

ADMISSION DOCUMENT



ELOP AS

(Organisation number: 911 631 474)

Admission to trading of shares on Merkur Market

This admission document (the "**Admission Document**") has been prepared by ELOP AS (the "**Company**" or "**ELOP**") solely for use in connection with the admission to trading of the Company's 70,302,922 shares, each with a par value of NOK 0.05 (the "**Shares**") on Merkur Market (the "**Admission to Trading**").

The Company's Shares have been admitted for trading on Merkur Market and it is expected that the Shares will start trading on 17 July 2020 under the ticker symbol "ELOP-ME".

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

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

Managers and Merkur Market Advisors



Arctic Securities AS



Pareto Securities AS

The date of this Admission Document is 17 July 2020

IMPORTANT NOTICE

This Admission Document has been prepared solely by the Company in connection with the Admission to Trading. The purpose of the Admission Document is to provide information about the Company and its underlying business. This Admission Document has been prepared solely in the English language.

For definitions of terms used throughout this Admission Document, see Section 9 "Definitions and Glossary".

The Company has engaged Arctic Securities AS and Pareto Securities AS as managers (the "**Managers**") and Merkur Market Advisors.

This Admission Document has been prepared to comply with the Merkur Market Admission Rules. The Admission Document does not constitute a prospectus under the Norwegian Securities Trading Act and related secondary legislation, including Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and has not been reviewed or approved by any governmental authority.

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

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

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

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

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

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

Investing in the Company's Shares involves risks. See Section 2 "Risk Factors" of this Admission Document.

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1 STATEMENT OF RESPONSIBILITY AND OTHER INFORMATION

1.1 Statement of responsibility

This Admission Document has been prepared by ELOP, with business address Nordvikvegen 50, N-2316 Hamar, Norway, solely in connection with the Admission to Trading on Merkur Market.

The Board of Directors of ELOP (the "**Board of Directors**" or "**Board**") is responsible for the information contained in this Admission Document. The members of the Board of Directors of ELOP confirms that, after having taken all reasonable care to ensure that such is the case, the information contained in this Admission Document is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

17 July 2020

The Board of Directors of ELOP AS

Øivind Horpestad
Chairman

Ketil Skaget
Board Member

Kristian Lundkvist
Board Member

Lars Nilsen
Board Member

Erik Langaker
Board Member

1.2 Third-party information

Throughout this Admission Document, we have used industry and market data obtained from independent industry publications, market research, internal surveys and other publicly available information. Industry publications generally state that the information they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of such information is not guaranteed. We have not independently verified such data. Similarly, whilst we believe that our internal surveys are reliable, they have not been verified by independent sources and we cannot assure you of their accuracy. Thus, we do not guarantee or assume any responsibility for the accuracy of the data, estimates, forecasts or other information taken from sources in the public domain. The information in this Admission Document that has been sourced from third parties has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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

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

1.3 Cautionary note regarding forward-looking statements

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

1.4 Advisors

Arctic Securities AS and Pareto Securities AS has been retained as Managers and Merkur Market Advisors in connection with the Admission to Trading. Advokatfirmaet Schjødt AS has acted as the Company's legal counsel with respect to Norwegian law.

2 RISK FACTORS

Investing in the Company involves inherent risks. Prospective investors should carefully consider, among other things, the risk factors set out in this section before making an investment decision in respect of the Shares. The risks and uncertainties described below are not the only ones facing the Company. Additional risks not presently known to the Company or that the Company currently deems immaterial, may also impair the Company's business and adversely affect the price of the Company's Shares. If any of the following risks materialize, individually or together with other circumstances, the Company's business, prospects, financial position and/or operating results could be materially and adversely affected, which in turn could lead to a decline in the value of the Shares and the loss of all or part of an investment in the Shares.

A prospective investor should consider carefully the factors set forth below, and elsewhere in the Admission Document, and should consult his or her own expert advisors as to the suitability of an investment in the Shares. An investment in the Shares is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of an investment in the Shares.

The information herein is presented as of the date hereof and is subject to change, completion or amendment without notice.

All forward-looking statements included in this document are based on information available to the Company on the date hereof, and the Company assumes no obligation to update any such forward-looking statements. Forward-looking statements will however be updated if required by applicable law or regulation. Investors are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and that actual results may differ materially from those included within the forward-looking statements as a result of various factors. Factors that could cause or contribute to such differences include, but are not limited to, those described in this Admission Document.

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

2.1 Risks related to the business of the Company and the industry in which it operates

2.1.1 The Company's products and services are under development

The Company is entering a commercialization phase and is still relying on products and services under development. The Company's commercial success is, inter alia, dependent on the successful implementation of these products and services, and no assurance can be given as to whether or when the Company's products and services will be successfully developed or commercialized or will generate revenues. Further, risks relating to the successful commercialization of the Company's new technology solutions may increase by external factors, such as increased competition, unexpected changes in regulation or the materialization of any of the risk factors mentioned herein, which may require the focus and resources of the Company's senior executive management team (the "**Management**"), and which in turn could imply failure or delay in such successful commercialization. Failure to commercialize the

Company's technology solutions could have a material adverse effect on the Company's results, financial condition, cash flows and prospects.

2.1.2 Risks related to competition

The market for the Company's products and services is global and highly competitive. The Company's main competitors are global corporations with track record, reputation and financial and organic strength, which in the future may copy the Company's data-driven business model and/or introduce other disruptive solutions, challenging the Company's business case and model. Further, the markets in which the Company will be operating are exposed to rapid technological changes, and new players and offerings might enter the market, challenging the Company's competitive position and value proposition. The successful operation of the Company is also dependent upon the Company's ability to identify and develop market opportunities, and there can be no assurance that the Company will be able to do so.

Further, the Company is introducing new technology solutions and new business models in large established markets. It is likely that the contracts, rights and obligations relating to such new technology solutions are subject to a higher degree of risks and uncertainties than the technologies already in use by more mature businesses, meaning, inter alia, that the Company may be exposed to risks and uncertainties that do not apply to its competitors.

2.1.3 The Company may not be able to successfully implement its strategies

Achieving the Company's objectives involves inherent costs and uncertainties. There is no assurance that the Company will be able to achieve its objectives within its expected time-frame or at all, that the costs related to any of the Company's objectives will be at expected levels or that the benefits of its objectives will be achieved within the expected timeframe or at all. The Company's strategies may also be affected by factors beyond its control, such as volatility in the world economy and in each of its markets, the capital expenditure and investment by customers and the availability of acquisition opportunities in a market. Any failures, material delays or unexpected costs related to the implementation of the Company's strategies could have a material adverse effect on the Company's business, results of operations, cash flows, financial condition and/or prospects.

2.1.4 Risks related to third parties

The Company is dependent on partners, suppliers, and other third parties to develop/supply certain products and services in order to successfully conduct its operations. If such development is delayed, or if the development/supply of such products and services are not given priority or do not meet the required quality, this could have a material adverse effect on the Company's results, financial condition, cash flows and prospects. Further, there can be no assurance that the Company will be able to enter into or maintain satisfactory agreements with third party providers in the future. For example, the Company has entered into a cooperation agreement with Dekra Industrial AB and a software agreement with Cognite AS, and if any of the aforementioned parties were to terminate their respective agreements with the Company, this could have a material adverse effect on the Company's results, financial condition, cash flows and prospects.

2.1.5 The Company is dependent on key personnel

The Company's success depends, to a significant extent, on the services of highly qualified personnel and management, as the Company is dependent on such persons for the successful implementation of its products and services. Loss of key personnel and management could therefore have a material adverse effect on the Company's business, results of operation, cash flows, financial condition and/or prospects.

Similarly, the Company's future development is dependent on its ability to attract, retain and develop skilled personnel and to develop the level of expertise throughout the Company's organization. Should the Company be unable to attract and retain skilled personnel, this could therefore have a material adverse effect on the Company's business, results of operation, cash flows, financial condition and/or prospects.

2.1.6 The Company is dependent on goodwill, reputation and on maintaining good relationships with customers, partners, suppliers and employees

The Company depends on goodwill, reputation and on maintaining good relationships with customers, partners, suppliers and employees. Negative publicity related to the Company could, regardless of its truthfulness, adversely affect the Company's reputation and goodwill. Negative reputational publicity may arise from a broad variety of causes, including incidents and occurrences outside the Company's control. No assurance can be given that such incidents will not occur in the future, which may cause negative publicity about the operations of the Company, which in turn could have a material adverse effect on the Company. Negative publicity could further jeopardize the Company's relationships with customers and suppliers or diminish the Company's attractiveness as a potential investment opportunity. In addition, negative publicity could cause any customers of the Company to purchase products and services from the Company's competitors, and thus decrease the demand for the Company's products and services in the future. Any circumstances that publicly damage the Company's goodwill, injure the Company's reputation or damage the Company's business relationships, may lead to a broader adverse effect in addition to any monetary liability arising directly from the damaging events by way of loss of business, goodwill, customers, partners and employees.

2.1.7 Risks related to the recent COVID-19 outbreak

The recent outbreak of the corona virus (COVID-19) may have material adverse effect on the Company. The corona virus may affect the overall performance of the Company, including the Company's ability to develop its products and services and implement its business plan, and may result in delays, additional costs and liabilities, which in turn could have a material adverse effect on the Company's results, financial condition, cash flows and prospects.

2.1.8 Failure in the Company's information technology systems may have an adverse impact on its operations

The Company, as many other businesses, relies on IT systems and is exposed to the risk of failure or inadequacy in these systems, related processes and/or interfaces. The Company's ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports the business of the Company. Any failure, inadequacy, interruption or security failure of those systems, or the failure to seamlessly maintain, upgrade or introduce new systems, could harm the Company's ability to effectively operate its business and increase its expenses and harm its reputation. These risks may in turn have a

material adverse effect on the Company's business, financial condition, results of operations and/or prospects.

2.1.9 The Company is exposed to the risk of cyber crime

Due to its reliance on digital solutions and interfaces, the Company is exposed to the risk of cyber crime in the form of, for example, Trojan attacks, phishing and denial of service attacks. The nature of cyber crime is continually evolving. The Company relies in part on commercially available systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential information. Despite the security measures in place, the Company's facilities and systems, and those of its third party service providers, may be vulnerable to cyber-attacks, security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming or human errors which exposes the Company to cyber crime and/or other similar events.

2.1.10 The Company is exposed to fluctuations in the global economy

The Company is exposed to fluctuations in the global economy in general, including with regards to the spending of end consumers, which could result in difficulties for the Company in selling its products and services, which could in turn have a material adverse effect on the Company's business, results of operations, cash flows, financial condition and/or prospects.

2.1.11 Insurance risk

The Company may not be able to maintain adequate insurance in the future at rates the Company's management considers reasonable or be able to obtain insurance against certain risks. Moreover, the Company's insurance coverage is subject to certain significant deductibles and levels of self-insurance, does not cover all types of losses and, in some situations, may not provide full coverage for losses or liabilities resulting from the Company's operations. In addition, the Company may experience increased costs related to insurance. Insurers may not continue to offer the type and level of coverage that the Company currently maintains, and its costs may increase substantially as a result of increased premiums, potentially to the point where coverage is not available on economically manageable terms. Should liability limits be increased via legislative or regulatory action, it is possible that the Company may not be able to insure certain activities to a desirable level. If liability limits are increased and/or the insurance market becomes more restricted, the Company's business, financial condition and results of operations could be materially adversely affected.

2.2 Risks related to the Shares and the Admission to Trading

2.2.1 An active trading market for the Company's Shares may not develop

The Shares have not previously been tradable on any stock exchange, other regulated marketplace or multilateral trading facility. No assurance can be given that an active trading market for the Shares will develop on Merkur Market, nor sustain if an active trading market is developed. The market value of the Shares could be substantially affected by the extent to which a secondary market develops for the Shares following completion of the Admission to Trading.

2.2.2 The Company will incur increased costs as a result of being listed on Merkur Market

As a company with its shares listed on Merkur Market, the Company will be required to comply with Oslo Børs' reporting and disclosure requirements for companies listed on Merkur Market. The Company will incur additional legal, accounting and other expenses in order to ensure compliance with the aforementioned requirements and other rules and regulations. The Company anticipates that its incremental general and administrative expenses as a company with its shares listed on Merkur Market will include, among other things, costs associated with annual and interim reports to shareholders, shareholders' meetings and investor relations. In addition, the Board of Directors and Management may be required to devote significant time and effort to ensure compliance with applicable rules and regulations for companies with shares listed on Merkur Market, which may entail that less time and effort can be devoted to other aspects of the business.

2.2.3 The price of the Shares may fluctuate significantly

The trading volume and price of the Shares could fluctuate significantly. Some of the factors that could negatively affect the Share price or result in fluctuations in the price or trading volume of the Shares include, for example, changes in the Company's actual or projected results of operations or those of its competitors, changes in earnings projections or failure to meet investors' and analysts' earnings expectations, investors' evaluations of the success and effects of the Company's strategy, as well as the evaluation of the related risks, changes in general economic conditions or the equities markets generally, changes in the industries in which the Company operates, changes in shareholders and other factors. This volatility has had a significant impact on the market price of securities issued by many companies. Those changes may occur without regard to the operating performance of these companies. The price of the Shares may therefore fluctuate due to factors that have little or nothing to do with the Company, and such fluctuations may materially affect the price of the Shares. Further, major sales of shares by major shareholders could also negatively affect the market price of the Shares.

2.2.4 Future issuances of Shares or other securities could dilute the holdings of shareholders and could materially affect the price of the Shares

The Company may in the future decide to offer and issue new 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. 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 Company's shareholders bear the risk of any future offerings reducing the market price of the Shares and/or diluting their shareholdings in the Company.

2.2.5 Shareholders outside of Norway are subject to exchange rate risk

All of the Shares will be priced in Norwegian Kroner (NOK), the lawful currency of Norway and any future payments of dividends on the Shares or other distributions from the Company will be denominated in NOK. Accordingly, any investor outside Norway is subject to adverse movements in NOK against their local currency, as the foreign currency equivalent of any dividends paid on the Shares or price received in

connection with any sale of the Shares could be materially impacted upon by adverse currency movements.

2.2.6 Norwegian law could limit shareholders' ability to bring an action against the Company

The rights of holders of the Shares are governed by Norwegian law and by the Company's articles of association (the "**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 example, under Norwegian law, any action brought by the Company in respect of wrongful acts committed against the Company will be prioritised over actions brought by shareholders claiming compensation in respect of such acts. In addition, it could be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions.

2.2.7 Investors could be unable to exercise their voting rights for Shares registered in a nominee account

Beneficial owners of the Shares that are registered in a nominee account (such as through brokers, dealers or other third parties) could be unable to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to any General Meeting. 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.

2.2.8 Pre-emptive rights to subscribe for Shares in additional issuances could be unavailable to U.S. or other shareholders

Under Norwegian law, unless otherwise resolved at the Company's general meeting of shareholders, existing shareholders have pre-emptive rights to participate on the basis of their existing ownership of Shares in the issuance of any new Shares for cash consideration. Shareholders in the United States, however, could be unable to exercise any such rights to subscribe for new Shares unless a registration statement under the U.S. Securities Act is in effect in respect of such rights and Shares or an exemption from the registration requirements under the U.S. Securities Act is available. Shareholders in other jurisdictions outside Norway could be similarly affected if the rights and the new Shares being offered have not been registered with, or approved by, the relevant authorities in such jurisdiction.

The Company is under no obligation to file a registration statement under the U.S. Securities Act or seek similar approvals under the laws of any other jurisdiction outside Norway in respect of any such rights and Shares. Doing so in the future could be impractical and costly. To the extent that the Company's shareholders are not able to exercise their rights to subscribe for new Shares, their proportional interests in the Company will be diluted.

2.3 Risks related to laws and regulations

2.3.1 Risks related to litigation, disputes and claims

The Company may in the future be involved from time to time in litigation and disputes. The operating hazards inherent in the Company's business may expose the Company to, amongst other things, litigation, including personal injury litigation, intellectual property litigation, contractual litigation, environmental litigation, tax or securities litigation, as well as other litigation that arises in the ordinary course of business. No assurance can be given that the Company is not exposed to claims, litigation and compliance risks, which could expose the Company to losses and liabilities. Such claims, disputes and proceedings are subject to uncertainty, and their outcomes are often difficult to predict. Adverse regulatory action or judgment in litigation could result in sanctions of various types for the Company, including, but not limited to, the payment of fines, damages or other amounts, the invalidation of contracts, restrictions or limitations on the Company's operations, any of which could have a material adverse effect on the Company's business, financial condition, results of operations and/or prospects.

2.3.2 Risks related to intellectual property

The Company holds intellectual property rights relating to its patented ultrasound concrete rolling scanner (COBRI) for fast data acquisition on concrete structures. The success of the Company could depend on the Company's ability to obtain and maintain patent protection for its production methods, processes and other technologies, to preserve trade secrets, to prevent third parties from infringing proprietary rights of the Company and to operate without infringing the proprietary rights of third parties. The Company relies upon intellectual property and trade secrets rights (IPR) and laws to protect important proprietary rights. If these rights are not sufficiently protected, the Company's ability to compete and generate revenue may be negatively affected. Any failure to protect intellectual property rights or otherwise information or trade secrets used in connection with the technology owned by the Company or any invalidation, circumvention, or challenges to intellectual property rights used or owned by the Company could cause significant costs and have a material adverse effect on the Company's competitive position. For example, infringement claims from third parties related to intellectual property rights could hinder or delay the Company's operations, and the Company's expenses for obtaining legal advice may in such cases be substantial.

2.3.3 Changes in tax laws of any jurisdiction in which the Company operates, and/or any failure to comply with applicable tax legislation may have a material adverse effect for the Company

The Company is and will be subject to prevailing tax legislation, treaties and regulations in the jurisdictions in which it operates, and the interpretation and enforcement thereof. The Company's income tax expenses are based upon its interpretation of the tax laws in effect at the time that the expense is incurred. If applicable laws, treaties or regulations change, or if the Company's interpretation of the tax laws is at variance with the interpretation of the same tax laws by tax authorities, this could have a material adverse effect on the Company's business, results of operations or financial condition. If any tax authority successfully challenges the Company's operational structure, pricing policies or if taxing authorities do not agree with the Company's assessment of the effects of applicable laws, treaties and regulations, or the Company loses a material tax dispute in any country, or any tax challenge of the Company's tax payments is successful, the Company's effective tax rate on its earnings could increase substantially and the

Company's business, earnings and cash flows from operations and financial condition could be materially and adversely affected.

2.3.4 Risks associated with changes to accounting rules or regulations

Changes to existing accounting rules or regulations may impact the Company's future profit and loss or cause the perception that the Company is more highly leveraged. New accounting rules or regulations and varying interpretations of existing accounting rules or regulations may be adopted in the future and could adversely affect the Company's financial position and results of operations.

2.4 Financial risks

2.4.1 Adequate funding may not be available in the future

The Company's business and future plans are capital intensive and, to the extent the Company does not generate sufficient cash from operations in the long term, the Company may need to raise additional funds through public or private debt or equity financing to execute the Company's growth strategy and to fund capital expenditures. Adequate sources of capital funding might not be available when needed or may only be available on unfavourable terms. If funding is insufficient at any time in the future, the Company may be unable to, inter alia, fund acquisitions, take advantage of business opportunities or respond to competitive pressures, any of which could adversely impact the Company's financial condition and results of operations.

2.4.2 Future debt arrangements could limit the Company's liquidity and flexibility

Any future debt arrangements could limit the Company's liquidity and flexibility in obtaining additional financing and/or in pursuing other business opportunities. Further, the Company's future ability to obtain bank financing or to access the capital markets for any future debt or equity offerings may be limited by the Company's financial condition at the time of such financing or offering, as well as by adverse market conditions related to, for example, general economic conditions and contingencies and uncertainties that are beyond the Company's control. Failure by the Company to obtain funds for future capital expenditures could impact the Company's results, financial condition, cash flows and prospects.

2.4.3 Risks related to contractual default by counterparties

The ability of each counterparty to perform its obligations under a contract with the Company will depend on a number of factors that are beyond the Company's control including, for example, factors such as:

- general economic conditions;
- the condition of the industry to which the counterparty is exposed; and
- the overall financial condition of the counterparty.

Should a counterparty fail to honor its obligations under its agreements with the Company, this could impair the Company's liquidity and cause significant losses, which in turn could have a material adverse effect on the Company's business, results of operations, cash flows, financial condition and/or prospects.

2.4.4 The Company may assume significant commitments during the introduction phase of its new technology solutions

The Company may assume significant commitments during the introduction phase of its new technology solutions. If the Company fails to meet such commitments, this could adversely impact the Company's results of operations and financial condition.

2.4.5 Risks related to public subsidies

Part of the Company's historical and current funding originates from public subsidies. Such funding is conditioned upon the Company's compliance with certain terms and conditions set out by the contributor. Any non-compliance with such requirements may result in claims of repayment from the contributor, which in turn could negatively impact the Company's financial condition and results of operations. The Company may be dependent on public subsidies for part of its future financing.

2.4.6 Certain risks related to loan agreements

Current and future loan agreements entered into by the Company may contain change of control clauses. Any breach of such clauses may, for example, lead to termination of the Company's loans and to claims of early repayment of outstanding amounts being directed towards the Company, which in turn could negatively impact the Company's liquidity and financial condition.

3 PRESENTATION OF THE COMPANY

3.1 Information about ELOP

The Company's legal and commercial name is ELOP AS. The Company is a private limited liability company organized and existing under the laws of Norway pursuant to the Norwegian Private Limited Liability Companies Act of 13 June 1997 no. 44 (the "**Norwegian Private Companies Act**"). The Company's registration number in the Norwegian Register of Business Enterprises is 911 631 474.

The Company was incorporated in Norway on 16 January 2013. The Company's registered office is located at Nordvikvegen 50, N-2316 Hamar, Norway and the Company's main telephone number is +47 416 41 300. The Company's website can be found at www.elop.no.

3.2 Important events

The table below provides an overview of key events in the history of the Company:

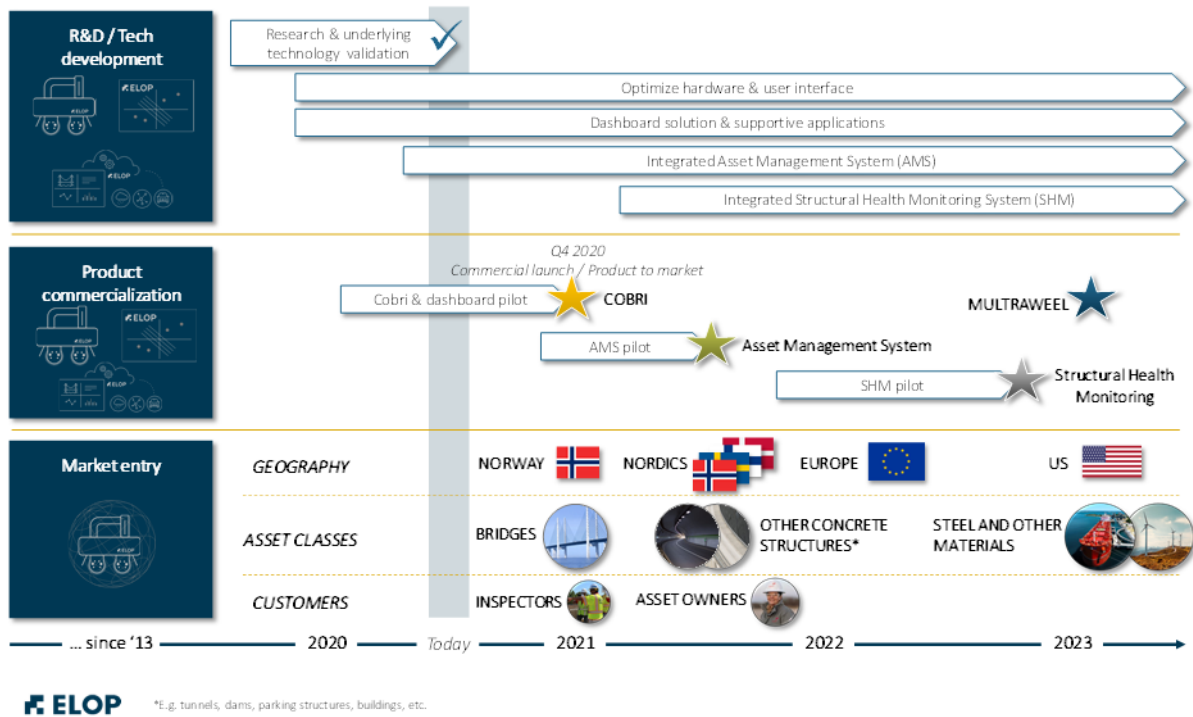
Date	Event
2013	ELOP was founded by Terje Melandsø in January
2013	R&D project initiated to develop an NDT solution for concrete inspection
2014	1 st grant from the Norwegian Research council for sustainable technology development
2015	Qualified for participation in the Horizon 2020 EU project and funding to develop the Cobri Scanner tool
2018	1 st generation prototype of Cobri built and tested. Multirawheel research program initiated
2019	New investors on-board, share issue of NOK 15 million
2019	Experienced management team in place. Completed Horizon 2020.
2019	Share issue of NOK 75 million committed
2019	Strategic partnerships with Dekra inspection and Cognite technology
2020	Commercial pilot completed

3.3 Business overview

3.3.1 Introduction

ELOP is a Norwegian company established in 2013 by founder Terje Melandsø. The Company has developed a rolling ultrasound concrete scanner for inspection of critical infrastructure. ELOP's unique and patented technology is called the COBRI scanner. The Company is headquartered in Hamar, Norway, where its research facility is also located. It is developing advanced tools, applications and software solutions for inspection, monitoring and management of concrete structures around the world. The below overview sets out ELOP's technology and product roadmap, which is indicative and based on estimates.

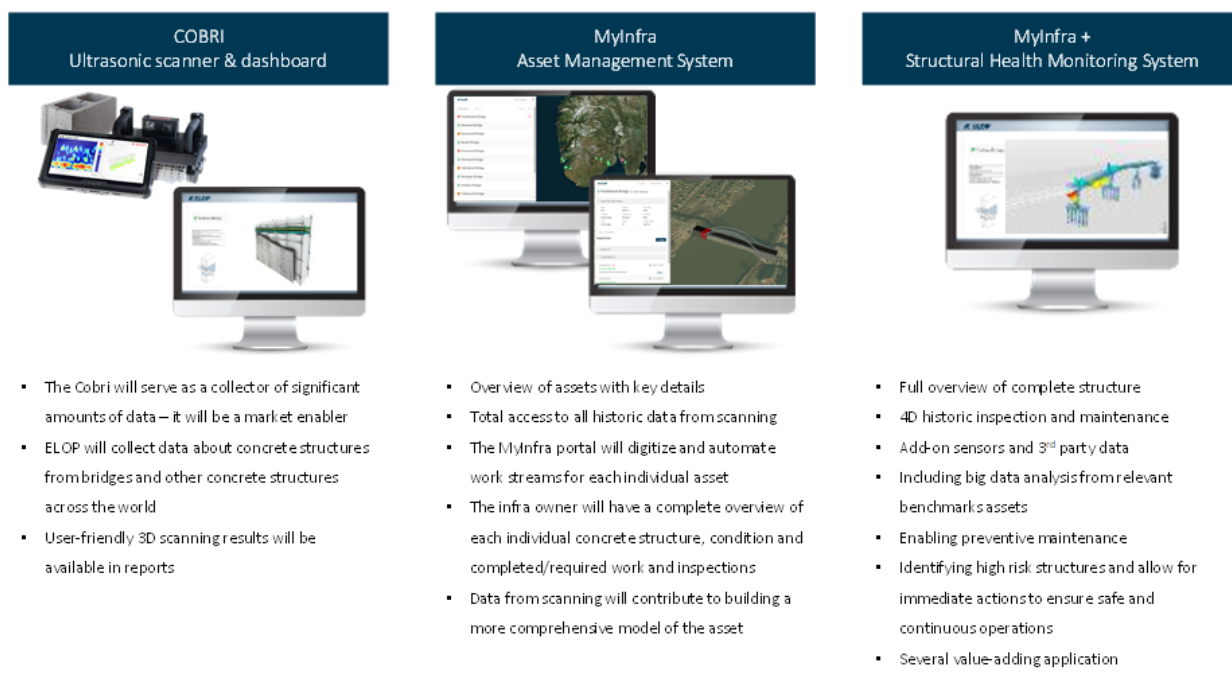
Technology and product roadmap



3.3.2 Business description

Concrete is the most used construction material in the world, but maintenance of critical infrastructure is a growing global concern. Aging concrete structures, such as bridges, tunnels, parking structures, dams and buildings, are driving up maintenance cost and an increasing number of collapses is setting public safety on the agenda. Maintenance is today heavily reliant on inefficient manual inspections and ELOP is developing solutions to address these global challenges. The underlying technology behind the COBRI scanner uses well-known ultrasonic technology to enable subsurface scanning of concrete structures. As the only rolling ultrasound product on the market, the COBRI enables efficient scanning and 3D visualization. The visualization is expected to make NDT (non-destructive testing) available and efficient for both experts and non-experts alike. The COBRI is expected to increase the chance of early-stage detection of subsurface structural weaknesses like air voids, cracks and damages in coating facilitating for preventive maintenance before corrosion becomes an issue. The user-friendly design and functionality is expected to disrupt the inspection of critical infrastructure. ELOP aims to collect large amounts of data from all COBRI scanners in operation, with the purpose that the data will subsequently be used for analytics, management of concrete assets and within a few years contribute to a fully integrated structural health monitoring system. The COBRI hardware and software will produce real-time 3D data for deeper and more comprehensive analysis of concrete assets. The technology is expected to ensure efficient scanning of assets compared to existing technologies that only perform snap shot imaging of selected areas on large structures. Actionable data is expected to be available for customers without the need for

complex interpretation of raw data and lab analysis of ultrasound output. Set out below is an illustration of ELOP's product offering.



3.4 Material contracts

The Company has not entered into any material contracts outside the ordinary course of business for the two years prior to the date of this Admission Document.

3.5 Related party transactions

Gimle Invest AS, a company wholly owned by Øivind Horpestad, has entered into an agreement with the Company under which Øivind Horpestad shall provide certain consultancy services to the Company.

Other than set out above, the Company has not entered into any transactions with related parties for the period covered by the Financial Statements (as defined below) and up to the date of the Admission Document.

3.6 Patents and contracts

The Company entered into a cooperation agreement with Dekra Industrial AB ("Dekra") on 20 December 2019. Dekra is in the business of testing, inspecting and certifying installations, products and systems in infrastructure industries. The parties have agreed on a strategic partnership for testing, marketing and launching of the Company's technology in combination with Dekra's services.

On 27 December 2019, the Company entered into a software subscription agreement with Cognite AS, pertaining to subscription of a software with substantial importance for the Company's product.

The Company holds several patents, and also has patent applications pending. An overview of the Company's filed and granted patents is included as Appendix 4 to this Admission Document.

4 ORGANIZATION, BOARD OF DIRECTORS AND MANAGEMENT

4.1 Introduction

The Company's highest decision making authority is the general meeting of shareholders (the "**General Meeting**"). All shareholders in the Company are entitled to attend or be presented by proxy and vote at General Meetings of the Company 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 in the Company's Board of Directors and in the Company's Management. In accordance with Norwegian law, the Board of Directors is responsible for, among other things, supervising the general and day-to-day management of the Company's business ensuring proper organization, preparing plans and budgets for its activities, ensuring that the Company's activities, accounts and assets management are subject to adequate controls and undertaking investigations necessary to perform its duties.

The 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.

4.2 Board of directors

The Company's Articles of Association provide that the Board of Directors shall consist of 1 to 5 board members elected by the Company's shareholders. Please find details regarding the members of the Company's Board of Directors (the "**Board Members**"), as at the date of this Admission Document, in the table below:

Name	Position	Served since	Term expires	No. of Shares held	No. of options/warrants
Øivind Horpestad	Working chairman	2019	2022 (term as chairman)	5,986,245 ¹	300,000 warrants ²
Ketil Skaget	Board member	2016	2022	12,193,964 ³	0
Kristian Lundkvist	Board member	2019	2022	5 076 496 ⁴	300,000 warrants ⁵
Lars Nilsen	Board member	2020	2022	2,288,330 ⁶	0
Erik Langaker	Board member	2020	2022	2,288,330 ⁷	0

The Company's registered office at Nordvikvegen 50, N-2316 Hamar, Norway, serves as business address for the members of the Board of Directors in relation to their positions in the Company.

The following sets out a brief introduction to each of the members of the Company's Board of Directors:

¹ Shares held through Gimle Invest AS

² Warrants held through Gimle Invest AS

³ 12,171,081 Shares held through Melandsø Invest AS

⁴ Shares held through Middelborg Invest AS

⁵ Warrants held through Middelborg Invest AS

⁶ Shares held through Lani Invest AS

⁷ Shares held through Vestland Invest AS

Øivind Horpestad – Working chairman

Øivind Horpestad is one of the original founders and former CEO of NRC Group ASA, a company listed on the Oslo Stock Exchange. Horpestad has broad industrial experience through former positions in Team Bane (now part of NRC Group), VRS Rail AS and Coast Capital.

Ketil Skaget – Board member

Ketil Skaget founded Byggmetall AS. Skaget was an early investor in ELOP, and is now also working in ELOP as Business Development Manager.

Kristian Lundkvist – Board member

Kristian Lundkvist is a serial entrepreneur and investor. Lundkvist founded Middelborg in 1999 and has built it from a small telecom company to an investment company with a broad range of investments. Lundkvist has extensive experience from business development, M&A and restructuring.

Lars Nilsen – Board member

Lars Nilsen is a former majority owner and CEO of Block Watne/BWG Homes. Nilsen is a real estate investor with extensive board experience.

Erik Langaker – Board member

Erik Langaker is an investor and experienced board member with a successful track record of growing companies such as PayEx Group, Idekapital, OMG, StormGeo, CMR Surgical and Data Respons. Langaker is advisor to the private equity houses EQT and HitecVision. Langaker has also been board member in Aschehoug and Link Mobility.

4.3 Management

The Management of the Company consists of 4 individuals. Please find details regarding the Company's Management, as at the date of this Admission Document, in the table below.

Name	Position	Served since	No. of Shares held	No. of options/warrants
Kjersti Kanne	CEO	2019	0	300,000 options
Torbjørn Blom-Hagen	CFO	2019	200,000 ⁸	0
Benedicte Taugbøl	Director Digital Solutions	2020	0	0
Per Arne Haug	Director BD & Sales	2020	0	0

The Company's registered office, at Nordvikvegen 50, N-2316 Hamar, Norway, serves as business address for the members of the Management in relation to their positions in the Company.

The following sets out a brief introduction to each of the members of the Company's Management:

⁸ Shares held through VOR AS

Kjersti Kanne – CEO

Kjersti Kanne joined ELOP in 2019 from the position as Digital Engineering Director in General Electric/Baker Hughes. Previously she held executive and director positions, where she has built and led global technology and engineering organizations, and been responsible for business development and restructuring programs.

Kanne has a strong industry background from positions earlier in her career in Vetco Gray, ABB and Oceaneering, and has served as board member in NRC Group ASA (listed at Oslo Børs).

Kanne holds a Master's degree in Naval Architecture and Marine Engineering from NTNU (Norwegian University of Science and Technology).

Torbjørn Blom-Hagen – CFO

Torbjørn Blom-Hagen joined ELOP in 2019, from the position as Head of M&A in Kongsberg Gruppen ASA. Prior to this, he was the General Manager and Finance Director for Multiconsult International. Blom-Hagen has also led Aker Solutions' Asset Integrity division, a division responsible for inspection and maintenance management offshore installations internationally.

Blom-Hagen has more than 15 years of finance and business development experience with technology companies. He started his career as an engineer within telecom, having worked for Telenor and in Capgemini's telecom practice.

Blom-Hagen holds an MSc in Engineering from NTNU (Norwegian University of Science and Technology), and an MBA from INSEAD.

Benedicte Taugbøl – Director Digital Solutions

Benedicte Taugbøl joined ELOP in 2020 from Cognizant Consulting as Associate Director and part of the leadership team, responsible for the Robotic Process Automation (RPA) program.

Taugbøl has 15 years of experience in the IT industry, in companies such as Tieto, Atkins and Itera. She has held international leadership roles and has strategic and operational experience in product development, management consulting services, sales and business development. She has many years of experience from demanding strategy and technology projects across various industries.

Taugbøl holds an MSc in computer science from NTNU (Norwegian University of Science and Technology).

Per Arne Haug – Director BD & Sales

Per Arne Haug came to ELOP from Rapp Bomek as Head of Sales, Marketing and Services. He is an experienced sales and business leader, with more than 25 years from the Norwegian and international civil, offshore and maritime industry. Per Arne has held various senior and executive management positions in companies such as Kongsberg Maritime Engineering, Wood Group and Roxar.

Haug has a master's degree in Mechanical Engineering from the University of Minnesota with a concentration in composite materials.

4.4 Corporate Governance

The Company's Board of Directors is responsible for ensuring satisfactory corporate governance.

The Norwegian Code of Practice for Corporate Governance (the "**Code**") does not apply on Merkur Market. However, the Company will consider the implications of the Code going forward.

4.5 Audit committee/remuneration committee

The Company has currently not established any audit committee or remuneration committee.

4.6 Benefits upon termination

The Company's CEO Kjersti Kanne is entitled to 6 months severance pay upon termination of employment.

Other than set out above, none of the Board Members or the members of Management have service contracts with the Company providing for benefits upon termination of employment.

4.7 Other information

No member of the Board of Directors or Management has, or has had, as applicable, during the last five years preceding the date of the Admission Document:

- (i) any convictions in relation to fraudulent offences;
- (ii) received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or been disqualified by a court from acting as a member of the board, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer; or
- (iii) been associated with any bankruptcy, receivership or liquidation in his or her capacity as member of the board or management of a company.

To the Company's knowledge, there are currently no actual or potential conflicts of interest between the Company and the private interests of any of the Board Members and members of the Management. There are no family relationships between the members of the Board of Directors or the Management.

5 PRINCIPAL MARKETS

5.1 Introduction

According to research published in *Engineering Failure Analysis: Volume 40*, second only to water, concrete is the most used material in the world. Approximately 3 tonnes of concrete is used per year for every person in the world. Twice as much concrete is used in construction as all other building materials combined. Concrete is furthermore a major contributor to current environmental challenges as approximately 8% of the world's CO₂ emission comes from the concrete production process.

Despite concrete being the primary material used in civil engineering and construction, there has traditionally been limited focus on efficient maintenance of concrete structures. Concrete structures, largely built in 70's and 80's, are gradually approaching the critical age of 50 years and are not designed to handle load factors experienced in today's environment. Furthermore, prolonged neglect has resulted in significant maintenance backlogs across sub-segments and geographies and historical maintenance spending has kept the backlog stable at best. A consequence of this has been an increasing number of catastrophes involving critical infrastructure collapsing which has brought public scrutiny and increased pressure from governments and regulatory bodies for improved maintenance procedures and increased maintenance spending by asset owners. Governments and insurance companies are increasingly issuing sanctions on deficient bridges such as withholding funding or declaring insurances voided because of maintenance negligence. These, and many more, are all key drivers fueling the need for better maintenance strategies as well as driving increased spending on structural maintenance.

From an asset owner's perspective, in addition to the obvious social responsibility aspect, fundamental economics suggests that there is significant value implications from smarter maintenance planning. An asset owner can largely control the lifetime of a concrete structure. By conducting regular and frequent inspections to ensure early detection of structural weaknesses, and implementing adequate and timely reactive measure when weaknesses have been identified, the asset lifetime can be prolonged by as much as 50%. In addition, preventive maintenance is generally less costly than reactive maintenance and the accumulated maintenance cost over the asset lifetime can be reduced by as much as 30%. Despite these obvious benefits, three key areas of pain points and system inefficiencies hold back the adoption of effective preventive maintenance strategies; (1) Low acceptance of available tools in the market; (2) Cumbersome and complex processes to derive insight; and (3) Short term economic horizon from asset owners.

5.2 Structural health monitoring

Structural Health Monitoring ("SHM") is still a very immature market. The prevalent business model is centered on manual inspections conducted by specialized engineering firms. The table below lays out the five key services and/or tools that make up the SHM market.

Segment		Description	Expected to be disrupted by ELOP
Inspections	Manual inspections	<ul style="list-style-type: none">• Inspections performed by an engineer on a regular basis• Frequency driven by regulatory requirements (typically yearly or every 5th year)• Involves simpler inspections, primarily visual or with hammer	✓

	Automated inspections	<ul style="list-style-type: none"> Inspections performed with a drone (or similar technology) equipped with camera and/or software capable of detecting visual signs for structural weaknesses Typically conducted yearly or every 5th year Can be utilized as complement or as substitute to manual inspections 	(✓)
Equipment / hardware	Subsurface diagnostics	<ul style="list-style-type: none"> Inspections performed as state of asset requires deeper insight to be gained, and that cannot be fulfilled by regular inspections. Performed either by destructive testing or advanced NDT equipment such as UT or GPR scanners 	✓
	Sensors	<ul style="list-style-type: none"> Continuous monitoring by installing fixed sensors to the assets Not required by law, but typically done at bridges in bad shape to get a heads up if there are any structural changes to the asset 	✗
Software	Front-end AMS	<ul style="list-style-type: none"> Software tracking shape of assets. Simple solutions includes task list related to regular inspections, advanced solutions are integrated with sensors and are able to predict maintenance needs 	✓

5.2.1 Manual and automated inspections

The market for inspections is the largest sub-segment of SHM market and *Market and Markets* estimates the global market size for inspections to be in the range of USD 7-8 billion. Inspections are often outsourced and are performed by engineering consultancies and Testing, Inspection & Certification ("TIC")/Non-Destructive Testing ("NDT") accredited service providers. The inspections market is characterized as fragmented and competitive, with relatively limited innovation and digital adoption causing homogenous methods and business models. Players mainly compete on prices with a cost plus logic, with low maturity in value selling (e.g. reduction of total maintenance spend). Notable engineering consultancies include COWI, Norconsult, Multiconsult and notable TIC players include Dekra, Kiwa and Force Technology – these are all seen as likely customers and early adopters of ELOP's hardware product offering.

Frequency of inspections is mostly determined by regulatory requirements, age of asset, exposure to elements, criticality in the event of structural failure and judgement of acting monitoring body. Inspection missions can be divided into the following four categories:

Main inspections

Extensive control of the structure (above sea level), in which the inspection is done visually with more advanced testing like physical testing, ultrasound and electromagnetic signal introduced if structural weaknesses are identified. Frequency of inspections are generally determined by regulatory requirements, and would most commonly be required every 5th year. The service is typically outsourced to specialized engineering or TIC's.

Simple inspections

Inspection involves a simple and visual control of elements above sea level and are performed on an annual basis, although typically not required in the same year as a "Main inspections" are performed. The service is generally partially done in-house by the asset owners themselves, and partially outsourced.

Visual control

Inspection involves visual control of roads and related construction like bridges, performed inside of a car. Inspections are performed on a weekly or bi-weekly basis, and typically conducted by the asset owners themselves.

Special Inspections

Special inspections are initiated on an ad-hoc basis if other inspections have identified weaknesses that may compromise the structural integrity. Ultrasonic scanners and other subsurface testing equipment is used during these inspections and the service is primarily outsourced to specialized engineering and/or TIC companies.

Current asset management and maintenance strategies are heavily reliant on manual inspections and conventional tools. ELOP's technology, through offering an efficient way of performing subsurface diagnosis is set to disrupt current industry standards and facilitate for a shift towards preventive, as opposed to reactive, maintenance strategies. The introduction of the COBRI scanner facilitates for subsurface diagnosis equipment being used as a "first line of response", as opposed to current market standards in which they are only introduced as a "second line of response".

5.2.2 Subsurface diagnosis

The market for technology enabled health monitoring solutions is still limited, largely as a result of perceived limitations with today's tools for assessment of concrete interior. Prevailing market dynamics favoring reactive, as opposed to preventive, maintenance combined with the perceived limitations of available tools in the market leads to asset owners getting limited, as well as late, access to information regarding the structural integrity of their assets. The table below highlights the current available tools for assessment of concrete interior, their main areas of use as well as their perceived limitations.

		Description	Main uses cases	Perceived limitations
Non-destructive testing	Destructive testing	Sample testing Extraction of sample from infrastructure to be further studied in a lab	<ul style="list-style-type: none">Advanced material analysis (e.g. measuring chloride level),Quality control, Assurance	<ul style="list-style-type: none">Damages the assetRequires a lab with high expertise
	Tools used at first scan	GPR Radar based technology, employing radio waves to map internal structures and features	<ul style="list-style-type: none">Evaluation of interior structuresLocation of rebars	<ul style="list-style-type: none">Limited range and poor usability for detecting air voidsOnly usable for non-metallic structures
		Ultrasonic Sends high frequency vibrations into infrastructure to map internal discrepancies, features and variations	<ul style="list-style-type: none">Thickness of concrete measurementDetection of air voids	<ul style="list-style-type: none">Demands 3D image to provide necessary deep insight
	Tools used for additional	Seismic Images the subsurface of the structure with seismic waves and creates 3D images	<ul style="list-style-type: none">Mapping of large scale concrete internal defects	<ul style="list-style-type: none">Low frequency pulses makes it difficult to obtain detailed imaging

		X-ray	Radiographic scan for deep 3D imaging of internal structure	<ul style="list-style-type: none"> • Rebar location • Rebar damages 	<ul style="list-style-type: none"> • Emits dangerous radiation • Demands access to other end of scanned structure • Large clearance area needed
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ELOP's ultrasonic scanning unit produces on-site sub-surface 3D imagery while rolled over the scanned surface. This is an offering that is differentiated from other available scanners, and which is expected to resolve many of the pain points and limitations that current scanners are perceived to have.

5.2.3 Sensors

More mature technologies like sensors are also seeing limited penetration. Less than 1% of bridges are equipped with sensors and the technology is currently only applied on very high value assets, system critical assets and/or assets perceived to be facing higher risk. According to *Allied Market Research*, the global market for hardware sale of sensors is approximately USD 250 million, growing at a compounded annual growth rate of more than 15%.

5.2.4 Asset Management Systems

The majority of asset management systems in the market are simplistic front-end systems – usually originating from software players, albeit these providers have lately been put under pressure from more integrated providers and E2E systems.

Front-end asset management systems:

Offering typically includes software with primary capacity to manage, monitor and issue inspection and maintenance work. Systems are generally "of-the-shelf" solutions, non-specific to a particular industry. Systems are characterized as having limited technical sophistication and are not integrated with external data sources - the offering consequently provides relative limited insight. The market is highly fragmented with a large number of smaller players offering homogeneous solutions.

Integrated asset management systems:

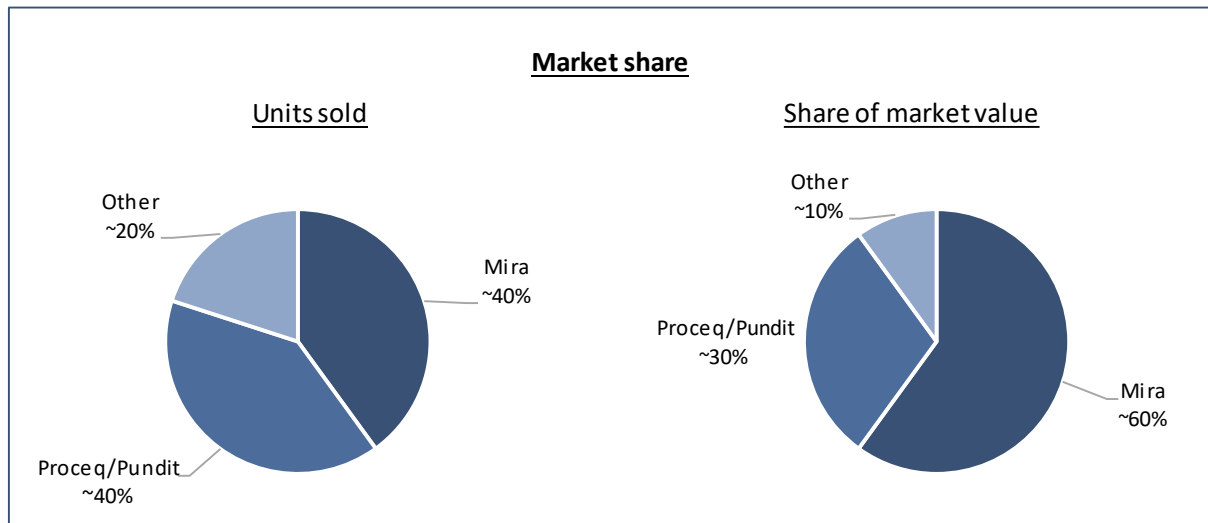
Platforms with the primary purpose of collecting, visualizing and driving insight from multiple data sources. Systems seek to seamlessly integrate with hardware and external data for continuous data pooling. Platform packages are usually offered with additional "add-ons" and degrees of customization. Systems are characterized as highly sophisticated, driving new solutions to generate additional value-add for their users. There are a small number of players with this offering due to market immaturity, technological barriers and capital requirements for development.

5.3 Competitive landscape

5.3.1 Ultrasonic scanners

The global market for high range ultrasonic concrete scanners is approximately 500 units per annum. This implies a market size of USD 11-13 million. The market is highly concentrated and dominated by two players, ACS with their Mira product line and Screening Eagle with their Proceq/Pundit product line. The Company estimates that Mira and Proceq/Pundit together control approximately 80% of the market in

terms of number of units sold. Mira, with their higher price point, is estimated to control approximately 60% of the market in terms of value, with Pundit estimated to have 30% market share. In the market, Mira's offering is broadly considered to be more sophisticated, however highly technical and requires more expertise to use. Proceq/Pundit's product offering is somewhat less sophisticated, but has a simpler interface and has managed to capture a significant market share through its user friendliness and through competitive pricing.



Source: Company information, ACS Company website and Screening Eagle Company website

ELOP's offering is differentiated from existing ultrasonic scanning units due to the fact that ELOP's scanning unit can be rolled over the surface that is to be scanned. The offering is further differentiated as it can produce on-site 3D imagery. These two features suggest a higher user friendliness compared to existing ultrasonic scanner units available in the market.

5.3.2 Integrated asset management systems

The structural health monitoring market is very heterogeneous, fragmented and with a range of different business models. In recent years there has been a clear trend of hardware players consolidating with AMS providers to differentiate their offering and provide customers with a fully integrated platform pooling data from hardware into the asset management system. Relevant examples include Emaint, provider of subscription based off-the-shelf front-end AMS, consolidating with Fluke, developer of sensors and range tools for infrastructure conditioning and monitoring. Another example includes Proceq/Pundit combining with Dreamlab to create Screening Eagle. Proceq/Pundit's former offering included a wide range of subsurface diagnosis equipment including NDT scanners and sensors, while as Dreamlab's former offering included AMS platform, digital twins and cloud computing. The combined company, Screening Eagle's, current offering includes a fully integrated platform that supports information modelling, drones, sensors, cloud computing and predictive analysis. Screening Eagle's offering is the closest competitor to ELOP's target model. A key differentiating factor for ELOP is that through its differentiated hardware offering, ELOP is expected to have unique data access to structures scanned using ELOP's technology, creating a sustainable competitive advantage as an AMS provider.

6 FINANCIAL INFORMATION

6.1 Summary of accounting policies and principles

The Company's audited financial statements as of and for the years ending 31 December 2019 and 2018 (the "**Financial Statements**"), attached hereto as Appendix 2 and Appendix 3 respectively, have been prepared in accordance with Norwegian Generally Accepted Accounting Principles ("**NGAAP**"). For further information on accounting policies and principles, please refer to Note 1 in the Company's audited financial statements for the year ending 31 December 2019.

6.2 Financial figures

6.2.1 Income Statement

The table below sets out selected data from the Company's audited income statement for the financial years ending 31 December 2018 and 2019. The table below also includes unaudited figures for the four month period ending 30 April 2020.

NOK	Four months ended 30 April	Year ended 31 December	
	2020	2019	2018
	(unaudited)	(audited)	(audited)
Revenue	-	29,692	70,758
Operating income	-	29,692	70,758
Cost of sales	2,821	51,896	142,490
Salaries and personnel costs	3,009,056	4,942,836	5,587,491
Capitalised salaries and personnel costs	-	-	(4,537,700)
Depreciation and amortisation	32,790	27,120	32,500
Other operating expenses	9,067,950	9,370,311	1,312,703
Total operating expenses	12,112,617	14,392,163	2,537,485
Operating profit (or loss)	(12,112,617)	(14,362,471)	(2,466,727)
Interest income	58,637	4,169	2,493
Other financial income	259	10,812	4,999
interest expenses	102,359	318,565	199,538
Other financial expenses	8,693	12,104	245
Net financial income/expenses (-)	(52,155)	(315,687)	(192,291)
Net income (loss (-) before taxes)	(12,164,772)	(14,678,158)	(2,659,018)
Tax expenses	-	-	-
Net income / loss (-)	(12,164,772)	(14,678,158)	(2,659,018)
Transfers			
Transferred from reserve premium account	12,164,772	14,678,158	2,659,018
Total transfers	(12,164,772)	(14,678,158)	(2,659,018)

6.2.2 Balance Sheet

The table below sets out selected data from the Company's audited statements of financial position as at 31 December 2018 and 2019. The table below also includes unaudited figures as at 30 April 2020.

NOK	As of 30 April	As of 31 December	
	2020	2019	2018
	(unaudited)	(audited)	(audited)
ASSETS			
Research and development	7,486,022	7,486,022	7,486,022
Concessions, patents, etc.	514,936	514,936	514,936
Total intangible assets	8,000,958	8,000,958	8,000,958
Property, plant & equipment	317,200	256,400	56,900
Total non-current assets	8,318,158	8,257,358	8,057,858
Accounts receivable	-	12,865	8,750
Other receivables	1,938,445	50,525,133	1,845,631
Total receivables	1,938,445	50,537,998	1,854,381
Cash and cash equivalents	55,316,265	8,014,384	168,745
Total current assets	57,254,711	58,552,382	2,023,126
TOTAL ASSETS	65,572,868	66,809,740	10,080,984
EQUITY & LIABILITIES			
Paid in equity			
Share capital	2,682,646	2,001,324	1,464,000
Premium reserve	51,026,612	4,325,159	408,641
Unregistered share capital increase	-	49,210,504	1,632,000
Total paid in equity	53,709,259	55,536,988	3,504,641
Liabilities			
Long term interest bearing debt	4,821,429	4,910,714	2,500,000
Total long term liabilities	4,821,429	4,910,714	2,500,000
Convertible loan	-	2,000,000	2,500,000
Current portion of long term interest bearing debt	-	-	164,208
Accounts payable	4,796,347	1,550,282	520,073
Trade, other payables and provisions	703,194	643,570	332,393
Other short term liabilities	1,542,640	2,168,186	559,670
Total short term liabilities	7,042,181	6,362,038	4,076,343
Total liabilities	11,863,610	11,272,752	6,576,343
TOTAL EQUITY & LIABILITIES	65,572,868	66,809,740	10,080,984

6.2.3 Cash Flow Statement

The table below sets out selected data from the Company's audited cash flow statements for the financial years ending 31 December 2018 and 2019. The table below also includes unaudited figures for the four month period ending 30 April 2020.

NOK	Four months ended 30 April	Year ended 31 December	
	2020	2019	2018
	(unaudited)	(audited)	(audited)
Cash flow from operating activities			
Pre-tax earnings	(12,164,772)	(14,678,158)	(2,659,018)
Depreciation & amortisation	32,790	27,120	32,500
Changes in accounts receivable	12,865	(4,115)	8,265
Changes in accounts payable	3,246,065	1,030,209	(96,737)
Other net change in working capital	46,020,765	2,450,697	1,044,027
Net cash flow from operating activities	37,147,713	(11,174,247)	(1,670,963)
Cash flow from investing activities			
Net investments in tangible fixed assets	(93,590)	(226,620)	-
Net investments in intangibles	-	-	(2,820,719)
Net cash flow from operating activities	(93,590)	(226,620)	(2,820,719)
Cash flow from financing activities			
Debt repayments	(89,285)	(753,494)	(400,000)
Debt drawings	-	2,500,000	2,664,208
Capital placement	10,337,043	17,500,000	1,632,000
Net cash flow from financing activities	10,247,758	19,246,506	3,896,208
Net change in cash	47,301,881	7,845,639	(595,474)
Cash at beginning of period	8,014,384	168,745	764,219
Cash at end of period	55,316,265	8,014,384	168,745

6.2.4 Changes in equity

Changes in equity is presented in the equity note of the financial statements as of and for the years ending on 31 December 2019 and 2018. An overview is included below.

NOK	Issued capital	Share premium	Other Equity	Unregistered capital increase	Total equity
Equity as of 1 January 2018	1,277,000	262,659	-	2,992,000	4,531,659
Capital increase 1.12.17	187,000	2,805,000	-	(2,992,000)	-
Capital increase 1.12.17	-	-	-	1,632,000	1,632,000

Transfers from share premium	-	(2,659,018)	2,659,018	-	-
Net income for the period	-	-	(2,659,018)	-	(2,659,018)
Equity as of 31 December 2018	1,464,000	408,641	-	1,632,000	3,504,641
Equity as of 1 January 2019	1,464,000	408,641	-	1,632,000	3,504,641
Capital increase 6.11.18	102,000	1,530,000	-	(1,632,000)	-
Capital increase 29.4.19	174,000	2,326,000	-	-	2,500,000
Capital increase 15.7.19	261,324	14,738,676	-	-	15,000,000
Capital increase 30.12.19	-	-	-	49,210,504	49,210,504
Transfers from share premium	-	(14,678,158)	14,678,158	-	-
Net income for the period	-	-	(14,678,158)	-	(14,678,158)
Equity as of 31 December 2019	2,001,324	4,325,159	-	49,210,504	55,536,988

6.3 Changes in financial or trading position

Other than Private Placement, there has been no significant change in the financial or trading position of the Company since 31 December 2019 and up to the date of this Admission Document.

6.4 Working Capital

As of the date of this Admission Document, the Company is of the opinion that the working capital available to the Company is sufficient for the Company's present requirements.

6.5 Auditor

The Company's auditor is Pricewaterhousecoopers AS ("**PwC**"), with registration number 987 009 713 and business address at Dronning Eufemias gate 71, N-0194 Oslo, Norway. PwC is a member of The Norwegian Institute of Public Accountants (Norwegian: "*Den Norske Revisorforeningen*"). PwC has been the Company's auditor throughout the period covered by financial information included in this Admission Document, and the audit reports for this period are included in the Financial Statements.

Other than mentioned above, PwC has not audited any of the information included in the Admission Document.

6.6 Legal and arbitration proceedings

The Company is not, 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 its financial position or profitability. The Company is not aware of any such proceedings which are pending or threatened.

6.7 Employees

The Company had 8 employees as at 31 December 2018, and 9 employees as at 31 December 2019. At the date of this Admission Document, the Company has 14 employees.

7 SHARES AND SHARE CAPITAL

This section includes a summary of certain information relating to ELOP's shares and certain shareholder matters, including summaries of certain provisions of applicable law in effect as of the date of this Admission Document. The mentioned summaries do not purport to be complete and is qualified in its entirety by the Company's Articles of Association and Norwegian law.

7.1 The Shares

As of the date of this Admission Document, ELOP has 70,302,922 shares outstanding, each with a par value of 0.05. The Shares have been created under the laws of Norway and are registered in book-entry form in the Norwegian Central Securities Depository (the "VPS") under the ISIN NO 0010864036. All the outstanding Shares are validly issued and fully paid. The Company has only one class of Shares. Each Share carries one vote and all Shares carry equal rights in all respects, including rights to dividends. All 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.

On 15 July 2020 the Merkur Market listing committee resolved to admit all of ELOP's Shares for listing on the Merkur Market. The first day of trading of the Shares on Merkur Market is expected to be on or about 17 July 2020 under the ticker code "ELOP-ME". The Company does not have securities listed on any stock exchange or other regulated market place.

The Company's registrar is Nordea Bank Abp, filial i Norge, with registered address Essendrops gate 7, N-0368 Oslo, Norway.

7.2 Share capital

As of the date of this Admission Document, the Company's share capital amounts to NOK 3,515,146.10 divided on 70,302,922 Shares, each with a par value of NOK 0.05.

The table below summarizes the development in the Company's share capital for the period covered by the Financial Statements and up to the date of the Admission Document:

Date of registration	Type of change	Change in share capital (NOK)	New share capital (NOK)	Subscription price (NOK/share)	Par value (NOK)	New total number of issued shares
1 February 2018	Share capital increase	187,000	1,464,000.00	16,000	1,000	1,464
14 February 2019	Share capital increase	102,000	1,566,000.00	16,000	1,000	1,566
1 July 2019	Share capital increase	174,000	1,740,000.00	14,367.81	1,000	1,740
31 July 2019	Share split (1:10,000)	-	1,740,000.00	-	0.10	17,400,000
26 August 2019	Share split (1:2)	-	1,740,000.00	-	0.05	34,800,000

16 September 2019	Share capital increase	261,324.05	2,001,324.05	2.87	0.05	40,026,481
28 January 2020	Share capital increase	563,049.25	2,564,373.30	4.37	0.05	51,287,466
14 February 2020	Share capital increase	118,272.80	2,682,646.10	4.37	0.05	53,652,922
16 July 2020	Share capital increase	832,500	3,515,146.10	6.00	0.05	70,302,922

7.3 Financial instruments

7.3.1 Warrants

7.3.1.1 Warrants issued to Gimle Invest AS and Middelborg Invest AS

The Company's General Meeting resolved to issue 600,000 warrants on 20 December 2019, divided as follows:

- 300,000 warrants to Gimle Invest AS
- 300,000 warrants to Middelborg Invest AS

Each warrant entitles the subscription of one share in the Company against a share subscription price of NOK 4.37 per share. The warrants are valid for two years following the resolution of the General Meeting. Any shares issued under the warrants shall have equal rights to other issued shares in the Company. The preferential rights of other shareholders shall be waived if the warrants are exercised.

7.3.1.2 Warrants issued to Storbrea AS

The Company issued 2,400,000 warrants to Storbrea AS on 20 December 2019. Each warrant entitles the subscription of one share in the Company against a share subscription price of NOK 3.75 per share. The warrants are valid for one year following the resolution of the General Meeting. Any shares issued under the warrants shall have equal rights to other issued shares in the Company. The preferential rights of other shareholders shall be waived if the warrants are exercised.

7.3.2 Share option agreement with the CEO

The Company entered into a share option agreement with the Company's CEO Kjersti Kanne on 20 January 2020, under which Kanne has been granted 300,000 options with effect from 15 September 2019 (the "Grant Date"). Each option includes a right to subscribe for one share in the Company, against a consideration of NOK 3.44 per share. The options are vested in three tranches for a period of 36 months following the Grant Date. All options will be vested immediately in the event of a change of control in the Company. Kanne may exercise the options within 5 years following the Grant Date. The Company's board of directors may resolve to terminate the options against a cash compensation to Kanne, equal to a fair market value.

7.4 Authorisations to increase the share capital

In the General Meeting held on 22 June 2020, the Board of Directors was granted authorisation to increase the share capital of the Company by up to an aggregate nominal value of NOK 1,341,323.05. The shareholders' preferential rights pursuant to section 10-4 of the Norwegian Private Companies Act may be set aside. The authorisation also covers share capital increases against non-cash contributions and the right to assume special obligations on behalf of the Company, as well as resolutions on mergers and demergers, cf. sections 13-5 and 14-6 (2) of the Norwegian Private Companies Act. The authorisation is valid until 22 June 2022, and replaces all previously granted authorisations to increase the Company's share capital.

7.5 Treasury shares

As of the date of this Admission Document, none of the Company's Shares are held by or on behalf of the Company.

7.6 Change of control

As of the date of this Admission Document, to the knowledge of the Company, there are no arrangements or agreements, which may at a subsequent date result in a change of control in the Company.

7.7 Private placement

7.7.1 Details of the Private Placement

On 2 July 2020, the Company completed a private placement (the "**Private Placement**") consisting of 16,650,000 new Shares at a subscription price of NOK 6.00 per Share.

The application period for the Private Placement took place on 2 July 2020 from 09:00 CEST to 18:00 CEST and notifications of allocation were issued on 3 July 2020.

The Private Placement resulted in an immediate dilution of approximately 23.7 % for shareholders of the Company who did not participate in the Private Placement.

7.7.2 Shareholdings

The share capital increase pertaining to the Private Placement was registered in the Norwegian Register of Business Enterprises on 16 July 2020. On 15 July 2020, the 20 largest shareholders of the Company were as set out in Section 7.8 ("Major shareholders").

7.7.3 Use of proceeds

The net proceeds from the Private Placement will be used to finance the Company's commercialization plan and for general corporate purposes.

7.7.4 Lock-up

In connection with the Private Placement, customary lock-up agreements have been entered into with the Company, members of management and the board of directors and certain larger shareholders, which,

subject to certain exceptions, restricts their ability to, without the prior written consent of the Managers, issue, sell or dispose of shares in the Company, as applicable. The Company has a lock-up of 6 months, the members of management, the chair of the board, Øivind Horpestad, and board members Ketil Skaget, Lars Nilsen and Erik Langaker have a lock-up of 12 months, shareholders Middelborg Invest AS, a company owned by board member Kristian Lundkvist, and Sogn Invest AS have a lock-up of 6 months. Certain other larger shareholders are subject to a lock-up of 6 months on their existing shareholdings.

7.8 Major shareholders

As of 15 July 2020, the Company had a total of 69 registered shareholders in the VPS and the 20 largest shareholders were as follows:

#	Shareholder	No. of Shares	Percentage
1	MELANDSØ INVEST AS	12,171,081	22.68
2	GIMLE INVEST AS	5,986,245	11.16
3	TIGERSTADEN AS	4,700,382	8.76
4	SOGN INVEST AS	4,192,066	7.81
5	ARCTIC FUNDS PLC	3,916,659	7.30
6	TIGERSTADEN MARINE AS	3,785,025	7.05
7	VESTLAND INVEST AS	2,288,330	4.27
8	LANI INVEST AS	2,288,330	4.27
9	SONGA TRADING INC	2,200,000	4.10
10	CARMELINA AS	1,000,000	1.86
11	SORA AS	886,320	1.65
12	TIGERSTADEN INVEST AS	828,000	1.54
13	OHR HOLDING AS	696,865	1.30
14	IBM Konsernpensjonskasse	660,000	1.23
15	NORWEGIAN RAIL CONSULTING AS	600,000	1.12
16	Guttis AS	550,000	1.03
17	STORBREA AS	507,182	0.95
18	SONGA AS	500,000	0.93
19	MARA CAPITAL AS	467,909	0.87
20	SIMEN THORSEN	463,487	0.86
TOP 20		48,687,881	90.75
OTHER		4,965,041	9.25
TOTAL		53,652,922⁹	100

⁹ Not including the 16,650,000 new Shares issued in the Private Placement.

7.9 Dividend and dividend policy

7.9.1 Dividends policy

As of the date of this Admission Document, the Company is in a development phase and will most likely not be in a position to pay dividends in the near future. There can be no assurance that in any given year a dividend will be proposed or declared, or if proposed or declared, that the dividend will be as contemplated by the policy.

In deciding whether to propose a dividend and in determining the dividend amount, the Board of Directors will take into account legal restrictions, as set out in Section 7.9.2 ("Legal and contractual constraints on the distribution of dividends") below, as well as capital expenditure plans, financing requirements and maintaining the appropriate strategic flexibility.

The Company has not paid any dividends during the financial years 2019 or 2018.

7.9.2 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 Private 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 Private Companies Act, the amount of dividends paid may not exceed the amount recommended by the Board of Directors.

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

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

Pursuant to the Norwegian Private 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 private 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 Private 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.

7.9.3 Manner of dividend payments

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 Nordea Bank Abp, filial i Norge (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) 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.

7.10 The Company's Articles of Association and Certain aspects of Norwegian corporate law

7.10.1 Articles of Association

Below is a summary of certain of the provisions of the Company's Articles of Association, which are attached as Appendix 1 to this Admission Document.

7.10.1.1 *Company name*

Pursuant to section 1 of the Articles of Association, the Company's name is ELOP AS.

7.10.1.2 *Objective of the Company*

Pursuant to section 2 of the Articles of Association, the objective of the Company is marketing, sale, purchase, development, production, distribution and service of products and services within measuring technique and data processing, and what is related thereto, including to participate in other companies with similar activities.

7.10.1.3 *Share capital and par value*

Pursuant to section 3 of the Articles of Association, the Company's share capital is NOK 3,515,146.10 divided on 70,302,922 Shares, each with a par value of NOK 0.05.

7.10.1.4 *The Board of Directors*

Pursuant to section 4 of the Articles of Association, the Company's Board shall consist of 1 to 5 Board Members, elected by the General Meeting.

7.10.1.5 *Restrictions on transfer of Shares*

Pursuant to section 8 of the Articles of Association, the transfer of Shares is not subject to the consent of the Board of Directors or rights of first refusal.

7.10.1.6 *Signatory right*

Pursuant to section 5 of the Articles of Association, the signatory right lies with the CEO and one Board Member jointly.

7.10.1.7 *General meetings*

Pursuant to section 6 of the Articles of Association, the Company's ordinary general meeting shall consider and decide the following matters:

- The annual report.
- The Company's income statement and balance sheet.
- Use of profits or loss in accordance with the balance sheet, and the question of declaration of dividends.
- Any other matter which under the law or the Articles of Association pertain to the General Meeting.

When documents pertaining to matters which shall be handled at the General Meeting have been made available for shareholders on the Company's website, the statutory requirement that the documents shall be distributed to shareholders does not apply. This is also applicable to documents which according to statutory law shall be included in or attached to the notice of the General Meeting. A shareholder may nonetheless demand to be sent such documents.

Further, the Company's communication with its shareholders can always take place electronically.

7.10.2 Certain aspects of Norwegian corporate law

7.10.2.1 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 seven days before the annual general meeting of a Norwegian private 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 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 10% 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.

7.10.2.2 Voting rights

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

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

In general, only a shareholder registered in 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.

7.10.2.3 Additional issuances and preferential rights

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

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

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

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

7.10.2.4 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 10% 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.

7.10.2.5 Rights of redemption and repurchase of shares

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

The Company may purchase its own Shares provided that the Board of Directors has been granted an authorisation to do so by a general meeting with the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at the meeting. The aggregate nominal value of treasury shares so acquired, and held by the Company must not lead to the share capital with deduction of the aggregate nominal of the holding of own shares is less than the minimum allowed share capital of NOK 30,000, 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.

7.10.2.6 Shareholder vote on certain reorganizations

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.

7.10.2.7 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.

7.11 Takeover bids and forced transfers of shares

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

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

8 NORWEGIAN TAXATION

*The following is a brief summary of certain Norwegian tax considerations relevant to the acquisition, ownership and disposition of Shares by holders that are residents of Norway for purposes of Norwegian taxation ("**resident or Norwegian shareholders**") and holders that are not residents of Norway for such purposes ("**non-resident or foreign shareholders**").*

The summary is based on applicable Norwegian laws, rules and regulations as at the date of this Admission Document. Such laws, rules and regulations may be subject to changes after this date, possibly on a retroactive basis for the same tax year. The summary is of a general nature and does not purport to be a comprehensive description of all tax considerations that may be relevant and does not address taxation in any other jurisdiction than Norway.

The summary does not concern tax issues for the Company and the summary only focuses on the shareholder categories explicitly mentioned below. Special rules may apply to shareholders who are considered transparent entities for tax purposes, for shareholders holding shares through a Norwegian permanent establishment and for shareholders that have ceased or cease to be resident in Norway for tax purposes.

Each shareholder, and specifically non-resident shareholders, should consult with and rely upon their own tax advisers to determine their particular tax consequences.

8.1 Taxation of dividends

8.1.1 Resident corporate shareholders

Dividends distributed from the Company to Norwegian corporate shareholders (i.e. limited liability companies and certain similar entities) are generally exempt from tax pursuant to the participation exemption method (Norwegian: "*Fritaksmetoden*"). However, 3% of such dividends are taxable as general income at a current rate of 22%, implying that dividends distributed from the Company to resident corporate shareholders are effectively taxed at a rate of 0.66%.

8.1.2 Resident personal shareholders

Dividends distributed from the Company to Norwegian personal shareholders are taxed as ordinary income at a current rate of 22% to the extent the dividends exceed a statutory tax-exempt allowance (Norwegian: "*Skjermingsfradrag*"). The tax basis is upward adjusted with a factor of 1.44 before taxation, implying that dividends exceeding the tax free allowance are effectively taxed at a rate of 31.68%.

The tax-exempt allowance is calculated and applied on a share-by-share basis. The allowance for each share equals the cost price of the share multiplied by a risk-free interest rate determined based on the interest rate on Norwegian treasury bills with three months maturity plus 0.5 percentage point, and adjusted downwards with the tax rate. The allowance one year is allocated to the shareholder owning the share on 31 December. Norwegian personal shareholders who transfer Shares during an income year will thus not be entitled to deduct any calculated allowance related to the transaction year. The Directorate of Taxes announces the risk free-interest rate in January the year after the income year.

Any part of the calculated allowance one year exceeding distributed dividend on a Share (excess allowance) can be carried forward and set off against future dividends (or capital gains) on the same Share (but may not be set off against taxable dividends / capital gains on other Shares). Furthermore, for the purpose of calculating the allowance the following years, any excess allowance is added to the cost price of the share and thereby included in the basis for the calculation of allowance the following years.

8.1.3 Non-resident shareholders

Dividends distributed from the Company to non-resident shareholders are in general subject to Norwegian withholding tax at a rate of currently 25%, unless otherwise provided for in an applicable tax treaty or the recipient is corporate shareholder tax resident within the European Economic Area (the "EEA") (ref. Section 8.1.4 below for more information on the EEA exemption). Norway has entered into tax treaties with approximate 80 countries. In most tax treaties the withholding tax rate is reduced to 15% or lower.

Shareholders, who have been subject to a higher withholding tax than applicable, may apply to the Central Office for Foreign Tax Affairs for a refund of the excess withholding tax.

If foreign shareholders are engaged in business activities in Norway, and their Shares are effectively connected with such business activities, dividends distributed on their Shares will generally be subject to the same taxation as that of Norwegian shareholders.

Foreign shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming refund of withholding tax.

8.1.4 Shareholders tax resident within the EEA

Dividends distributed from the Company to personal shareholders tax-resident within the EEA are upon request entitled to a deductible allowance. The shareholder shall pay the lesser amount of (i) withholding tax according to the rate in the applicable tax treaty or (ii) withholding tax at 25% after deduction of the tax-free allowance. Any excess allowance may be carried forward.

Dividends distributed from the Company to corporate shareholders tax resident within the EEA are exempt from Norwegian withholding tax, provided the shareholder is the beneficial owner of the Shares and genuinely established and performs genuine economic business activities within the EEA.

8.2 Taxation upon realization of shares

8.2.1 Resident corporate shareholders

For Norwegian corporate shareholders capital gains upon realization of Shares are generally exempt from tax. Losses are not deductible.

8.2.2 Resident personal Shareholders

For Norwegian personal shareholders capital gains upon realization of Shares are taxable as general income in the year of realization, and have a corresponding right to deduct losses that arise upon such realization. The tax liability applies irrespective of time of ownership and the number of Shares realized.

The tax rate for general income is currently 22%. The tax basis is adjusted upward with a factor of 1.44 before taxation/deduction, implying an effective taxation at a rate of 31.68%.

The taxable gain or loss is calculated per Share as the difference between the consideration received and the cost price of the Share, including any costs incurred upon acquisition or realization of the Share. Any unused allowance on a Share (see above) may be set off against capital gains on the same Share, but will not lead to or increase a deductible loss. I.e. any unused allowance exceeding the capital gain upon realization of the Share will be annulled. Any unused allowance on one Share may not be set off against gains on other Shares.

If a shareholder disposes of Shares acquired at different times, the Shares that were first acquired will be deemed as first disposed (the FIFO-principle) when calculating a taxable gain or loss.

Special exit tax rules apply for resident personal shareholders that cease to be tax resident in Norway.

8.2.3 Non-resident shareholders

Gains from realization of Shares by non-resident shareholders will not be subject to taxation in Norway unless (i) the Shares are effectively connected with business activities carried out or managed in Norway, or (ii) the Shares are held by an individual who has been a resident of Norway for tax purposes with unsettled/postponed exit tax.

8.3 Net wealth tax

Norwegian corporate shareholders are not subject to net wealth tax.

Norwegian personal shareholders are generally subject to net wealth taxation at a current rate of 0.85% on net wealth exceeding NOK 1,500,000. The general rule is that the Shares will be included in the net wealth with 65% of their proportionate share of the Company's calculated wealth tax value as of 1 January in the income year.

Non-resident shareholders are generally not subject to Norwegian net wealth tax, unless the Shares are held in connection with business activities carried out or managed from Norway.

8.4 Stamp duty / transfer tax

Norway does not impose any stamp duty or transfer tax on the transfer or issuance of Shares.

Norway does not impose any inheritance tax. However, the heir continues the giver's tax positions, including the input values, based on principles of continuity.

8.5 The Company's responsibility for the withholding of taxes

The Company is responsible for and shall deduct, report and pay any applicable withholding tax to the Norwegian tax authorities.

9 DEFINITIONS AND GLOSSARY

In the Admission Document, the following defined terms have the following meanings:

Admission Document	This Admission Document dated 17 July 2020
Admission to Trading	Admission to trading of ELOP's Shares on the Merkur Market
Articles of Association	The articles of association of the Company.
Arctic	Arctic Securities AS
Board Members	The members of the Board of Directors
Board or Board of Directors	The board of directors of the Company
CEO	The Company's chief executive officer
Code	Norwegian Code of Practice for Corporate Governance
Company or Elop	ELOP AS
EEA	The European Economic Area
EU	The European Union
Financial Statements	The Company's audited financial statements as of and for the years ending 31 December 2019 and 2018
Forward-looking statements	All statements other than historic facts or present facts, typically indicated by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," and similar
General Meeting	The Company's general meeting of shareholders
ISIN	International Securities Identification Number
Management	The Company's senior executive management team
Managers	Arctic Securities AS and Pareto Securities AS collectively, both also serving as Merkur Market Advisors to the Company
Merkur Market	A multilateral trading facility operated by Oslo Børs ASA
"ELOP-ME"	ELOP's ticker code on the Merkur Market
NDT	Non-Destructive Testing
NGAAP	Norwegian Generally Accepted Accounting Principles
NOK	Norwegian Kroner, the lawful currency of Norway
Non-resident or foreign shareholders	Shareholders who are not resident in Norway for tax purposes
Norwegian Private Companies Act	Norwegian Private Limited Liability Companies Act of 13 June 1997 no. 44
Pareto	Pareto Securities AS
Private Placement	The Private Placement completed by the Company on 2 July 2020
PwC	Pricewaterhousecoopers AS
Resident or Norwegian shareholders	Shareholders who are resident in Norway for tax purposes
Securities Trading Act	Securities Trading Act of 29 June 2007 no. 75 (<i>Norwegian</i> : "Verdipapirhandelloven")

Shares	The Company's shares, each with a par value of NOK 0.05.
SHM	Structural Health Monitoring
TIC	Testing, Inspection & Certification
VPS	The Norwegian Central Securities Depository (Norwegian: " <i>Verdipapirsentralen</i> ")
VPS Registrar	Nordea Bank Abp, filial i Norge

APPENDIX 1: ARTICLES OF ASSOCIATION

(Unofficial office translation)

ARTICLES OF ASSOCIATION

FOR

ELOP AS

(reg. no. 911 631 474)

(last amended 2 July 2020)

§ 1

The company's name is Elop AS.

§ 2

The purpose is marketing, sale, purchase, development, production, distribution and service of products and services within measuring technique and data processing, and what is related thereto, including to participate in other companies with similar activities.

§ 3

The company's share capital is NOK 3,515,146.10 divided on 70,302,922 shares, each with a par value of NOK 0.05.

The company's shares shall be registered in a securities register.

§ 4

The company's board of directors shall consist of from 1 - 5 members, as decided by the general meeting. At the same time, it shall be decided whether a deputy to the board of directors shall be elected.

The chair of the board of directors is elected through a separate vote at the general meeting. The chair of the board of directors and deputy is elected for one year. There shall be no restrictions with regards to re-election.

§ 5

The general manager and one board member jointly signs on behalf of the company.

§ 6

The company's ordinary general meeting shall consider and decide the following matters:

1. The annual report
2. The company's income statement and balance sheet
3. Use of profits or loss in accordance with the balance sheet, and the question of declaration of dividends.
4. Any other matter which under the law or the articles of association pertain to the general meeting.

However, the general meeting may only decide matters that have been stated explicitly in the notice of the general meeting, unless all of the company's shareholders give their consent. The general meeting is summoned with seven days' notice.

§ 7

When documents pertaining to matters which shall be handled at the general meeting have been made available for shareholders on the company's website, the statutory requirement that the documents shall be distributed to shareholders does not apply. This is also applicable to documents which according to law shall be included in or attached to the notice of the general meeting. A shareholder may nonetheless demand to be sent such documents.

The company's communication with its shareholders can always take place electronically.

§ 8

The transfer of shares of the company shall not be subject to a right of first refusal by other shareholders.

The transfer of shares is not subject to the consent of the board of directors.

§ 9

Otherwise, the from time to time applicable company legislation applies.

APPENDIX 2: AUDITED ANNUAL FINANCIAL STATEMENTS FOR 2019

ÅRSREGNSKAP

2019

ELOP AS

(org.nr. 911 631 474)

Resultatregnskap

Elop AS

Driftsinntekter og driftskostnader	Note	2019	2018
Salgsinntekt		29 692	70 758
Sum driftsinntekter		29 692	70 758
Varekostnad		51 896	142 490
Lønnskostnad	4, 7	4 942 836	5 587 491
Aktiverte lønnskostnader	9	0	-4 537 700
Avskrivning av driftsmidler og immaterielle eiendeler	2, 9	27 120	32 500
Annen driftskostnad	4, 7	9 370 311	1 312 703
Sum driftskostnader		14 392 163	2 537 485
Driftsresultat		-14 362 471	-2 466 727
Finansinntekter og finanskostnader			
Annen renteinntekt		4 169	2 493
Annen finansinntekt		10 812	4 999
Annen rentekostnad		318 565	199 538
Annen finanskostnad		12 104	245
Resultat av finansposter		-315 687	-192 291
Ordinært resultat før skattekostnad		-14 678 158	-2 659 018
Skattekostnad på ordinært resultat	6	0	0
Årets resultat		-14 678 158	-2 659 018
Overføringer			
Overført fra overkurs		14 678 158	2 659 018
Sum overføringer		-14 678 158	-2 659 018

Balanse

Elop AS

Eiendeler	Note	2019	2018
Anleggsmidler			
Immaterielle eiendeler			
Forskning og utvikling	9	7 486 022	7 486 022
Konsesjoner, patenter o.l.	8	514 936	514 936
Sum immaterielle eiendeler		8 000 958	8 000 958
Varige driftsmidler			
Driftsløsøre, inventar o.a. utstyr	2	256 400	56 900
Sum varige driftsmidler		256 400	56 900
Sum anleggsmidler		8 257 358	8 057 858
Omløpsmidler			
Fordringer			
Kundefordringer	1	12 865	8 750
Andre kortsiktige fordringer	7	1 314 629	1 845 631
Krav på innbetaling av aksjekapital og overkurs	3	49 210 504	0
Sum fordringer		50 537 998	1 854 381
Bankinnskudd, kontanter o.l.	5	8 014 384	168 745
Sum omløpsmidler		58 552 382	2 023 126
Sum eiendeler		66 809 740	10 080 984

Balanse

Elop AS

Egenkapital og gjeld	Note	2019	2018
Innskutt egenkapital			
Aksjekapital	3	2 001 324	1 464 000
Overkurs		4 325 159	408 641
Ikke registrert kapitalforhøyelse	3	49 210 504	1 632 000
Sum innskutt egenkapital		55 536 988	3 504 641
 Sum egenkapital	 10	 55 536 988	 3 504 641
 Gjeld			
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	11	4 910 714	2 500 000
Sum annen langsiktig gjeld		4 910 714	2 500 000
 Kortsiktig gjeld			
Konvertible lån		2 000 000	2 500 000
Gjeld til kredittinstitusjoner		0	164 208
Leverandørgjeld		1 550 282	520 073
Skyldig offentlige avgifter		643 570	332 393
Annen kortsiktig gjeld		2 168 186	559 670
Sum kortsiktig gjeld		6 362 038	4 076 343
 Sum gjeld		 11 272 752	 6 576 343
 Sum egenkapital og gjeld		 66 809 740	 10 080 984

Hamar, 01.07.2020
Styret i Elop AS

Øivind Omar Horpestad
styreleder

Kristian Gjertsen Lundkvist
styremedlem

Lars Nilsen
styremedlem

Erik Langaker
styremedlem

Ketil Melandsø Skaget
styremedlem

Kjersti Kanne
daglig leder

Kontantstrømoppstilling

Elop AS

	2019	2018
Kontantstrømmer fra operasjonelle aktiviteter		
Resultat før skattekostnad	-14 678 158	-2 659 018
Avskrivninger	27 120	32 500
Endring i kundefordringer	-4 115	8 265
Endring i leverandørgjeld	1 030 209	-96 737
Endring i andre tidsavgrensingsposter	2 450 697	1 044 027
Netto kontantstrøm fra operasjonelle aktiviteter	-11 174 247	-1 670 963
Kontantstrøm fra investeringsaktiviteter		
Utbetalinger ved kjøp av varige driftsmidler	-226 620	0
Utbetaling ved kjøp av immaterielle eiendeler	0	-2 820 719
Netto kontantstrøm fra investeringsaktiviteter	-226 620	-2 820 719
Kontantstrømmer fra finansieringsaktiviteter		
Netto innbetaling kassekreditt	0	164 208
Netto utbetaling kassekreditt	-164 208	0
Innbetalinger ved opptak av annen gjeld (korts./langs.)	2 500 000	2 500 000
Utbetalinger ved nedbetaling av annen gjeld (korts./langs.)	-589 286	-400 000
Innbetalinger av egenkapital	17 500 000	1 632 000
Netto kontantstrømmer fra finansieringsaktiviteter	19 246 506	3 896 208
Netto kontantstrøm for perioden	7 845 639	-595 474
Kontanter og kontantekvivalenter ved periodens begynnelse	168 745	764 219
Kontanter og kontantekvivalenter ved periodens slutt	8 014 384	168 745
Denne består av:		
Bankinnskudd m.v.	8 014 384	168 745
Ubenyttet driftskreditt utgjør i tillegg	1 000 000	835 792

Noter til regnskapet 2019

Note 1. Regnskapsprinsipper og virkning av prinsippendringer

Årsregnskapet er satt opp i samsvar med regnskapsloven og god regnskapsskikk for små foretak.

Selskapet planlegger overgang til IFRS fra 1.1.20. Dette forventes ikke å medføre endring av 2019 av vesentlig betydning.

Følgende regnskapsprinsipper er anvendt:

Salgsinntekter

Inntekter ved salg av varer og tjenester vurderes til virkelig verdi av vederlaget, netto etter fradrag for merverdiavgift, returer, rabatter og andre avslag. Inntektsføring ved salg av varer skjer på leveringstidspunktet. Tjenester inntektsføres etterhvert som de utføres.

Klassifisering av balanseposter

Eiendeler bestemt til varig eie eller bruk er klassifisert som anleggsmidler. Eiendeler som er knyttet til varekretsløpet er klassifisert som omløpsmidler. Fordringer klassifiseres som omløpsmidler hvis de skal tilbakebetales i løpet av ett år. For gjeld er analoge kriterier lagt til grunn. Første års avdrag på langsiktige fordringer og langsiktig gjeld klassifiseres likevel ikke som omløpsmiddel og kortsiktig gjeld

Varige driftsmidler

Varige driftsmidler balanseføres og avskrives lineært over driftsmidlenes forventede levetid dersom de har antatt levetid over 3 år og har en kostpris som overstiger kr 15 000. Vedlikehold av driftsmidler kostnadsføres løpende. Påkostninger eller forbedringer tillegges driftsmidlets kostpris og avskrives i takt med driftsmidlet. Skillet mellom vedlikehold og påkostning/forbedring regnes i forhold til driftsmidlets stand ved kjøp av driftsmidlet. Utgifter til leie av driftsmidler kostnadsføres. Forskuddsbetalinger balanseføres som forskuddsbetalt kostnad, og fordeles over leieperioden.

Nedskrivning av anleggsmidler

Ved indikasjon på at balanseført verdi av et anleggsmiddel er høyere enn virkelig verdi, foretas det test for verdifall. Testen foretas for det laveste nivå av anleggsmidler som har selvstendige kontantstrømmer. Hvis balanseført verdi er høyere enn både salgsverdi og gjenvinnbart beløp (nåverdi ved fortsatt bruk/eie), foretas det nedskrivning til det høyeste av salgsverdi og gjenvinnbart beløp. Tidligere nedskrivninger, med unntak for nedskrivning av goodwill, reverseres hvis forutsetningene for nedskrivningen ikke lenger er til stede.

Varebeholdninger

Varer er vurdert til det laveste av anskaffelseskost og virkelig verdi.

Kundefordringer

Kundefordringer og andre fordringer er oppført i balansen til pålydende etter fradrag for avsetning til forventet tap. Avsetning for tap gjøres på grunnlag av individuelle vurderinger av de enkelte fordringene. I tillegg gjøres det for øvrige kundefordringer en uspesifisert avsetning for å dekke antatt tap

FoU

Elop AS aktiverer direkte prosjekterelaterte kostnader vedr. innleide tjenester fra godkjent FoU-institusjon samt andre innleide tjenester. Elop AS har også valgt å aktivere direkte registrerte lønnskostnader, samt direkte reise- og diettkostnader på FoU prosjekter som immaterielle eiendeler. FoU-aktiviteter i form av forskning og testing som ikke gir konkrete verdier, kostnadsføres som lønn og andre driftskostnader.

Noter til regnskapet 2019

Offentlig tilskudd

Offentlig tilskudd behandles etter nettometoden og bokføres som direkte reduksjon av resultatførte eller aktiverte kostnader ut fra tilhørende kostnader.

Skatt

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt/utsatt skattefordel er beregnet med 22 % på grunnlag av midlertidige forskjeller mellom regnskapsmessige og skattemessige verdier, samt eventuelt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet.

Oppføring av utsatt skattefordel på netto skattereduserende forskjeller som ikke er utlignet og underskudd til fremføring, er begrunnet med antatt fremtidig inntjening. Utsatt skattefordel som kan balanseføres og utsatt skatt oppføres netto i balansen. I samsvar med GRS for små foretak kan utsatt skattefordel unnlates balanseført. Dette alternativet er valgt, slik at utsatt skatt er null og utsatt skattefordel er ikke ført opp som en eiendel.

Endring av regnskapsprinsipp

Det har ikke vært noen endring i regnskapsprinsipp.

Note 2. Varige driftsmidler

	Inventar og utstyr	Bygnings- messig innredning	Goodwill	Sum
Anskaffelseskost 01.01	74 837	65 000	350 000	489 837
Tilgang	226 620	0	0	226 620
Tilskudd	0	0	0	0
Avgang	0	0	0	0
Anskaffelseskost 31.12	301 457	65 000	350 000	716 457
Akkumulerte avskrivninger 31.12	82 057	28 000	350 000	460 057
Bokført verdi pr. 31.12	219 400	37 000	0	256 400
Årets avskrivninger	20 120	7 000	0	27 120
%-sats årets avskr.	20-33 %	I takt med leiekontr.	20 %	

Noter til regnskapet 2019

Note 3. Antall aksjer, aksjeeiere m.v.

Aksjekapitalen består av 40.026.481 aksjer pålydende kr 0,05.

Følgende aksjonærer eier over 5 %:

Melandsø Invest AS	14.611.947 aksjer (36,5%)	Eid av styremedlem K.M. Skaget
Middelborg Invest AS	7.410.034 aksjer (18,5%)	Eid av styremedlem K.G. Lundkvist
Gimle Invest AS	5.210.657 aksjer (13,0%)	Eid av styreleder Ø. Horpestad
Sogn Invest AS	4.642.683 aksjer (11,6%)	
Songa Trading Inc	2.870.000 aksjer (7,2%)	
Tigerstaden Marine AS	2.219.603 aksjer (5,5%)	

I tillegg er det vedtatt kapitalutvidelse 30.12.19 med kr 49.210.45 inkl. overkurs. Dette er ikke registrert i Foretaksregisteret pr. 31.12.19 og er derfor bokført som ikke registrert kapitalforhøyelse i årsregnskapet.

Note 4. Ansatte, godtgjørelse, lån til ansatte m.v.

Lønnskostnader	2019	2018
Lønninger	5 104 864	4 647 897
Arbeidsgiveravgift	772 867	693 744
Øvrige personalkostnader	399 105	245 851
Tilskudd	-1 334 000	0
Sum	4 942 836	5 587 491

Antall årsverk: 7,8

Ytelser til ledende personer	Daglig Leder	Styret
Lønninger	779 864	166 667
Pensjonskostnader	0	0
Annen godtgjørelse	1 146	0
Sum	781 010	166 667

Det er ikke ytet lån eller sikkerhetstillelse til ledende personer, aksjeeiere m.v.

Obligatorisk Tjenestepensjon:

Selskapet er pliktig til å ha tjenestepensjonsordning etter lov om obligatorisk tjenestepensjon. Selskapet har pensjonsordning som oppfyller kravene etter denne lov.

Revisor:

Kostnadsført revisjonshonorar for 2019 utgjør kr 75.000 ekskl. mva., honorar for andre attestasjonstjenester utgjør kr 55.000 ekskl. mva. og konsulentbistand kr 56.500 ekskl. mva.

Noter til regnskapet 2019

Note 5. Bundne midler / trekkrettigheter

Av selskapets bankinnskudd er kr 313.469 bundne skattetrekksmidler.
Ubenyttet kassekreditt utgjør pr. 31.12.19 kr 1.000.000.

Note 6. Skattekostnad

Årets skattekostnad består av:

Betalbar skatt	0
Endring utsatt skatt	0
Netto skattekostnad	0

Utsatt skatt:

	31.12.19	31.12.18	Endring
Netto grunnlag	-25 594 412	-8 948 306	-16 646 106
Utsatt skattefordel	-5 630 771 22%	-1 968 627 22%	-3 662 144

Alle midlertidige forskjeller kan utlignes og dette er gjennomført i beregningen av utsatt skatt. I samsvar med GRS for små foretak kan utsatt skattefordel unnlates balanseført. Dette alternativet er valgt, slik at utsatt skatt er null og utsatt skattefordel er ikke ført opp som en eiendel. Årets bokførte endring i utsatt skatt er derfor null.

Note 7. Offentlige tilskudd

Elop AS har i 2019 mottatt kr 75.000 i tilskudd fra Norges Forskningsråd. Dette er bokført som reduksjon av andre driftskostnader.

Elop AS mottok i 2018 tilsagn fra Regionale Forskningsfond på kr 3.097.000.
Mottatt beløp i 2019, kr 1.665.023, er bokført som reduksjon av lønnskostnader og andre driftskostnader

Elop AS har mottatt kr 500.000 i tilskudd fra Innovasjon Norge AS i 2019. Dette er bokført som reduksjon av lønnskostnader og andre driftskostnader.

Beregnet tilskudd via Skattefunn for 2019 utgjør kr 301.233. Dette er bokført som reduksjon av lønnskostnader og andre driftskostnader. Skattefunn utbetales i forbindelse med skatteoppgjøret for 2019 og er bokført som kortsiktig fordring.

Noter til regnskapet 2019

Note 8. Patenter

Balanseført verdi av patenter utgjør kr 514.936. Dette er patentkostnader vedr. patentsøknader som er under behandling. Kostnadene er identifiserbare og forventes å representere fremtidige økonomiske fordeler. Behandling av patentsøknader både i Norge og internasjonalt tar lang tid, i de fleste tilfeller flere år før det gis endelig avgjørelse. Ettersom patentsøknadene foreløpig ikke er godkjent og det heller ikke har medført inntekter enda, er det ikke foretatt avskrivninger i 2019

Note 9. Forskning og Utvikling

Kjøpt FoU

I mars 2013 kjøpte Elop AS virksomheten til Elop-Dolphiscan AS. Dette inkluderte aktiverte Forskning- og Utviklingskostnader. Elop –Dolphiscan AS utviklet kamerabasert kvalitetskontroll i løpende produksjonsprosesser med automatisk detektering og utsortering av feil. Merking, datafangst og data håndtering er et annet hovedområde. Kjøpesum utgjorde kr 300.000 og ble avskrevet lineært over 4 år.

Egenutviklet FoU

Elop AS forsker og utvikler et instrument for NDI (None Destructive Inspection) av betong. Elop AS har valgt å aktivere direkte registrerte lønnskostnader, prosjekterelaterte kostnader vedr. innleide tjenester fra godkjente FoU-institusjoner og andre samarbeidspartnere i tillegg til direkte reise- og diettkostnader på FoU-prosjekter som immateriell eiendel. Aktiverte kostnader er redusert med tilskudd fra Innovasjon Norge AS, Regionale Forskningsfond, Forskningsrådet, Horizon 2020 SMB gjennom EU-kommisjon og Skattefunn.

I 2019 har utført arbeid vært mer forskningsnært. En del av innsatsen har også vært knyttet til test av produktet i ulike miljøer. Det er vanskelig å konkretisere den reelle kommersielle verdien av dette. Det er derfor ikke aktivert noe i 2019.

Det legges til grunn at samlet forventet inntjening av aktivert forskning og utvikling motsvarer medgåtte samlede utgifter.

Egenutviklet FoU er hittil ikke avskrevet pga.at den pr. 31.12.19 fortsatt er under utvikling.

Prosjekt nr.	NDI-instrument	Kamera-basert kvalitets-kontroll	Sum
Bokført verdi pr. 1.1.	7 486 022	300 000	7 786 022
Kostnader	0	0	0
Tilskudd	0	0	0
Skattefunn	0	0	0
Netto aktivert	7 486 022	300 000	7 786 022
Akkumulerte avskrivninger	0	300 000	300 000
Bokført verdi 31.12.	7 486 022	0	7 486 022
Årets avskrivninger %	0	0 20 %	0

Noter til regnskapet 2019

Note 10. Egenkapital

	Aksje- Kapital	Overkurs	Annen Egenkap.	Ikke reg. kapital- forhøyelse	Sum
Egenkapital 1.1.19	1 464 000	408 641		1 632 000	3 504 641
Kapitalutvidelse 6.11.18	102 000	1 530 000		-1 632 000	0
Kapitalutvidelse 29.4.19	174 000	2 326 000			2 500 000
Kapitalutvidelse 15.7.19	261 324	14 738 676			15 000 000
Kapitalutvidelse 30.12.19				49 210 504	49 210 504
Overført fra overkurs		-14 678 158	14 678 158		0
Årets resultat			-14 678 158		-14 678 158
Egenkapital 31.12.19	2 001 324	4 325 159	0	49 210 504	55 536 988

Note 11. Gjeld, pantstillelser og garantier

Andel gjeld som forfaller til betaling etter mer enn 5 år: kr 1.875.000.

Pantstillelser og lignende:

Pantstillelse og lignende	Gjeld sikret ved pant	Eiendeler stillet som sikkerhet	Balanseført verdi pant
Gjeld til kredittinstitusjoner	4 910 714	Kunder Varige driftsmidler Immaterielle eiendeler	12 865 256 400 8 000 958

Kundefordringer er i tillegg stillet som sikkerhet for grense på kassekreditt på kr 1.000.000

Note 12. Hendelser etter balansedagen

Utbruddet av koronavirus er i årsregnskapet for 2019 behandlet som en hendelse etter balansedagen og påvirker ikke regnskapet for 2019. Viruset medfører økt usikkerhet og risiko, men dette har foreløpig ikke påvirket selskapet i vesentlig grad. Det er usikkerhet om viruset vil medføre utsettelse i etterspørsel, lavere aktivitet og større sykefravær videre i 2020. Myndighetspålagte bestemmelser kan medføre vanskeligheter med å gjennomføre planlagte aktiviteter.

Den vedtatte emisjonen på kr 49.210.504 ble registrert 28. januar 2020. Samtidig ble det da foretatt en rettet emisjon mot eksisterende aksjonærer på kr 10.337.043. Denne emisjonen er registrert 14.2.20

Årsregnskap

Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
Nilsen, Lars	BANKID_MOBILE	2020-07-02 15:45
Horpestad, Øivind Omar	BANKID	2020-07-02 20:36
Langaker, Erik	BANKID	2020-07-01 22:18
Skaget, Ketil Melandsø	BANKID	2020-07-01 10:04
Lundkvist, Kristian Gjertsen	BANKID	2020-07-02 14:15
Kanne, Kjersti	BANKID_MOBILE	2020-07-01 08:26

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Årsberetning 2019

STYRETS ÅRSBERETNING OG REGNSKAP FOR 2019

1 JULI 2020

Styrets årsberetning for regnskapsåret 2019.

ELOP AS

Org. nr. 911 631 474

Innledning

ELOP er et teknologiselskap som siden etableringen i 2013 har utviklet og patentert teknologi basert på ultralyd som 'ser' inn i et konstruksjonsmateriale for å identifisere eventuelle skader og svakheter. Denne løsningen benyttes for ikke-destruktive inspeksjoner for å kartlegge tilstanden til konstruksjoner som bruer, bygg og annen kritisk infrastruktur. Informasjonen som samles inn ved hjelp av instrumentet er en beslutningsstøtte for brukere av verktøyet og eiere av strukturene når de skal vurdere tilstand og mulige investeringer og tiltak for å kunne sikre kontinuerlig tilgang og bruk.

I løpet av 2019 har virksomheten beveget seg fra å være i en ren utviklingsfase til kommersialisering. Samtidig økes fokus og aktiviteter for å videreutvikle digitale løsninger og tjenester for vedlikehold av konstruksjoner basert på innsamlede data fra ultralyd-verktøyet.

Interessen for selskapet har gjennom 2019 vært stor, og i løpet av året ble det gjennomført 2 rettede emisjoner som til sammen tilførte selskapet NOK 17 500 000 i egenkapital. I tillegg ble det vedtatt ytterligere en kapitalutvidelse på NOK 49 210 504 den 30.12.2019, som ble registrert først i 2020. Selskapet er i tillegg blitt registrert i Verdipapir sentralen gjennom Euronext VPS. Dette forenkler oversikt og behandling av egne aksjonærer, samt gjør det mulig for selskapet å registrere seg ved en elektronisk handelsplass.

Selskapet har etablert viktige samarbeidsavtaler med norske og internasjonale industrielle aktører som en del av kommersialiseringen, og organisasjonen videreutvikles med tanke på kompetanse og kapasitet for å understøtte fremtidig vekst.

Øivind Omar Horpestad kom inn som ny styreleder og interimleder for selskapet fra 1.juli etter selskapets grunnlegger Terje Melandsø. Fra 16.september tiltrådte Kjersti Kanne som daglig leder.

Virksomhetens forretningssted er Hamar. I tillegg er det etablert et Oslo-kontor fra siste halvdel av 2019.

Årsregnskapet – fortsatt drift

Styret mener at årsregnskapet gir et rettviseende bilde av ELOP og selskapets eiendeler og gjeld, finansielle stilling og resultat. Selskapets regnskap er avlagt under forutsetning av fortsatt drift og styret bekrefter at forutsetningene er til stede.

Utvikling i resultat og balanse

Selskapet er i en utviklings og tidlig kommersialiseringsfase og hadde begrensede inntekter i 2019 på NOK 29 692, og da kun relatert til leverte timer til ekstern rådgivning.

Ordinært resultatet endte på NOK – 14 392 158, Lønnskostnader utgjorde NOK 4 942 836 og andre driftskostnader utgjorde 9 370 310.

Selskapet mottok videre offentlige tilskudd på NOK 2 541 256 fra henholdsvis Innovasjon Norge, Regionale Forskningsfond, Norges Forskningsråd, og Skattefunn ordningen. Disse er ført mot reduksjon av lønn og andre driftskostnader

Resultatet er en nedgang fra NOK – 2 659 018 i 2018.

Økningen i Andre kostander fra 2018 er et resultat av at selskapet har økt ambisjonene ift ferdigstilling og kommersialisering av produktene. Det har blitt produsert 5 enheter av selskapet hovedprodukt til bruk i test og pilotering mot kunder. Selskapet har leid inn ressurser for å styrke funksjoner innen teknologi, økonomi, jus, IT, salg og marked, i en fase hvor man aktivt rekrutterer for å dekke dette behovet med interne ressurser. Det har også blitt arbeidet tett med leverandører for å finne effektive løsninger for produksjon.

Balansen styrket seg betydelig i 2019 gjennom 2 kapitalutvidelser på til sammen NOK 17 500 000, som også brakte inn nye aksjonærer. Mot slutten av året ble det vedtatt ytterligere en kapitalutvidelse mot en ny investorgruppe på NOK 49 210 504. Denne ble registrert først i januar 2020. I løpet av året ble det gjennomført en aksjesplitt på 1/20 000 fra pålydende NOK 1000 til pålydende NOK 0,05. Det er 40.026.481 utestående aksjer i selskapet fordelt på 31 aksjonærer.

Selskapet har bokførte verdier på NOK 66 809 740. av dette er tidligere aktivert forskning og utvikling på NOK 7 486 022. Omløpsmidler utgjør NOK 58 552 382 hvorav bankinnskudd og fordring på ikke registrert aksjekapital utgjør NOK 57 224 888

Selskapet har gjeldsforpliktelser på NOK 11 272 752. Langsiktig gjeld utgjør NOK 4 910 714 fordelt på to lån til Innovasjon Norge. Kortsiktige forpliktelser er på totalt 6 362 038. Dette inkluderer forfalt gjeld til tidligere aksjonær Terje Melandsø på 2 000 000.

Egenkapitalen var dermed ved årsslutt NOK 55 536 988 inkludert den ikke registrerte kapitalforhøyelsen.

Netto kontantstrøm for virksomheten var på NOK 7 845 639. Operasjonelle aktiviteter ga en negativ kontantstrøm på NOK – 11 147 247, mens finansielle aktiviteter tilførte NOK 19 246 506. Det ble investert i varige driftsmidler for NOK 226 620.

Forsknings- og utviklingsaktiviteter

Selskapet virksomhet har primært vært knyttet til utvikling og ferdigstilling av sin patenterte teknologi for å innsisere betong konstruksjoner. I løpet av 2019 har fokus vært å få en «working» prototype av enheten som kunne testes i markedet sammen med kunder. 5 modeller av den første prototypen ble satt i produksjon. I tillegg ble det arbeidet med en studie av neste generasjon produkter rettet mot kompositt materialer. En del av innsatsen har også vært knyttet til test av produktet i ulike miljøer. Det er vanskelig å konkretisere den direkte kommersielle verdien av dette. Det er derfor ikke aktivert FOU kostnader i 2019.

Arbeidsmiljø og likestilling

Styret vurderer det generelle arbeidsmiljøet som tilfredsstillende. Det har ikke vært skader eller ulykker hvor selskapets ansatte har vært involvert. Ved arbeid utenom bedriften følger de ansatte de vernetiltak som er fastsatt av den enkelte bedrift.

Selskapet har som mål å ha et miljø med bred sammensetning av ansatte med ulik bakgrunn og nasjonalitet av begge kjønn, der det råder full likestilling. Styret og ledelsen ser stor verdi i å fortsette å bygge en organisasjon basert på mangfold, og å fremme like muligheter for alle ansatte. Pr. 31.12.2019 er det faste 8 ansatte, og av disse er det 5 menn og 3 kvinner.

Sykefraværet i selskapet var på 2,67%. Dette skyldes primært en langtids sykemelding. Det er ikke avdekket forhold som skulle tilsi at sykefraværet skyldes forhold på arbeidsplassen.

Ytre miljø

ELOP driver ikke virksomhet eller selger produkter og tjenester som forurensrer det ytre miljø. Utstyr som brukes i forbindelse med selskapets forsknings- og utviklingsaktiviteter blir behandlet i samsvar med gjeldende forskrifter.

Utbytte

Det vedtas ikke utbytte for 2019

Harmar 1. juli 2020
Styret i Elop AS

Øivind Omar Horpestad
Styreleder

Kristian Gjertsen Lundkvist
Styremedlem

Lars Nilsen
Styremedlem

Erik Langaker
Styremedlem

Ketil Melandsø Skaget
Styremedlem

Kjersti Kanne
Daglig leder

Årsberetning

Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
Langaker, Erik	BANKID	2020-07-02 18:16
Horpestad, Øivind Omar	BANKID	2020-07-02 20:36
Lundkvist, Kristian Gjertsen	BANKID	2020-07-02 23:08
Nilsen, Lars	BANKID_MOBILE	2020-07-02 19:02
Skaget, Ketil Melandsø	BANKID	2020-07-02 20:05
Kanne, Kjersti	BANKID_MOBILE	2020-07-02 21:14

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ERKLÆRING FRA STYRET OG DAGLIG LEDER I ELOP AS

Vi bekrefter at årsregnskapet for perioden 1. januar til 31. desember 2019, etter vår beste overbevisning, er utarbeidet i samsvar med regnskapslovens bestemmelser og god regnskapsskikk, og at opplysningene i regnskapet gir et rettviseende bilde av selskapets eiendeler, gjeld, finansielle stilling og resultat som helhet.

Vi bekrefter at årsberetningen gir en rettviseende oversikt over utviklingen, resultatet og stillingen til foretaket, sammen med en beskrivelse av de mest sentrale risiko- og usikkerhetsfaktorer foretaket står ovenfor.

1. juli 2020.

Øivind Horpestad
Styrets leder

Ketil Skaget
Styremedlem

Kristian Lundkvist
Styremedlem

Lars Nilsen
Styremedlem

Erik Langaker
Styremedlem

Kjersti Kanne
Daglig leder

Erklæring

Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
Kanne, Kjersti	BANKID_MOBILE	2020-07-02 21:16
Nilsen, Lars	BANKID_MOBILE	2020-07-02 19:51
Skaget, Ketil Melandsø	BANKID	2020-07-02 20:05
Horpestad, Øivind Omar	BANKID	2020-07-02 20:36
Lundkvist, Kristian Gjertsen	BANKID	2020-07-02 23:08
Langaker, Erik	BANKID	2020-07-02 22:56

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Til generalforsamlingen i Elop AS

Uavhengig revisors beretning

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert Elop AS' årsregnskap som består av balanse per 31. desember 2019, resultatregnskap og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening er det medfølgende årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2019, og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

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

Øvrig informasjon

Ledelsen er ansvarlig for øvrig informasjon. Øvrig informasjon omfatter informasjon i årsrapporten bortsett fra årsregnskapet og den tilhørende revisjonsberetningen.

Vår uttalelse om revisjonen av årsregnskapet dekker ikke øvrig informasjon, og vi attesterer ikke den øvrige informasjonen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese øvrig informasjon med det formål å vurdere hvorvidt det foreligger vesentlig inkonsistens mellom øvrig informasjon og årsregnskapet, kunnskap vi har opparbeidet oss under revisjonen, eller hvorvidt den tilsynelatende inneholder vesentlig feilinformasjon.

Dersom vi konkluderer med at den øvrige informasjonen inneholder vesentlig feilinformasjon er vi pålagt å rapportere det. Vi har ingenting å rapportere i så henseende.

Styrets og daglig leders ansvar for årsregnskapet

Styret og daglig leder (ledelsen) er ansvarlig for å utarbeide årsregnskapet i samsvar med lov og forskrifter, herunder for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik internkontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avvirket.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

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

For videre beskrivelse av revisors oppgaver og plikter vises det til:
<https://revisorforeningen.no/revisjonsberetninger>

Uttalelse om andre lovmessige krav

Konklusjon om årsberetningen

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, mener vi at opplysningene i årsberetningen om årsregnskapet og forutsetningen om fortsatt drift er konsistente med årsregnskapet og i samsvar med lov og forskrifter.

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

Andre forhold

Denne beretning erstatter tidligere avgitt beretning, datert 07.05.2020. Styret har valgt å avlegge nytt årsregnskap som inkluderer kontantstrømoppstilling og årsberetning. Ellers er det ingen endringer fra årsregnskap avlagt 07.05.2020.

Lillehammer, 3. juli 2020
PricewaterhouseCoopers AS



Pål Bakke
Statsautorisert revisor

APPENDIX 3: AUDITED ANNUAL FINANCIAL STATEMENTS FOR 2018



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2018 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	911 631 474
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	ELOP AS
Forretningsadresse:	Nordvikvegen 50 2316 HAMAR

Regnskapsår

Årsregnskapets periode:	01.01.2018 - 31.12.2018
-------------------------	-------------------------

Konsern

Morselskap i konsern:	Nei
-----------------------	-----

Regnskapsregler

Regler for små foretak benyttet:	Ja
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Terje Melandsø
Dato for fastsettelse av årsregnskapet:	05.06.2019

Grunnlag for avgivelse

År 2018: Årsregnskapet er elektronisk innlevert
År 2017: Tall er hentet fra elektronisk innlevert årsregnskap fra 2018

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 27.05.2020



Resultatregnskap

Beløp i: NOK	Note	2018	2017
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		70 758	56 348
Sum inntekter		70 758	56 348
Kostnader			
Varekostnad		142 490	73 388
Lønnskostnad	4, 9	1 049 791	614 228
Avskrivning på varige driftsmidler og immaterielle eiendeler	2, 9	32 500	92 012
Annen driftskostnad	4	1 312 703	1 343 852
Sum kostnader		2 537 485	2 123 480
Driftsresultat		-2 466 727	-2 067 133
Finansinntekter og finanskostnader			
Annen renteinntekt		2 493	774
Annen finansinntekt		4 999	5 625
Sum finansinntekter		7 492	6 399
Annen rentekostnad		199 538	94 813
Annen finanskostnad		245	1 801
Sum finanskostnader		199 783	96 614
Netto finans		-192 291	-90 215
Ordinært resultat før skattekostnad		-2 659 018	-2 157 347
Skattekostnad på ordinært resultat	6		
Ordinært resultat etter skattekostnad		-2 659 018	-2 157 347
Årsresultat		-2 659 018	-2 157 347
Årsresultat etter minoritetsinteresser		-2 659 018	-2 157 347
Totalresultat		-2 659 018	-2 157 347
Overføringer og disponeringer			



Resultatregnskap

Beløp i: NOK	Note	2018	2017
Overføring til/fra fond		-2 659 018	-2 157 347
Sum overføringer og disponeringer		-2 659 018	-2 157 347



Balanse

Beløp i: NOK	Note	2018	2017
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Forskning og utvikling	7, 9	7 486 022	4 837 403
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	7, 8	514 936	342 836
Goodwill	2		12 000
Sum immaterielle eiendeler		8 000 958	5 192 239
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	2	56 900	77 400
Sum varige driftsmidler		56 900	77 400
Sum anleggsmidler		8 057 858	5 269 639
Omløpsmidler			
Varer			
Sum varer	1		
Fordringer			
Kundefordringer	1, 10	8 750	17 015
Andre fordringer	7, 10	1 845 631	2 861 536
Sum fordringer		1 854 381	2 878 551
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	5	168 745	764 219
Sum bankinnskudd, kontanter og lignende		168 745	764 219
Sum omløpsmidler		2 023 126	3 642 771
SUM EIENDELER		10 080 984	8 912 410

BALANSE - EGENKAPITAL OG GJELD

Egenkapital



Balanse

Beløp i: NOK	Note	2018	2017
Innskutt egenkapital			
Selskapskapital	3	1 464 000	1 277 000
Overkurs		408 641	262 659
Annen innskutt egenkapital	11, 3	1 632 000	2 992 000
Sum innskutt egenkapital		3 504 641	4 531 659
 Sum egenkapital	 11	 3 504 641	 4 531 659
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	12	2 500 000	2 500 000
Sum annen langsiktig gjeld		2 500 000	2 500 000
 Sum langsiktig gjeld		 2 500 000	 2 500 000
Kortsiktig gjeld			
Konvertible lån	10	2 500 000	400 000
Gjeld til kredittinstitusjoner		164 208	
Leverandørgjeld	10	520 073	616 810
Skyldige offentlige avgifter		332 393	350 508
Annen kortsiktig gjeld	10	559 670	513 433
Sum kortsiktig gjeld		4 076 343	1 880 751
 Sum gjeld		 6 576 343	 4 380 751
 SUM EGENKAPITAL OG GJELD		 10 080 984	 8 912 410



Til generalforsamlingen i Elop AS

Uavhengig revisors beretning

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert Elop AS' årsregnskap som består av balanse per 31. desember 2018, resultatregnskap for regnskapsåret avsluttet per denne datoen og noter til regnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening er det medfølgende årsregnskapet av gitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2018, og av dets resultater for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

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

Styrets og daglig leders ansvar for årsregnskapet

Styret og daglig leder (ledelsen) er ansvarlig for å utarbeide årsregnskapet i samsvar med lov og forskrifter, herunder for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik internkontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avvirket.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

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

PricewaterhouseCoopers AS, Storgt. 121, Postboks 494, NO-2603 Lillehammer

T: 02316, org. no.: 987 009 713 MVA, www.pwc.no

Stats autoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



Uavhengig revisors beretning - Elop AS

For videre beskrivelse av revisors oppgaver og plikter vises det til:
<https://revisorforeningen.no/revisjonsberetninger>

Uttalelse om andre lovmessige krav

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendige i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

Lillehammer, 5. juni 2019

PricewaterhouseCoopers AS

Pål Bakke
Statsautorisert revisor



ÅRSREGNSKAP

2018

ELOP AS
(org.nr. 911 631 474)



Resultatregnskap

Elop AS

Driftsinntekter og driftskostnader	Note	2018	2017
Salgsinntekt		70 758	56 348
Sum driftsinntekter		70 758	56 348
Varekostnad		142 490	73 388
Lønnskostnad	4	5 587 491	5 096 328
Aktiverte lønnskostnader	9	-4 537 700	-4 482 100
Avskrivning av driftsmidler og immaterielle eiendeler	2, 9	32 500	92 012
Annen driftskostnad	4	1 312 703	1 343 852
Sum driftskostnader		2 537 485	2 123 480
Driftsresultat		-2 466 727	-2 067 133
Finansinntekter og finanskostnader			
Annen renteinntekt		2 493	774
Annen finansinntekt		4 999	5 625
Annen rentekostnad		199 538	94 813
Annen finanskostnad		245	1 801
Resultat av finansposter		-192 291	-90 215
Ordinært resultat før skattekostnad		-2 659 018	-2 157 347
Skattekostnad på ordinært resultat	6	0	0
Årets resultat		-2 659 018	-2 157 347
Overføringer			
Overført fra overkurs		2 659 018	2 157 347
Sum overføringer		-2 659 018	-2 157 347



Balanse

Elop AS

Eiendeler	Note	2018	2017
Anleggsmidler			
Immaterielle eiendeler			
Forskning og utvikling	7, 9	7 486 022	4 837 403
Konsesjoner, patenter o.l.	7, 8	514 936	342 836
Goodwill	2	0	12 000
Sum immaterielle eiendeler		8 000 958	5 192 239
Varige driftsmidler			
Driftsløsøre, inventar o.a. utstyr	2	56 900	77 400
Sum varige driftsmidler		56 900	77 400
Sum anleggsmidler		8 057 858	5 269 639
Omløpsmidler			
Fordringer			
Kundefordringer	1, 10	8 750	17 015
Andre kortsiktige fordringer	7, 10	1 845 631	2 861 536
Sum fordringer		1 854 381	2 878 551
Bankinnskudd, kontanter o.l.	5	168 745	764 219
Sum omløpsmidler		2 023 126	3 642 771
Sum eiendeler		10 080 984	8 912 410

**Balanse**

Elop AS

Egenkapital og gjeld	Note	2018	2017
Innskutt egenkapital			
Aksjekapital	3	1 464 000	1 277 000
Overkurs		408 641	262 659
Ikke registrert kapitalforhøyelse	3	1 632 000	2 992 000
Sum innskutt egenkapital		3 504 641	4 531 659
 Sum egenkapital	11	3 504 641	4 531 659
 Gjeld			
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	12	2 500 000	2 500 000
Sum annen langsiktig gjeld		2 500 000	2 500 000
 Kortsiktig gjeld			
Konvertible lån	10	2 500 000	400 000
Gjeld til kredittinstitusjoner		164 208	0
Leverandørgjeld	10	520 073	616 810
Skyldig offentlige avgifter		332 393	350 508
Annen kortsiktig gjeld	10	559 670	513 433
Sum kortsiktig gjeld		4 076 343	1 880 751
 Sum gjeld		6 576 343	4 380 751
 Sum egenkapital og gjeld		10 080 984	8 912 410

Hamar, 05.06.2019

Styret i Elop AS


Terje Melandsø
styreleder/daglig leder
Ketil Melandsø Skaget
styremedlem



Noter til regnskapet 2018

Note 1. Regnskapsprinsipper og virkning av prinsippendringer

Årsregnskapet er satt opp i samsvar med regnskapsloven og god regnskapsskikk for små foretak.

Følgende regnskapsprinsipper er anvendt:

Salgsinntekter

Inntekter ved salg av varer og tjenester vurderes til virkelig verdi av vederlaget, netto etter fradrag for merverdiavgift, returer, rabatter og andre avslag. Inntektsføring ved salg av varer skjer på leveringstidspunktet. Tjenester inntektsføres etterhvert som de utføres.

Klassifisering av balanseposter

Eiendeler bestemt til varig eie eller bruk er klassifisert som anleggsmidler. Eiendeler som er knyttet til varekretsløpet er klassifisert som omløpsmidler. Fordringer klassifiseres som omløpsmidler hvis de skal tilbakebetales i løpet av ett år. For gjeld er analoge kriterier lagt til grunn. Første års avdrag på langsiktige fordringer og langsiktig gjeld klassifiseres likevel ikke som omløpsmiddel og kortsiktig gjeld.

Varige driftsmidler

Varige driftsmidler balanseføres og avskrives lineært over driftsmidlenes forventede levetid dersom de har antatt levetid over 3 år og har en kostpris som overstiger kr 15 000.

Vedlikehold av driftsmidler kostnadsføres løpende. Påkostninger eller forbedringer tillegges driftsmidlets kostpris og avskrives i takt med driftsmidlet. Skillet mellom vedlikehold og påkostning/forbedring regnes i forhold til driftsmidlets stand ved kjøp av driftsmidlet. Utgifter til leie av driftsmidler kostnadsføres. Forskuddsbetalinger balanseføres som forskuddsbetalt kostnad, og fordeles over leieperioden.

Nedskrivning av anleggsmidler

Ved indikasjon på at balanseført verdi av et anleggsmiddel er høyere enn virkelig verdi, foretas det test for verdifall. Testen foretas for det laveste nivå av anleggsmidler som har selvstendige kontantstrømmer. Hvis balanseført verdi er høyere enn både salgsverdi og gjenvinnbart beløp (nåverdi ved fortsatt bruk/eie), foretas det nedskrivning til det høyeste av salgsverdi og gjenvinnbart beløp. Tidligere nedskrivninger, med unntak for nedskrivning av goodwill, reverseres hvis forutsetningene for nedskrivningen ikke lenger er til stede.

Varebeholdninger

Varer er vurdert til det laveste av anskaffelseskost og virkelig verdi.

Kundefordringer

Kundefordringer og andre fordringer er oppført i balansen til pålydende etter fradrag for avsetning til forventet tap. Avsetning for tap gjøres på grunnlag av individuelle vurderinger av de enkelte fordringene. I tillegg gjøres det for øvrige kundefordringer en uspesifisert avsetning for å dekke antatt tap.

FoU

Elop AS aktiverer direkte prosjekterelaterte kostnader vedr. innleide tjenester fra godkjent FoU-institusjon samt andre innleide tjenester. Elop AS har også valgt å aktivere direkte registrerte lønnskostnader, samt direkte reise- og diettkostnader på FoU prosjekter som immaterielle eiendeler.

Offentlig tilskudd

Offentlig tilskudd behandles etter nettometoden og bokføres som direkte reduksjon av resultatførte eller aktiverte kostnader i takt med at kostnadene påløper.

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**Noter til regnskapet 2018****Skatt**

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt/utsatt skattefordel er beregnet med 22 % på grunnlag av midlertidige forskjeller mellom regnskapsmessige og skattemessige verdier, samt eventuelt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet.

Oppføring av utsatt skattefordel på netto skattereduserende forskjeller som ikke er utlignet og underskudd til fremføring, er begrunnet med antatt fremtidig inntjening. Utsatt skattefordel som kan balanseføres og utsatt skatt oppføres netto i balansen. I samsvar med GRS for små foretak kan utsatt skattefordel unnlates balanseført. Dette alternativet er valgt, slik at utsatt skatt er null og utsatt skattefordel er ikke ført opp som en eiendel.

Endring av regnskapsprinsipp

Det har ikke vært noen endring i regnskapsprinsipp.

Note 2. Varige driftsmidler

	Inventar og utstyr	Bygnings- messig innredning	Goodwill	Sum
Anskaffelseskost 01.01	74 837	65 000	350 000	489 837
Tilgang	0	0	0	0
Tilskudd	0	0	0	0
Avgang	0	0	0	0
Anskaffelseskost 31.12	74 837	65 000	350 000	489 837
Akkumulerte avskrivninger 31.12	61 937	21 000	350 000	432 937
Bokført verdi pr. 31.12	12 900	44 000	0	56 900
Årets avskrivninger	13 500	7 000	12 000	32 500
%-sats årets avskr.	20-33 %	I takt med leiekontr.	20 %	

Goodwill gjelder kjøp av virksomhet fra Elop-Dolphiscan AS i 2013. Aktivert goodwill forventes å ha en økonomisk levetid på 5 år og avskrives lineært med 20 % pr. år.

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Noter til regnskapet 2018

Note 3. Antall aksjer, aksjeeiere m.v.

Aksjekapitalen består av 1 464 aksjer pålydende kr 1.000.

Følgende aksjonærer eier over 5 %:

T Melandso Consulting AS	797 aksjer (54,44 %)	Eid av styreleder Terje Melandsø
Melandso Invest AS	637 aksjer (43,51 %)	Eies av styremedlem Ketil M. Skaget

I tillegg er det vedtatt kapitalutvidelse 6.11.18 med kr 1.632.000. Dette er ikke registrert pr. 31.12.18 og er derfor bokført som ikke registrert kapitalforhøyelse i årsregnskapet.

Note 4. Ansatte, godtgjørelse, lån til ansatte m.v.

Lønnskostnader	2018	2017
Lønninger	4 647 897	4 250 721
Arbeidsgiveravgift	693 744	625 726
Øvrige personalkostnader	245 851	285 881
Tilskudd	0	-66 000
Sum	5 587 491	5 096 328

Antall årsverk: 6,2

Ytelser til ledende personer	Daglig Leder	Styret
Lønninger	845 103	0
Pensjonskostnader	0	0
Annen godtgjørelse	6 860	0
Sum	851 963	0

Det er ikke ytet lån eller sikkerhetstillelse til ledende personer, aksjeeiere m.v.

Obligatorisk Tjenestepensjon:

Selskapet er pliktig til å ha tjenestepensjonsordning etter lov om obligatorisk tjenestepensjon. Selskapet har pensjonsordning som oppfyller kravene etter denne lov.

Revisor:

Kostnadsført revisjonshonorar for 2018 utgjør kr 101.900 ekskl. mva., honorar for andre attestasjonstjenester utgjør kr 85.700 ekskl. mva. og konsulentbistand kr 58.900 ekskl. mva.

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Noter til regnskapet 2018

Note 5. Bundne midler / trekkrettigheter

Av selskapets bankinnskudd er kr 168 721 bundne skattetrekksmidler. Ubenyttet kassekreditt utgjør pr. 31.12.18 kr 835.709.

Note 6. Skattekostnad

Årets skattekostnad består av:

Betalbar skatt	0
Endring utsatt skatt	0
<u>Netto skattekostnad</u>	<u>0</u>

Utsatt skatt:

	31.12.18	31.12.17	Endring
Netto grunnlag	-8 948 306	-6 187 856	-2 760 450
Utsatt skattefordel	-1 968 627 22%	-1 423 207 23%	-545 420

Alle midlertidige forskjeller kan utlignes og dette er gjennomført i beregningen av utsatt skatt. I samsvar med GRS for små foretak kan utsatt skattefordel unnlates balanseført. Dette alternativet er valgt, slik at utsatt skatt er null og utsatt skattefordel er ikke ført opp som en eiendel. Årets bokførte endring i utsatt skatt er derfor null.

Note 7. Offentlige tilskudd

Elop AS har i 2018 mottatt kr 50.000 i tilskudd fra Norges Forskningsråd. Dette er bokført som reduksjon av andre driftskostnader.

Elop AS mottok i 2018 tilsagn fra Regionale Forskningsfond på kr 3.097.000. Av dette er kr 1.375.120 bokført som reduksjon av aktiverte FoU-kostnader og kr 27.000 bokført som reduksjon av andre driftskostnader i 2018. Av tilskudd hensyntatt i 2018 er kr 371.620 bokført som kortsiktig fordring pr. 31.12.18 og utbetalt i 2019. Resterende beløp på kr 1.694.880 bokføres når tilhørende kostnader påløper i 2019.

Elop AS har mottatt tilsagn på kr 2.600.000 i tilskudd fra Innovasjon Norge AS i 2018. Av dette er kr 2.371.000 bokført som reduksjon av aktivert FoU og kr 229.000 som reduksjon av andre driftskostnader. Sluttavregning på kr 520.000 er utbetalt i 2019 og bokført som kortsiktig fordring pr. 31.12.18

Beregnet tilskudd via Skattefunn for 2018 utgjør kr 471.651. Av dette er kr 441.651 bokført som reduksjon av aktivert FoU og 30.000 bokført som reduksjon av kostnader. Skattefunn utbetales i forbindelse med skatteoppgjøret for 2018 og er bokført som kortsiktig fordring.

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**Noter til regnskapet 2018****Note 8. Patenter**

Det er i 2018 aktivert kr 172.100 i patentkostnader vedr. patentsøknader som er under behandling. Akkumulert er det aktivert kr 514.936. Kostnadene er identifiserbare og forventes å representere fremtidige økonomiske fordeler. Behandling av patentsøknader både i Norge og internasjonalt tar lang tid, i de fleste tilfeller flere år før det gis endelig avgjørelse. Ettersom patentsøknadene foreløpig ikke er godkjent og det heller ikke har medført inntekter enda, er det ikke foretatt avskrivninger i 2018

Note 9. Forskning og Utvikling*Kjøpt FoU*

I mars 2013 kjøpte Elop AS virksomheten til Elop-Dolphiscan AS. Dette inkluderte aktiverte Forskning- og Utviklingskostnader. Elop –Dolphiscan AS utviklet kamerabasert kvalitetskontroll i løpende produksjonsprosesser med automatisk detektering og utsortering av feil. Merking, datafangst og data håndtering er et annet hovedområde. Kjøpesum utgjorde kr 300.000 og ble avskrevet lineært over 4 år.

Egenutviklet FoU

Elop AS forsker og utvikler et instrument for NDI (None Destructive Inspection) av betong. Elop AS har valgt å aktivere direkte registrerte lønnskostnader, prosjektrelaterte kostnader vedr. innleide tjenester fra godkjente FoU-institusjoner og andre samarbeidspartnere i tillegg til direkte reise- og diettkostnader på FoU-prosjekter som immateriell eiendel. Aktiverte kostnader er redusert med tilskudd fra Innovasjon Norge AS, Regionale Forskningsfond, Forskningsrådet, Horizon 2020 SMB gjennom EU-kommisjon og Skattefunn.

Det legges til grunn at samlet forventet inntjening av aktivert forskning og utvikling motsvarer medgåtte samlede utgifter.

Egenutviklet FoU er hittil ikke avskrevet pga at den pr. 31.12.18 fortsatt er under utvikling.

Prosjekt nr.	NDI-instrument	Kamera-basert kvalitets-kontroll	Sum
P			
Bokført verdi pr. 1.1.	4 837 403	300 000	5 137 403
Kostnader 2018	6 836 390	0	6 836 390
Tilskudd	-3 746 120	0	-3 746 120
Skattefunn	-441 651	0	-441 651
Netto aktivert	7 486 022	300 000	7 786 022
Akkumulerte avskrivninger	0	300 000	300 000
Bokført verdi 31.12.	7 486 022	0	7 486 022
Årets avskrivninger %	0	0 20 %	0

ELOP AS



Noter til regnskapet 2018

Note 10. Mellomværende med konsernselskap

Mellomværende med morselskap:

	31.12.18	31.12.17
Kundefordringer	8 750	13 438
Andre kortsiktige fordringer	0	0
Konvertible lån	2 500 000	400 000
Leverandørgjeld	0	80 000
Annen kortsiktig gjeld	44 367	39 062

Note 11. Egenkapital

	Aksje-Kapital	Overkurs	Annen Egenkap.	Ikke reg. kapital-forhøyelse	Sum
Egenkapital 1.1.18	1 277 000	262 659		2 992 000	4 531 659
Kapitalutvidelse 1.12.17	187 000	2 805 000		-2 992 000	0
Kapitalutvidelse 6.11.18				1 632 000	1 632 000
Overført fra overkurs		-2 659 018	2 659 018		0
Årets resultat			-2 659 018		-2 659 018
Egenkapital 31.12.18	1 464 000	408 641	0	1 632 000	3 504 641

Note 12. Gjeld, pantstillelser og garantier

Andel gjeld som forfaller til betaling etter mer enn 5 år: kr 982 000.

Pantstillelser og lignende:

Pantstillelse og lignende	Gjeld sikret ved pant	Eiendeler stillet som sikkerhet	Balanseført verdi pant
Gjeld til kredittinstitusjoner	2 664 208	Kunder	8 750
		Varige driftsmidler	56 900
		Immaterielle eiendeler	8 000 958

Kundefordringer er i tillegg stillet som sikkerhet for grense på kassekreditt på kr 1.000.000

ELOP AS

APPENDIX 4: OVERVIEW OF FILED AND GRANTED PATENTS

Case ref.	Country	Title	Case status	Application date	Priority (details) no.	National filing date	Application no.	Registration date	Registration no.
P61401754BR00	Brazil	Ultrasound instrument (Fluid filled handheld a.o.)	Application filed	20-Aug-2015	20141142 (337942)	2017-03-16	BR 11 2017 005346 2		
P61401754CN00	China	Ultrasound instrument (Fluid filled handheld a.o.)	Under Examination	20-Aug-2015	337942	2017-05-12	201580061641.0		
P61401754DE00	Germany	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2019-09-11	15775274.2	19-Jun-2019	3194955
P61401754EP00	EPO	Ultrasound instrument (Fluid filled handheld a.o.)	Registered/Validated	20-Aug-2015	337942	2017-04-06	15775274.2	19-Jun-2019	3194955
P61401754ES00	Spain	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2019-09-17	15775274.2	19-Jun-2019	3194955
P61401754FR00	France	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2019-09-10	15775274.2	19-Jun-2019	3194955
P61401754GB00	United Kingdom	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2019-09-09	15775274.2	19-Jun-2019	3194955
P61401754IT00	Italy	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2019-09-18	15775274.2	19-Jun-2019	3194955
P61401754JP00	Japan	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2017-03-17	2017-535597	05-Jul-2019	6549716
P61401754NO00	Norway	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	19-Sep-2014			20141142	18-Jul-2016	337942
P61401754PCT00	PCT	Ultrasound instrument (Fluid filled handheld a.o.)	National phase	20-Aug-2015	337942		PCT/NO2015/05 0140		
P61401754PL00	Poland	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2019-09-17	15775274.2	19-Jun-2019	3194955
P61401754SE00E	Sweden	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2019-09-18	15775274.2	19-Jun-2019	3194955
P61401754TR00	Turkey	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2019-09-17	15775274.2	19-Jun-2019	3194955
P61401754US00	USA	Ultrasound instrument (Fluid filled handheld a.o.)	Registered	20-Aug-2015	337942	2017-03-15	15/511,600	18-Feb-2020	10,564,133
P61601587BR00	Brazil	Minimal fluid transfer media ultrasound instrument (Dry coupling)	Application filed	13-Jun-2017	20160998	2018-12-12	BR 11 2018 075848 5		
P61601587CA00	Canada	Minimal fluid transfer media ultrasound instrument (Dry coupling)	Application filed	13-Jun-2017	20160998	2019-06-05	3,046,176		
P61601587CN00	China	Minimal fluid transfer media ultrasound instrument (Dry coupling)	Application filed	13-Jun-2017	20160998	2019-01-30	201780047399.0		
P61601587EP00	EPO	Minimal fluid transfer media ultrasound instrument (Dry coupling)	Application filed	13-Jun-2017	20160998	2019-01-11	17813662.8		
P61601587JP00	Japan	Minimal fluid transfer media ultrasound instrument (Dry coupling)	Application filed	13-Jun-2017	20160998	2018-12-12	2018-565028		
P61601587NO00	Norway	Minimal fluid transfer media ultrasound instrument (Dry coupling)	Abandoned by client	13-Jun-2016			20160998		
P61601587PCT00	PCT	Minimal fluid transfer media ultrasound instrument (Dry coupling)	National phase	13-Jun-2017	20160998		PCT/NO2017/05 0156		
P61601587US00	USA	Minimal fluid transfer media ultrasound instrument (Dry coupling)	Application filed	13-Jun-2017	20160998	2018-12-13	16/309,392		

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