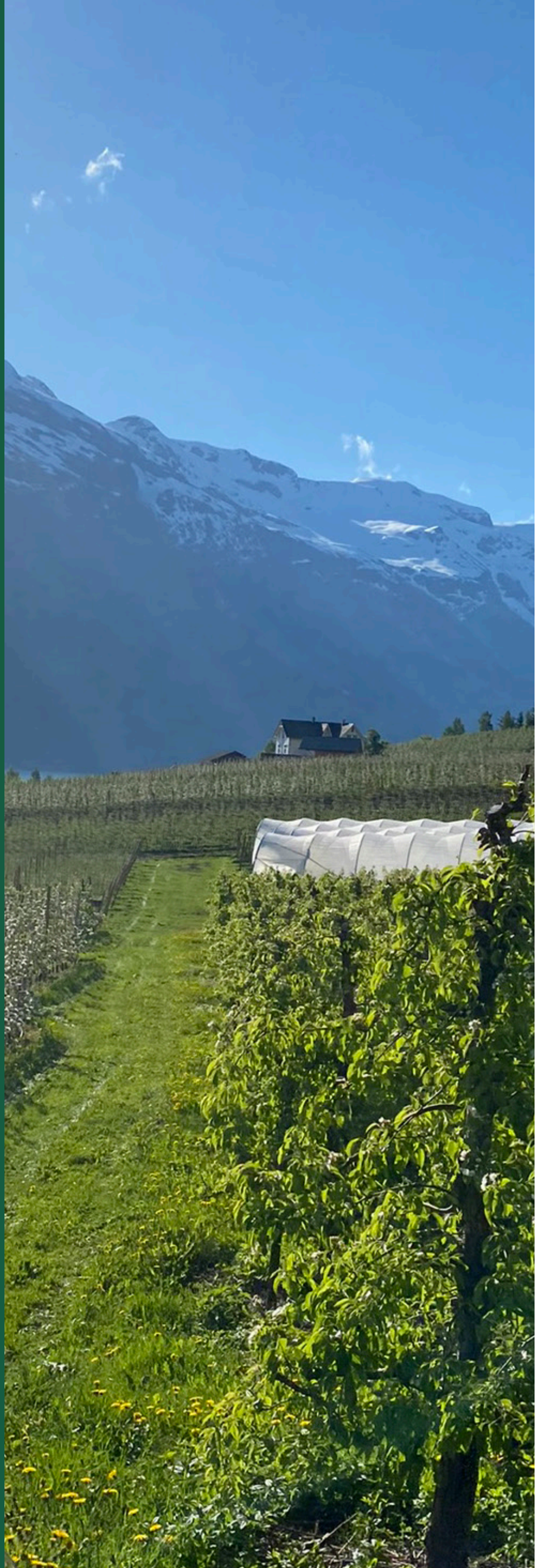
Q3

JORDANES INVESTMENTS AS
QUARTERLY REPORT 2022

JORDANES
INVESTMENTS



The third quarter in brief

- Revenues totaled NOK 1 637 million, a year-over-year improvement of 24%, primarily driven by strong growth in Scandza and the inclusion of Dely
- EBIT (adj) totaled NOK 128 million for the period, an increase of NOK 25 million compared with last year
- Scandza continues its strong development despite challenging market conditions
- On August 4th 2022, the Oslo Stock Exchange accepted the Company's issued bonds for trading

KEY FIGURES FOR THE THIRD QUARTER AS AT 30 SEPTEMBER

	1.1–30.09		30.06–30.09		1.1–31.12
Amounts in NOK million (unaudited)	**2022**	**2021**	**2022**	**2021**	**2021**
Group					
Revenue	4 437	3 713	1 637	1 315	5 104
EBIT (adj)	332	309	128	103	424
EBIT (adj) - margin	7,5 %	8,3 %	7,8 %	7,8 %	8,3 %
Operating profit (loss)	338	508	138	331	622
Profit (loss) before taxes	234	420	95	330	460
Profit (loss) total operations	213	383	86	307	361

QUARTERLY SUMMARY

In the first three quarters of 2022, the geopolitical situation has continued to create unbalance and high volatility in the raw material and finance markets, and the inflation in Europe is high, mainly driven by energy prices. Despite record high energy costs, negative development in raw material prices and rates, we continue to deliver good results.

Scandza group of companies **(Scandza)**, which is the largest business unit of the Group, is performing well with strong sales growth in the diary market and increased profitability compared to last year. As the cost base of a large part of Scandza´s raw materials are regulated by a domestic governmental market pricing system, Scandza is less impacted by the high raw material prices.

Dely group of companies **(Dely)**, included from Q2 (YTD EBIT(adj) NOK 41 million) is recovering strongly from the effects of imposed covid restrictions in 2021 and Q1 2022 and delivering strong sales. Going forward, we expect higher energy costs and weakend purchasing power will have a negative effect on sales and we are planning accordingly.

The Feelgood group of companies **(Feelgood)** has been negatively affected by disruptions in the supply chain, causing out of stock and delay of product innovations. Despite of this, Feelgood has delivered strong sales growth mainly driven by innovation in Beauty and Fitness B2C Sales.

JORDANES INVESTMENTS

Bisca A/S **(Bisca)** has actively raised prices to off-set the double-digit increase in all key ingredients (flour/butter/sugar/energy). Price increase in combination with record high export sales in third quarter have contributed to strong sales numbers compared to last year. However, margins have still suffered as price increases have been trailing the continuous raw material cost increase.

The Group will continue to focus on mitigating the general disruption in supply chains and increasing raw material prices seen in the marketplace.

FINANCIAL PERFORMANCE

The Group's revenue in the third quarter 2022 was NOK 1 637 million, an increase of 24 % compared with the third quarter 2021. Dely, which was included from Q2 had a revenue of total NOK 285 million in the third quarter.

Revenues for the first three quarters of 2022 ended at NOK 4 437 million, representing an increase of NOK 723 million compared to last year. Adjusted for Dely, the increase was 4.3% compared to last year.

EBIT (adj) in the first three quarters of 2022 ended at NOK 332 million compared to NOK 309 million last year. Increased raw material costs and higher energy prices have reduced the Groups margins in the period.

The operating profit in the first three quarters of 2022 was NOK 338 million, a reduction of NOK 170 million compared with the first three quarters of 2021. Other income/expenses in the first three quarters of 2021 were positive by NOK 199 million, due to recognition of a net gain of NOK 228 million mainly related to sale of subsidiaries owning factory facilities that were used by the Group in the production of its products.

Post-tax result for the period amounted to NOK 213 million, compared to last year's NOK 384 million.

Cash flow from operating activities for the first three quarters of 2022 was NOK 41 million compared to NOK 165 million last year. The reduction in cash flow from operating activities was affected by an increase in working capital due to higher sales and increased trade receivables and general disruption in supply chains and need to increase inventory to secure deliveries.

Net-interest-bearing-debt including IFRS 16 leases amounts to NOK 4 358 million (NOK 2 334 million at year end). The increase of NOK 1 997 million is related to the refinancing of the Jordanes group and the inclusions of Dely.

The equity of the Group was NOK 1 730 million compared to NOK 1 104 million at year end with a corresponding equity ratio of 23%.

Interim condensed consolidated statement of comprehensive income

Amounts in NOK thousands	Notes	Q3 - 2022	Q3 - 2021	YTD Q3-2022	YTD Q3-2021	Year 2021
Revenue	2	**1 637 112**	**1 315 342**	**4 436 611**	**3 713 326**	**5 104 288**
Cost of materials and changes in inventories		-961 546	-860 465	-2 667 104	-2 390 277	-3 326 774
Payroll expenses		-298 586	-191 400	-766 231	-544 266	-738 077
Operating expenses		-181 975	-131 134	-525 745	-378 030	-500 238
Depreciation and amortisation		-70 492	-36 408	-160 326	-113 133	-144 698
Share of profit or loss in associates		3 740	7 290	14 941	21 870	29 160
Operating profit (before other income and other expenses)		**128 253**	**103 225**	**332 146**	**309 490**	**423 661**
Other income	3	9 600	227 660	9 600	227 660	227 660
Other expenses	3	-229	-	-3 692	-28 963	-29 198
Operating profit (loss)		**137 264**	**330 885**	**338 054**	**508 187**	**622 123**
Net financial items	4	-42 265	-469	-104 073	-88 298	-162 367
Profit (loss) before taxes		**95 359**	**330 416**	**233 981**	**419 889**	**459 756**
Tax expense		-8 913	-19 398	-21 389	-27 451	-33 753
Profit (loss) continuing operations		**86 446**	**311 018**	**212 592**	**392 438**	**426 003**
Profit (loss) discontinued operations		-	-3 917	-	-9 072	-64 541
Profit (loss) total operations		**86 446**	**307 101**	**212 592**	**383 366**	**361 462**
Other comprehensive income:						
Items that subsequently may be reclassified to profit or loss:						
Foreign exchange differences on translation of foreign operations		-3 951	-1 232	2 001	-15 148	-34 377
Total items that may be reclassified to profit or loss		-3 951	-1 232	2 001	-15 148	-34 377
Total other comprehensive income		**-3 951**	**-1 232**	**2 001**	**-15 148**	**-34 377**
Total comprehensive income		**82 495**	**309 786**	**214 593**	**368 218**	**327 085**
Allocation of profit or loss for total operations:						
Profit or loss attributable to equity holders of the parent		86 316	310 361	211 756	386 218	372 568
Profit or loss attributable to non-controlling interests		130	-3 260	836	-2 852	-11 105
Allocation of total comprehensive income:						
Total comprehensive income attributable to equity holders of the parent		82 365	313 046	213 736	371 070	338 190
Total comprehensive income attributable to non-controlling interests		130	-3 260	836	-2 852	-11 105
Earnings per share (EPS) basic and diluted:						
EPS continuing operation - profit or loss attributable to equity holders of the parent		863	3 143	2 118	3 953	4 371
EPS total operations - profit or loss attributable to equity holders of the parent		863	3 104	2 118	3 862	3 726

financial position

Interim condensed consolidated statement of financial position

Amounts in NOK thousands	Notes	30.09.2022	31.12.2021
ASSETS			
Non-current assets			
Property, plant and equipment		469 405	384 866
Goodwill		1 787 499	1 624 557
Intangible assets		1 068 896	627 489
Right-of-use assets	5	996 997	569 650
Investments in associates		31 249	14 246
Non-current financial assets	5	1 695 390	220 474
Total non-current assets		**6 049 436**	**3 441 281**
Current assets			
Inventories		640 271	495 300
Trade receivables		778 701	649 151
Other receivables		128 506	53 528
Cash and cash equivalents	5	19 378	192 359
Total current assets		**1 566 856**	**1 390 338**
Assets held for sale		**-**	**83 919**
TOTAL ASSETS		**7 616 292**	**4 915 538**

Amounts in NOK thousands	Notes	30.09.2022	31.12.2021
EQUITY AND LIABILITIES			
Equity			
Share capital		366	300
Paid-in equity		1 284 341	548 401
Cumulative translation differences		58 530	56 550
Retained earnings		392 284	466 009
Equity attributable to equity holders of the parent		**1 735 521**	**1 071 261**
Non-controlling interests		- 5 270	32 739
Total equity		**1 730 251**	**1 104 000**
Non-current liabilities			
Non-current interest-bearing liabilities	5	3 099 237	-
Non-current lease liabilities	5	886 128	495 849
Deferred tax liabilities		123 794	124 235
Other non-current provisions		5 724	3 414
Total non-current liabilities		**4 114 883**	**623 498**
Current liabilities			
Current interest-bearing liabilities	5	277 360	1 953 167
Current lease liabilities	5	114 866	77 104
Trade and other payables		772 260	639 248
Income tax payable		58 499	61 813
Other current liabilities		548 173	386 296
Total current liabilities		**1 771 158**	**3 117 628**
Liabilities held for sale		**-**	**70 412**
Total liabilities		**5 886 041**	**3 811 538**
TOTAL EQUITY AND LIABILITIES		**7 616 292**	**4 915 538**

changes in equity

Interim condensed consolidated statement of changes in equity

Amounts in NOK thousands	Share capital	Paid-in capital	Cumulative translation differences	Retained earnings	Total	Non-controlling interests	Total equity
	Attributable to owner of the parent						
Balance as at 01.01.2021	**300**	**343 597**	**90 927**	**421 993**	**856 817**	**119 765**	**976 582**
Profit (loss) for the year	-	-	-	372 568	**372 568**	-11 105	**361 462**
Aquisition minority Westend	-	-	-	-123 747	**-123 747**	-71 253	**-195 000**
Group contribution received from parent*	-	204 804	-	-	**204 804**	-	**204 804**
Group contribution paid to parent*	-	-	-	-204 804	**-204 804**	-	**-204 804**
Other comprehensive income	-	-	-34 377	-	**-34 377**	-	**-34 377**
Dividend paid	-	-	-	-	-	-4 667	**-4 667**
Balance as at 31.12.2021	**300**	**548 401**	**56 550**	**466 010**	**1 071 260**	**32 739**	**1 104 000**
Profit (loss) for the period	-	-	-	211 756	**211 756**	836	**212 592**
Group contribution received from parent*	-	331 006	-	-	**331 006**	-	**331 006**
Group contribution paid to parent*	-	-	-	-331 006	**-331 006**	-	**-331 006**
Changes in non-controlling interests	-	-	-	39 203	**39 203**	- 38 866	**337**
Other comprehensive income	-	-	1 980	-	**1 980**	21	**2 001**
Continuity difference Dely	-	-	-	6 321	**6 321**	-	**6 321**
Capital contribution - common control Dely (contribution-in-kind)	66	404 934	-	-	**405 000**	-	**405 000**
Balance as at 30.09.2022	**366**	**1 284 341**	**58 530**	**392 284**	**1 735 521**	**- 5 270**	**1 730 251**

*Group contribution from the parent is regarded as capital contribution from the parent. Group contribution paid to the parent is regarded as a dividend to the parent. All or part of the group contribution paid is deductible from taxable income.

Interim condensed consolidated statement of cash flows

Amounts in NOK thousands	YTD 30.09.2022	YTD 30.09.2021
Profit or loss before tax – continuing operations	**233 981**	**410 817**
Net Finance	104 073	88 298
Interest paid	-134 319	-81 105
Interest received	11 272	4 601
Income taxes paid	-400	-2 784
Depreciation and amortisation	160 326	113 133
Share of profit/loss in associates	-14 941	-21 870
Dividend received	3 307	18 039
Gain from sale of production facilities	-	-227 660
Working capital adjustments:		
Changes in inventories	-127 991	-51 411
Changes in trade and other receivables	- 91 607	-162 690
Changes in trade and other payables	6 680	13 236
Changes in provisions and other liabilities	-108 994	75 438
Changes NWC activities discontinued operations		-11 418
Net cash flows from operating activities	**41 387**	**164 623**
Cash flows from investing activities		
Purchase of property, plant and equipment	-59 664	-26 620
Disposal discontinued operation, net of cash disposed of	16 960	-
Purchase of shares in subsidiaries, net of cash acquired	115 445	-27 759
Loans - cash payments related parties	- 1 428 265	- 130 000
Disposal of shares in subsidiaries, net of cash acquired	5 763	-
Net cash flow from investing activities	**- 1 349 761**	**-184 379**
Cash flow from financing activities		
Net proceeds from borrowings	944	12 174
New loan	3 138 450	-
Repayment loan	-1 894 663	-
Payment of principal portion of lease liabilities	-108 994	-57 824
Purchase of shares from non-interests in subsidiaries	-4 757	-65 000
Payment of dividend to non controlling interests	-	-4 667
Net cash flows from financing activities	**1 130 980**	**- 115 317**
Net increase/(decrease) in cash and cash equivalents	-177 394	- 135 073
Cash and cash equivalents at beginning of the year/period	192 359	451 360
Currency effect of cash and cash equivalents	4 413	10 014
Cash and cash equivalents, end of period*	**19 378**	**326 302**

* The Group has a revolving credit facility of NOK 500 million. As of 30 September 2022 this credit facility was unutilised.

cash flows

note 1

Note 1 – General information

General

Jordanes Investments AS and its subsidiaries (collectively, "the Group") operates in the consumer industry and owns a portfolio of diversified consumer brands. Jordanes Investment is a limited liability company incorporated and domiciled in Norway. The adress of its registered office is Henrik Ibsensgate 60c, NO-0255 Oslo, Norway. The condensed interim report has been prepared in accordance with IFRS (International Financial Reporting Standards) as approved by the EU and complies with IAS 34 for interim financial reporting. The condensed interim financial accounts do not provide complete note disclosures as required for annual financial statements. Accordingly, this report should be read in conjunction with the annual financial statements.

The consolidated interim report is presented in Norwegian kroner (NOK). Amounts are in thousands NOK and rounded to the nearest thousand, unless stated otherwise. As a result of such rounding, amounts and percentages presented may not add up to the total. The condensed interim report has not been subject to audit by the auditor.

Accounting principles

The same accounting policies and methods of computation are followed in the interim report as in the most recent annual financial statements, or if those policies or methods have been changed, a description of the nature and the effect of the change will be presented.

Taxes

The Group's operations are subject to income tax in various foreign juridistrictions. The statutory income tax rates are 22% for 2022 and 2021.

Income tax expenses is recognised in each interim period, based on the best estimate of the actual weighted average annual income tax rate for the full financial year. The estimated average annual tax rate used for the year to 30. September 2022 is 9,1%, compared to 7,0 % for the year ended 31. December 2021. The differences between the theoretical tax expense under the rate applicable in Norway and the tax rate used for the interim report as of 30. September 2022 relates to permanent differences on group contribution to Jordanes AS. The tax rate used in 2022 is higher than in 2021 due to adjustment in permanent differences.

Note 2 – Segment information and revenues from customers

Accounting principle:
The segmentation is based on reporting of well-established and external brands in one segment (Scandza Group), the emerging health and beauty products in another (The Feelgood Company) and restaurants and cafe shop in a third (Dely). Production of biscuits and cakes (Bisca) is also reported separately.

Scandza
Scandza group of companies (Scandza), consists of well known products and brands within the product categories of diary and breakfast, chips, ready-to-eat and pizza. Scandza is also a full service FMCG (Fast Moving Consumer Goods) distributor representing some of the largest FMCG companies in the world.

Feelgood
The Feelgood group of companies (Feelgood) consists of brand house and e-commerce companies within the areas of fitness, health and beauty.
Product range includes plant-based healthy food, cosmetics and sports nutrition.

Bisca
Bisca A/S (Bisca) is a well known Danish production company with long history, producing a wide range of cakes and biscuits.

Dely
Dely group of companies (Dely) consists of restaurant and cafe shop concepts such as Peppes, TGI Fridays, Starbucks and La Baguette. Dely has been transferred from Jordanes AS as a contribution-in-kind as at 31 March 2022, hence the profit and loss related to Dely is only included for the period April -September, 2022.

HQ
Department delivering shared services for the Group.

Further information can be found in the annual report.

note 2

Note 2 – Segment information and revenues from customers (continued)

Period ended 30.09.2022	Scandza	Feelgood	Bisca	Dely	HQ	Elim	Consolidated
REVENUES & PROFIT							
External revenue	3 163 471	345 212	363 551	564 377	-	-	4 436 611
Internal revenue	4 923	39 807	4 309	-	-	-49 039	-
Total revenue	**3 168 394**	**385 019**	**367 860**	**564 377**	**-**	**-49 039**	**4 436 611**
Cost of materials	-2 138 669	-221 071	-217 309	-139 043	-	48 988	-2 667 104
Payroll expenses	-375 718	-44 378	-122 004	-221 133	-2 998	-	-766 231
Other operating expenses	-306 156	-70 985	-36 471	-105 509	-6 675	51	-525 745
Depreciation and amortisation	-81 332	-5 474	-16 142	-57 378	-	-	-160 326
Share of profit/loss in associates	-	-	14 941	-	-	-	14 941
EBIT (adjusted)	**266 519**	**43 111**	**-9 125**	**41 314**	**-9 673**	**-**	**332 146**

Period ended 30.09.2021	Scandza	Feelgood	Bisca	Elim	Consolidated
REVENUES & PROFIT					
External revenue	3 070 199	313 227	329 900	-	3 713 326
Internal revenue	2 738	69 159	27 014	-98 911	-
Total revenue	**3 072 937**	**382 386**	**356 914**	**-98 911**	**3 713 326**
Cost of materials	-2 095 234	-202 075	-187 773	94 805	-2 390 277
Payroll expenses	-373 524	-42 954	-127 788		-544 266
Other operating expenses	-265 119	-71 148	-45 869	4 106	-378 030
Depreciation and amortisation	-96 193	-2 475	-14 465		-113 133
Share of profit/loss in associates	-	-	21 870	-	21 870
EBIT (adjusted)	**242 867**	**63 734**	**2 889**	**-**	**309 490**

note 2

Note 3 – Other income and other expences

	YTD 30.09.2022	YTD 30.09.2021
Sale of subsidiaries and gain on previously held shares in associate	9 600	227 660
Total other income	**9 600**	**227 660**

	YTD 30.09.2022	YTD 30.09.2021
Closing factory and relocation of Lier and Eidsvoll	-	17 776
Restructuring costs and M&A related cost	3 692	5 468
M&A and IPO related costs	-	5 719
Total other expenses	**3 692**	**28 963**
Net other income and other expenses	**5 908**	**198 697**

Other income and expenses are income and expenses which are related to special events outside the normal course of business (e.g M&A costs, restructuring costs, IPO costs). These items are included in other income and other expenses.

Other income in the first three quarters of 2022 was related to sale of Fruktveien Lier AS to Jordanes Properties AS. Other income in the first three quarters of 2021 was related to sale of subsidiaries owning factory facilities that were used by the Group in the production of its products. The Group recognised a net gain of NOK 228 million. The gain and loss amounts were presented net, as all the sales were part of one single transaction. The net gain also included gain and loss amount on the previously owned shares in Hylla Eiendom AS.

Other expenses last year were related to close-down of Lier and Eidsvoll (Finsbråten), restructuring costs and M&A related expenses.

note 3

Note 4 – Financial items

	YTD 30.09.2022	YTD 30.09.2021
Interest income	55 555	7 601
Net foreign exchange gain	48 369	-
Other financial income	3 891	9 831
Total financial income	**107 815**	**17 432**
Interest on interest-bearing liabilities	159 600	83 990
Amortisation directly attributable transaction costs	13 648	4 468
Interest expense on lease liabilities	27 835	9 473
Net currency loss	-	7 316
Other finance costs	10 805	484
Total financial expenses	**211 888**	**105 731**
Net financial items	**-104 073**	**-88 298**

The group was refinanced in February 2022.
The increase in interest income is related to interest on loan to parent company related to the refinancing of a PIK loan previously held by Jordanes AS.

Increase in interest on interest-bearing liabilities is related to the refinancing and increase of long-term liabilities.
Increase in lease liabilities are related to the sale of subsidiaries owning factory facilities last year, and lease agreements for the rental of these factories, and the acquisition of Dely in 2022. All led to an increase in lease liabilities.

note 4

Note 5 – Net interest-bearing debt

Leases

At 31. March, 2022 Dely was transferred from Jordanes AS as a contribution-in-kind, increasing the amount of right-to-use assets and lease liabilities. These amounts are basically related to lease agreements for their restaurant and cafe business. Lease arrangements related to Dely is presented as additions on separate lines in the tables below due to contribution-in-kind. The Group's right-of-use assets recognised in the consolidated statement of financial position are presented in the table below:

Right-of-use assets	Machinery and equipment	Motor vehicles	Land and buildings	Total
Carrying amount at 01 January 2022	**53 292**	**15 028**	**501 330**	**569 650**
Additions due to contribution-in-kind Dely	3 274	9 179	466 222	**478 675**
Additions of right-of-use assets	16 665	1 437	9 791	**27 893**
Adjustments	2 528	0	17 772	**20 301**
Currency translation effects	30	191	-262	**-42**
Depreciation of right-of-use assets	-29 218	-9 277	-60 986	**-99 481**
Carrying amount at 30 September 2022	**46 571**	**16 559**	**933 867**	**996 997**
Remaining lease term or remaining useful life (years)	3–10	3–5	3–20	
Depreciation plan		Straight-line method		

The Group's lease liabilities

Undiscounted lease liabilities and maturity of cash outflows	30.09.2022	31.12.2021
Less than one year	170 917	87 272
One to two years	145 889	74 710
Two to three years	123 496	66 425
Three to four years	106 178	49 797
Four to five years	96 224	48 673
More than five years	642 897	436 031
Total undiscounted lease liabilities – end of period	**1 285 601**	**762 908**

Changes in the lease liabilities	30.09.2022	31.12.2021
At 01 January	**572 953**	**261 695**
New leases recognised during the period	27 893	406 500
Additions due to contribution-in-kind, Dely Group	478 675	-
Adjustments - changes from last year	26 998	-9 916
Cash payments for the principal portion of the lease liability (financing activities)	-108 994	-77 099
Cash payments for the interest portion of the lease liability (operating activities)	-33 179	-15 483
Interest expense on lease liabilities	33 179	15 483
Currency translation effects	3 468	-1 774
Transfer to held for sale	-	-6 453
Total lease liabilities – end of period	**1 000 994**	**572 953**
Current lease liabilities in the statement of financial position	**114 866**	**77 104**
Non-current lease liabilities in the statement of financial position	**886 128**	**495 849**

note 5

Note 5 – Net interest-bearing debt (continued)

Leases in the statement of cash flow
In the statement of cash flow, the payments of the principal of leasing obligations are classified within the cash flow from financing activities.
The interest portion of the lease liabilities is classified as net financial items within the cash flow from operating activities.

Interest-bearing non-current and current liabilities
The Groups' long-term debt has been refinanced during the first quarter of 2022. The purpose of the refinancing process has been to replace the Jordanes Investments previous senior bank facilities, which expired in March 2022, as well as to finance the repayment of a PIK loan held by Jordanes AS through a related party loan facility.

Further information can be found below:

Non-current interest bearing liabilities	**Interest rate**	**Maturity**	**30.09.2022**	**31.12.2021**
Term loan, (NOK)	NIBOR*+3.25% - 4.00%	Feb 2025	1 800 000	-
RCF - revolving credit facility	NIBOR*+2.75% - 3.50%	Feb 2025	-	-
Unsecured Bond	NIBOR* 5.75%	Feb 2026	1 200 000	-
Term loan, DNB (NOK)	NIBOR*+3.45% - 3.95%	Dec 2026	146 876	-
- Incremental borrowing costs capitalised (DNB)			-47 639	-
Total non-current interest-bearing liabilities			**3 099 237**	

Current interest bearing liabilities	**Interest rate**	**Maturity**	**30.09.2022**	**31.12.2021**
Term loan, DNB (NOK)	NIBOR*+3.75% - 4.25%	Mar 2022	-	1 291 621
Term loan, DNB (DKK)	NIBOR*+3.75% - 4.25%	Mar 2022	-	98 500
Term loan, DNB (SEK)	NIBOR*+3.75% - 4.25%	Mar 2022	-	92 156
Acquisition Capex loan, DNB (NOK)	NIBOR*+3.00% - 3.75%	Mar 2022	-	200 000
Factoring			277 360	270 890
Total current interest-bearing liabilities			**277 360**	**1 953 167**

	30.09.2022	**31.12.2021**
Non-current interest bearing liabilities	3 099 237	-
Current interest bearing liabilites	277 360	1 953 167
Lease liabilities	1 000 994	572 953
Cash and cash equivalents - continued business	-19 378	-192 359
Total net interest-bearing debt (incl. IFRS 16)	**4 358 213**	**2 333 761**
- hereof IFRS 16 lease*	-938 084	-515 151
Total net interest-bearing debt (excl. IFRS 16)	**3 420 129**	**1 818 610**

* Deviations between lease liabilities and lease liabilities excl. IFRS 16 is related to financial leases which is also treated as lease liabilities according to NGAAP.

note 5

Note 5 – Net interest-bearing debt (continued)

Jordanes Investments AS was refinanced in February 2022, through the establishment of new senior bank facilities totalling NOK 2.3 billion (NOK 1.8 billion Term loan + RCF facility of NOK 500 million), with a 3 year maturity, with no repayment and options to extend for another 1 + 1 years, and a NOK 1.2 billion senior unsecured bond with a 4-year tenor. The initial margin for the senior bank facilities are 275-400 bps, while the bond margin was settled at 575 bps, all facilities use 3-month NIBOR as the base rate.

The bank facilities and the bond agreement include financial covenants normal to the business: Leverage (Senior Net Debt/EBITDA), Interest Cover (EBITDA/Net Finance Charges) and minimum liquidity. Non compliance with these covenants may cause all debt to mature.

Further, assets have been pledged as security for the bank facilities.

There was no breach of any financial covenants for the Group's interest-bearing liabilities in the current or prior periods.

Dely incl. subsidiaries have term loans totalling NOK 147 million, with a yearly down payment of NOK 9 million.

Revolving Credit Facility
The Group has a revolving credit facility of NOK 500 million (described above). As of September this credit facility was unutilised.

Reconciliation of changes in liabilities incurred as a result of financing activities:

			Non-cash changes					
2022	**01.01.2022**	**Net Cash flow effect**	**Transfer of Dely***	**New leases and adjustments**	**Foreign exchange movement**	**Amortisation of loan fee**	**Reclassification**	**30.09.2022**
Non-current interest-bearing	-	3 138 450	150 000	-	-	13 611	-202 824	**3 099 237**
Current interest-bearing liabilities	1 953 167	-1 893 719	-	15088	-	-	202 824	**277 360**
Non-current lease liabilities	495 849	-	391 665	54 891	-	-	-56 277	**886 128**
Current lease liabilities	77 104	-108 994	87 010	-	3 468	-	56 277	**114 866**
Total liabilities from financing	**2 526 120**	**1 135 737**	**628 675**	**58 874**	**3 468**	**24 716**	**-**	**4 377 591**

* Additions due to contribution-in-kind - Transfer of Dely 31.03.2022.

note 5

Note 6 – Business combinations

Business combinations under common control
A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory.

Business combination under common control is outside the scope of IFRS 3 Business combinations, and none of the other IFRS standards address the appropriate accounting for such transactions. The Jordanes Investments group accounts for such transactions using the predecessor value method as this is the most appropriate accounting method. The assets and liabilities of the combining parties are reflected at their carrying amounts as recognised by the controlling party (i.e. those reported in the consolidated financial statements of the controlling party). No adjustments are made to reflect fair values, or any new assets or liabilities are recognised, at the date of the combination that would otherwise be done under the acquisition method. The only goodwill that is recognised is existing goodwill related to the combining parties.
The differences between the consideration transferred and the acquired net assets of the combining entities is reflected in the equity (continuity difference).

The financial information in the consolidated financial statements of Jordanes Investments group is not restated for periods prior to the business combination under common control. The combination is accounted for prospectively from the date on which it occurred.

Dely

On 30. June 2021, Jordanes AS, the parent of Jordanes Investments AS, acquired 100% of the voting shares of Dely AS. Dely AS is a leading restaurant company with over 129 restaurants and cafes. Among the brands are Peppes Pizza, TGI Fridays, Starbucks and Blender. The company's head office is located in Oslo, Norway and had 55 employees at the date of acquisition. Revenue for Dely for the year 2021 was NOK 909 millions and EBIT was NOK -4 millions (full year 2021).

As part of the refinancing of Jordanes Investments AS, Dely AS with its subsidiaries were contributed-in-kind to Jordanes Investments at 31. March 2022, hence included in the statement of financial position but not in the comprehensive income as at and the period ended 31. March 2022.

Effect on the Jordanes Investment Group's balance sheet at the acqusition date.

Note 6 – Business combinations (continued)

	Common-control values recognised one Dely acquisition
Brands arising on aquisition	441 407
Property, plant and equipment	478 320
Deferred tax liability	-26 331
Non-current interest-bearing liabilities	-150 000
Other current assets and liabilities	-495 017
Total identifiable net assets	**248 379**
Goodwill arising on acquisition	162 942
Net asset, including goodwill	**411 321**
Purchase consideration (contribution in kind)	405 000
Effect on equity of reorganisation under common control	**6 321**

Analysis of cash flows on acquisition	**Cash flow on acquisition**
Cash paid	-
Net cash acquired with the subsidiary	115 445
Net cash flow from acquisition	**115 445**

If consolidated from January 2022, Dely would have contributed with additional revenues of NOK 220 million and a EBIT of NOK -9 million.

All excess values related to the transfer of Dely were allocated to trademark and goodwill. Intangible assets related to goodwill is not deductible for tax purposes.

Bonaventura Confectionary AB
Bonaventura Sales Danmark A/S, a wholy owned subsidiary of Jordanes Investment AS, aquired the remaining shares of Bonaventura Confectionary AB in the third quarter of 2022. The acquisition of the shares was based on the terms and conditions set forth in the shareholder agreement between the two parties.

note 7, 8 and 9

Note 7 – Discontinued operations

Details of discontinued operations
At the end of 2021, management decided to close down the business related to trading of cookies produced by third parties. This business was carried out in the subsidiary Bonaventura Sales Company Denmark (BVSCo) and was classified as a discontinued operation under IFRS 5 Non-current assets held for sale and discontinued operations as of 31. December 2021. Bonaventura Sales Company Denmark (BVSCo) had a revenue of total of 150 MNOK in 2021.

Net loss after tax for discontinued operations amounted to NOK 79,5 million in 2021, primarily as a result of closing down the business and selling out all of the assets with a high expected loss. The estimate of losses related to sale of assets (buildings, inventory) and other accruals, and was recognized in profit and loss for the year 2021.

During 2022 the assets, including the warehouse and inventory, and the liabilities related to the business in the subsidiary have been sold and settled. The company will continue as an empty company pending clarification with the tax authorities regarding refund on sugar tax. Provision for tax issues regarding the refund of sugar tax was recognized in profit and loss for the year 2021. The provision for sugar tax will remain an accrual until final settlement.

	30.09.2022
Sales amount	40 917
Book value of net assets sold	24 009
Gain/final settlement	**16 910**

Note 8 – Related parties

The Jordanes Investments Group rents factories from related companies owned through Jordanes Property's investment in Snack Property AIF, with a 34 percent ownership. The annual rent fee is NOK 27 million. As of September 2022, an amount of NOK 20 million has been paid.

In February 2022, Jordanes Investments refinanced its external debt, see Note 5 Net-interest bearing debt. As part of the refinancing process Jordanes Investments also refinanced the NOK 1,4 billion PIK loan in Jordanes AS.

Note 9 – Other matters

The war in Ukraine has disturbed global supply chains that had not yet recovered from the Covid-19 pandemic. As a consequence, sourcing and market prices of several raw materials have been negatively affected. To date, however, this has not had any material adverse effect on Jordanes Investments' operations. These challenges are impacting all competitors in a similar way, and this has and will probably result in increased sales prices going forward.

Further, an expansive finance and monetary policy combined with the war in Ukraine have increased energy prices and global supply chain problems have contributed to very high inflation in Norway and large parts of the world. The consequence of high inflation is a higher interest, nationally as well as internationally. The group´s interest bearing liability is influenced by the increasing interest rate as the debt is linked to the development of the NIBOR. So far Jordanes Investments has not engaged in interest rate hedging and is thus exposed to the increasing interest rates. Should the (market) interest rate continue to increase this will have a negative impact on both cash flow and the company's financial metrics.

No other events have been identified that require disclosure.

definitions

Definitions

Alternative Performance Measures (APMs)

Jordanes Investmens group uses the following financial measures in financial reporting that are not defined as financial measures by IFRS.
The APMs are used consistantly over time and are accompanied by comparatives for previous periods reported.

Measure	Description	Reason for including
EBITDA	EBITDA shows earnings before interest, tax, depreciation and amortisation.	EBITDA is a well-known and widely used term among users of financial statements and is useful when evaluating operational profitability, regardless of the depreciation and amortization of capital investments.
EBITDA margin	EBITDA margin shows EBITDA divided by total revenues.	EBITDA margin is included because it is useful for evaluation and benchmarking of operational profitability, regardless of differences in the depreciation and amortization of capital investments.
Other income and expenses	Other income and expenses are income and expenses which by nature are related to events outside the normal course of business (M&A costs, restructuring costs etc).	Items recorded as other income and expenses are reported in order to give a better representation of the underlying operations' profitability.
Adjusted EBITDA	Adjusted EBITDA is EBITDA adjusted for other income and expenses	Adjusted EBITDA is useful when evaluating the underlying operational profitability.
Adjusted EBITDA margin	Adjusted EBITDA margin shows adjusted EBITDA divided by total revenues.	Adjusted EBITDA margin is useful when evaluating and benchmarking the underlying operational profitability.
EBIT	EBIT shows earnings before interest and taxes.	EBIT is referred to as operating profit and is a well-known and widely used term among the users of financial statements and is useful when evaluating operational profitability.
EBIT margin	EBIT margin is EBIT divided by total revenues.	EBIT margin is also known as operating margin, and is included because it is useful for evaluation and benchmarking of operational profitability.
Adjusted EBIT	Adjusted EBIT is operating profit adjusted for other income and expenses.	Adjusted EBIT is useful when evaluating the underlying operational profitability.
Adjusted EBIT margin	Adjusted EBIT margin shows adjusted EBIT divided by total revenues.	Adjusted EBIT margin is included because it is useful when evaluationg and benchmarking underlying operational profitability.
Net interest-bearing debt	Net interest-bearing debt is defined as interest-bearing liabilities less cash and cash equivalents.	Management believes that net interest-bearing debt provides an indicator of the net indebtedness and an indicator of the overall strength of the statement of financial position.

JORDANES INVESTMENTS AS

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