

First half Report 2019

Green Cube Innovations AS

Consolidated

Org.nr. 922 735 778



General information:

The unaudited interim report is prepared in accordance with simplified IFRS.

Nature and location of activities:

AS Green Cube Innovations is a privately owned company with headquarters in Oslo and operates as a distributor of both biofuel and fossil fuel through their two brands Eco-1 and Automat 1.

Eco-1 distributes renewable biofuel and bio heating oil in Norway and Sweden through four business areas - Professional, Heating, Bulk and Station. Automat 1 operates 37 automated gas stations in the Norwegian market. The stations are located from Hamar and Gjøvik in the north to Sarpsborg and Arendal in the south.

The company has its main office and administration in Oslo, Norway.

Review of first half 2019 accounts:

The group had operating income in the period of MNOK 824,8. The groups operating expenses were MNOK 800,7. Operating profit for the period was MNOK 24,1. The group balance sheet has MNOK 405,1 of interests bearing debt. The total equity and liabilities in the group accumulate to MNOK 702,4.

The company has a positive outlook on 2019 based on the efficient operational model of the company and the strategic location of company's stations. Through profitable operations the company will significantly strengthen its balance sheet in the years to come.

Cash flow in the period:

Net cash flow from operating activities was MNOK -7,8. Net cash flow from investing activities was MNOK -17,5. Net cash flow from financing activities was MNOK 0.

Business Outlook:

Despite the rise in the number of electrically powered vehicles the company sees a good demand for heating, diesel and gas products. Population growth and a healthy economic outlook characterize the company's primary markets. Competition remains strong in all markets where the company operates unmanned gas stations.

Through a cost-efficient operational structure, the company will continue to be profitable in the years to come. We are convinced the group has one of the most efficient logistics and operational structures in the market and will therefore remain competitive.

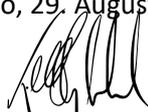
Events after the balance sheet date:

There have been no significant events after the end of first half that have material impact on the evaluation of the Group's profit and loss account or balance sheet as of 30.06.2019.

Statement from the CFO:

I hereby declare that to the best of my knowledge the interim accounts for the first half of 2019 are prepared in accordance with simplified IFRS – Interim financial reporting, and that the information in the financial statements portrays a true picture of the company's assets, liabilities, financial position and result as a whole, as well as the more important risk and uncertainty factors to which the company might be exposed in the next financial period.

Oslo, 29. August 2019

A handwritten signature in black ink, appearing to read 'Kjell Hugo Aasland', is positioned above the printed name.

Kjell Hugo Aasland
CFO

Income statement

AS Green Cube Innovations

All amounts in NOK 1 000

Group
1.1-30.6.2019

Operating income and operating expenses

Revenues	824 772
Operating Income	824 772

Cost of goods sold	753 324
Payroll expenses	8 733
Depreciation and amortisation expense	4 185
Other operating expenses	34 416
Operating expenses	800 658

Operating profit	24 114
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Financial income and expenses

Other interest income	103
Other financial income	43 987
Other Interest expenses	12 020
Other financial expenses	11 524
Net financial income and expenses	20 546

Earnings before income taxes	44 660
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Income taxes	9 825
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Net income	34 835
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Balance sheet

AS Green Cube Innovations

All amounts in NOK 1 000

Group
30.6.2019

Assets

Fixed assets

Intangible fixed assets

Goodwill 285 389

Total intangible assets 285 389

Tangible fixed assets

Buildings and land 167 628

Machinery 13 924

Equipment and other movables 4 595

Total tangible fixed assets 186 148

Financial fixed assets

Loans to group companies 17 450

Other receivables 419

Total financial fixed assets 17 869

Total fixed assets

489 405

Current assets

Inventories 29 447

Receivables

Accounts receivables 135 394

Other receivables 9 590

Group receivables 1 369

Total receivables 146 354

Cash and bank deposits 37 181

Total current assets

212 982

Total assets

702 387

Balance sheet

AS Green Cube Innovations

All amounts in NOK 1 000

Group
30.6.2019

Equity and liabilities

Restricted equity

Share capital	200
Share premium reserve	20 440
Other paid-in equity	9 240
Total restricted equity	29 880

Retained earnings

Revaluation surplus	22 620
Other equity	43 143
Total retained earnings	65 763

Total equity

95 643

Liabilities

Provisions

Deferred tax	28 607
Total provisions	28 607

Other non current liabilities

Bonds	400 000
Liabilities to financial institutions	5 148
Total other non current liabilities	405 148

Current liabilities

Trade creditors	127 349
Public duties payable	36 420
Group liabilities	1 691
Other short term liabilities	7 529
Total current liabilities	172 989

Total liabilities

606 744

Total equity and liabilities

702 387

NOTES

All amounts in NOK 1 000 unless otherwise stated.

NOTE 1 – ACCOUNTING PRINCIPLES

This report has been prepared in accordance with simplified IFRS (“Simplified IFRS” – Norwegian: “Forenklet IFRS”).

The report shows the consolidated accounts where the parent company AS Green Cube Innovations and all of its subsidiaries are included.

In May 2019 the group made certain changes in its corporate structure. All the material assets and liabilities in AS Green Cube Innovation Holding (previously AS Green Cube Innovation) were transferred to AS Green Cube Innovations. This was a restructure with unchanged ownership where accounting continuity is used when transferring the assets and liabilities. Group continuity have been used where this have been applicable.

The financial statement is prepared based on historical cost, with exception of land that is measured to fair market value.

The group expects that IFRS 16 *Leases* will not have a material effect on the consolidated financial statements. Based on a materiality assessment the Group has not recognized any right-of-use assets and lease liabilities in the financial statements.

The interim report is not audited.

NOTE 2 – REVENUES

	Consolidated group
Income specified by business area	1. half of 2019
Sale of fossil fuels	538 499
Sale of renewable fuels, incl. heat	283 710
Leasing income	751
Other operating income	1 811
Sum	824 772

	Consolidated group
Sale specified by geographical area	1. half of 2019
Norway	727 260
Rest of Europe	97 512
Sum	824 772

NOTE 3 – CASH FLOW

	Consolidated group
	1. half of 2019
Cash flow from operations	
Profit before income tax	44 660
- Income taxes paid	0
+ Depreciation	4 185
+/- Change in other current balance sheet items	-36 079
- Financial income / + Financial expenses	-20 546
= Net cash flow from operating activities	-7 781
Cash flow from investing activities	-17 522
Cash flow from financing activities	0
= Net change in cash flow	-25 302
+ Cash and cash equiv. at the beginning of the period	62 483
= Cash and cash equivalents at period end	37 181

NOTE 4 – EQUITY

	Share capital	Share premium reserve	Other paid-in equity	Revaluation surplus	Retained equity	Sum
Equity per 1.1.2019	369	13 464	0	22 620	16 677	53 130
Net income	0	0	0	0	34 835	34 835
Effects from restructuring	-169	6 976	7 690	0	-8 368	6 129
Other changes	0	0	1 550	0	0	1 550
Equity pr. 30.6.2019	200	20 440	9 240	22 620	43 143	95 643

**ATTACHMENT 1
COMPLIANCE CERTIFICATE**

[date]

29-08-2019

Dear Sirs,

**AS GREEN CUBE INNOVATIONS FRN SENIOR SECURED NOK 500,000,000 BONDS
2019/2022 – ISIN NO0010852973**

[Alternative no. 1 - Compliance Certificate delivered under paragraph (a)(i) of Clause 12.3 (Compliance Certificate):

We refer to the Bond Terms for the above captioned Bonds made between Nordic Trustee AS as Bond Trustee on behalf of the Bondholders and the undersigned as Issuer. Pursuant to paragraph (a)(i) of Clause 12.3 (*Compliance Certificate*) of the Bond Terms, a Compliance Certificate shall be issued in connection with each delivery of Financial Reports to the Bond Trustee. Capitalised terms used herein will have the same meaning as in the Bond Terms.

This letter constitutes the Compliance Certificate for the period ending [**].

With reference to Clause 12.2 (*Requirements as to Financial Reports*) we hereby certify that all information delivered under cover of this Compliance Certificate is true and accurate and there has been no material adverse change to the financial condition of the Issuer since the date of the last accounts or the last Compliance Certificate submitted to you. Copies of our latest consolidated [Annual Financial Statements] / [Interim Accounts] are enclosed.

The Financial Covenants set out in paragraphs (a)(i) and (a)(ii) of Clause 13.20 (*Financial Covenants*) are met, please see the calculations and figures in respect of the ratios and requirements attached hereto.

The names of the Material Group Companies, the Standalone Subsidiaries and the Project Company are all set out below, and where the Material Group Company/ies listed in [**] to [**] below are newly nominated Material Group Companies:

No.	Name, country of incorporation and company registration number	Designation
1	[**], [**] and [**]	[Material Group Company]/[Standalone Subsidiary]/[Project Company]
2	[**], [**] and [**]	[Material Group Company]/[Standalone Subsidiary]/[Project Company]

We confirm that, to the best of our knowledge, no Event of Default has occurred or is likely to occur.]

[Alternative no. 2 - Compliance Certificate delivered under paragraph (a)(ii) of Clause 12.3 (Compliance Certificate):

We refer to the Bond Terms for the above captioned Bonds made between Nordic Trustee AS as Bond Trustee on behalf of the Bondholders and the undersigned as Issuer. Pursuant to paragraph (a)(ii) of Clause 12.3 (*Compliance Certificate*) of the Bond Terms, a Compliance Certificate shall be issued in connection with each Incurrence Test made. Capitalised terms used herein will have the same meaning as in the Bond Terms.

Please be informed that we have made and satisfied an Incurrence Test under paragraph (b)[(i)]/[(ii)]/[(iii)] of Clause 13.13 (*Financial Covenants*) with respect to [*include description of relevant event or circumstance*], please see the calculations and figures in respect of the ratios and requirements attached hereto.

We confirm that, to the best of our knowledge, no Event of Default has occurred or is likely to occur.]

Yours faithfully,

NX



Kjell Hugo Aasland
Name of authorised person

Enclosure: [Annual Financial Statements]/[Interim Accounts];[and any other written documentation]