the recognition of deferred taxes attributable to tax losses carry forward.

Total comprehensive income for the year ended 31 December 2018 was EUR (1.1) million compared to EUR 5.2 million for the year ended 31 December 2017. Total comprehensive income was negatively impacted by other comprehensive income of EUR (2.7) for the period ended 31 December 2018, compared to EUR 1.1 million for the period ended 31 December 2017. The difference in other comprehensive income was mainly attributable to exchange rate differences from the translation of the Norwegian operations to EUR, due to the depreciation of NOK after the acquisition of the fish box business in Norway in September 2018.

12.6 Financial position

12.6.1 Total assets

As of 30 September 2020, the Group's total assets were EUR 505.5 million compared to EUR 435.5 million as of 30 September 2019, an increase which was primarily due to acquisitions, withdraw of cash to own balance sheet from SSRCF of SEK 175 million (the equivalent to EUR 16.6 million) and profits accumulated on the balance sheet. A majority of the increase was attributable to the acquisition of BEWi Drift Holding AS, which by 30 September added EUR 56.0 million to the total assets of the Group. EUR 14.1 of that was related to leasing capitalized in accordance with IFRS 16. In addition, a new share issue of EUR 9.5 million in connection with the acquisition of BEWi Drift Holding AS also contributed to the balance sheet increase.

As of 31 December 2019, the Group's total assets were EUR 445.1 million compared to EUR 400.1 million as of 31 December 2018, an increase which was primarily due to the implementation of IFRS 16. On 31 December 2019, the impact on total assets from IFRS 16 was EUR 29.9 million, of which lease contracts for buildings and premises contributed EUR 24.9 million. Furthermore, as of 31 December 2019, cash and cash equivalents amounted to EUR 56.3 million, compared to EUR 22.9 million as of 31 December 2018. The increase was mainly due to the EUR 65 million bond issue in November 2019, where a portion of the bond refinanced was not redeemed until April 2020. The fourth quarter of 2019 also noted a significantly high positive cash flow effect from change in working capital.

As of 31 December 2018, the Group's total assets were EUR 400.1 million compared to EUR 135.5 million as of 31 December 2017. The increase which was primarily due to several acquisitions made in 2018, resulting in geographical expansion as well as strengthening of the Group's market positions in existing markets. The biggest impact came from the acquisition of Synbra Holding BV in May 2018, which by 31 December 2018 contributed EUR 140.9 million to the total assets of the Group, of which EUR 59.7 was attributable to fixed assets, a combination fair value adjustments from the purchase price allocation and the fact that most production facilities in the Synbra group were located in buildings owned by the group. The acquisition in September 2018 of the Norwegian fish box business and a company in Sweden serving the automotive industry also contributed to the increase.

12.6.2 Total equity

As of 30 September 2020, the Group's total equity were EUR 168.9 million compared to EUR 154.4 million as of 30 September 2019, an increase which was primarily due to profits in the period and a new share issue of EUR 9.5 million in August 2020 as part of the financing of the acquisition of BEWi Drift Holding AS. Negative translation differences of EUR -7.6 million, impacting other comprehensive income, offset some of the increase. Those negative translation differences were mainly related to the net assets in the Norwegian business and were the result of the depreciation of the NOK in 2020.

As of 31 December 2019, the Group's total equity were EUR 150.1 million compared to EUR 149.6 million as of 31 December 2018. The increase is primarily due to positive results and exchange differences from translation of net assets in foreign operations, albeit partly offset by the acquisition of non-controlling interest and the one-time impact from the adoption of IFRS 16.

As of 31 December 2018, the Company's total equity were EUR 149.6 million compared to EUR 39.6 million as of 31 December 2017, an increase which was primarily due to the share issues of EUR 38.3 million in May 2018 and EUR 73.3 million in September 2018, as well as the Group's positive contribution from operations. The new share issues were part of the financing of the acquisition of Synbra Holding BV in May and the Norwegian fish box business and the Swedish company serving the automotive industry in September.

12.6.3 Total liabilities

As of 30 September 2020, the Company's total liabilities were EUR 336.1 million compared to EUR 281.2 million as of 30 September 2019, an increase which was primarily due to increased bond financing in November 2019, a withdraw of cash to the balance sheet from the SSRCF of SEK 175 million (the equivalent to EUR 16.6 million) and the capitalization of leasing contracts in accordance with IFRS 16 in acquired entities. The IFRS 16 leasing liabilities were mainly attributable to the acquisition of BEWi Drift Holding AS where such leasing liabilities amounted to EUR 14.1 million at 30 September.

As of 31 December 2019, the Company's total liabilities were EUR 295.0 million compared to EUR 250.5 million as of 31 December 2018, an increase which was primarily due to the impact from the adoption of IFRS. As at 31 December 2019, leasing liabilities attributable to the adoption of IFRS 16 amounted to EUR 32.9 million.

As of 31 December 2018, the Company's total liabilities were EUR 250.5 million compared to EUR 95.9 million as of 31 December 2017, an increase which was primarily due to acquisitions made in 2018 and the EUR 75 million bond issued as part of the financing of the acquisition of Synbra Holding BV.

12.7 Liquidity and capital resources

12.7.1 General

The Group's cash balance amounted to EUR 29.4 million at 30 September 2020. Cash and cash equivalents are held in various currencies, primarily in respective legal entities functional currency. The Group has a pooling arrangement with its cash balances.

The Group's principal sources of liquidity are cash flow from operations and debt financing. The Group's debt financing is made up of two bond loans in a total amount of EUR 140 million. Further bonds in a total amount of EUR 25 million may be issued under the Bond Loan 2018/2022 and EUR 50 million may be issued under the Bond Loan 2019/2023. A revolving credit facility (the "SSRCF") of SEK 375 million (of which SEK 175 million was drawn up as of 30 September 2020) is available to the Company to finance general corporate purposes of the Group and acquisitions.

The Group has a treasury function following up the Company's cash, short-term investments in liquid assets as well as the Group's compliance reporting for its two bond loans and the SSRCF. In order to monitor the Group's compliance with the financial loan covenants, the Group's treasury function monitors the following financial covenants, which are relevant for the two bond loans as well as for the SSRCF:

- The leverage ratio (i.e. ratio of net interest-bearing debt to EBITDA)
- The interest cover ratio (i.e. ratio of EBITDA to net finance charges)

As of 30 September 2020 the Group had an equity ratio of 33%, solidity of 67%, interest bearing debt of EUR 214 million and net interest bearing debt (NIBD) of EUR 185 million (interest bearing debt EUR 214 million net of cash of EUR 29 mill).

Please see Section 12.9 "*Material borrowings*" for further details about the Group's debt financing and loan covenants.

The Group's objective is to provide financial ability to execute the Group's operational strategy, manage operational and financial risks and maintain an efficient capital structure, and deliver attractive returns to the shareholders.

12.7.2 Cash flows

Operating cash flows

Net cash flow from operating activities for the nine month period ended 30 September 2020 was EUR 13.3 million compared to EUR 16.3 million for the nine month period ended 30 September 2019, a decrease which was primarily due to higher working capital and accounts receivables more specifically, which offset the positive impact from a higher operating income.

Net cash flow from operating activities for the year ended 31 December 2019 was EUR 35.9 million compared to EUR 17.6 million for the year ended 31 December 2018, an increase which was primarily due to increased operating income from the acquisitions made in 2018, such as the Synbra group and the Norwegian fish box business. Cash flow from operating activities was positively impacted by EUR 4.8 million from the transition to IFRS 16 (reclass to cash flow from financing activities).

Net cash flow from operating activities for the year ended 31 December 2018 was EUR 17.6 million compared to EUR 7.4 million for the year ended 31 December 2017, an increase which was primarily due to increased operating income from the acquisitions made in 2018, such as the Synbra group in May 2018 and the Norwegian fish box business in September 2018.

Investing cash flows

Net cash flow from investment activities for the nine month period ended 30 September 2020 was EUR (9.6) million compared to EUR (11.8) million for the nine month period ended 30 September 2019. Investments in intangible and tangible fixed assets, mainly CAPEX in operations amount to EUR (11.5) million for the nine month period ended 30 September 2020 and were slightly higher than the same period last year, largely driven by expansion related investments in the new production line in Norrköping, Sweden, the new production plant in Senja, Norway and the new recycling plant in Portugal. Cash outflow from business acquisitions amounted to EUR (10.7) million compared to EUR (2.3) million during the same period in 2019, reflecting the acquisition of the Norrköping facility and BEWi Drift Holding AS in 2020. In 2019, business acquisitions were limited to smaller companies in the Circular business. Cash flow from investing activities for the nine month period ended 30 September 2020 was also positively impacted by EUR 16.0 million in net proceeds from the sale of assets, of which sale and leaseback transactions in Denmark and Sweden had the biggest impact. There were no similar transactions in 2019.

Net cash flow from investment activities for the year ended 31 December 2019 was EUR (19.1) million compared to EUR (97.6) million for the year ended 31 December 2018. The decrease was primarily due to major business acquisitions in 2018, of which the acquisition of Synbra Holding BV in 2018 had the biggest impact. In 2019, business acquisitions were limited to smaller companies in the Circular business. Investments in tangible and intangible fixed assets, mainly CAPEX in operations, amount to EUR (14.3) million for the year ended 31 December 2019 and were at the same level as for the year ended 31 December 2018, when they amounted to EUR (13.9) million.

Net cash flow from investment activities for the year ended 31 December 2018 was EUR (97.6) million compared to EUR (11.1) million for the year ended 31 December 2017. The increase was primarily due to major business acquisitions in 2018, of which the acquisition of Synbra Holding BV in 2018 had the biggest impact (EUR 95.7 million). That acquisition also triggered a EUR 3.0 million one-off payment to defined benefit plans in the Synbra group, which was reported under investing activities. The increased business volume, following the acquisitions,

also lead to an increase in investments in tangible and intangible fixed assets, mainly CAPEX in operations, compared to the year ended 31 December 2017. The EUR 11.0 million in net proceeds from the sale of assets, mainly sale and leaseback transactions in Denmark and Sweden, partly offset the cash outflow from investing activities.

Financing cash flows

Net cash flow from financing activities for the nine month period ended 30 September 2020 was EUR (30.0) million compared to EUR (5.6) million for the nine month period ended 30 September 2019, an increase which was primarily due to the EUR 16.4 million in bond redemption (remaining portion of the SEK 550 million bond issued in 2017) and settlement of debt in acquired entities.

Net cash flow from financing activities for the year ended 31 December 2019 was EUR 16.2 million compared to EUR 92.3 million for the year ended 31 December 2018. The decrease was primarily due to the financing of the acquisition in 2018 of Synbra Holding BV, in which a EUR 75 million was raised in a bond issue and EUR 38.3 million in a new share issue. EUR 65 million was raised in a bond issue in November 2019, but EUR 37.3 million of a SEK 550 million bond from 2017 was repurchased at the same time, reducing the net impact. Cash flow from financing activities was negatively impacted by EUR 4.8 million from the transition to IFRS 16 (reclass from cash flow from operating activities).

Net cash flow from financing activities for the year ended 31 December 2018 was EUR 92.3 million compared to EUR 12.8 million for the year ended 31 December 2017. The increase was primarily due the financing of the acquisition in 2018 of Synbra Holding BV, in which a EUR 75 million was raised in a bond issue and EUR 38.3 million in a new share issue. Settlement of external loans in acquired companies, mainly in the Synbra group, partly offset the net cash inflow from financing activities.

12.8 Investments

12.8.1 Principal historical investments

Investments in intangible and tangible fixed assets during the nine months ended 30 September 2020 are related to expansion, e.g. new production plant in Senja, Norway, new production line in Norrköping Sweden, new recycling plant in Portugal, ICT investments in relation to a more modern IT infrastructure and other production equipment mainly related to replacement or increased efficiency.

Investments in intangible and tangible fixed assets in 2019 are mainly related to production equipment for replacement of old equipment, for production of new products and for increased authorisation.

Investments in intangible and tangible fixed assets in 2018 are similar to those in 2019.

Investments in intangible and tangible fixed assets in 2017 are mainly related to a new production line in segment RAW (Finland) constituted new production technology and investments in relation to a production footprint consolidation in Denmark where one production site were closed and moved into another production site.

Divestment of tangible assets in 2020 is mainly related to a sales and lease back transaction of two real estates in Denmark and one in Sweden. The divestments have partly financed acquisitions during the year.

Divestment of tangible fixed assets in 2018 is related to a sales and lease back transaction of five real estates in Denmark and Sweden. The divestment was a part of the financing of the acquisition of Synbra in 2018.

Acquisition in companies during the nine months ended 30 September 2020 are related to Ravago Building Solutions Nordic AB, De Wiljs van Loon BV (Poredo), BEWiSynbra Circular Denmark A/S and BEWi Drift Holding AS.

Acquisitions in companies in 2019 are related to acquisition of shares in some operations within the Group's Circular business unit (Pingxi NV and Eurec A/S) as well as minority buy outs in companies within the Group's Finnish Insulation operation (BEWi M-Plast OY, BEWi Insulation Oy and BEWi Ruukin EPS Oy).

Acquisitions in companies in 2018 is almost entirely attributable to the acquisition of Synbra.

Acquisitions in companies 2017 is related to the acquisition of M-Plast Oy, BEWi Insulation Oy and the acquisition of Por-Pak AB's operation.

Investment in financial fixed assets relates to loan in associated companies.

<i>(in EUR million)</i>	30 Sept 2020 <i>IAS34</i> <i>(unaudited)</i>	2019 <i>IFRS</i> <i>(audited)</i>	2018 <i>IFRS</i> <i>(audited)</i>	2017 <i>IFRS</i> <i>(audited)</i>
Investments in intangible fixed assets	-1,0	-0.7	-0.4	0.0
Investment in tangible fixed assets	-10,5	-13.6	-13.5	-10.0
Divestment of tangible fixed assets	16,0	-	11.0	-
Acquisitions of companies	-11,0	-2.5	-93.4	-1.1
Investment in financial fixed assets		-2.4	-3,0	-
Divestment in associated companies	-	-	1.8	-
Cash flow of investing activities	-9.6	-19.1	-97.6	-11.1

12.8.2 Principal investments in progress and planned principal investments

The Group's policy is to invest approximately EUR 12-15 million annually (normalized CAPEX), where replacement CAPEX and expansion CAPEX typically account for 2/3 and 1/3 respectively.

BEWi has a growth strategy and aims to grow with a minimum of 10% annually in a mix between organic and inorganic growth, see Section 12.1.3. Growth will come through R&D and acquisitions to explore expansion geographically and new materials and to serve and follow the Group's customers demand and needs, see Sections 8.4 and 8.4.1.

Thus, CAPEX can in periods be higher than the normalised CAPEX levels driven by R&D (including product development), establishment of green fields and CAPEX following acquisitions, such as integration projects and CAPEX to realize identified synergies. Currently green fields are built in Portugal, which is a new production site with extrusion technique to recycle used EPS, and in Norway, a new fish box factory next to SalMar's new slaughterhouse and processing plant at Senja. A long-term agreement with SalMar has been entered into in relation to this new factory. Investments for the period from 30 September 2020 to the date of the Prospectus are assessed to be approximately EUR 3 million in excess of the Company's range of normalised CAPEX levels of EUR 12-15 million on an annual basis.

CAPEX investments are normally financed through own cash.

12.9 Material borrowings

12.9.1 Bond Loan 2018/2022

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

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

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

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

The loan will default in case of a change of control event occurring after the Listing. Such event will be deemed to have occurred if one or more persons, not being the Bekken family, acting in concert, acquire control, directly or indirectly, over more than 50% of the voting shares of BEWiSynbra, or the right to, directly or indirectly, appoint or remove the whole or a majority of the directors of the board of directors of BEWiSynbra.

12.9.2 Bond Loan 2019/2023

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

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

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

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

- c) interest cover ratio (i.e. ratio of EBITDA to net finance charges) which must be at least 3.00:1; and
- d) in order for the incurrence test to be deemed met, no event of default shall be continuing or would occur upon an incurrence or a distribution (as applicable).

The loan will default in case of a change of control event occurring after the Listing. Such event will be deemed to have occurred if one or more persons, not being the Bekken family, acting in concert, acquire control, directly or indirectly, over more than 50% of the voting shares of BEWiSynbra, or the right to, directly or indirectly, appoint or remove the whole or a majority of the directors of the board of directors of BEWiSynbra.

The Bond Loan 2019/2023 and the 2018/2022 Bond Loan have a total face value of EUR 140 million, but is recognized to amortised cost of EUR 137.8 million and net of arrangement costs in the Interim Financial Statement as of 30 September 2020.

12.9.3 Super Senior Revolving Facility Agreement

In January 2020, BEWiSynbra amended and restated its SEK 375 million multicurrency super senior revolving credit facility agreement originally entered into with Nordea Bank Abp, Swedish branch, on 5 June 2017 and as amended from time to time (the "SSRCF"). The SSRCF is available to establish ancillary facilities and loans to finance general corporate purposes of the BEWiSynbra Group including acquisitions.

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

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

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

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

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

The termination date of the SSRCF is 19 January 2022.

The loan will default in case of a change of control event occurring after the Listing. Such event will be deemed to have occurred if one or more persons, not being the Bekken family, acting in concert, acquire control, directly or indirectly, over more than 50% of the voting shares of BEWiSynbra, or the right to, directly or indirectly, appoint or remove the whole or a majority of the directors of the board of directors of BEWiSynbra.

12.9.4 Security for borrowings

Security for the two bond loans and the SSRCF have been provided by the Group in the form of business mortgages, pledged shares in subsidiaries and material intra-group loans to subsidiaries. The SSRCF is a super senior credit facility and the two bond loans are subordinated the SSRCF.

12.9.5 Compliance with loan covenants

The Company is in compliance with the financial covenants for the Bond Loan 2018/2022, the Bond Loan 2019/2023 and the Super Senior Revolving Facility Agreement as of the date of this Prospectus.

12.9.6 Debt repayment schedule

The table below sets forth the scheduled repayments of the Group's borrowings as of 30 September 2020.

Debt repayment schedule ¹ <i>(in EUR million)</i>	2020²	2021	2022	2023	2024
Bond loan 2018/2022	-	-	75.00	-	-
Bond loan 2019/2023	-	-	-	65,00	-
SSRCF ³	-	-16.60	-	-	-
Total	-	-16.60	75.00	65.00	-

¹ Not included items related to IFRS 16.

² Payments for 2020 covers the period from 1 October 2020 until 31 December 2020.

³ The outstanding under the SSRCF agreement was SEK 175 million as per 30. September 2020. The amount has been converted at a EUR/SEK rate of 10,541. In accordance with IAS 1.73, the SSRCF is classified as non-current as the entity has the discretion to roll over the obligation until expiry of the SSRCF on 19 January 2022. Repayment is in relation to a clean-down condition in 2021, upon which the company can draw up the funds later if required.

Interest payment forecast ¹ <i>(in EUR million)</i>	2020²	2021	2022	2023	2024
Bond loan 2018/2022	0.94	3.75	1.09	-	-
Bond loan 2019/2023	0.59	2.37	2.37	2.08	-
SSRCF	0.06	0.06	0.00	-	-
Total	1.59	6.18	3.46	2.08	-

¹ Not included items related to IFRS 16.

² Payments for 2020 covers the period from 1 October 2020 until 31 December 2020.

³ The interest payment forecast assumes fixed LIBOR/STIBOR rate of 0.25 percent for the period. The margin used for the interest payment forecast of the SSRCF is equal to 1.25 percent, implying a leverage ratio between 2.75:1 and 2.25:1.

13 THE BOARD OF DIRECTORS, MANAGEMENT AND CORPORATE GOVERNANCE

13.1 Introduction

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

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

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

13.2 The Board of Directors

13.2.1 Introduction

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

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

13.2.2 Overview of the Board of Directors

The table below sets out the names of the current Board Members.

Name	Position	Served since	Term expires	Shares ¹
Gunnar Syvertsen	Chairman	2020	2022	310,878 ²
Christina Schauman	Board Member	2020	2022	187,500 ³
Stig Wærnes	Board Member	2020	2022	-
Per Nordlander	Board Member	2020	2022	-
Anne-Lise Aukner	Board Member	2020	2022	-
Svenn Bekken	Alternate for Stig Wærnes	2020	2022	- ⁴

¹ All Shares held by Board Members are subject to lock-up restrictions as further described in Section 14.3.4 below.

² Of which 160,878 are owned through GIS AS.

³ Owned through Calea AB.

⁴ Svenn Bekken owns 60% of Bekken Invest AS, which after completion of the Private Placement indirectly controls 58.3% of the Shares (through KMC Family AS (1.5%), BEWi Holding AS (1.1%) and Frøya Invest AS (55.7%). The remaining shares in Bekken Invest AS are owned by other members of the Bekken family, including by Christian Bekken, the Company's CEO, who owns 13.33%. The Company has

been advised that on the basis of a shareholders' agreement between the shareholders in Bekken Invest AS, no single shareholder has control in Bekken Invest AS.

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

The composition of the Board of Directors is in compliance with the independence requirements of the Norwegian Code of Practice for Corporate Governance, dated 17 October 2018 (the "**Corporate Governance Code**"), meaning that (i) the majority of the shareholder-elected Board Members are independent of the Company's executive management and material business contacts, (ii) at least two of the shareholder-elected Board Members are independent of the Company's main shareholders (shareholders holding more than 10% of the Shares in the Company), and (iii) no members of the Management serves on the Board of Directors.

13.2.3 Brief biographies of the Board of Directors

Set out below are brief biographies of the Board Members, including their managerial expertise and experience, in addition to an indication of any significant principal activities performed by them outside of the Company and names of companies and partnerships of which a director is or has been a member of the administrative, management or supervisory bodies or partner in the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

Gunnar Syvertsen, Chairman of the Board

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

<i>Current directorships and management positions:.....</i>	<i>BEWi ASA (chairman), Frøya Invest AS (chairman), GIS AS (chairman), Topaas og Haug Entreprenørforretning (board member), various directorships and management positions within the Group</i>
<i>Previous directorships and management positions last five years:</i>	<i>HeidelbergCement Northern Europe (general manager)</i>

Christina Schauman, Board Member

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

<i>Current directorships and management positions:.....</i>	<i>Board Director in Nordic Entertainment Group AB, ÅF Pöyry AB, BillerudKorsnäs AB, Coor Service Management Holding AB, Diaverum AB, Reeda Capital Management AB.</i>
	<i>CEO and founder Calea AB.</i>
<i>Previous directorships and management positions last five years:</i>	<i>Orexo AB, Ellos Group AB, Apoteket AB and Livförsäkringsbolaget Skandia ömsesidigt</i>

Stig Wærnes, Board Member

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

<i>Current directorships and management positions:.....</i>	<i>Bekken Invest AS (board member), BEWi Holding AS (CEO), KMC Properties AS (chairman), Frøya Investment AS (chairman), Matpartner AS (chairman), Måsøval Eiendom AS (board member), Overaa AS and Overaa Holding AS (chairman), Nardo Bil gruppen AS (board member), Sw Invest AS (chairman), Wærnes Invest AS (board member), Snøvær AS (board member), Birger Overaa AS (chairman), Ebe Eiendom AS (chairman), Riaren AS (deputy Board member)</i>
<i>Previous directorships and management positions last five years:</i>	<i>BDO AS (deputy board member)</i>

Per Nordlander, Board Member

Per Nordlander has been a member of the board of BEWiSynbra since 2014 and continues as a board member in the Company. Nordlander is a partner and employee at Verdane Capital Advisors, a private equity firm investing in growth-oriented business. He is a former founder, CEO and member of the board of Avanza Bank Holding AB listed on Nasdaq Stockholm large cap. Nordlander has held several management positions in firms as Nasdaq and Öhman, he was the founder and managing director of Nordnet and has worked as a consultant at Accenture. He has experience as a board member from several companies and is currently a member of the board of Allgon AB, listed on Nasdaq First North, and Livförsäkringsbolaget Skandia, ömsesidigt. Nordlander holds a master's degree in engineering physics from Uppsala University and has completed the Advanced Management Program at Stockholm School of Economics. Other current assignments include NF Holding AB (board member) and Bellman Group AB (publ) (board member). Additionally, Nordlander is a board member of several funds, management companies and holding companies in the Verdane sphere and personal holding companies.

<i>Current directorships and management positions:.....</i>	<i>The private equity firm Verdane (Partner and employee), Livförsäkringsbolaget Skandia, ömsesidigt (board member), Allgon AB, Bellman Group AB (board member), NF Holding AB (Nordic Finance) (board member), board member of various Verdane funds and private holding companies</i>
<i>Previous directorships and management positions last five years:</i>	<i>Estate Group Sverige AB, Scanacon Interessenter AB</i>

Anne-Lise Aukner, Board Member

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

<i>Current directorships and management positions:.....</i>	<i>Aukner Holding AS, Board member, Fontenehuset Ullensaker, Chairman of the Board</i>
<i>Previous directorships and management positions last five years:</i>	<i>Nexans Norway AS, Managing director and CEO, Nexans Sweden AB, Managing director and CEO, Nexans Norway AS, Board member, Nexans Skagerrak AS, Chairman of the Board of directors, Nexans Subsea Operations AS, Nexans Subsea Energy Nigeria Limited, Board member, Nexans Sweden AB, Board member and Chairman of the Board of directors, Nexans UK Ltd, Chairman of the Board of directors, Nexans Logistics Ltd, Chairman of the Board of directors, Nexans Denmark AS, Chairman of the Board of directors, Nexans Industry Solutions AS (Denmark), Board member, NHO Viken, Board member, Aukner Holding AS, Board member</i>

Svenn Bekken, alternate Board Member for Stig Wærnes

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

<i>Current directorships and management positions:.....</i>	<i>Bekken Invest AS (board member and CEO), BEWi Holding AS (CEO), BEWi Holding II AS (CEO), Bekken Investment AS (CEO), KMC Properties AS (chairman), Frøya Investment AS (chairman), Matpartner AS (chairman), Måsøval Eiendom AS (board member), Overaae AS and Overaae Holding AS (chairman), Nardo Bil Gruppen AS (board member), AS Delprodukt (board member), DV Holding AS (CEO), Cbs Invest AS (alternate board member), Sw Invest AS (chairman), Wærnes Invest AS (board member), Snevær AS (board member); in addition various directorships and management positions in a number of companies in the Group, including BEWiSynbra</i>
<i>Previous directorships and management positions last five years:</i>	<i>N/A</i>

13.2.4 Board of Directors' independence

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

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

Svenn Bekken is Christian Bekken's father. He also indirectly holds a non-controlling majority position in KMC Family AS, see note no. 2 to the table in Section 13.2.2. As set out in Section 9, the Bekken family is also involved in other business activities, such as property management, and is in that capacity owner of a number of production facilities in which the Group runs operations. Svenn Bekken is therefore not independent of executive management, of the Company's main shareholders or of the Group's main business contacts.

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

13.3 Management

13.3.1 Overview

As of the date of this Prospectus, the Management consists of three individuals. The following table provides information regarding the members of the Management as at the date of this Prospectus:

Name	Position	Employed with the Group since	Shares held ¹	Options held ³
Christian Bekken	Chief Executive Officer	2002	- ²	250,000
Marie Danielsson	Chief Financial Officer	2015	175,000	250,000
Jonas Siljeskär	Chief Operating Officer	2010	93,750	250,000

¹ All Shares held by members of the Management are subject to lock-up restrictions as further described in Section 14.3.4 below.

² See note no. 2 to the table in Section 13.2.2.

³ Please refer to Section 14.3.5 for a description of the terms of the Options.

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

13.3.2 Brief biographies of the members of the Management

Below are brief biographies of each member of the Management, along with disclosures about significant principal activities performed by them outside of the Company and the companies and partnerships of which each member of the Management has been member of the administrative, management or supervisory bodies in the previous five years.

Christian Bekken, CEO

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

Mr. Bekken is a Norwegian citizen, currently residing in Norway.

Current directorships and management positions:..... OTEM Invest AS (chairman and CEO), KMC Family AS (chairman and CEO), CBS Invest AS (chairman and CEO), Frøya Invest AS (board member), Bekken Invest AS (board member) L Lockert AS (alternate board member)

Previous directorships and management positions last five years: N/A

Marie Danielsson, CFO

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

Mrs. Danielsson is a Swedish citizen, currently residing in Sweden. She has no current directorships or management positions apart from her position as CFO. The same is the case for the last five years.

Jonas Siljeskär, COO

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

Mr. Siljeskär is a Swedish citizen, currently residing in Sweden. He has no current directorships or management positions apart from her position as CFO. The same is the case for the last five years.

13.4 Remuneration and benefits

13.4.1 Remuneration of the Board of Directors

The total remuneration paid to the Board of Directors for the year ended 31 December 2019 was EUR 0.14 million (for their directorship in BEWiSynbra). The following table sets forth the remuneration paid to the directors for the year ended 31 December 2019:

Board member	in EUR million
Gunnar Syvertsen	0.05
Christian Bekken	0.01
Göran Vikström	0.02
Rune Marsdal (until 2019-08-31)	0.01
Bernt Thoresen (until 2019-05-31)	0.01
Kristina Schauman	0.03
Per Nordlander	0.02
Total:	0.14

13.4.2 Remuneration of the Management

The total remuneration paid to the Management for the year ended 31 December 2019 was EUR 1.78 million (for their management positions in BEWiSynbra). The following table sets forth the remuneration paid to the members of the Management in BEWiSynbra in 2019:

(in EUR million)			
Position	Basic Salary (incl. benefits)	Variable Remuneration	Retirement compensation
CEO ¹³	0.47	0.20	0.10
Other senior executives	0.69	0.11	0.21
Total	1.16	0.31	0.31

The Company has decided not to have a formal remuneration committee. Pursuant to written procedures for the Board of Directors, the CEO's remuneration is decided by the Board, as may be delegated to the Chairman of the Board. The Board has also adopted an HR policy which has provisions regarding salary reviews for all employees; this policy is managed by the CEO.

13.5 Benefits upon termination

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

¹³ Christian Bekken (until 15 May 2018) and Rik Dobbelaar (from 16 May 2018).

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

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

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

13.6 Employees

As of 30 September 2020, the Group had approximately 1,400 employees.

The table below shows the development in the average number of full time employees for the years ending 31 December 2019, 2018 and 2017 and as of 30 September 2020, based on geographic location.

Country	Average number of employees under the nine months ended 30 September 2020	Average number of employees under 2019	Average number of employees under 2018	Average number of employees under 2017
Sweden	219	174	161	135
Finland	149	139	41	120
Denmark	257	255	243	112
Norway	229	110	40	7
The Netherlands	474	392	274	–
Belgium	6	6	-	–
Portugal	187	173	119	–
Spain	5	5	3	–
Total	1526	1254	881	374

13.7 Pensions and retirement benefits

For the year ended 31 December 2019, the Group recognised an expense of approximately EUR 5.6 million in pension costs, compared to approximately EUR 3.7 million for the year ended 31 December 2018.

13.8 Audit committee

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

The duties of the audit committee are to:

- monitor the Company's financial reporting and provide recommendations and proposals to ensure the reliability of the reporting,
- monitor the effectiveness of the Company's internal control and risk management insofar as the financial reporting is concerned,
- prepare any relevant recommendation whether to re-assess the need for internal auditing,
- keep itself informed about the auditing of the annual report and the consolidated annual report,
- review and monitor the impartiality and independence of the auditor/auditing firm, with specific focus on other services besides auditing services being provided by the auditor/auditing firm, and

- f) assist in the preparation for the annual general meeting's decision in relation to election of auditors, including through contacts with the nomination committee appointed in accordance with the annual general meeting.

13.9 Nomination committee

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

13.10 Corporate governance requirements

The Board has a responsibility to ensure that the Company has good corporate governance. The Board of Directors has adapted a corporate governance policy in line with the Norwegian Code of Practice.

A full statement of how the Company has implemented the Norwegian Code of Practice will be included in the annual report for the financial year 2020.

13.11 Conflicts of interests etc.

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

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

As set out above, certain members of the Board of Directors and the Management have financial interests in the Company through shareholdings. In addition, members of the Board of Directors and the Management may be board members or managers of other companies and hold shares in other companies, and in the event any such company enters into business relationships with the Company, the members of the Board of Directors and Management may have a conflict of interest, which is managed by the person concerned not being involved in the handling of the matter on behalf of the Company. For information regarding certain transactions with related parties and between the Company and members of the Board of Directors or the Management, see Section 8.10 "*Material Agreements*" and Section 9 "*Related Party Transactions*". Except as specified, no members of the Board of Directors or the Management has any private interest which may conflict with the interests of the Company.

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

Except as disclosed in Section 9 "*Related Party Transactions*", none of the members of the Board of Directors have service contracts with the Company or any of its subsidiaries.

14 CORPORATE INFORMATION AND DESCRIPTION OF SHARE CAPITAL AND SHAREHOLDER MATTERS

14.1 Corporate Information

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

The Company's registered business address is Hammarvikringen 64, 7263 Hamarvik, Frøya, Norway, which is also its principal place of business. The telephone number to the Company's principal offices is +47 7244 8888 and the website is www.bewi.com. The information included on www.bewi.com does not form part of the Prospectus. The Company's LEI-code is 254900N95EUYYZZA5F19.

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

14.2 Legal structure

14.2.1 The Group

The Company is the ultimate parent company in the Group, and the business is mainly carried out through its wholly or partly owned subsidiaries. The Group comprises in total 52 legal entities in Sweden, Norway, Finland, Denmark, the Netherlands, Iceland and Portugal, and in addition, the Group holds minority stakes in companies in the UK, Germany and France. The chart included in Appendix B sets out the Group's legal structure as of the date of this Prospectus.

The table below sets out brief information about the Company's significant subsidiaries:

Company ¹⁴	Country of incorporation	Activity
BEWi Synbra Group AB (publ)	Sweden	Issuer of Bond financing, group holding company
Genevad Holding AB	Sweden	Owner of all operational companies within the Group
BEWI M-Plast Oy	Finland	GPPS converter XPS Insulation
BEWi Insulation Norway AS	Norway	EPS converter Insulation
BEWI Insulation AB	Sweden	EPS converter Insulation & GPPS converter XPS Insulation
BEWI Drift Holding AS	Norway	Holding Company
BEWI Packing AB	Sweden	EPS and EPP converter Packaging and components
BEWI Automotive AB	Sweden	EPP converter Packaging and components
Genevad Netherlands B.V.	The Netherlands	Holding Company
BEWI Cabee Oy	Finland	Holding Company
BEWISynbra Norway AS	Norway	EPS converter Packaging
BEWISynbra Denmark A/S	Denmark	EPS and EPP converter Insulation, packaging and components
BEWISynbra Circular Denmark A/S	Denmark	Mechanical Recycling EPS into GPPS
Eurec A/S (51%)	Denmark	Mechanical recycling EPS, cardboard PE foil
BEWISynbra Circular AS	Norway	Mechanical Recycling EPS
BewiSynbra Recycle AS	Norway	Mechanical Recycling EPS
BEWi Circular Portugal, LDA (66%)	Portugal	Mechanical Recycling EPS into GPPS
Synbra Holding B.V.	The Netherlands	Holding Company
BEWi Insulation Oy	Finland	EPS converter Insulation

¹⁴ 100% ownership unless otherwise indicated.

Company ¹⁴	Country of incorporation	Activity
BEWiSynbra RAW Oy	Finland	Chemical polymerization process and Extrusion
Poredo B.V.	The Netherlands	Production of re-used EPS
BEWi Norplasta AS	Norway	HDPE and PP Injection mold converter
Nordic Emballasje AS	Norway	Trader of food Packaging
Tommen Gram Folie AS	Norway	LDPE Foil extrusion
Tommen Gram AS	Norway	Trader of food packaging and Construction applications
Biobe AS	Norway	HDPE and PP Injection mold converter
SYNBRA International B.V.	The Netherlands	Holding Company
Synbra B.V.	The Netherlands	Holding Company
Saltkaup Nordic ehf. (51%)	Iceland	Trader of food Packaging
Synbra Holding UK Ltd	Great Britain	Holder of a closed pension scheme related to divested operations in the UK
Plasexpandido SL	Spain	Sales and distribution of packaging and components
Plastimar SA	Portugal	EPS and EPP converter Insulation, packaging and components
Besto Verpakkings-industrie B.V.	The Netherlands	EPP converter Packaging and components
Synprodo Produktie B.V.	The Netherlands	EPS converter Insulation, packaging and components
Stramit B.V.	The Netherlands	EPS converter Insulation
Ertecee B.V.	The Netherlands	EPS converter Insulations
Isobouw Systems B.V.	The Netherlands	Sales and R&D Insulations
Synprodo B.V.	The Netherlands	Sales and R&D Packaging and components
BEWiSynbra RAW B.V.	The Netherlands	Chemical polymerization process and Extrusion

The table below sets out brief information about significant joint ventures and associated companies:

Company	Country of incorporation	Activity	Ownership	
			Interest	Material
Hirsch France SAS	France	EPS Converter and Insulation	34%	Yes
Hirsch Porozell GmbH	Germany	EPS Converter and Insulation	34%	Yes

14.2.2 The Reorganisation

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

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

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

Furthermore, as the Reorganisation is considered to be a capital reorganisation from an accounting perspective, BEWiSynbra's historical consolidated financial statements represent the Group's historical financial information going forward, and as such these financial statements reflect the Group's historical activities.

14.3 Share capital and share capital history

14.3.1 Overview

As of the date of this Prospectus, the registered share capital of the Company is NOK 143,943,671, divided into 143,943,671 Shares, each with a par value of NOK 1.00. All of the Shares have been created under the Norwegian Public Companies Act and are validly issued and fully paid.

In addition, the Company has on 25 November 2020 resolved to increase the share capital with NOK 3,571,429 by the issuance of 3,571,429 new Shares, each with a par value of NOK 1.00, as a result of the Private Placement. Upon completion of the Private Placement, the Company's share capital will be NOK 147,515,100, consisting of 147,515,100 Shares each with a par value of NOK 1.00. The new share capital increase pertaining to the Private Placement is expected to be registered with the Norwegian Register of Business Enterprises on or about 2 December 2020.

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.

As of the date of this Prospectus, the Company does not hold any treasury shares, nor does any of its subsidiaries hold Shares in the Company.

14.3.2 Share capital history

The table below shows the development in the Company's share capital for the period from 29 July 2020 (date of incorporation) to the date of the Prospectus. There have not been any other capital increases in the Company other than as set out in the table below, neither by way of contribution in cash nor in kind for such period.

Date	Type of change	Change in share capital (NOK)	New Shares issued	Share price	Total number of Shares	Share capital (NOK)	Par value (NOK)
29.07.2020	Incorporation	1,000,000	1,000,000	1	1,000,000	1,000,000	1.00
21.08.2020	Share capital decrease ¹	-1,000,000	0	1	0	0	1.00
21.08.2020	Private placement ²	143,943,671	143,943,671	19.98 ³	143,943,671	143,943,671	1.00
25.11.2020	Private Placement ⁴	3,571,429	3,571,429	21	147,515,100	147,515,100	1.00

¹ Share capital decrease in connection with the share exchange with the shareholders of BEWiSynbra as part of the Reorganisation, see Section 14.2.2 above.

² The issuance of new Shares to the shareholders of BEWiSynbra as part of the Reorganisation, see Section 14.2.2 above.

³ Exact amount is NOK 19.977258.

⁴ The share capital increase pertaining to the Private Placement is expected to be registered with the Norwegian Register of Business Enterprises on or about 2 December 2020.

The table below shows the development in the share capital of BEWiSynbra for the period covered by the BEWiSynbra Financial Statements to the date of the Prospectus. There have not been any other capital increases in the Company other than as set out in the table below, neither by way of contribution in cash nor in kind for such period.

Date	Type of change	Change in share capital (SEK)	New number of class A shares (ordinary)	New number of class B shares	Total number of shares	Total share capital (SEK)	Par value (SEK)
1 January 2017			9,900,000	260,532	10,313,032	103,130.32	0.01
8 May 2017	Bonus issue	396,869.68	–	–	10,313,032	500,000	0.048482
28 May 2018	Share issue (cash) ¹	454,594	9,376,465	–	19,689,497	954,594	0.048482
29 October 2018	Share issue (in kind) ²	392,615.25	8,098,099	–	27,787,596	1,347,209.25	0.048482
30 October 2018	Conversion of all B shares to A shares 1:1	–	313,032	–	27,787,596	1,347,209.25	0.048482
30 October 2018	Share split 5:1	–	111,150,384	–	138,937,980	1,347,209.25	0.009696

18 August 2020	Share issue ³	48,537,58	5,005,691	-	143,943,671	1,395,746.83	0.009696
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¹ Share issue directed to Frøya Invest AS and Gjelsten Holding AS. The subscription price amounted to SEK 42.67.

² Share issue directed to Frøya Invest AS and KMC Family AS with payment in non-cash consideration carried out as part of the acquisition of all of the shares in BEWi Automotive and BEWi Produkter AS and BEWi Polar AS. The subscription price amounted to SEK 94.47.

³ Share issue directed to BEWi Holding AS, the seller of BDH as payment in part of the consideration for the shares in BDH.

Other than as set out above, there have been no changes to the Company's or BEWiSynbra's share capital or the number of Shares of the Company from the start of the period covered by the historical financial information up to the date of this Prospectus.

14.3.3 Pre-IPO Private Placement

Prior to the contemplated Listing and the Offering, the Company will have completed a private placement raising gross proceeds of NOK 75 million by the issuance of 3,571,429 new Shares at a subscription price of NOK 21.00 per Share (the "**Private Placement**"). The subscription price in the Private Placement was determined by the Board of Directors on the basis of an accelerated book building process conducted by the Managers.

The Shares in the Private Placement were allocated on 26 November, and the share capital increase is expected to be registered on or about 2 December 2020.

14.3.4 Lock-up restrictions

Frøya Invest AS, Verdane ETF III SPV K/S Verdane Skuld 1 AS, Board Members (including alternates) and the CEO, CFO and COO entered into lock-up undertakings in connection with the admission to trading on Euronext Growth Oslo to the benefit of the Managers. Pursuant to these undertakings, there is a six months lock-up, starting from the date of the admission to trading (28 August 2020). During this period, Shares, options to acquire Shares or other instruments convertible into Shares held by such parties may not be sold, pledged or otherwise disposed over without the prior written consent of the Managers, as further set out in the relevant undertakings.

Lock-up undertakings will also be made in connection with the Offering, see section 17.17 for further details.

14.3.5 Other financial instruments issued by the Company

On the basis of the approval by the Company's extraordinary general meeting on 16 November 2020 (the "**EGM**") to authorise the Board of Directors to issue new shares to employees under a long-term incentive program, the Company announced on 19 November 2020 that it had resolved to distribute a total of 2,625,000 options for Shares in the Company amongst the Group management. The number of options granted corresponded to 1.82% of the outstanding number of Shares in the Company at the time of the distribution of the options. Each option gives the right to acquire one Share. The options were granted without consideration and gains per instrument is capped at three times the exercise price.

Pursuant to the vesting schedule, 20% of the options will vest one year after the day of grant, 30% vest two years after the day of grant and the remaining 50% vest three years after the day of grant (vesting is dependent on the option holder still being employed in the Group).

The exercise price for all options granted is NOK 24.48 per Share. Options that are not exercised within five years from the date of grant will lapse and become void.

14.4 Admission to trading

The Shares are currently being traded on Euronext Growth Oslo. The Company has on 11 November 2020 applied for admission to trading of its Shares, including the Offer Shares, on the Oslo Stock Exchange, alternatively Euronext Expand, and the board of directors of the Oslo Stock Exchange is expected to approve the listing

application of the Company on or about 9 December 2020 subject to certain conditions being met. See Section 17.14 "*Conditions for completion of the Offering – Listing and trading of the Offer Shares*".

The Company currently expects commencement of trading in the Shares on the Oslo Stock Exchange, alternatively Euronext Expand, on or about 18 December 2020. The Company has not applied for admission to trading of the Shares on any other stock exchange or regulated market.

14.5 Ownership Structure

As at the date of this Prospectus, the Company has 459 shareholders registered in the VPS. In addition, 25 new shareholders have been allocated Shares in the Private Placement. The table below sets forth the Company's ownership structure as of the date of this Prospectus, also reflecting the Shares allocated in the Private Placement:

Shareholder	Number of Shares	% of share capital
Frøya Invest AS	82,107,826	55.7%
Kverva Industrier AS	14,600,424	9.9%
Verdane ETF III SPV K/S	11,853,000	8.0%
Verdane Skuld 1 AS	10,647,000	7.2%

There are no different voting rights between the shareholders. Each Share carries one vote.

The Company does not hold any treasury shares, nor do any of the Company's subsidiaries hold shares in the Company, as per the date of this Prospectus.

Shareholders owning 5% or more of the Securities have an interest in the Company's share capital which is notifiable pursuant to the Norwegian Securities Trading Act. See Section 15.8 "*Disclosure obligations*" for a description of the disclosure obligations under the Norwegian Securities Trading Act.

Assuming the maximum number of Offer Shares are subscribed in the Offering, Frøya Invest AS, a company owned by members of the Bekken family, is expected to hold a shareholding in the Company of approximately 55.2%. Frøya Invest AS may as a consequence of its substantial shareholding exercise control over the Company following the Offering. The Company is not aware of any other persons or entities who, directly or indirectly, jointly or severally, will exercise or could exercise control over the Company. The Company is not aware of any arrangements which may at a subsequent date result in a change of control of the Company.

The Company's Articles of Association do not contain any provisions that would have the effect of delaying, deferring or preventing 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.

14.6 Authorisation to increase the share capital

At the EGM, the Board of Directors was granted with an authorisation to increase the share capital of the Company to inter alia strengthen the equity of the Company, finance future growth and acquisitions and to increase the liquidity and spread of ownership in respect of the Shares and for all other purposes as the Board of Directors decides, by up to NOK 28,788,734, equivalent to 20% of the share capital at the time the authorisation was granted. The authorisation is valid until the annual general meeting in 2021, however expiring at the latest on 30 June 2021. In connection with the Private Placement, 3,571,429 Shares have been issued and allocated by the Board of Directors, and consequently the remaining limit of the authorisation is NOK 25,217,305.

Further, at the EGM, the Board was granted with an authorisation to increase the share capital of the Company in connection with the option programme and share programme, of up to NOK 4,318,310, equivalent to 3% of its share capital at the time the authorisation was granted. The authorisation is valid until the annual general meeting in 2022, however expiring at the latest on 30 June 2022. On 19 November 2020, the Company announced that a total of 2,635,000 options had been distributed amongst the employees, see Section 14.3.5 above for further details.

14.7 Authorisation to acquire treasury shares

The Company has no authorisation to acquire treasury shares.

14.8 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 Shares carries one vote. The rights attached to the Shares are further described in Section 14.9 "*The Articles of Association*" and Section 14.10 "*Certain aspects of Norwegian corporate law*".

14.9 The Articles of Association

The Articles of Association are enclosed in Appendix C to the Prospectus, a summary of which is given below.

14.9.1 Objective of the Company

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

14.9.2 Share capital and par value

The Company's share capital is NOK 143,943,671, divided into 143,943,671 Shares, each with a par value of NOK 1.00.

The share capital will increase to NOK 147,515,100 divided into 147,515,100 Shares, each with a par value of NOK 1.00, upon registration of the share capital increase pertaining to the Private Placement, expected on or about 2 December 2020.

14.9.3 The Board of Directors

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

14.9.4 Nomination committee

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

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

14.9.5 Restrictions on transfer of Shares

Other than lock-up as described in Section 14.3.4 above, there are no restrictions on transfer of the Shares.

14.9.6 General meetings

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

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

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

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

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

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

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

14.10 Certain aspects of Norwegian corporate law

14.10.1 General meetings

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

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

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

14.10.2 Voting rights – amendments to the articles of association

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

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

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

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

14.10.3 Additional issuances and preferential rights

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

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

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

Issuance of new Shares to shareholders who are citizens or residents of the United States and other jurisdictions upon the exercise of preferential rights may require the Company to file a registration statement or prospectus in the United States under United States securities laws or in such other jurisdictions under the laws of such jurisdictions. Should the Company in such a situation decide not to file a registration statement or prospectus, the Company's U.S. shareholders and shareholders in such other jurisdictions may not be able to exercise their preferential rights. To the extent that shareholders are not able to exercise their rights to subscribe for new shares,

the value of their subscription rights will be lost and such shareholders' proportional ownership interests in the Company will be reduced.

14.10.4 Minority rights

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

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

14.10.5 Rights of redemption and repurchase of shares

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

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

14.10.6 Shareholder vote on certain reorganisations

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

14.10.7 Liability of board members

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

Board members may each be held liable for any damage they negligently or willfully cause the Company. Norwegian law permits the general meeting to discharge any such person from liability, but such discharge is not binding on the Company if substantially correct and complete information was not provided at the general meeting.

passing upon the matter. If a resolution to discharge the Board Members from liability or not to pursue claims against such a person has been passed by a general meeting with a smaller majority than that required to amend the articles of association, shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility but can be recovered from any proceeds the Company receives as a result of the action. If the decision to discharge any of the Board Members from liability or not to pursue claims against the Board Members is made by such a majority as is necessary to amend the articles of association, the minority shareholders of the Company cannot pursue such claim in the Company's name.

14.10.8 Indemnification of board members

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

14.10.9 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.

15 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 Shares on the Oslo Stock Exchange and Euronext Expand. The summary is based on the rules and regulations in force in Norway as at the date of this Prospectus, which may be subject to changes occurring after such date. This summary does not purport to be a comprehensive description of securities trading in Norway. Investors who wish to clarify aspects of securities trading in Norway should consult with and rely upon their own advisors.

15.1 Introduction

The Oslo Stock Exchange (Nw.: *Oslo Børs*) was established in 1819 and offers the only regulated markets for securities trading in Norway. Oslo Børs ASA is wholly owned by Oslo Børs VPS Holding ASA which was acquired by Euronext on 18 June 2019. Euronext owns seven regulated markets across Europe, including Amsterdam, Brussels, Dublin, Lisbon, London, Oslo and Paris.

15.2 Market value of the Shares

The market value of shares listed on the Oslo Stock Exchange and Euronext Expand, 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 quarterly 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 product and service offerings, significant contracts, acquisitions or strategic relationships, publicity about the issuer, its products and services 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 and Euronext Expand 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.

15.3 Trading and settlement

Trading of equities on the Oslo Stock Exchange and Euronext Expand is from and including 30 November 2020 migrated from the electronic trading system Millennium Exchange to the Euronext Optiq® systems.

Official trading on the Oslo Stock Exchange and Euronext Expand takes place between 09:00 hours (CET) and 16:20 hours (CET) each trading day, with pre-trade period between 08:15 hours (CET) and 09:00 hours (CET), closing auction from 16:20 hours (CET) to 16:25 hours (CET) and a post-trade period from 16:25 hours (CET) to 17:30 hours (CET). Reporting of after exchange trades can be done until 17:30 hours (CET).

The settlement period for trading on the Oslo Stock Exchange and Euronext Expand is two trading days (T+2). This means that securities will be settled on the investor's account in the VPS two days after the transaction, and that the seller will receive payment after two days.

Following migration to the Euronext Optiq® trading systems, the current interoperable clearing model between SIX X-clear, LCH Ltd and EuroCCP will be continued for the equity markets on the Oslo Stock Exchange and Oslo Expand.

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 Norwegian FSA 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.

15.4 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 Norwegian FSA 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.

Under 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 may levy fines on companies violating these requirements.

15.5 The VPS and transfer of Shares

The Company's principal share register is operated through the VPS. The VPS is the Norwegian paperless centralised 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. The VPS and Oslo Børs ASA are both wholly-owned by Oslo Børs VPS Holding ASA.

All transactions relating to securities registered with the VPS are made through computerised 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), authorised 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 Norwegian FSA on an ongoing basis, as well as any information that the Norwegian FSA 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.

15.6 Shareholder register

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 Norwegian FSA. 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 14.10.2 "*Voting rights – amendments to the articles of association*" for more information on nominee accounts.

15.7 Foreign investment in shares listed in Norway

Foreign investors may trade shares listed on the Oslo Stock Exchange and Euronext Expand 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 listed on the Oslo Stock Exchange and Euronext Expand and issued by Norwegian incorporated companies are governed by Norwegian law and by the respective company's articles of association. These rights may differ from the rights of 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 prioritised 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 14.10.2 "*Voting rights – amendments to the articles of association*" for more information on certain aspects of Norwegian law.

15.8 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.

15.9 Insider trading

According to 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 Section 3-2 of the Norwegian Securities Trading Act. 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.

15.10 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.

15.11 Compulsory acquisition

Pursuant to the Norwegian Public Limited 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 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 Norwegian Public Limited 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.

15.12 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 Norwegian FSA have electronic access to the data in this register.

16 NORWEGIAN TAXATION

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

The tax legislation in the jurisdiction in which the shareholders are resident for tax purposes may also have an impact on the income received from the Shares.

16.1 Norwegian shareholders

16.1.1 *Taxation of dividends*

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

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

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

16.1.2 *Taxation of capital gains*

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

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

Norwegian Individual Shareholders are taxable in Norway for capital gains derived from realisation of Shares, and have a corresponding right to deduct losses. This applies irrespective of how long the Shares have been owned by the individual shareholder and irrespective of how many Shares that are realised. Gains are taxable as ordinary income in the year of realisation and losses can be deducted from ordinary income in the year of realisation. Any

gain or loss is grossed up with a factor of 1.44 before taxed at a rate of 22% (resulting in an effective tax rate of 31.68%). Gain or loss is calculated per Share, as the difference between the consideration received for the Share and the Norwegian Individual Shareholder's cost price for the Share, including costs incurred in connection with the acquisition or realisation of the Share. Any unused tax-free allowance connected to a Share may be deducted from a capital gain on the same Share, but may not lead to or increase a deductible loss. Further, unused tax-free allowance related to a Share cannot be set off against gains from realisation of other Shares.

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

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

16.1.3 Shares savings account (Nw.: aksjesparekonto)

The Shares will qualify for Norwegian share saving accounts for Norwegian Individual Shareholders as the Shares are listed on Oslo Børs. Dividends received from Shares on a share savings account and capital gains on Shares on a share savings account are tax free. Taxable income is calculated and taxed when funds are withdrawn from the share savings account. Therefore the use of a tax savings account may result in a deferral of taxes set out in Sections 16.1.1 and 16.1.2 above. Losses will only be deductible when the shares savings account is closed.

16.1.4 Net wealth tax

The value of Shares is taken into account for net wealth tax purposes in Norway. The marginal net wealth tax rate is currently 0.85% of the value assessed. The value for assessment purposes for the Shares is equal to 65% of the stock market price as of 1 January of the tax assessment year (proposed to be further reduced to 55% for 2021). The value of debt allocated to the Shares (a proportional part of the shareholder's total debt) for Norwegian wealth tax purposes is reduced correspondingly (i.e. to 65% (proposed to be 55% for 2021)).

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

16.2 Foreign Shareholders

16.2.1 Taxation of dividends

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

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

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

Dividends paid to Foreign Shareholders that are individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders) ("**Foreign Individual Shareholders**") are as the main rule subject to Norwegian withholding tax at a rate of 25%, unless a lower rate has been agreed in an applicable tax treaty. If the individual shareholder is resident within the EEA, the shareholder may apply to the tax authorities for a refund of an amount

corresponding to the calculated tax-free allowance on each individual share, see Section 16.2.1 "*Taxation of dividends*". However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25% less the tax-free allowance.

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

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

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

16.2.2 Taxation of capital gains

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

16.2.3 Net wealth tax

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

16.2.4 Transfer taxes etc. VAT

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

16.3 Taxation of reduced offer price in the Employee Offering

The reduced Offer Price of 20% for applications between NOK 10,500 and NOK 100,000 in the Employee Offering is offered as a general scheme to all Eligible Employees and Board Members.

The difference between the reduced Offer Price in the Employee Offering for Offer Shares allocated to Eligible Employees and Board Members is caused by the fact that the Offer Shares allocated (rounded down to the nearest whole Offer Share) will be subject to a lock-up whereby these Offer Shares may not be traded, sold, pledged or otherwise disposed of for a period of one or two years (as further set out in Section 17.17.4 "*Eligible Employees and Board Members participating in the Employee Offering*" below) from the first date of Listing. Following valuation calculations, the Company is of the view that these restrictions imply a 20% reduction in the market

value of the Offer Shares compared to Offer Shares being sold without such restrictions. The price paid by an Eligible Employee or Board Member in the Employee Offering for Offer Shares allocated for such amounts (as applicable) should therefore be equal to the fair market value of these Offer Shares given the restrictions. The difference between the price paid in the Employee Offering and the Offer Price should not be considered a discount and therefore not have any tax consequences for the Eligible Employees, the Board Members or the Company. However, all fair market value assessments are completed with an unavoidable element of uncertainty. Therefore, there is no guarantee that the fair market value assessment, at a later stage, cannot be challenged by the tax authorities. All tax reporting obligations and any levied taxes in connection with the Employee Offering (at subscription or later) are the sole responsibility of the participants in the Employee Offering.

17 THE TERMS OF THE OFFERING

17.1 Overview of the Offering

The Offering consists of an offer of Offer Shares to raise gross proceeds of approximately NOK 25 million by the issuance of new Shares in the Company. The Shares are issued in NOK.

The Offering consists of:

- A Retail Offering, in which up to 476,191 Offer Shares are being offered to the public in Norway subject to a lower limit per application of an amount of NOK 11,500 and an upper limit per application of NOK 25,000 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. The offer price in the Retail Offering is set to NOK 21.00 per Offer Share (the "**Offer Price**").
- An Employee Offering, in which up to 892,858 Offer Shares are being offered to the Eligible Employees and Board Members subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 100,000 for each Eligible Employee or Board Member. The Eligible Employees and Board Members participating in the Employee Offering will receive full allocation for any application up to and including NOK 10,500 (rounded down to the nearest whole Share). Multiple applications by one applicant in the Employee Offering is not permitted in the Employee Offering. The offer price in the Employee Offering is set to NOK 16.80 (a 20% reduction compared to the Offer Price). Offer Shares allocated in the Employee Offering will be subject to a lock-up obligation as further described in Section 17.17.4 "*Eligible Employees and Board Members Participating in the Employee Offering*" below.

The Company, in consultation with the Managers, will determine the number of Offer Shares on the basis of the number of applications received in the Retail Offering and the Employee Offering.

All offers and sales outside the United States will be made in compliance with Regulation S of the U.S. Securities Act. This Prospectus does not constitute an offer of, or an invitation to purchase, Offer Shares in any jurisdiction in which such offer or sale would be unlawful. For further details, see "Important Information" and Section 18 "*Selling and Transfer Restrictions*".

Completion of the Offering is conditional upon, among other conditions, the Company satisfying the listing conditions and being listed on the Oslo Stock Exchange, see Section 17.14 "*Conditions for completion of the Offering – Listing and trading of the Offer Shares*".

17.2 Timetable

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

Application Period commences	1 December 2020 at 09:00 hours (CET)
Application Period ends	8 December 2020 at 12:00 hours (CET)
Allocation of the Offer Shares	On or about 10 December 2020
Publication of the results of the Offering	On or about 10 December 2020
Distribution of allocation notes/contract notes	On or about 10 December 2020
Payment date in the Offering	On or about 11 December 2020
Registration of the Company's new share capital in the Norwegian Register of Business Enterprises	On or about 15 December 2020
Delivery of the Offer Shares	On or about 18 December 2020
First day of Listing of the Shares	On or about 18 December 2020

Note that the Company, in consultation with the Managers, reserves the right to shorten or extend the Application Period at their sole discretion. In the event of a shortening or an extension of the Application Period, the allocation date, the payment due dates and the dates of delivery of Offer Shares will be changed accordingly, but the date of the Listing and commencement of trading on the Oslo Stock Exchange, alternatively Euronext Expand, may not necessarily be changed.

17.3 Resolution relating to Issue the Offer Shares

At the EGM, the Board of Directors was granted the following authorisation to increase the share capital of the Company (unofficial translation from Norwegian):

- (i) *The board of directors is authorised to increase the Company's share capital by up to NOK 28,788,734. Subject to this aggregate amount limitation, the authority may be used on more than one occasion;*
- (ii) *The authorisation may inter alia be used to strengthen the equity of the Company, finance future growth of the Company's business, acquire companies with settlement in the Company's shares, increase the liquidity and spread of ownership in respect of the Company's shares and for other purposes as the board decides;*
- (iii) *The subscription price per share and other terms are determined by the board.*
- (iv) *The authorisation is valid until the annual general meeting in 2021, however expiring at the latest on 30 June 2021.*
- (v) *The shareholders' preferential rights to subscribe for shares pursuant to section 10-4 of the Norwegian Public Limited Liability Companies Act ("NPLCA") may be set aside, cf. section 10-5.*
- (vi) *The authorisation includes share capital increases by contribution in kind and a right to inflict special obligations on the Company, cf. section 10-2 of the NPLCA.*
- (vii) *The authorisation also includes resolutions on mergers pursuant to section 13-5 of the NPLCA*

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 and thereby comply with the conditions for Listing for the benefit of the Company and existing shareholders.

Following the expiry of the Application Period, the Company will consider on or about 10 December 2020 and, if thought fit, approve completion of the Offering and, in consultation with the Managers, determine the final number of and allocation of the Offer Shares. If the Company determines that the Offering shall be completed, then the Board of Directors will proceed to increase the share capital of the Company by issuance of the Offer Shares. The share capital increase is expected to be registered with the Norwegian Register of Business Enterprises on or about 15 December 2020 with delivery of the Offer Shares through the facilities of the VPS on or about 18 December 2020.

17.4 The Retail Offering

17.4.1 Offer Price

The price per Offer Share in the Retail Offering is NOK 21.00 and corresponds to the subscription price in the Private Placement, see Section 14.3.3 "Pre-IPO Private Placement".

17.4.2 Application Period

The Application Period during which applications for Offer Shares in the Retail Offering will be accepted will last from 1 December 2020 at 09:00 hours (CET) to 8 December 2020 at 12:00 hours (CET), unless shortened or extended. The Company, in consultation with the Managers, may shorten or extend the Application Period at any time and for any reason, and extension may be made on one or several occasions. The Application Period may in no event expire prior to 16:30 hours (CET) on 7 December 2020 or be extended beyond 12:00 hours (CET) on 10 December 2020. In the event of a shortening or an extension of the Application Period, the allocation date, the payment due date and the date of delivery of Offer Shares will be changed accordingly, but the date of the Listing

and commencement of trading on the Oslo Stock Exchange, alternatively Euronext Expand, may not necessarily be changed.

17.4.3 Minimum and maximum application

The Retail Offering is subject to a minimum application amount of NOK 11,500 and a maximum application amount of NOK 25,000 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 25,000 will be adjusted downwards to an application amount of NOK 25,000. If two or more identical application forms are received from the same investor, the application form will only be counted once unless otherwise explicitly stated on one of the application forms. In the case of multiple applications through the online application system or applications made both on a physical application form and through the online application system, all applications will be counted.

17.4.4 Application procedures and application offices

Norwegian applicants in the Retail 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.nordeamarkets.com/bewi and www.sblmarkets.no. Applicants in the Retail Offering not having access to the VPS online application system must apply for Offer Shares using the Retail Application Form attached to this Prospectus as Appendix D "Application Form for the Retail Offering". Retail Application Forms, together with this Prospectus, may be obtained from the Company, the Company's website www.bewi.com, the Managers' websites or the application offices listed below. Applications made through the VPS online application system must be duly registered during the Application Period.

Participants in the Private Placement will not be entitled to participate in the Retail Offering.

The application offices for physical applications in the Retail Offering are:

Nordea Bank Abp, filial i Norge
Essendropsgate 7
P.O. Box 1166 Sentrum, 0107 Oslo
Norway
Tel: +47 24013462
E-mail: nis@nordea.com

SpareBank 1 Markets AS
Olav V's gate 5
P.O. Box 1398 Vika, 0114 Oslo
Norway
Phone: +47 24 14 74 00
E-mail: subscription@sblmarkets.no

All applications in the Retail 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 Retail Offering will be treated in the same manner regardless of whether they are submitted by delivery of a Retail Application Form or through the VPS online application system.

Retail Application Forms that are incomplete or incorrectly completed, electronically or physically, or that are received after the expiry of the Application Period, may be disregarded without further notice to the applicant. Properly completed Retail Application Forms must be received by one of the application offices listed above or registered electronically through the VPS application system by 12:00 hours (CET) on 8 December 2020, unless the Application Period is being shortened or extended. None of the Company or any of 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 Retail Offering will be irrevocable and binding upon receipt of a duly completed Retail Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any extension of the Application 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.

17.4.5 Allocation, payment and delivery of Offer Shares

SpareBank 1 Markets AS, acting as settlement agent for the Retail Offering, expects to issue notifications of allocation of Offer Shares in the Retail Offering on or about 10 December 2020, by issuing allocation notes to the applicants by mail or otherwise. Any applicant wishing to know the precise number of Offer Shares allocated to it, may contact one of the application offices listed above on or about 10 December 2020 during business hours. Applicants who have access to investor services through an institution that operates the applicant's account with the VPS for the registration of holdings of securities ("**VPS Account**") should be able to see how many Offer Shares they have been allocated from on or about 10 December 2020.

In registering an application through the VPS online application system or completing a Retail Application Form, each applicant in the Retail Offering will authorise SpareBank 1 Markets 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 on the Retail Application Form. Accounts will be debited on or about 11 December 2020 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 10 December 2020. 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 (expected to be 11 December 2020).

Further details and instructions will be set out in the allocation notes to the applicant to be issued on or about 10 December 2020, or can be obtained by contacting SpareBank 1 Markets AS at +47 2414 7400.

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 8.00% per annum. SpareBank 1 Markets AS (on behalf of the Managers) reserves the right (but has no obligation) to make up to three debit attempts through 11 December 2020 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 from the third day after the Payment Date otherwise dispose of or assume ownership to 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.

In order to provide for prompt registration of the share capital increase in the Company relating to the issuance of the Offer Shares with the Norwegian Register of Business Enterprises, the Managers are expected to, on behalf of the applicants, subscribe for and pre-fund payment for the Offer Shares allocated in the Offering at a total subscription amount equal to the Offer Price multiplied by the number of Offer Shares; and by placing an application, the applicant irrevocably authorises and instructs the Managers, or someone appointed by any of the Managers, to do so on its behalf. Irrespective of any such subscription and payment for Offer Shares, 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 Company and/or the Managers may enforce payment of any such amount outstanding. The subscription and pre-funding by the Managers of the Offer Shares as described above constitute an integrated sales process where the investors subscribe for Offer Shares from the Company based on this Prospectus, which has been prepared by the Company. The investors will not have any rights or claims against any of the Managers.

Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Retail Offering is expected to take place on or about 18 December 2020 through the facilities of the VPS.

17.5 The Employee Offering

17.5.1 Eligible Employees, Board Members and offer price

Subject to applicable laws, all of the permanent employees of the Group as of the last day of the Application Period (collectively the "**Eligible Employees**") and the Board Members are eligible for participation in the Employee Offering.

The Offer Shares offered in the Employee Offering will be subject to lock-up obligations. The lock-up period reduces the market value of the Offer Shares offered in the Employee Offering, and the price for the Offer Shares offered in the Employee Offering will be reduced accordingly. The offer price payable for the Offer Shares allocated to Eligible Employees and Board Members in the Employee Offering will be NOK 16.80 per Offer Share, which is equal to the Offer Price less 20%.

The Employee Offering is subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 100,000 for each Eligible Employee or Board Member (both the lower limit and the upper limit based on applying the reduced offer price in the Employee Offering). Multiple applications in the Employee Offering are not allowed. For a description of relevant tax legislation in Norway applicable to the reduced offer price in the Employee Offering, see Section 16.3 "*Taxation of reduced offer price in the Employee Offering*". Eligible Employees and Board Members participating in the Employee Offering will receive full allocation for any application up to and including NOK 10,500 (rounded down to the nearest whole Offer Share).

All Offer Shares allocated in the Employee Offering will be subject to a lock-up obligations as further described in Section 17.17.4 "*Eligible Employees and Board Members Participating in the Employee Offering*" below.

17.5.2 Application Period

The Application Period during which applications for Offer Shares in the Employee Offering will be accepted will be the same as in the Retail Offering, see Section 17.4.2 above.

17.5.3 Minimum and maximum application

The Employee Offering is subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 100,000 for each applicant.

Multiple applications from an Eligible Employee or Board Member are not allowed.

17.5.4 Application procedure

Eligible Employees and Board Members in the Employee Offering must apply for Offer Shares through the online portal provided by the Company's administrator Optio Incentives. When signing into the portal by use of email, the Eligible Employee or Board Member will be given access to the Prospectus.

In the Optio online portal the Eligible Employee or Board Member will be able to apply for Offer Shares by filling out and signing the online application form. The Eligible Employee or Board Member must fill out and submit the application form before the end of the Application Period. By submitting the application for Offer Shares the Eligible Employee or Board Member accepts the terms, as described in the Prospectus.

Application Forms that are incomplete or incorrectly completed, electronically or physically, or that are received after the expiry of the Application Period, may be disregarded without further notice to the applicant.

The Eligible Employees and Board Members can change or cancel their application for Offer Shares in the Employee Offering at any time during the Application Period, but the application will be binding as of the expiry of the Application Period.

17.5.5 Allocation, payment and delivery of Offer Shares

Eligible Employees and Board Members participating in the Employee Offering will receive full allocation for any application up to and including NOK 10,500 (rounded down to the nearest whole Share).

Shortly after the expiry of the Application Period, the Eligible Employees and Board Members participating in the Employee Offering will receive a confirmation email including relevant payment information. The number of Offer Shares the Eligible Employees and Board Members have been allocated will be visible in the online portal.

Applicants in the Employee Offering must ensure that payment for the allocated Offer Shares is made to the Company's designated bank account on or before the payment date (expected to be on or about 11 December 2020).

Further details and instructions will be set out in the confirmation e-mail to the applicant to be issued on or about 10 December 2020.

Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Company reserve the right, at the risk and cost of the applicant, to cancel the application and to re-allot or from the third day after the Payment Date otherwise dispose of or assume ownership to the allocated Offer Shares, on such terms and in such manner as the Company 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 Company may enforce payment of any such amount outstanding.

Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Employee Offering is expected to take place on or about 18 December 2020.

17.6 Mechanism of allocation

The final determination of the number of Offer Shares allocated to the Retail Offering and the Employee Offering will be decided by the Company, in consultation with the Managers, following expiry of the Application Period, based on among other things the level of orders or applications received.

The Offer Shares in the Retail Offering have been reserved for the Norwegian market. The Offer Shares in the Employee Offering will be offered to Eligible Employees and Board Members.

In the Retail Offering, no allocations will be made for a number of Offer Shares representing an aggregate value of less than NOK 11,500 per applicant, however, 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 25,000 will be adjusted downwards to an application amount of NOK 25,000. In the Retail Offering, allocation will be made solely on a pro rata basis using the VPS' automated simulation procedures.

In the Employee Offering, no allocation will be made for a number of Offer Shares representing an aggregate value of less than NOK 10,500 (taking into account the 20% reduction offered to Eligible Employees and Board Members), provided however, that all allocations will be rounded down to the nearest number of whole Offer Shares. Multiple applications from an Eligible Employee or Board Member are not allowed. In the Employee Offering, allocation will be made solely on a pro rata basis using the VPS' automated simulation procedures.

Further, the applicants will receive full allocation for any applications up to and including NOK 10,500 (rounded down to the nearest whole Share).

The Company and the Managers reserve the right to limit the total number of applicants to whom Offer Shares are allocated if the Company and the Managers deem this to be necessary in order to keep the number of shareholders in the Company at an appropriate level and such limitation does not have the effect that any conditions for the Listing regarding the number of shareholders will not be satisfied. If the Company and the Managers 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 the VPS' automated simulation procedures and/or other random allocation mechanism.

17.7 VPS Account

To participate in the Retail Offering, each applicant must have a VPS Account (see Section 17.4.5 above). The VPS Account number must be stated when registering an application through the VPS online application system or on the Retail Application Form for the Retail Offering. VPS Accounts can be established with authorised VPS registrars, which can be Norwegian banks, authorised 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 authorised 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 17.10 "*Mandatory anti-money laundering procedures*").

Participants in the Employee Offering are provided with information on how to establish an account for receiving allocated Offer Shares through the online portal provided by the Company's administrator Optio Incentives.

17.8 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 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 (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 clients 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).

17.9 National Client Identifier and Legal Entity Identifier

In order to participate in the Retail Offering, 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").

17.9.1 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. Investors are encouraged to contact their bank for further information.

17.9.2 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 authorised 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.

17.10 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 in the Retail Offering who are not registered as existing customers of any of the Managers must verify their identity to the Manager with 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 Retail Application Form, or when registering an application through the VPS online application system, 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 Application Period may not be allocated Offer Shares.

17.11 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

Application Period (if any), number of Offer Shares and total amount of the Offering, and first day of trading at the Oslo Stock Exchange, alternatively Euronext Expand.

The final number of Offer Shares to be allocated and the total gross proceeds of the Offering are expected to be published on or about 10 December 2020.

17.12 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 17.2 "Timetable").

For a description of rights attached to the Shares in the Company, see Section 14 "Corporate Information and Description of Share Capital and Shareholder Matters".

17.13 VPS registration

The existing Shares have been, and the Offer Shares will be, created under the Norwegian Public Limited Companies Act. The existing Shares are, and the Offer Shares will be, registered in book-entry form with the VPS and have ISIN NO 0010890965. The Company's register of shareholders with the VPS is administrated by DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, Norway.

17.14 Conditions for completion of the Offering – Listing and trading of the Offer Shares

The Company applied for Listing of its Shares on the Oslo Stock Exchange, alternatively Euronext Expand, on 11 November 2020. It is expected that the board of directors of Oslo Børs ASA will approve the Listing application of the Company on or about 9 December 2020, conditional upon (i) the Company obtaining, in case of listing on the Oslo Stock Exchange, a minimum of 500 shareholders, or in case of listing on Euronext Expand, a minimum of 100 shareholders, in both cases each holding Shares with a value of more than NOK 10,000, and (ii) there being a minimum free float of the Shares of 25%. The Company expects that these conditions will be fulfilled through the Offering.

Completion of the Offering on the terms set forth in this Prospectus is expressly conditioned upon the board of directors of Oslo Børs ASA approving the application for Listing of the Shares in its meeting to be held on or about 9 December 2020, on conditions acceptable to the Company and that any such conditions are satisfied by the Company. The Offering will be cancelled in the event that the conditions are not satisfied. There can be no assurance that the board of directors of Oslo Børs ASA will give such approval or that the Company will satisfy these conditions.

Completion of the Offering on the terms set forth in this Prospectus is otherwise only conditional on (i) the Board of Directors having resolved to issue the Offer Shares and (ii) the Company, in consultation with the Managers, having approved the allocation of the Offer Shares to eligible investors following the expiry of the Application Period. There can be no assurance that these conditions will be satisfied. If the conditions are not satisfied, the Offering may be revoked or suspended.

Assuming that the conditions are satisfied, the first day of trading of the Shares, including the Offer Shares, on the Oslo Stock Exchange, alternatively Euronext Expand, is expected to be on or about 18 December 2020. The Shares are expected to trade under the ticker code "BEWI".

Prior to the Listing and the Offering, the Shares are not listed on any regulated market, and no application has been filed for listing on any other stock exchanges or regulated market places other than the Oslo Stock Exchange, alternatively Euronext Expand, although the Shares were admitted to trading on Euronext Growth Oslo (a multilateral trading facility operated by the Oslo Stock Exchange on 29 August 2020).

17.15 Dilution and net asset value per Share

Assuming that the maximum number of Offer Shares are issued in the Offering, the dilution of existing shareholders not participating in the Offering will be approximately 0.9% both with respect to number of Shares and number of votes.

The net asset value per Share as at 30 September 2020 was EUR 1.17, based on an equity of EUR 168.9 million as of 30 September 2020 (see section 11.7) and 143,943,671 Shares also as of 30 September 2020 (see section 14.3.2).

17.16 Expenses of the Offering and the Listing

The net proceeds to the Company, assuming full subscription in the Offering, will be approximately NOK 21.5 million, based on estimated total transaction costs of, and incidental to, the Listing and the Offering of approximately NOK 3.5 million to be paid by the Company.

In consideration of the Managers' commitments under an engagement letter entered into between the Company and the Managers, the Company shall pay to the Managers a transaction fee calculated on basis of gross proceeds of the Offering.

No expenses or taxes will be charged by the Company or the Managers to the applicants in the Offering.

17.17 Lock-up

All Offer Shares allocated to Eligible Employees and Board Members in the Employee Offering will be subject to the following lock-up obligations:

- Offer Shares allocated to Eligible Employees and Board Members being Norwegian citizens will be subject to a lock-up obligation whereby these Offer Shares may not be traded, sold or pledged or otherwise disposed of for a period of two years from the first day of Listing; and
- Offer Shares allocated to Eligible Employees and Board Members being citizens of other jurisdictions than Norway will be subject to a lock-up obligation whereby these Offer Shares may not be traded, sold or pledged or otherwise disposed of for a period of one year from the first day of Listing.

17.18 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, investment and commercial banking services 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 do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The Managers will receive a management fee of 2.75% and may in addition receive a discretionary fee of 1.25% of the amount of gross proceeds received from investors in the Offering and, as such, have an interest in the Offering. As per the date of this Prospectus, Nordea Bank Abp, Swedish branch, is a lender to the Company. Please refer to Section 12.9.3 "*Super Senior Revolving Facility Agreement*" for further information.

17.19 Participation of major existing shareholders and members of the Management, supervisory and administrative bodies in the Offering

Some members of the Company's Management have indicated an intention to apply for Offer Shares in the Employee Offering.

The Company is not aware of whether any major shareholders of the Company or members of the Board of Directors or other 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.

17.20 Governing law and jurisdiction

This Prospectus, the Retail Application 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, the Retail Application Form or the Offering shall be subject to the exclusive jurisdiction of the courts of Norway, with the Oslo District Court as the legal venue.

18 SELLING AND TRANSFER RESTRICTIONS

18.1 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, 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, 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.

18.2 Selling and Transfer restrictions

18.2.1 United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States.

18.2.2 European Economic Area

The Retail Offering is only made to the public in Norway and the Employee Offering is only made to the Group's Eligible Employees and Board Members.

18.2.3 Additional jurisdictions

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

19 ADDITIONAL INFORMATION

19.1 Independent auditor

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

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

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

19.2 Advisors

The Company has engaged SpareBank 1 Markets AS (business registration number 992 999 101, and registered business address at Olav V's gate 5, 0161 Oslo, Norway), and Nordea Bank Abp, filial i Norge (business registration number 920 058 817 and registered business address at Essendrops gate 7, 0368 Oslo, Norway) as Joint Global Coordinators and bookrunners for the Offering and the Listing.

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

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

19.3 Documents on display

Copies of the following documents will be available for inspection at the Company's offices at Hammarvikringen 64, 7263 Hamarvik, Frøya, 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 in this Prospectus; and
- This Prospectus.

The documents are also available at the Company's website www.bewi.com. The content of www.bewi.com is not incorporated by reference into, or otherwise form part of, this Prospectus.

19.4 Incorporation by reference

The information incorporated by reference in this Prospectus should be read in connection with the cross-reference table set out below. Except from this Section 19.4, no other information is incorporated by reference in this Prospectus.

Reference in Prospectus:	Refers to:	Details:
Summary, Section 4.3.1	Interim report for the period from 29 July 2020 to 30 September 2020 for the Company, available at https://bewi.com/wp-content/uploads/2020/11/BEWi-ASA_stand-alone-financial-accounts-for-period-ending-30-Sept_audited.pdf and https://bewi.com/wp-content/uploads/2020/11/BEWi-ASA_auditors-report-for-period-ending-30-Sept.pdf	<u>The Company:</u> Condensed income statement: Page 2 Condensed interim statement of financial position: Page 3 Condensed interim statement of changes in equity: Page 4 Condensed interim cash flow statement: Page 5 Notes: Page 6-13
Summary, Sections 2.1, 4.3.1, 4.3.5, 8.2, 9.1, 10.1, 10.2, 10.3, 11.1, 11.8, 12, 12.9.2	Interim report for the third quarter 2020, available at https://bewi.com/interim-report-for-bewi-asa-january-to-september-2020/	<u>The Group:</u> Condensed statement of comprehensive income: Page 14-15 Condensed statement of financial position: Page 16-17 Statement of changes in equity: Page 18 Statement of cash flow: Page 18 Notes: Page 19-28
Summary, Sections 2.1, 4.3.1, 4.3.5, 9.1, 9.2, 10.1, 11.1, 11.2, 11.8, 12, 14.3.2	Annual report for 2019, available at https://bewisynbra.com/wp-content/uploads/2020/04/BEWi_Engelsk-1.pdf	<u>BEWiSynbra:</u> Income statement: Page 87 Statement of financial position: Page 88 Changes in equity: Page 89 Cash flow statement: Page 90 Notes: Page 91-97 <u>The Group:</u> Consolidated comprehensive income statement: Page 47 Consolidated statement of financial position: Page 48-49 Changes in consolidated equity: Page 50 Consolidated cash flow statement: Page 51 Notes: Page 52-86 APMs: Page 102 Independent auditor's report: Page 99-101
Summary, Sections 2.1, 4.3.1, 4.3.5, 9.1, 9.2, 10.1, 11.1, 11.2, 11.8, 12, 14.3.2	Annual report for 2018, available at https://bewisynbra.com/wp-content/uploads/2019/12/BEWiSynbra_AnnualReport_2018.pdf	<u>BEWiSynbra:</u> Income statement: Page 79 Statement of financial position: Page 80 Changes in equity: Page 81 Cash flow statement: Page 82 Notes: Page 83-89 <u>The Group:</u> Consolidated comprehensive income statement: Page 41 Consolidated statement of financial position: Page 42 Changes in consolidated equity: Page 44 Consolidated cash flow statement: Page 45 Notes: Page 46-78 Independent auditor's report: Page 92-94
Summary, Sections 2.1, 4.3.1, 4.3.5, 9.1, 9.2, 10.1, 11.1, 11.2, 11.8, 12, 14.3.2	Annual report for 2017, available at https://bewisynbra.com/wp-content/uploads/2019/12/BEWi_SV-2017.pdf	<u>BEWiSynbra:</u> Income statement: Page 70 Statement of financial position: Page 71 Changes in equity: Page 73 Cash flow statement: Page 74 Notes: Page 75-82 <u>The Group:</u> Consolidated comprehensive income statement: Page 35 Consolidated statement of financial position: Page 36 Changes in consolidated equity: Page 38 Consolidated cash flow statement: Page 39 Notes: Page 40-69 Independent auditor's report: Page 84-86

20 DEFINITIONS AND GLOSSARY OF TERMS

Anti-Money Laundering Legislation	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
APMs	Alternative Performance Measures
Application Period	The application period for the Retail Offering and the Employee Offering which will take place from 09:00 hours (CET) on 1 December 2020 to 12:00 hours (CET) on 8 December 2020, unless shortened or extended
Articles of Association	Articles of Association of the Company as of 25 November 2020, attached hereto as Appendix C
BAT	Best available techniques
BDH	BEWi Drift Holding AS, a Norwegian private limited liability company with business registration number 995 172 895 and registered address at c/o Tommen Gram AS, Torgardsvegen 11, 7093 Tiller, Norway
BDH Acquisition	Has the meaning ascribed to such term in Section 8.2
BEWi	The Company, or the Group as the context requires
BEWi ASA Financial Statements	BEWi ASA's audited financial statements (standalone) for the period from 29 July 2020 (date of incorporation) to 30 September 2020, prepared in accordance with IFRS
BEWiSynbra	BEWiSynbra Group AB (publ), a Swedish public limited liability company with business registration number 556972-1128 and registered address at Gårdsvägen 13, 169 70 Solna, Sweden
BEWiSynbra Group	BEWiSynbra and its subsidiaries (post Reorganisation)
BioFoam®	A biodegradable foam, as described in Section 8.8.4
Board of Directors	The Board of Directors of the Company
Board Member(s)	The members of the Board of Directors
Bond Loan 2018/2022	Has the meaning ascribed to such term in Section 12.9.1
Bond Loan 2019/2023	Has the meaning ascribed to such term in Section 12.9.2
CAPEX	Capital expenses
CEO	Chief Executive Officer
CET	Central European Time
CFO	Chief Financial Officer
Company	BEWi ASA, a Norwegian public limited liability company with business registration number 925 437 948 and registered address at Hammarvikringen 64, 7263 Hamarvik, Frøya, Norway
Commission	The European Commission
COO	Chief Operating Officer
Corporate Governance Code	The Norwegian Code of Practice for Corporate Governance last updated 17 October 2018
DKK	The lawful currency of Denmark
EBIT	Earnings before interest and taxes
EBITDA	Earnings before interest, taxes, depreciation and amortisation
EBT	Earnings before taxes
EEA	The European Economic Area
EGM	The Company's extraordinary general meeting on 16 November 2020
Eligible Employees	Subject to applicable laws, all permanent employees of the Group as of the last day of the Application Period
Employee Offering	The offering of Offer Shares to Eligible Employees and Board Members as further described in Section 17.5
EPP	Expanded polypropylene, used in Packaging & Components
EPS	Expandable polystyrene
ESMA	The European Securities and Markets Authority

EU	The European union
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, and repealing Directive 2003/71/EC, as implemented in Norway
EUR	The lawful currency of the participating member states in the European Union
Euronext Expand	A Norwegian regulated market operated by Oslo Børs ASA (previously named Oslo Axxess)
Euronext Growth Oslo	A multilateral trading facility operated by Oslo Børs ASA (previously named Merkur Market)
Financial Statements	The audited consolidated financial statements of BEWiSynbra Group AB (publ) as of, and for the years ended, 31 December 2019, 31 December 2018 and 31 December 2017, prepared in accordance with IFRS and incorporated to this Prospectus by reference
Foreign Corporate Shareholders	Foreign Shareholders that are corporate shareholders (i.e. limited liability companies and similar entities)
Foreign Individual Shareholders	Foreign 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
GBP	The lawful currency of United Kingdom
Group	Prior to the Reorganisation: BEWiSynbra Group AB (publ) and its subsidiaries; post Reorganisation: BEWi ASA and its subsidiaries
HIRSCH	HIRSCH Servo Group
HVAC	Heating, Ventilation and Air Conditioning
IFRS	International Financial Reporting Standards as adopted by the European Union
Insulation	A business segment of the Group, as described in Section 8.1.3
Interim Financial Statements	The unaudited interim consolidated financial statements for BEWi ASA as of, and for the three and nine months' periods ended 30 September 2020, with comparable figures for the three and nine months' periods ended 30 September 2019
IT	Information Technology
LEI	Legal Entity Identifier
Listing	The listing of the Shares on the Oslo Stock Exchange, alternatively Euronext Expand
Management	The members of the Company's executive management
Managers	Nordea Bank Abp, Norwegian Branch, and SpareBank 1 Markets AS
M&A	Mergers and acquisitions
MiFID II	EU Directive 2014/65/EU on markets in financial instruments, as amended
MiFID II Product Governance Requirements	MiFID II, Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II and local implementing measures
NCI	National Client Identifier
NGAAP	Norwegian Generally Accepted Accounting Principles
NOK	Norwegian Kroner, the lawful currency of Norway
Norwegian Act on Overdue Payments	Norwegian Act on Overdue Payment of 17 December 1976 no. 100
Norwegian Code of Practice	The Norwegian Code of Practice for Corporate Governance last updated on 17 October 2018
Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) domiciled in Norway for tax purposes
Norwegian FSA	The Financial Supervisory Authority of Norway (Nw.: <i>Finanstilsynet</i>)
Norwegian Individual Shareholders	Norwegian Shareholders other than Norwegian Corporate Shareholders
Norwegian Public Companies Act	The Norwegian Public Limited Liability Companies Act of 13 June 1997 no. 45, as amended (Nw.: <i>allmennaksjeloven</i>)
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 29 June 2007 no. 75, as amended (Nw.: <i>verdipapirhandelloven</i>)
Norwegian Securities Trading Regulation	The Norwegian Securities Trading Regulations of 29 June 2007 no. 876, as amended (Nw.: <i>verdipapirforskriften</i>)

Norwegian Shareholders	Shareholders who are resident in Norway for tax purposes
NPI	New Product Index
Offering	The initial public offering of the Shares, consisting of the Retail Offering and the Employee Offering
Offer Price	NOK 21.00, being the price per Offer Share in the Retail Offering
Offer Shares	The up to 1,369,049 Offer Shares to be issued in the Retail Offering and the Employee Offering
Oslo Stock Exchange	Oslo Børs, a stock exchange operated by Oslo Børs ASA
Packaging & Components	A business segment of the Group, as described in Section 8.1.2
Payment Date	The payment date for the Offer Shares in the Retail Offering and the Employee Offering, expected to be on 11 December 2020
PPA	Purchase Price Allocation
Private Placement	Has the meaning ascribed to such term in Section 14.3.3.
Prospectus	This prospectus dated 30 November 2020.
RAW	A business segment of the Group, as described in Section 8.1.1
Regulation S	Regulation S under the U.S. Securities Act
Reorganisation	Has the meaning ascribed to such term in Section 6.3
Retail Application Form	Application form to be used to apply for Offer Shares in the Retail Offering, attached to this Prospectus as Appendix D
Retail Offering	A retail offering, in which Offer Shares are being offered to the public in Norway subject to a lower limit per application of NOK 11,500 and an upper limit per application of NOK 25,000 for each investor
R&D	Research and development
SEK	The lawful currency of Sweden
Share(s)	The shares of the Company, consisting as of the date of this Prospectus of 143,943,671 ordinary shares each with a par value of NOK 1.00
SML	Specific migration limit
SSRCF	Super Senior Revolving Credit Facility Agreement, as described in Section 12.9.3
Synbra	Synbra Holding B.V., a Dutch private limited liability company with business registration number 20095683 and registered address at Zeedijk 25 Etten-Leur, 4871 NM Netherlands
Target Market Assessment	The product approval process which has determined that each Share are (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II.
USD	The lawful currency of the United States
U.S. or the United States	The United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
VPS	The Norwegian Central Securities Depository (Nw.: <i>Verdipapirsentralen ASA</i>)
VPS Account	Account with the VPS for the registration of holdings of securities
VPS Registrar	DNB Bank ASA

Appendix A – Details of currency conversion

Currency	Period	Average Year Rate	Closing Rate
EUR to SEK	1512	9,3560	9,1350
EUR to SEK	1612	9,4704	9,5669
EUR to SEK	1712	9,6326	9,8497
EUR to SEK	1803	9,9641	10,2931
EUR to SEK	1806	10,1448	10,4213
EUR to SEK	1809	10,2348	10,2945
EUR to SEK	1812	10,2567	10,2753
EUR to SEK	1903	10,4173	10,4221
EUR to SEK	1906	10,5145	10,5581
EUR to SEK	1909	10,5656	10,7287
EUR to SEK	1912	10,5892	10,4336
EUR to SEK	2003	10,6647	11,0832
EUR to SEK	2006	10,6598	10,4804
EUR to SEK	2009		
EUR to SEK	2012		

11.4 Selected statement of income for BEWiSynbra Group AB (publ)

		In Swedish Kroners				
Amounts in MSEK/MEUR	Note	MSEK Q3 2020	MSEK Q3 2019	MSEK 2019	MSEK 2018	MSEK 2017
Operating Income						
Net sales	5	<i>Not available</i>	3443,6	4 552,4	3 905,3	1 875,5
Other operating income			7,9	9,5	15,7	9,3
Total operating income			3451,5	4 562,0	3 921,0	1 884,8
Operating expenses						
Raw materials and consumables	18		-1557,9	-2 098,1	-2 132,3	-1 110,3
Goods for resale	18		-121,6	-146,1	-87,6	-68,5
Other external costs	7, 8, 10		-720,4	-959,4	-828,2	-368,2
Personnel costs	6		-643,5	-856,7	-638,2	-251,4
Depreciation, amortisation and impairment	12, 13		-213,4	-292,1	-151,5	-51,6
Share of income from associated companies			7,4	5,9	6,7	
Capital gain from sale of asset			0	0,0	51,6	
Total operating expenses			-3249,3	-4 346,5	-3 779,6	-1 850,0
Operating profit			202,2	215,4	141,4	34,8
Financial income	9		3,5	2,2	1,7	2,6
Financial expense	9		-86,9	-119,7	-76,9	-30,6
Net financial			-83,4	-117,5	-75,2	-28,0
Income before taxes			118,8	97,9	66,2	6,8
Income tax	11		-30,2	-39,2	-50,3	32,8
Net income for the year			88,6	58,7	16,0	39,6
Other Comprehensive Income						
Items that might be reclassified to profit or loss						
Exchange rate differences			77,3	33,3	-23,7	9,8
Items that will not be reclassified to profit or loss						
Remeasurements of net pension obligations			5,7	-13,1	-3,9	0,6
Income tax pertinent to remeasurements of net pension obligations			-1,4	2,1	0,2	-0,1
Other comprehensive Income/loss, net after tax			81,6	22,3	-27,4	10,2
Total Comprehensive Income/loss for the period			170,2	81,0	-11,5	49,8
Net profit/loss for the period attributable to:						
Parent Company shareholders			88,3	59	16,7	38,8
Non-controlling interests			0,3	-0,3	-0,7	0,8
Total comprehensive Income attributable to:						
Parent Company shareholders			169,4	80,5	-11,2	49
Non-controlling interests			0,8	0,5	-0,3	0,8

In Euros (as presented in Prospectus)				
MEUR Q3 2020	MEUR Q3 2019	MEUR 2019	MEUR 2018	MEUR 2017
<i>Not available</i>	325,9	429,9	380,8	194,7
	0,7	0,9	1,5	1,0
	326,7	430,8	382,3	195,7
	(147,5)	(198,1)	(207,9)	(115,3)
	(11,5)	(13,8)	(8,5)	(7,1)
	(68,2)	(90,7)	(80,7)	(38,2)
	(60,9)	(80,9)	(62,2)	(26,1)
	(20,2)	(27,6)	(14,8)	(5,4)
	0,7	0,6	0,7	
			5,0	
	(307,5)	(410,5)	(368,5)	(192,1)
	19,2	20,3	13,8	3,6
	0,3	0,2	0,2	0,3
	(8,2)	(11,2)	(7,5)	(3,2)
	(7,9)	(11,0)	(7,3)	(2,9)
	11,3	9,3	6,5	0,7
	(2,9)	(3,7)	(4,9)	3,4
	8,4	5,6	1,6	4,1
	0,9	0,9	(2,3)	1,0
	0,5	(1,2)	(0,4)	0,1
	(0,1)	0,2	0,0	(0,0)
	1,3	-0,1	-2,7	1,1
	9,7	5,5	-1,1	5,2
	8,4	5,6	1,6	4,0
	0,0	(0,0)	(0,1)	0,1
	9,6	5,5	(1,1)	5,1
	0,1	0,0	(0,0)	0,1

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

Amounts in MSEK/MEUR	Note	In Swedish Kroners					In Euros (as presented in Prospectus)				
		MSEK	MSEK	MSEK	MSEK	MSEK	MEUR	MEUR	MEUR	MEUR	MEUR
		30.09.2020	30.09.2019	31.12.2019	31.12.2018	31.12.2017	30.09.2020	30.09.2019	31.12.2019	31.12.2018	31.12.2017
ASSETS											
Non-current assets											
Intangible assets											
Goodwill	12	Not available	762,3	742,8	720,6	183,7	Not available	71,1	71,2	70,1	18,7
Other intangible assets	12		808,8	773,1	822,5	95,7		75,4	74,1	80,0	9,7
Total intangible assets			1 571,1	1 515,9	1 543,1	279,4		146,4	145,3	150,2	28,4
Tangible assets											
Land and buildings	13		690,4	657,7	396,5	150,2		64,4	63,0	38,6	15,3
Plant and machinery	13		744,6	745,9	657,8	232,3		69,4	71,5	64,0	23,6
Equipment, tools, fixtures and fittings	13		102,6	109,9	68,3	37,5		9,6	10,5	6,6	3,8
Construction in progress and advance payments	13		56,8	33,0	103,5	33,1		5,3	3,2	10,1	3,4
Total tangible assets			1 594,4	1 546,5	1 226,1	453,1		148,6	148,2	119,3	46,0
Financial assets											
Shares in associates			17,7	15,8	6,7			1,6	1,5	0,7	
Other financial non-current assets			47,6	60,7	34,9	2,0		4,4	5,8	3,4	0,2
Total financial assets			65,4	76,5	41,6	2,0		6,1	7,3	4,0	0,2
Deferred tax assets	11		47,2	47,8	51,8	37,3		4,4	4,6	5,0	3,8
Total non-current assets	16		3 278,2	3 186,7	2 862,5	771,8		305,6	305,5	278,6	78,4
Current assets											
Inventory											
Total inventory			468,9	398,6	431,4	183,7		43,7	38,2	42,0	18,7
Current receivables											
Account receivables	17		649,0	433,1	527,6	218,8		60,5	41,5	51,3	22,2
Current tax asset			4,5	2,7	2,8	3,7		0,4	0,3	0,3	0,4
Other current receivables			24,5	21,2	32,2	30,6		2,3	2,0	3,1	3,1
Prepaid expenses and accrued income	19		16,1	14,4	18,7	15,5		1,5	1,3	1,8	1,6
Other financial assets			0,0	0,0	0,4					0,0	
Cash and cash equivalents	20		231,5	587,2	235,3	110,6		21,6	56,3	22,9	11,2
Total current receivables	16		925,6	1 058,6	817,0	379,0		86,3	101,4	79,5	38,5
Total current assets			1 394,5	1 457,2	1 248,3	562,7		130,0	139,6	121,5	57,1
TOTAL ASSETS			4 672,7	4 643,9	4 110,8	1334,5		435,5	445,1	400,1	135,5
EQUITY AND LIABILITIES											
Equity											
Share capital	21		1,3	1,3	1,3	0,5		0,1	0,1	0,1	0,1
Additional paid-in capital			1 402,0	1 402,0	1 402,0	244,5		130,7	134,4	136,4	24,8
Reserves			66,7	4,2	-14,5	13,4		6,2	0,7	-1,4	1,4
Accumulated profit or loss (including net profit for the year)			191,4	165,0	137,9	121,2		17,8	15,5	13,4	12,3
Equity attributable to the equity holders of the Parent Company			1 661,4	1 572,5	1 526,7	379,6		154,9	150,7	148,6	38,5
Non-controlling interests			-5,3	-6,4	10,7	10,3		-0,5	-0,6	1,0	1,0
Total Equity			1 656,1	1 566,1	1 537,3	389,9		154,4	150,1	149,6	39,6
LIABILITIES											
Non-current liabilities											
Pensions and similar obligations to employees	23		24,0	27,2	19,8	6,6		2,2	2,6	1,9	0,7
Other provisions	24		3,7	6,2	5,4	7,2		0,3	0,6	0,5	0,7
Deferred tax liability	11		251,7	238,9	278,5	9,8		23,5	22,9	27,1	1,0
Bond loan	22		787,0	1 433,6	1 290,2	537,8		73,4	137,4	125,6	54,6
Derivative liability	22		0,0	0,0	20,8	2,7				2,0	0,3
Liabilities to credit institutions	22		326,9	311,4	52,4	31,3		30,5	29,8	5,1	3,2
Total non-current liabilities	16		1 393,3	2 017,3	1 667,1	595,4		129,9	193,3	162,2	60,4
Current liabilities											
Bond loan	22		546,7	153,3	0			51,0	14,7		
Current liabilities to credit institutions	22		99,5	91,3	16,2	7,9		9,3	8,7	1,6	0,8
Other financial liabilities			38,8	5,1	3,0	2,4		3,6	0,5	0,3	0,2
Account payables			467,7	469,7	478,4	231,4		43,6	45,0	46,6	23,5
Current tax liabilities			51,9	49,0	56,1	5,1		4,8	4,7	5,5	0,5
Other current liabilities			131,0	66,0	96,7	30,6		12,2	6,3	9,4	3,1
Accrued expenses and deferred income	25		287,7	226,1	256,1	71,8		26,8	21,7	24,9	7,3
Total current liabilities	16		1 623,3	1 060,5	906,4	349,2		151,3	101,7	88,2	35,4
Total liabilities			3 016,7	3 077,8	2 573,5	944,6		281,2	295,0	250,5	95,9
TOTAL EQUITY AND LIABILITIES			4 672,7	4 643,9	4 110,8	1334,5		435,5	445,1	400,1	135,5

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

Amounts in MSEK/MEUR	Note	In Swedish Kroners				
		MSEK Q3 2020	MSEK Q3 2019	MSEK 2019	MSEK 2018	MSEK 2017
Operating cash flow						
Operating income		<i>Not available</i>	202,2	215,4	141,4	34,8
Adjustments for non-cash items, etc.	29		203,8	284,0	81,2	47,4
Interest paid and financing costs			-71,4	-108,1	-49,8	-24,7
Interest received			0	1,0	1,3	0,2
Income tax paid			-55	-72,6	-47,7	-6,8
Operating cash flow before changes to working capital			279,6	319,7	126,5	50,9
Cash flow from working capital changes						
Total cash flow from working capital changes			-106,6	59,8	54,2	20,3
Operating cash flow						
			172,9	379,5	180,7	71,3
Cash flow from investment activities						
Purchase of property, plant and equipment and intangible assets	12, 13		-99	-151,1	-142,4	-96,2
Acquisitions of business	14		-25,9	-24,3	-958,4	-10,9
Acquisitions of associated companies	15			-1,9	0,0	0,0
Loans granted to associated companies	15			-26,1	0,0	0,0
Other financial investments, including one-time payment pension funds				0,9	-31,2	0,0
Disposals of property, plant and equipment				0,0	113,0	0,0
Repayment of loans to associated companies	15			0,0	18,1	0,0
Cash flow from investment activities			-124,9	-202,5	-1 000,9	-107,1
Cash flow from financing activities						
Borrowings, net of transaction costs	22		1,9	683,2	751,6	1 105,0
New share issue, net of transaction costs	21		0	0,0	393,3	0,0
Repayment of borrowings	22		-61,3	-473,5	-197,2	-982,1
Settlement currency interest swap	22		0	-37,6	0,0	0,0
Dividend to non-controlling interests			0,0	-0,8	-0,8	0,0
Cash flow from financing activities			-59,5	171,3	946,9	123,0
Cash flow for the period						
			-11,4	348,3	126,6	87,1
Opening cash and cash equivalents			235,3	235,3	110,6	23,2
Exchange difference in cash			7,6	3,6	-1,9	0,3
Closing cash and cash equivalents	20		231,5	587,2	235,3	110,6

MEUR Q3 2020	In Euros (as presented in Prospectus)				MEUR 2017
	MEUR Q3 2019	MEUR 2019	MEUR 2018	MEUR 2017	
<i>Not available</i>	19,2	20,3	13,8	3,6	
	19,3	26,9	7,9	4,9	
	-6,8	-10,2	-4,9	-2,6	
		0,1	0,1	0,0	
	-5,2	-6,9	-4,6	-0,7	
	26,4	30,2	12,3	5,3	
	-10,1	5,7	5,3	2,1	
	16,3	35,9	17,6	7,4	
	-9,3	-14,3	-13,9	-10,0	
	-2,5	-2,3	-93,4	-1,1	
		-0,2			
		-2,5			
		0,1	-3,0		
			11,0		
			1,8		
	-11,8	-19,1	-97,6	-11,1	
	0,2	64,5	73,3	114,7	
			38,3		
	-5,8	-44,7	-19,2	-102,0	
		-3,6			
		-0,1	-0,1		
	-5,6	16,1	92,3	12,8	
	-1,1	32,9	12,3	9,0	
	22,9	22,9	11,2	2,4	
	-0,2	0,5	-0,7	-0,2	
	21,6	56,3	22,9	11,2	

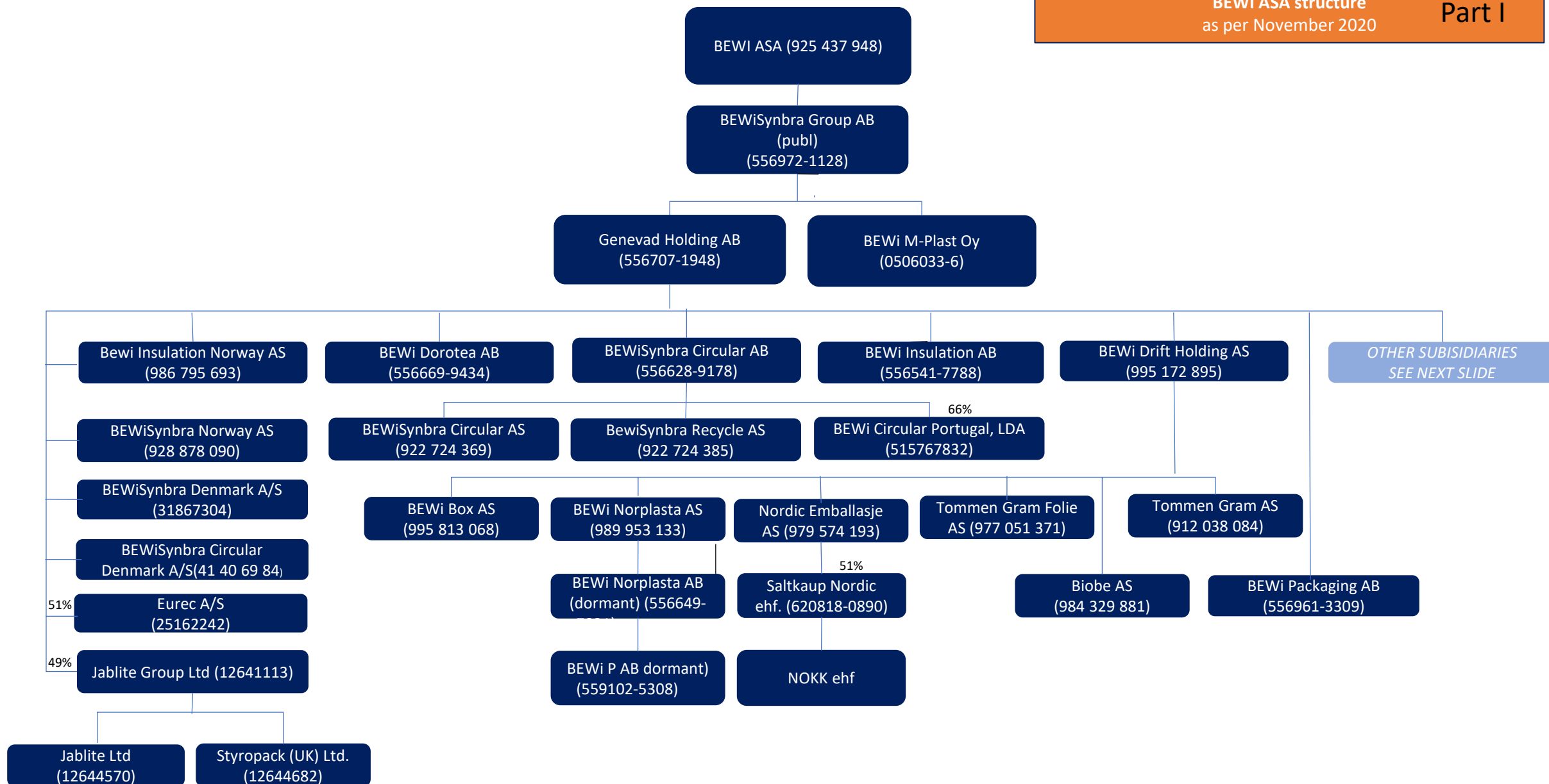
11.7 Selected statement of changes in equity for BEWiSynbra Group AB (publ)

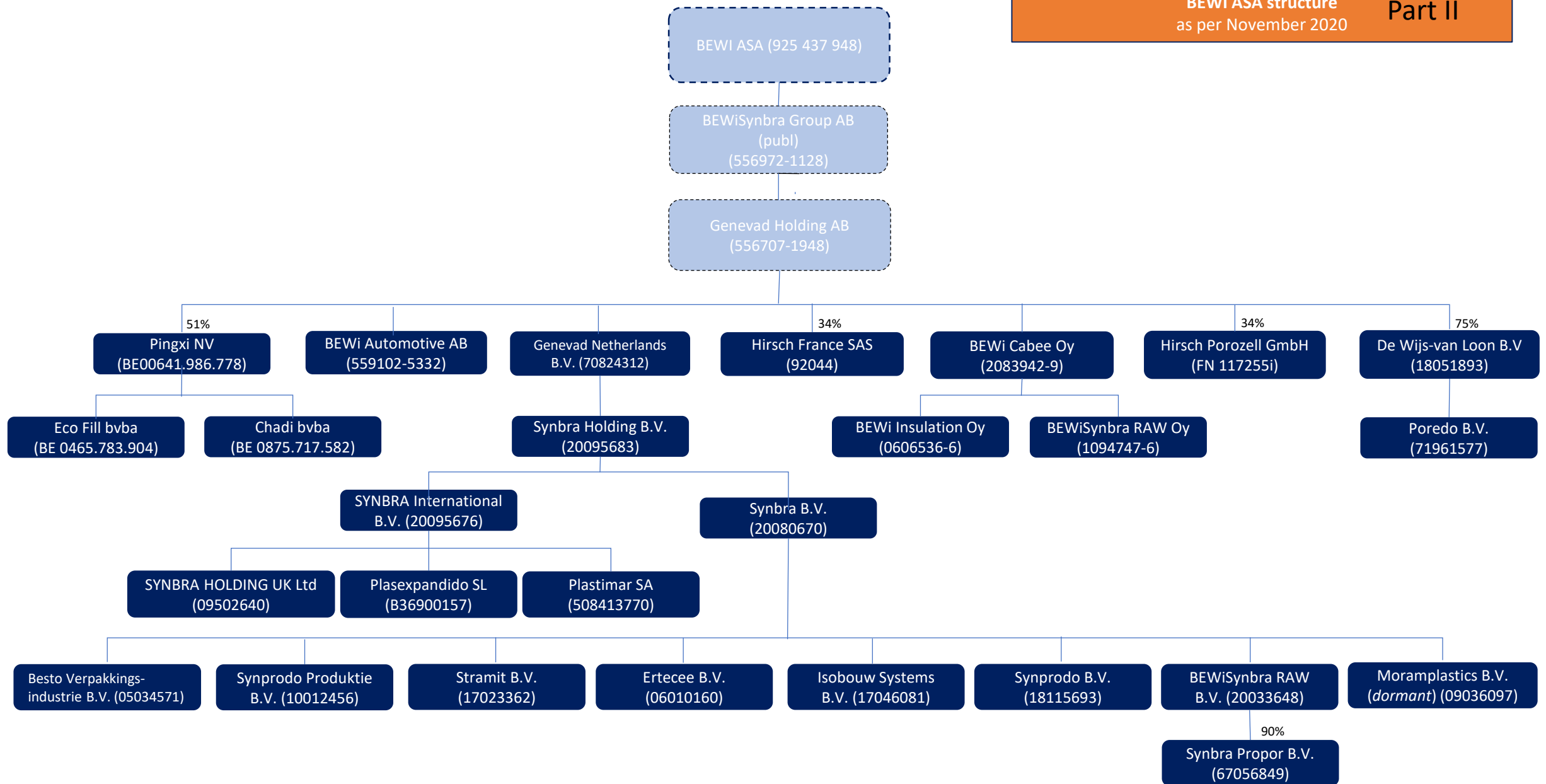
Amounts in MSEK/EUR	Note	In Swedish Kroners					In Euros (as presented in Prospectus)				
		MSEK Q3 2020	MSEK Q3 2019	MSEK 2019	MSEK 2018	MSEK 2017	MEUR Q3 2020	MEUR Q3 2019	MEUR 2019	MEUR 2018	MEUR 2017
Opening balance	<i>Not available</i>	1 537,3	1 537,3	389,9	331,5		<i>Not available</i>	149,6	149,6	39,6	34,7
Changes in accounting principles		-27,6	-27,7	-	-			-2,7	-2,7	-	-
Adjusted opening balance		1 509,7	1 509,7	389,9	331,5			146,9	146,9	39,6	34,7
Net profit/(loss) for the period		88,6	58,7	16,0	39,6			8,4	5,6	1,6	4,1
Other comprehensive income		81,6	22,3	-27,4	10,2			1,3	-0,1	-2,7	1,1
Total comprehensive income		170,2	81,0	-11,5	49,8			9,7	5,5	-1,1	5,2
New share issue		-	-	1 165,0	-			-	-	113,6	-
Transaction cost		-	-	-6,7	-			-	-	-0,7	-
Dividend non-controlling interest		-	-0,8	-0,8	-			-	-0,1	-0,1	-
Divestment of non-controlling interest		-	-	-1,3	-			-	-	-0,1	-
Acquisition of non-controlling interest		-23,8	-23,8	2,7	8,5			-2,3	-2,3	0,3	0,9
Total transactions with shareholders		-23,8	-24,6	1 159,0	8,5			-2,3	-2,4	113,0	0,9
Closing balance		1 656,1	1 566,1	1 537,3	389,8			154,4	150,1	149,6	39,6

11.8 Key financial information by segment

Amounts in MSEK/EUR	In Swedish Kroners					In Euros (as presented in Prospectus)				
	Q3 2020	Q3 2019	2019	2018	2017	Q3 2020	Q3 2019	2019	2018	2017
RAW										
Segment revenue	<i>Not available</i>	1685,8	2189,0	2362,5	1189,6	<i>Not available</i>	159,6	206,7	230,3	123,5
Intra-group revenue		-624,8	-758,0	-726,5	-197,2		-59,2	-71,6	(70,8)	(20,5)
Revenue from external customers		1061,0	1431,0	1636,0	992,4		100,4	135,1	159,5	103,0
Insulation										
Segment revenue		1136,4	1475,0	1238,2	458,7		107,5	139,3	120,7	47,6
Intra-group revenue		-19,1	-22,0	-80,6	-65,2		-1,8	-2,1	(7,9)	(6,8)
Revenue from external customers		1117,3	1453,0	1157,6	393,5		105,7	137,2	112,9	40,9
Packaging and Components										
Segment revenue		1271,7	1669,0	1150,8	495,2		120,4	157,6	112,2	51,4
Intra-group revenue		-23,2	-26,0	-39,3	-5,6		-2,2	-2,5	(3,8)	(0,6)
Revenue from external customers		1248,4	1643,0	1111,5	489,6		118,2	155,1	108,4	50,8
Total										
Total segment revenue		4111,7	5359,0	4751,5	2143,5		389,2	506,1	463,3	222,5
Total Intra-group revenue		-668,1	-807,0	-846,4	-268,0		-63,2	-76,2	(82,5)	(27,8)
Total revenue from external customers		3443,6	4552,0	3905,1	1875,5		325,9	429,9	380,7	194,7
Adj. EBITDA										
RAW		57,5	53,0	120,1	64,3		5,4	5,0	11,7	6,7
Insulation		183,4	237,0	130,6	0,8		17,4	22,3	12,7	0,1
Packaging and Components		234,2	306,0	99,5	52,1		22,2	28,9	9,7	5,4
Unallocated		-27,9	-47,0	-33,5	-7,0		-2,6	-4,4	(3,3)	(0,7)
Total adj. EBITDA		447,2	549,0	316,7	110,2		42,3	51,8	30,9	11,4
EBITDA										
RAW		56,9	52,0	117,9	58,3		5,4	4,9	11,5	6,1
Insulation		171,1	222,0	152,7	7,1		16,2	20,9	14,9	0,7
Packaging and Components		229,9	301,0	121,8	39,5		21,8	28,4	11,9	4,1
Unallocated		-42,3	-67,0	-99,4	-18,4		-4,0	-6,3	(9,7)	(1,9)
Total EBITDA		415,6	508,0	292,9	86,5		39,3	48,0	28,6	9,0
EBITA										
RAW		29,3	15,0	90,0	44,2		2,8	1,4	8,8	4,6
Insulation		135,3	170,0	126,7	-2,8		12,8	16,1	12,4	(0,3)
Packaging and Components		138,6	180,0	72,5	20,3		13,1	16,9	7,1	2,1
Unallocated		-48,8	-74,0	-101,3	-18,5		-4,6	-7,0	(9,9)	(1,9)
Total EBITA		254,4	291,0	187,9	43,1		24,1	27,5	18,3	4,5
EBIT										
RAW		23,1	7,0	84,5	41,7		2,2	0,7	8,2	4,3
Insulation		121,2	149,0	106,0	-2,7		11,5	14,1	10,3	(0,3)
Packaging and Components		110,3	142,0	54,9	14,5		10,4	13,4	5,4	1,5
Unallocated		-52,4	-83,0	-104,1	-18,5		-5,0	-7,8	(10,1)	(1,9)
Total EBIT		202,2	215,0	141,4	34,8		19,2	20,3	13,8	3,6
Net financial items		-83,4	-117,0	-75,2	-28,0		-7,8	-11,0	(7,3)	(2,9)
Income before tax		118,8	98,0	66,2	6,8		11,3	9,3	6,5	0,7
External segment revenue by country (selling company's geography)										
RAW										
Finland (Porvoo)		559,8	767,0	1155,4	992,4		53,0	72,4	112,6	103,0
Netherlands (Etten-Leur)		501,2	664,0	480,6	0,0		47,4	62,7	46,9	0,0
Total RAW		1061,0	1431,0	1636,0	992,4		100,4	135,1	159,5	103,0
Packaging & Components and Insulation										
Total Finland		123,0	161,0	151,2	78,8		11,6	15,2	14,7	8,2
Total Sweden		381,0	502,0	500,3	518,1		36,1	47,4	48,8	53,8
Total Denmark		450,4	589,0	482,3	240,3		42,6	55,6	47,0	24,9
Total Norway		332,7	437,0	183,9	45,9		31,5	41,3	17,9	4,8
Total Netherlands		931,2	1219,0	817,7	0,0		88,1	115,1	79,7	0,0
Total Portugal & Spain		164,4	214,0	134,1	0,0		15,6	20,2	13,1	0,0
Total P&C and Insulation		2382,6	3122,0	2269,3	883,1		225,5	294,8	221,3	91,7

Appendix B – Group chart





Appendix C – Articles of Association of BEWi ASA

VEDTEKTER

BEWi ASA

Vedtatt 25. november 2020

§ 1 | Foretaksnavn

Selskapets navn er BEWi ASA. Selskapet er et allmennaksjeselskap.

§ 2 | Forretningskontor

Selskapets forretningskontor er i Frøya kommune.

§ 3 | Formål

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

§ 4 | Aksjekapital

Selskapets aksjekapital er NOK 147 515 100 fordelt på 147 515 100 aksjer, hver pålydende NOK 1.

Aksjene skal være registrert i Verdipapirsentralen ASA (VPS).

§ 5 | Styre

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

§ 6 | Signatur

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

§ 7 | Generalforsamling

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

På den ordinære generalforsamlingen skal følgende spørsmål behandles og avgjøres:

ARTICLES OF ASSOCIATION

BEWi ASA

As of 25 November 2020

§ 1 | Company name

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

§ 2 | Registered office

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

§ 3 | Objective

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

§ 4 | Share capital

The company's share capital is NOK 147 515 100, divided into 147 515 100 shares, each with a par value of NOK 1.

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

§ 5 | Board of directors

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

§ 6 | Signatory rights

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

§ 7 | General meetings

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

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

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

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

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

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

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

§ 8 | Valgkomité

Selskapet skal ha en valgkomité. Valgkomiteen skal bestå av to til fire medlemmer, etter generalforsamlingens beslutning, hvor flertallet skal være uavhengige av styret og den daglige ledelse.

Valgkomiteens medlemmer, herunder valgkomiteens leder, velges av generalforsamlingen for to år av gangen om ikke generalforsamlingen fastsetter en annen periode i forbindelse med valget.

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

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

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

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

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

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

§ 8 | Nomination committee

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

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

Appendix D – Application Form for the Retail Offering

APPLICATION FORM FOR THE RETAIL OFFERING

General information: The terms and conditions for the Retail Offering are set out in the prospectus dated 30 November 2020 (the "**Prospectus**"), which has been issued by BEWI ASA (the "**Company**") in connection with the public offering (the "**Offering**") of new shares to be issued by the Company (the "**Offer Shares**") and the listing of the Company's shares on the Oslo Stock Exchange, alternatively Euronext Expand (the "**Listing**"). All capitalised terms not defined herein shall have the meaning as assigned to them in the Prospectus.

Application procedure: Norwegian applicants in the Retail Offering who are residents of Norway with a Norwegian personal identification number may apply for Offer Shares through the VPS online application system by following the link to such online application system on the following websites: www.nordeamarkets.com/bewi and www.sb1markets.no. Applications in the Retail Offering can also be made by using this Retail Application Form. Retail Application Forms must be correctly completed and submitted by the expiry of the Application Period to one of the following application offices:

Nordea Bank Abp, filial i Norge Essendropsgate 7 P.O. Box 1166 Sentrum N-0107 Oslo Norway Tel: +47 24 01 34 62 E-mail: nis@nordea.com	SpareBank 1 Markets AS Olav Vs gate 5 P.O. Box 1398 Vikå N-0114 Oslo Norway Tel: +47 24 14 74 00 E-mail: subscription@sb1markets.no
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The applicant is responsible for the correctness of the information filled in on this Retail Application Form. Retail Application Forms that are incomplete or incorrectly completed, electronically or physically, or that are received after the expiry of the application period for the Retail Offering (the "**Application Period**"), and any application that may be unlawful, may be disregarded without further notice to the applicant. **Subject to any shortening or extension of the Application Period, applications made through the VPS online application system must be duly registered by 12:00 hours (CET) on 8 December 2020, while applications made on Retail Application Forms must be received by one of the application offices by the same time.** None of the Company or any of the Managers (Nordea Bank Abp, filial i Norge, and SpareBank 1 Markets AS) 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 of the application offices. All applications made in the Retail Offering will be irrevocable and binding upon receipt of a duly completed Retail Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any shortening or extension of the Application 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.

Price and number of Offer Shares: Up to 476,191 shares at a price of NOK 21.00 each. One or multiple applications from the same applicant in the Retail Offering with a total application amount in excess of NOK 25,000 will be adjusted downwards to an application amount of NOK 25,000.

Allocation, payment and delivery of Offer Shares: In the Retail Offering, no allocations will be made for a number of Offer Shares representing an aggregate value of less than NOK 11,500 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. SpareBank 1 Markets AS (the "**Settlement Agent**"), acting as settlement agent for the Retail Offering, expects to issue notifications of allocation of Offer Shares in the Retail Offering on or about 10 December 2020, by issuing allocation notes to the applicants by mail or otherwise. Any applicant wishing to know the precise number of Offer Shares allocated to it may contact one of the application offices listed above from on or about 10 December 2020 during business hours. Applicants who have access to investor services through an institution that operates the applicant's account with the VPS for the registration of holdings of securities ("**VPS account**") should be able to see how many Offer Shares they have been allocated from on or about 10 December 2020. In registering an application through the VPS online application system or by completing a Retail Application Form, each applicant in the Retail Offering will grant the Settlement Agent (on behalf of the Managers) an irrevocable authorisation 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 on the Retail Application Form. Accounts will be debited on or about 11 December 2020 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 10 December 2020. 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 applicant to be issued on or about 10 December, or can be obtained by contacting one of the Managers. The Settlement Agent (on behalf of the Managers) reserves the right (but has no obligation) to make up to three debit attempts through 11 December 2020 if there are insufficient funds on the account on the Payment Date. Should any applicant 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 the applicant, delivery of the Offer Shares allocated in the Retail Offering is expected to take place on or about 18 December 2020 (or such later date upon the successful debit of the relevant account).

Guidelines for the applicant: Please refer to the second page of this Retail Application Form for further application guidelines.

Applicant's VPS account (12 digits):	I/we apply for Offer Shares for a total of NOK (minimum NOK 11,500 and maximum NOK 25,000)	Applicant's bank account to be debited (11 digits):
I/we hereby irrevocably (i) apply for the number of Offer Shares allocated to me/us, at the Offer Price, up to the aggregate application amount as specified above subject to the terms and conditions set out in this Retail Application Form and in the Prospectus, (ii) authorise and instruct each of the Managers (or someone appointed by any of them) acting jointly or severally to take all actions required to purchase and/or subscribe the Offer Shares allocated to me/us on my/our behalf, to take all other actions deemed required by them to give effect to the transactions contemplated by this Retail Application Form, and to ensure delivery of such Offer Shares to me/us in the VPS, (iii) authorise the Settlement Agent to debit my/our bank account as set out in this Retail Application 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 aware of the risks associated with an investment in the Offer Shares and that I/we are eligible to apply for and purchase Offer Shares under the terms set forth therein.		
Date and place*:	Binding signature**:	

* Must be dated during the Application Period.

** The applicant must be of legal age. If the Retail Application Form is signed by proxy, documentary evidence of authority to sign must be attached in the form of a power of attorney or company registration certificate.

DETAILS OF THE APPLICANT — 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)	For legal persons: Legal entity identifier (LEI)	Nationality	
Telephone number (daytime)	E-mail address		

Please note: if the Retail Application Form is sent to the Managers by e-mail, the e-mail will be unsecured unless the applicant itself takes measures to secure it. The Retail Application Form may contain sensitive information, including national identification numbers, and the Managers recommend the applicant to send the Retail Application Form to the Managers in a secured e-mail. **Please refer to the second page of this Retail Application Form for further information on the Managers' processing of personal data.**

Confidential

GUIDELINES FOR THE APPLICANT

<p>THIS RETAIL APPLICATION FORM IS NOT FOR DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA), AUSTRALIA, CANADA, THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA OR JAPAN, OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE "SELLING RESTRICTIONS" BELOW.</p>
<p>Regulatory issues: Legislation passed throughout the European Economic Area (the "EEA") pursuant to Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments ("MiFID II") implemented in the Norwegian Securities Trading Act, imposes requirements on intermediaries in securities markets. In this respect, the Managers must categorise all new clients in one of three categories: Eligible counterparties, Professional clients and Non-professional clients. All applicants applying for Offer Shares in the Offering who/which are not existing clients of one of the Managers will be categorised as Non-professional clients. The applicant can by written request to the Managers ask to be categorised as a Professional client if the applicant fulfils the provisions of the Norwegian Securities Trading Act and ancillary regulations. For further information about the categorisation, the applicant may contact one of the Managers. The applicant represents that it has sufficient knowledge, sophistication and experience in financial and business matters to be capable of evaluating the merits and risks of an investment decision to invest in the Company by applying for Offer Shares, and the applicant is able to bear the economic risk, and to withstand a complete loss of an investment in the Company.</p>
<p>Execution only: As the Managers are not in the position to determine whether the application for Offer Shares is suitable for the applicant, the Managers will treat the application as an execution only instruction from the applicant to apply for Offer Shares in the Offering. Hence, the applicant will not benefit from the corresponding protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.</p>
<p>Information Exchange: The applicant acknowledges that, under the Norwegian Securities Trading Act and the Norwegian Financial Undertakings Act and foreign legislation applicable to the Managers there is a duty of secrecy between the different units of the Managers as well as between the Managers and the 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, but which the Managers will not have access to in their capacity as Managers for the Retail Offering.</p>
<p>Information barriers: The Managers are securities firms offering a broad range of investment services. In order to ensure that assignments undertaken in the Managers' corporate finance departments are kept confidential, the Managers' other activities, including analysis and stock broking, are separated from their corporate finance departments by information barriers known as "Chinese walls". The applicant acknowledges that the Managers' analysis and stock broking activity may act in conflict with the applicant's interests with regard to transactions in the Offer Shares as a consequence of such Chinese walls.</p>
<p>VPS account and anti-money laundering procedures: The Retail 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 Regulation of 14 September 2018 no. 1324 (collectively, the "Anti-Money Laundering Legislation"). Applicants who are not registered as existing customers of one of the Managers must verify their identity to one of the Managers in accordance with requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have not completed the required verification of identity prior to the expiry of the Application Period will not be allocated Offer Shares. Participation in the Retail Offering is conditional upon the applicant holding a VPS account. The VPS account number must be stated in the Retail Application Form. VPS accounts can be established with authorised VPS registrars, which can be Norwegian banks, authorised investment firms in Norway and Norwegian branches of credit institutions established within 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 authorised by the Norwegian Ministry of Finance.</p>
<p>Selling restrictions: The Offering is subject to specific legal or regulatory restrictions in certain jurisdictions, see Section 18 "Selling and Transfer Restrictions" in the Prospectus. The Company assumes no responsibility in the event there is a violation by any person of such restrictions. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or under any securities laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from the United States. The Offer Shares will, and may, not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from any jurisdiction where the offer or sale of the Offer Shares is not permitted, or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any jurisdiction where the offer or sale is not permitted. In the Retail Offering, the Offer Shares are being offered and sold to certain persons outside the United States in offshore transactions within the meaning of and in compliance with Rule 903 of Regulation S under the U.S. Securities Act.</p>
<p>The Company has not authorised any offer to the public of its securities in any member state of the EEA other than Norway. With respect to each member state of the EEA other than Norway (a "Member State"), no action has been undertaken or will be undertaken to make an offer to the public of the Offer Shares requiring a publication of a prospectus in any Member State. Any offers outside Norway will only be made in circumstances where there is no obligation to produce a prospectus.</p>
<p>Personal data: The applicant confirms that it has been provided with information regarding the Managers' processing of personal data, and that it has been informed that the Managers will process the applicant's personal data in order to manage and carry out the Offering and the application from the applicant, and to comply with statutory requirements.</p>
<p>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 applicant's data will be processed confidentially, but if it is necessary in relation to the aforementioned purposes or obligations, the personal data may be shared between the Managers, with 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.</p>
<p>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.</p>
<p>As a data subject, the applicants have several legal rights. This includes i.a. the right to access its personal data, and a right to request that incorrect information is corrected. In certain instances, the applicants will have the right to impose restrictions on the processing or demand that the information is deleted. The applicants may also complain to a supervisory authority if they find that the Managers' processing is in breach of the applicable laws. Supplementary information on processing of personal data and the applicants' rights can be found on the Managers' websites.</p>
<p>Investment decisions based on full Prospectus: Investors must neither accept any offer for, nor acquire any Offer Shares, on any other basis than on the complete Prospectus.</p>
<p>Terms and conditions for payment by direct debiting - securities trading: Payment by direct debiting is a service provided by cooperating banks in Norway. In the relationship between the payer and the payer's bank the following standard terms and conditions apply.</p> <ol style="list-style-type: none"> 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 Section 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 authorisation 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 authorisation 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 authorise payment of an amount in excess of 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 authorisation 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 authorisation has expired as indicated above. Payment will normally be credited to 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.
<p>Overdue and missing payments: Overdue payments will be charged with interest at the applicable rate under the Norwegian Act on Interest on Overdue Payments of 17 December 1976 no. 100, which at the date of the Prospectus is 8.00% per annum. 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, from the third day after the Payment Date, otherwise dispose of or assume ownership of the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit therefrom). 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 Company and/or the Managers may enforce payment of any such amount outstanding.</p>
<p>In order to provide for prompt registration of the New Shares with the Norwegian Register of Business Enterprises, and so that the New Shares may be delivered to applicants in the Retail Offering on a prompt basis following payment, the Managers are expected to, on behalf of the applicants, pre-fund payment for the New Shares allotted in the Offering at a total subscription price equal to the Offer Price multiplied by the number of allotted New Shares.</p>

**BEWi ASA**

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