

Strong cash flow in quarter despite early winter

Fourth quarter of 2023

- Consolidated net sales increased to SEK 1,048 m (1,045), of which acquisitions 3 percent, currency effects 2 percent and organic development -5 percent
- Net sales in Product & Solutions amounted to SEK 718 m (756) and in Installation Services to SEK 364 m (325)
- Gross profit increased to SEK 257 m (252) Gross margin increased to 24.6% (24.1%)
- EBITDA decreased to SEK 89 m (114), EBITDA margin decreased to 8.5% (10.9%)
- Operating profit (EBIT) decreased to SEK 47 m (66), EBIT margin decreased to 4.5% (6.3%)
- ROCE amounted to 10.2 percent (16.1)
- Cash flow from operating activities amounted to SEK 255 m (93)
- Earnings per share before and after dilution were SEK 1.86 (2.00) and SEK 1.85 (2.00), respectively

January-December 2023

- Consolidated net sales increased by 3 percent to SEK 4,463 m (4,343), of which acquisitions 5 percent, currency 4 percent and organic development -7 percent
- Net sales in Product & Solutions amounted to SEK 3,279 m (3,381) and in Installation Services to SEK 1,352 m (1,124)
- Gross profit decreased to SEK 1,114 m (1,184), Gross margin decreased to 25.0% (27.3%)
- EBITDA decreased to SEK 464 m (583), EBITDA margin decreased to 10.4% (13.4%)
- Operating profit (EBIT) decreased to SEK 293 m (430), EBIT margin decreased to 6.6% (9.9%)
- Cash flow from operating activities amounted to SEK 503 m (360)
- Earnings per share before and after dilution were SEK 8.85 (13.84) and SEK 8.80 (13.76), respectively

Financial key ratios

Amounts in SEKm unless otherwise stated	Q4 2023	Q4 2022	Change	12M 2023	12M 2022	Change
Net sales	1,048	1,045	0%	4,463	4,343	3%
Gross profit	257	252	2%	1,114	1,184	-6%
Gross margin %*	24.6%	24.1%	0.5pp	25.0%	27.3%	-2.3pp
EBITDA*	89	114	-22%	464	583	-20%
EBITDA margin, %*	8.5%	10.9%	-2.4pp	10.4%	13.4%	-3.0pp
EBIT	47	66	-29%	293	430	-32%
EBIT margin, %*	4.5%	6.3%	-1.8pp	6.6%	9.9%	-3.3pp
Return on capital employed, %*	n/a	n/a	n/a	10.2%	16.1%	-5.9pp
Net profit	44	47	-7%	206	330	-37%
Cash flow from operating activities	255	93	173%	503	360	40%
Net debt*	749	912	-18%	749	912	-18%
Earnings per share before dilution, SEK	1.86	2.00	-7%	8.85	13.84	-36%
Earnings per share after dilution, SEK	1.85	2.00	-7%	8.80	13.76	-36%

Conference call

A conference call for investors, analysts and media will be held today, 6 February 2024, at 10:00 am CET and can be joined online at <https://events.teams.microsoft.com/>. Presentation materials will be available on <https://www.nordicwaterproofing.com> one hour before the call.

To participate from computer, use link above or via MS Teams with meeting id 366 053 287 953 and passcode: i443Lv.

To participate via phone, please use conference id 300 609 265# on any of below numbers:

From Sweden: +46 8 502 428 90 From Denmark: +45 32 72 66 61
From United Kingdom: +44 20 7660 8326 From Finland: +358 9 85 626 548

Unless otherwise stated, figures within parentheses refer to the preceding year or the corresponding period in the preceding year in respect of income statement and/or cash flow items and the end of the preceding year in respect of balance sheet items. *For definitions and reconciliations of financial and alternative key performance indicators, please see page 25.

Message from the CEO

Strong cash flow in quarter despite early winter

Consolidated net sales in the fourth quarter increased to SEK 1,048 million compared to SEK 1,045 million last year. Impact from acquisitions of 3 percent, currency translation of 2 percent and organic development of -5 percent whereof sales price decreased -1 percent and volume development was -4 percent. Organic development was -7 percent in Products & Solutions while Installation Services were stable at -1 percent.

EBIT for the fourth quarter amounted to SEK 47 million, compared to SEK 66 million last year. The negative development in operating profit is explained by costs related to the mandatory on Nordic Waterproofing amounting to SEK -9.5 m, and a negative year on year impact of SEK -17.4 m from the Finland solar panel installation entity (capital gain of SEK 7.0 m in 2022 vs operational loss of SEK -10.4 m in 2023). Excluding the impact of these two exceptional items, EBIT increased from SEK 59 m to 67 in spite of harsh weather conditions in 2023.

ROCE now stands at 10.2 percent (16.1). Cash flow from operating activities amounted to SEK 255 M (93), the increase was mainly due to a significant reduction in working capital.

We have seen continued stabilisation on, in some cases slightly deflated, costs for our input materials. Our expectation for commercial new build is slightly negative to neutral while demand for renovation remains stable. Residential new build will remain depressed in the short-term. We have effected cost reductions throughout our Group to adapt to the current business climate.

The Products & Solutions operating segment decreased Net Sales by -5 percent (15). The impact from acquisitions was 0 percent (4) and currency translation effects were 2 percent (5), organic development was -7 percent (6) of which impact from sales price was -1 percent (15) and volume decreased by -6 percent (-10).

The Bitumen-based waterproofing business in Sweden showed a neutral development in Net Sales while the other three Nordic markets had slightly negative development. The price development for most of the markets was neutral compared to last year.

This was achieved in spite of harsh weather conditions and an early winter.

SealEco, our synthetic rubber waterproofing business, had a decline in sales in most of its markets, however at a lower rate than previously this year.

In our prefabricated wooden elements business, the Taasinge group had an increase in sales in Denmark while Norway had a negative sales development. Kerabit Kattoelementit in Finland had a slightly positive development in sales. The Taasinge group has had slightly positive sales trend with increased margins, although still at an unsatisfactory level. Order books are on good levels in Denmark and Finland.

Sales development of our green infrastructure businesses, sold under the brands Veg Tech and Urban Green, had a slightly negative development due to lower activity within the area of roof park installations.

The Installation Services operating segment grew by 12 percent (30) to SEK 364 M. The impact from acquisitions was 9 percent (8) and currency translation effects were 4 percent (8), organic development was -1 percent (13), of which



Martin Ellis,
President and CEO

Jan-Dec 2023

Net sales:
SEK 4,463 m (4,343)

EBITDA:
SEK 464 m (583)
10.4% (13.4%)

EBIT:
SEK 293 m (430)
6.6% (9.9%)

ROCE (R12):
10.2% (16.1%)

sales price development was neutral (6 percent) and volume development was -1 percent (7). In Finland, which represents the largest part of our Installation Services, we saw lower margins as a consequence of inefficiencies due to the early winter for our roofing activities. We also faced operational challenges within the area of solar panel installations where improvement plans have been implemented. The entity performing flooring on cruise ships showed excellent performance. In Norway, where we face some operational challenges, we had a negative development in volume and weaker margins. In Denmark, our franchise companies reported operating profit on a par with the strong previous year. The recently acquired entities in Sweden contributed with a positive operating result in the quarter.

The fourth quarter concludes a year in a challenging environment. I am pleased to report that during the year we continued to strengthen our Group's positions, taking market shares in most of our businesses. We are confident that the remaining operational challenges in a few limited areas offer the opportunity of improved profitability in 2024. We are presently well positioned with strong cash flow and a solid balance sheet to further expand the Group in accordance with our strategic plan. Our decentralized model continues to prove effective as we have been able to simultaneously implement necessary cost savings as well as innovative marketing initiatives. Overall, we are well positioned after a period of challenging market climates.

Helsingborg, 6 February 2024



Martin Ellis,
President and CEO

Annual General Meeting 2024 and dividend proposal

The AGM of Nordic Waterproofing Holding AB will be held on 25 April 2024.

The Board of Directors will propose the Annual General Meeting to resolve to pay a cash dividend of SEK 5.00 per share, totaling SEK 120 m. This represents ca 58 percent of the net profit in 2023.

Nomination Committee for the 2024 Annual General Meeting

Information about the nomination committee is published on the Group's website:
www.nordicwaterproofing.com/en/nomination-committee.

Annual report 2023

The 2023 Annual Report will be available on Nordic Waterproofing's website and at the company's headquarters from 25 March 2024.

The Group

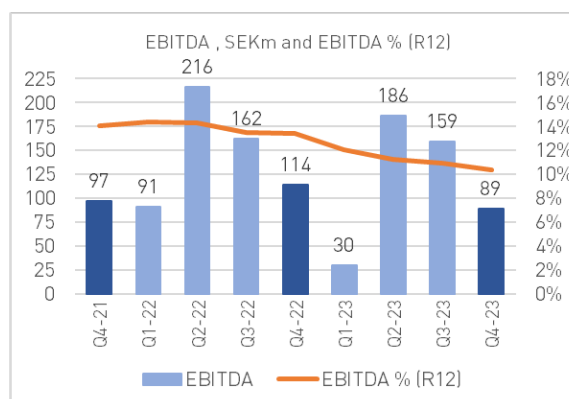
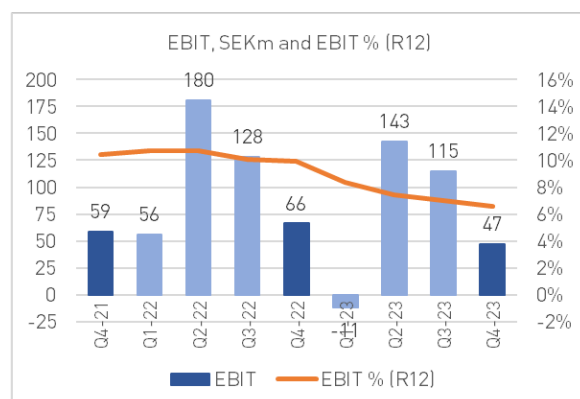
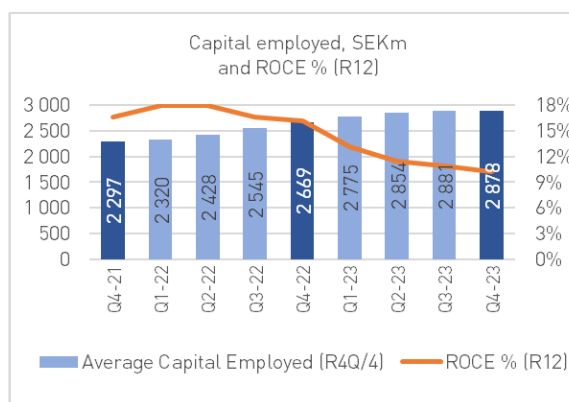
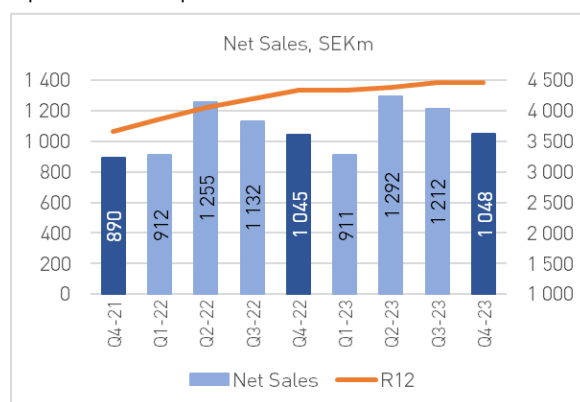
Net sales

Consolidated net sales for the fourth quarter increased marginally to SEK 1,048 m (1,045). Organic development was -5 percent (6), of which -1 percent (13) was an impact of decreased sales prices and volume development was -4 percent (-7), impact from acquisitions was 3 percent (6) and currency translation effects were 2 percent (6).

Consolidated net sales for the period January – December increased with 3 percent (19) to SEK 4,463 m (4,343). Organic development was -7 percent (9), of which 3 percent (14) was sales price increases and volume development was -10 percent (-5), impact from acquisitions was 5 percent (5) and currency translation effects were 4 percent (4).

Analysis of net sales	Q4 2023 (%)	Q4 2023 (SEK m)	12M 2023 (%)	12M 2023 (SEKm)
Previous period		1,045		4,343
Organic growth	-5%	-52	-7%	-296
Structural effects	3%	29	5%	236
Currency effects	2%	26	4%	180
Current period	0%	1,048	3%	4,463

Sales in Denmark increased by 1 percent compared with the corresponding period in the preceding year, sales of bitumen-based waterproofing had a negative development while prefabricated wooden elements had a positive development. Organic development was -5 percent, acquisitions 0 percent and currency changes had a positive impact with 5 percent. In Sweden sales increased by 6 percent. Sales in Norway decreased by -29 percent whereof organic development was -24 percent and currency changes had a negative impact with -5 percent. In Finland sales increased by 17 percent in the quarter whereof impact from acquisitions was 4 percent, organic development was 8 percent and currency translation effects were positively affecting by 5 percent. Sales to other countries in Europe decreased with -8 percent in the quarter.



Operating profit (EBIT), EBITDA and ROCE

Operating profit (EBIT) for the fourth quarter decreased to SEK 47 m (66) and the EBIT margin decreased to 4.5 percent (6.3).

The negative development in gross profit and operating profit is mainly explained by operations within Installation Services in Finland where the solar panel installation had a negative result and an early winter had a negative impact on the roofing businesses. Product & Solutions had a strong fourth quarter compared to last year, with increased margins. There was also an impact from costs amounting to SEK 9,5 m related to the mandatory bid on Nordic Waterproofing.

Operating profit (EBIT) for the period January - December decreased to SEK 293 m (430) and the EBIT margin decreased to 6.6 percent (9.9). The decrease is mainly explained by costs related to the termination of two operations during the first quarter, increased competition and a weaker market for synthetic rubber waterproofing membranes, operational challenges within the business of prefabricated elements, as well as a weak year for the installation services in Norway.

EBITDA for the fourth quarter decreased to SEK 89 m (114) and the EBITDA margin is decreased to 8.5 percent (10.9).

EBITDA for the period January - December decreased to SEK 464 m (583) and the EBITDA margin decreased to 10.4 percent (13.4).

Return on capital employed (ROCE) on a rolling 12 months basis was 10.2 percent (16.1) after the fourth quarter, being below our long-term financial target of 13.0 percent. The reduction is mainly explained by the decreased profitability.

Net financial items

Net financial items for the fourth quarter of 2023 amounted to SEK 1 m (-9). The positive development is mainly explained by the impact of SEK 19 m following the earn-outs and valuations for the written put options while increased interest cost had a negative impact of SEK -18 M (-9).

Net financial items for the period January - December amounted to SEK -37 m (-18). The negative development is mainly explained by increased interest cost of SEK -56 m (-24) as well as a positive impact from the earn-outs and valuations for the written put options by SEK 23 m.

Profit or loss before and after tax

The profit before tax for the fourth quarter amounted to SEK 48 m (57) and profit after tax amounted to SEK 44 m (47). The effective tax rate was 8 percent in the quarter.

The profit before tax for the period January - December amounted to SEK 257 m (413) and profit after tax amounted to SEK 207 m (330). The effective tax rate was 20 percent.

Risks and uncertainties

Nordic Waterproofing's business is subject to various risks, which can be divided into operating, financial and external risks. Operating risks include liability under warranties and product liability, key employees, disruptions in production, IT systems, intellectual property rights, product development, restructuring, acquisitions and integration, insurance, and corporate governance. Financial risks primarily include changes in exchange rates and interest rates, and risks relating to losses in respect of accounts receivable, liquidity risk, the capacity to raise capital, financial credit risk and risks relating to goodwill. External risks include risks relating to market trends, competition, prices of raw materials, political decisions, legal disputes, tax risks, environmental risks, and weather conditions.

The consequences of the increased interest rates and a decrease in the market for new built construction as well as maintenance is being closely followed by the company to mitigate the impact from these events as much as possible.

The management of risk at Nordic Waterproofing is based on a structured process for continually identifying and assessing risks, their likelihood, and their potential impact on the Group. The focus is on identifying controllable risks and managing the risks to reduce the overall risk level for the business.

On the 29 April 2020 the Danish Competition and Consumer Authority (Konkurrence- og Forbrugerstyrelsen) decided to finally close the investigation of the roofing felt market. By the decision, the Council closed the whole matter without taking any further steps. Related to this, three local competitors have raised claims for financial losses allegedly incurred by them. The first case was up in court in December 2021 and verdict was delivered on 16 February 2022 in favour of Nordic Waterproofing. Verdict in the remaining two cases was delivered on 7 May 2022 in favour of Nordic Waterproofing. Both latter two losing parties appealed the court's decision, however one of them has been closed due to bankruptcy and only one counterpart remains.

In the opinion Nordic Waterproofing, the situation remains that there are no grounds for these claims and no provisions have been made.

The risks are further described in the Group's 2022 Annual Report.

Cash flow

Cash flow from operating activities during the fourth quarter was SEK 255 m (93). The good cash flow was driven by positive changes in the working capital and positive changes in operating activities.

Cash flow from investing activities during the fourth quarter was SEK -38 m (-50).

Cash flow from financing activities during the fourth quarter was SEK -13 m (-17).

Cash flow from operating activities during 2023 amounted to SEK 503 m (360). The positive cash flow is mainly explained by the reduced inventory levels.

Investments and depreciations

Gross investments excluding acquisitions during the fourth quarter of 2023 amounted to SEK 12 m (43), while depreciation amounted to SEK -14 m (-17). Right-of-use depreciations relating to IFRS 16 amounts to SEK -14 m (-22). Amortizations of intangible assets amounted to SEK -56 m (-31), primarily consisting of amortizations of customer relations in the acquired companies.

Gross investments excluding acquisitions during January - December 2023 amounted to SEK 68 m (105), while depreciation amounted to SEK -53 m (-61). Right-of-use depreciations relating to IFRS 16 amounts to SEK -62 m (-61). Amortizations of intangible assets amounted to SEK -56 m (-31), primarily consisting of amortizations of customer relations in the acquired companies.

Financial position and liquidity

Nordic Waterproofing's principal external financing agreement has final maturity date in June 2025. It contains a EUR 75.0 m (75.0) term loan facility and a EUR 40.0 m (40.0) revolving loan facility, of which EUR 14.4 m is allocated to the Group cash pool overdraft facility. The loan and credit facilities bear variable interest and run without requiring repayment in instalments. The financing agreement contains financial covenants that are monitored and followed up on a quarterly basis. At the end of the fourth quarter Nordic Waterproofing is compliant with the covenants as per the facility agreement.

The consolidated interest-bearing net debt amounted to SEK 724 m at the end of the period, compared with SEK 844 m at the end of 2022. The decrease in net debt of SEK 120 m compared to the end of 2022 is mainly explained by the increased cash flow from the operating activities.

Consolidated cash and cash equivalents amounted to SEK 349 m (260) at the end of the period. SEK 0 m (0) of the Group's total overdraft facility of SEK 160 m (160) was utilized at the end of the quarter.

Indebtedness calculated as net interest-bearing debt/EBITDA during the most recent twelve-month period was 1.6x (1.4x) at the end of the period, and the net debt/equity ratio was 0.4x (0.5x).

Pledged assets and contingent liabilities

There were no significant changes during the period.

Employees

The average number of employees during the fourth quarter of 2023 (expressed as full-time equivalents) was 1,318 compared with 1,366 during the same period in the preceding year. The decrease is driven by divested companies and reductions for increased efficiency.

The average number of employees in the parent company has been 1 (1).

Significant events during the period

- On October 27, it was announced that the Board of Nordic Waterproofing Holding AB, following the mandatory offer to the shareholders of Nordic Waterproofing Holding AB, submitted by main owner Kingspan Holdings (IRL) Limited on October 10, 2023 (the "offer"), has appointed Nordea Bank Abp, filial i Sverige as financial adviser and Setterwalls Advokatbyrå AB as legal adviser.
- On December 13, it was announced that Nordic Waterproofing has appointed Bank of America Europe Designated Activity Company, Stockholm Branch ("BofA Securities") to render a fairness opinion to the Board to support the Board in its evaluation of the Offer. The Board will provide its recommendation to the shareholders of Nordic Waterproofing at least two weeks prior to the expiry of the acceptance period for the Offer.

Significant events after the reporting period

On January 12, it was announced that following the extension of the acceptance period announced by Kingspan on 9 January 2024, from February 1, 2024, to March 27, 2024, the board of directors of Nordic Waterproofing (the "Board") wishes to announce that the board will provide its recommendation to the shareholders of Nordic Waterproofing in connection with the release of Nordic Waterproofing's full-year results for 2023. As previously communicated Nordic Waterproofing's year-end report for 2023 is scheduled to be released on 6 February 2024.

Financial targets

Nordic Waterproofing's target for the return on capital employed (ROCE) is at least 13 percent. The outcome after the fourth quarter of 2023 on a rolling 12-month basis was 10.2 percent. The decrease is driven by reduced profitability.

The interest-bearing net debt/EBITDA-ratio shall not exceed 3.0 times. The outcome after the fourth quarter of 2023 (R12) was 1.6 times.

The sales growth target to exceed the growth in the Group's current markets through organic growth, in addition to expected growth through selective acquisitions. It is the opinion of the Group that we have been on par with or

outperformed the market growth on our most relevant markets with the exception of synthetic rubber membranes where we see a slight loss of market share.

Sustainability within Nordic Waterproofing

In Q3 and Q4 a double materiality assessment has been carried out by all business units in line with CSRD. The material impacts for Nordic Waterproofing are found to be climate change, own workforce, and governance with opportunities within Circular Economy and Biodiversity. The methodology and material impacts has been approved by the board together with our transition plan and will be our guideline for our sustainability work for the coming years

Further information about the Group's sustainability work can be found in the Annual Report for 2022 and on our website.

The parent Company

The parent Company, Nordic Waterproofing Holding AB, is a holding company that does not conduct any business. The parent company's earnings primarily reflect the revenues and costs for joint Group services and deductions for salaries, other remuneration and compensation, and similar expenses.

Incentive programs

The Company has established three incentive programs ("LTIP 2021", "LTIP 2022" and "LTIP 2023"). The total cost, including social security charges, is estimated to be SEK 10-14 m for each program, during the period of the program, under the assumption of an average annual growth of operating profit (EBIT) before items affecting comparability of 10 percent. No new shares will be issued in the Company due to the programs. However, the Company will acquire treasury shares in order to secure the provision of shares and to secure and cover social security charges. The costs for the programs are expected to have a marginal effect on Nordic Waterproofing Group's key ratios. The maximum number of shares that can be granted under the LTIP 2021, LTIP 2022 and LTIP 2023 are 62,408, 70,733 and 83,081 respectively, considering persons having left the Company. During the second quarter has the LTIP 2020 been finalised and 81,175 shares earned in the program has been distributed to the participants, During the third quarter, the remaining 3,777 vested shares were distributed. As per 31 December 2023, Nordic Waterproofing Holding AB owns itself 91,946 (84,097) treasury shares.

Treasury shares	2023	2022
Owned treasury shares as per 1 January	84,097	176,334
Distributed shares in LTIP 2019 (2018)	-	- 92,237
Distributed shares in LTIP 2020 (2019)	- 84,952	-
Acquired treasury shares	92,801	-
Treasury shares as per 31 December	91,946	84,097

Shares and share capital

As per 31 December 2023, the share capital amounted to SEK 24,084 thousand and the total number of issued shares were 24,083,935. The Company has one (1) class of shares. Each share entitles the holder to one vote at general meetings.

As per 31 December 2023, Nordic Waterproofing Holding AB had ca 4,800 shareholders and owns itself 91,946 treasury shares (0.4 percent of the total number of issued shares) following the share buyback program in connection with the long-term incentive programs.

There have not been any changes in number of issued shares and share capital during the fourth quarter of 2023. As a consequence of the distribution of shares from LTIP 2020 and acquisition of treasury shares the number of treasury shares has been reduced from 84,097 to 91,946 shares.

Ownership structure

The number of shareholders has during the quarter decreased with ca 1,300, from 6,100 to ca 4,800.

The largest shareholders in Nordic Waterproofing Holding AB, as per 31 December 2023, are stated below.

Owner	Number of shares	Capital, %	Votes, %
Kingspan Group PLC	7,453,730	30.9%	31.1%
TFG Asset Management	3,000,000	12.5%	12.5%
Samson Rock Capital LLP	2,418,098	10.0%	10.1%
Fidelity International (FIL)	1,203,072	5.0%	5.0%
Carnegie Funds	539,530	2.2%	2.2%
Dimensional Fund Advisors	527,118	2.2%	2.2%
Canaccord Genuity Wealth Management	402,471	1.7%	1.7%
Avanza Pension	322,854	1.3%	1.3%
Evli Fund Management	300,000	1.2%	1.3%
DNCA Finance S.A	267,509	1.1%	1.1%
Total 10 largest shareholders	16,434,382	68.2%	68.5%
Other shareholders	7,557,607	31.4%	31.5%
Total number of votes	23,991,989	99.6%	100.0%
Treasury shares	91,946	0.4%	n/a
Total number of shares	24,083,935	100.0%	n/a

Source: Monitor by Modular Finance AB. Compiled and processed data from various sources, including Euroclear, Morningstar and the Swedish Financial Supervisory Authority. Holdings with depositories are reported as "other shareholders".

Operating segments

Products & Solutions

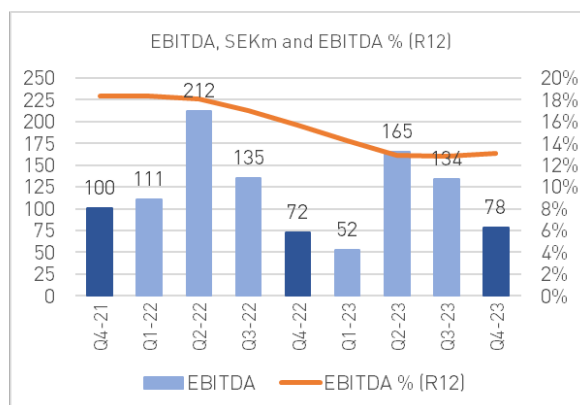
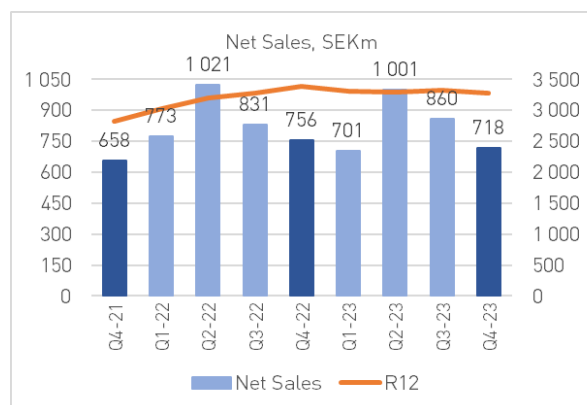
Net sales for the fourth quarter of 2023 decreased by 5 percent compared with the corresponding period in the preceding year, amounting to SEK 718 m (756). Organic development was -7 percent of which impact from sales price were -1 percent and volume development were -6 percent, the impact from acquisitions was 0 percent and currency translation effects were 2 percent.

Sales in Denmark increased by 1 percent compared to the corresponding period in the preceding year, whereof -5 percent organic, 0 percent from acquisitions and a positive currency effect of 5 percent. Sales in Finland decreased with -24 percent compared to corresponding period in the preceding year, whereof organic decrease was -26 percent, 0 percent from acquisitions and currency effects were positive with 2 percent. Sales in Sweden decreased by 4 percent while sales in Norway decreased by -13 percent whereof organic sales development was -7 percent and currency effects had a negative impact with -6 percent. Sales in other countries in Europe decreased by -8 percent in the quarter.

Analysis of net sales, Product & Solutions	Q4 2023 (%)	Q4 2023 (SEK m)	12M 2023 (%)	12M 2023 (SEK m)
Previous period		756		3,381
Organic growth	-7%	-50	-8%	-266
Structural effects	0%	0	2%	64
Currency effects	2%	12	3%	101
Current period	-5%	718	-3%	3,279

Operating profit (EBIT) for Products & Solutions for the fourth quarter 2023 increased and amounted to SEK 47 m (35). The EBIT margin was 6.5 percent (4.6). Operating profit (EBIT) for the period January – December 2023 decreased and amounted to SEK 302 m (413). The EBIT margin was 9.2 percent (12.2).

EBITDA amounted to SEK 78 m (72) and the EBITDA margin was 10.9 percent (9.6) in the fourth quarter. EBITDA for the period January – December 2023 amounted to SEK 430 m (530) and the EBITDA margin was 13.1 percent (15.7).



Installation Services

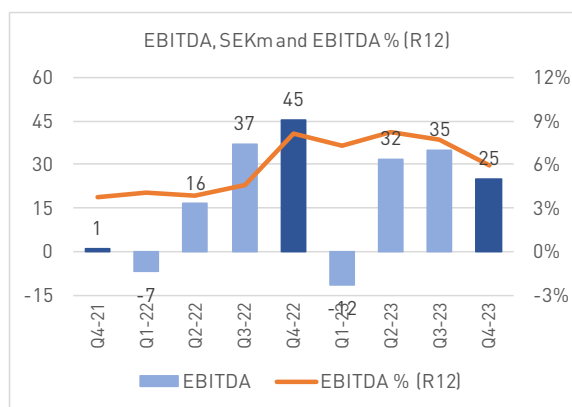
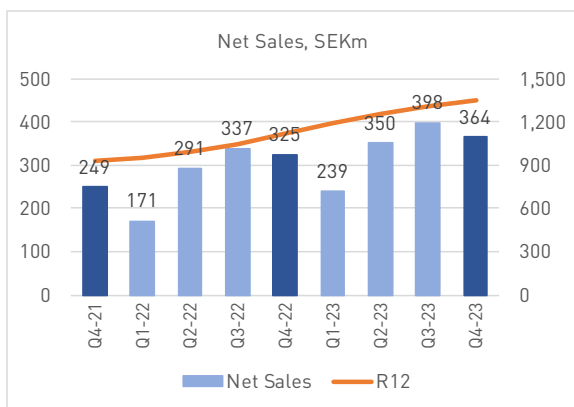
Business in this operating segment is primarily conducted in Finland, through a part-owned company in Norway, through the non-consolidated franchise companies in Denmark and through a wholly-owned subsidiary in Sweden. Net sales for the fourth quarter of 2023 increased by 12 percent compared with the corresponding period in the preceding year, amounting to SEK 364 m (325). Organic development was -1 percent of which 0 percent were sales price increases and volume development -1 percent, the impact from acquisitions was 9 percent and currency translation effects were 4 percent.

Sales in Finland increased with 25 percent consisting of 15 percent organic, 4 percent from acquisitions and positive currency effects with 6 percent. Sales in Norway decreased with -66 percent consisting of -64 percent organic and negative currency effects with -2 percent. Sales in Sweden has mainly been generated from acquisitions.

	Q4 2023 (%)	Q4 2023 (SEK m)	12M 2023 (%)	12M 2023 (SEK m)
Analysis of net sales, Installation Services				
Previous period		325		1,124
Organic growth	-1%	-3	-2%	-24
Structural effects	9%	29	15%	173
Currency effects	4%	14	7%	79
Current period	12%	364	20%	1,352

Operating profit (EBIT) for Installation Services for the fourth quarter amounted to SEK 16 m (36). The EBIT margin was 4.3 percent (11.1) in the quarter. Operating profit (EBIT) for the period January – December 2023 amounted to SEK 40 m (58). The EBIT margin for the period January – December 2023 was 2.9 percent (5.2).

EBITDA amounted to SEK 25 m (45) and the EBITDA margin was 6.9 percent (13.9) in the fourth quarter. EBITDA for the period January – December 2023 amounted to SEK 81 m (92) and the EBITDA margin was 6.0 percent (8.2).



Note: both EBITDA and EBITDA %-age include the share of profit in associated companies

Quarterly data, IFRS and alternative measures

Key figures (SEKm)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022
Net sales	1,048	1,212	1,292	911	1,045	1,132	1,255	912
EBITDA*	89	159	186	30	114	162	216	91
EBITDA margin, %*	8.5%	13.1%	14.4%	3.3%	10.9%	14.3%	17.2%	10.0%
Operating profit (EBIT)	47	115	143	-11	66	128	180	56
EBIT margin, %*	4.5%	9.5%	11.0%	-1.3%	6.3%	11.3%	14.4%	6.1%
ROCE (R12), %*	10.2%	10.8%	11.4%	13.1%	16.1%	16.6%	17.9%	17.9%
Net profit	44	82	103	-22	47	104	140	39
Cash flow from operating activities	255	149	157	-58	93	244	38	-15
Cashflow from operating activities (R12)*	503	341	437	317	360	358	215	292
Operating cash conversion (R12), %*	108%	70%	89%	61%	62%	63%	37%	52%
Interest-bearing net debt*	724	940	1081	997	844	861	976	762
Net debt*	749	985	1,131	1,058	912	895	1,009	855
Earnings per share before dilution, SEK	1.86	3.49	4.34	-0.84	2.00	4.34	5.84	1.65
Earnings per share after dilution, SEK	1.85	3.47	4.31	-0.83	2.00	4.32	5.80	1.64
Net sales by segment (SEKm)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022
Products & Solutions	718	860	1,001	701	756	831	1,021	773
Installation Services	364	398	350	239	325	337	291	171
Group Items & Eliminations	-34	-46	-59	-29	-35	-37	-57	-33
Total	1,048	1,212	1,292	911	1,045	1,132	1,255	912
Net sales by country (SEKm)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022
Sweden	203	224	272	146	193	203	254	138
Norway	129	155	162	146	181	177	180	136
Denmark	231	242	267	237	230	251	286	272
Finland	375	453	401	233	321	346	314	171
Europe	110	137	189	147	119	153	219	193
Rest of world	0	1	1	3	2	2	1	1
Total	1,048	1,212	1,292	911	1,045	1,132	1,255	912
EBITDA by segment (SEKm)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022
Products & Solutions	78	134	165	52	72	135	212	111
Installation Services	25	35	32	-12	45	37	16	-7
Group Items & Eliminations	-14	-11	-11	-11	-4	-10	-12	-12
Total	89	159	186	30	114	162	216	91
EBIT by segment (SEKm)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022
Products & Solutions	47	102	132	22	35	111	184	83
Installation Services	16	24	22	-22	36	28	9	-15
Group Items & Eliminations	-15	-11	-11	-11	-5	-11	-13	-13
Total	47	115	143	-11	66	128	180	56

*For definitions and reconciliations of financial and alternative key performance indicators, please see page 25.

Management's statement

The Board of Directors and the President give their assurance that this year end report provides a true and fair view of the Group's and the Parent Company operations, position and earnings, as well as describing significant risks and uncertainties faced by the Parent Company and the other business units forming the Group.

Helsingborg, 6 February 2024

CEO

Martin Ellis
President & CEO

Board of Directors

Mats O. Paulsson
Chairman

Hannele Arvonen

Steffen Baungaard

Riitta Palomäki

Hannu Saastamoinen

This year end report has not been reviewed by the company's auditor.

Condensed consolidated key figures

Amounts in SEKm

unless otherwise stated

	Q4 2023	Q4 2022	12M 2023	12M 2022
Net sales	1,048	1,045	4,463	4,343
Gross profit	257	252	1,114	1,184
EBITDA*	89	114	464	583
Operating profit (EBIT)	47	66	293	430
Net profit	44	47	206	330
Gross margin, %*	24.6%	24.1%	25.0%	27.3%
EBITDA margin, %*	8.5%	10.9%	10.4%	13.4%
EBIT margin, %*	4.5%	6.3%	6.6%	9.9%
Cash flow from operating activities	255	93	503	360
Operating cash conversion, %*	n/a	n/a	108%	62%
Investments in tangible & intangible assets	-12	-43	-68	-105
Total assets	3,634	3,724	3,634	3,724
Capital employed*	2,850	2,859	2,850	2,859
Equity	1,777	1,754	1,777	1,754
Interest-bearing net debt*	724	844	724	844
Interest-bearing net debt/EBITDA, multiple*	n/a	n/a	1.6x	1.4x
Net debt*	749	912	749	912
Net debt/EBITDA, multiple*	n/a	n/a	1.6x	1.6x
Interest coverage ratio, multiple*	3.7x	6.4x	5.4x	0.0x
Equity/assets ratio, %*	48.9%	47.1%	48.9%	47.1%
Net debt/equity ratio, multiple*	0.4x	0.5x	0.4x	0.5x
Return on shareholders' equity, %*	n/a	n/a	12.1%	20.8%
Return on capital employed, %*	n/a	n/a	10.2%	16.1%
Return on capital employed excluding goodwill, %*	n/a	n/a	17.6%	27.9%
Average number of shares before dilution	23,991,989	23,999,838	23,972,071	23,957,563
Average number of shares after dilution	24,083,935	24,083,935	24,083,935	24,083,935
Earnings per share before dilution, SEK	1.86	2.00	8.85	13.83
Earnings per share after dilution, SEK	1.85	2.00	8.80	13.76
Shareholders equity per share before dilution, SEK*	74.05	73.10	74.11	73.23
Shareholders equity per share after dilution, SEK*	73.77	72.84	73.77	72.84
Cash flow from operating activities per share before dilution, SEK*	10.64	3.89	20.96	14.99
Cash flow from operating activities per share after dilution, SEK*	10.60	3.88	20.88	14.94
Number of shares before dilution	23,991,989	23,999,838	23,991,989	23,999,838
Number of shares after dilution	24,083,935	24,083,935	24,083,935	24,083,935

*For definitions and reconciliations of financial and alternative key performance indicators, please see page 25.

Condensed financial statements

Condensed consolidated statement of profit or loss and other comprehensive income

Amounts in SEKm unless otherwise stated	Q4 2023	Q4 2022	12M 2023	12M 2022
Net sales	1,048.0	1,045.3	4,463.4	4,343.4
Cost of goods sold	-790.5	-793.6	-3,349.4	-3,159.1
Gross profit/loss	257.4	251.7	1,114.1	1,184.3
Selling expenses	-149.5	-146.4	-548.0	-530.1
Administrative expenses	-75.2	-73.1	-295.1	-272.7
Research and development expenses	-1.1	-1.3	-5.6	-5.1
Other operating income	5.2	9.7	15.5	19.0
Other operating expenses	-12.0	-2.2	-33.6	-7.0
Share of profit in associated companies	22.4	27.9	45.7	42.1
Operating profit/loss (EBIT)	47.3	66.2	293.1	430.4
Net finance items	0.5	-9.2	-36.6	-17.9
Profit/loss before tax	47.8	57.0	256.5	412.6
Tax	-4.0	-9.9	-50.0	-82.4
Profit/loss after tax	43.8	47.1	206.5	330.1
Other comprehensive income				
Items that are or may be reclassified to profit/loss for the year				
Translation differences for the year in translation of foreign operations	-45.1	25.3	-11.7	100.1
Gains/losses on hedging of currency risk in foreign operations	0.0	0.0	0.0	0.0
Gains/losses on raw material hedging, net	0.0	0.0	0.0	0.0
Tax on gains/losses on comprehensive income	0.0	0.0	0.0	0.0
Total other comprehensive income after tax	-45.1	25.3	-11.7	100.1
Total comprehensive income after tax	-1.3	72.4	194.8	430.2
Profit/loss for the year, attributable to:				
Owners of the company	44.7	48.1	212.0	331.3
Non-controlling interests	-0.8	-1.0	-5.6	-1.2
Total comprehensive income for the year, attributable to:				
Owners of the company	0.1	73.0	200.4	430.8
Non-controlling interests	-1.4	-0.5	-5.6	-0.5
Average number of shares before dilution	23,991,989	23,999,838	23,972,071	23,957,563
Average number of shares after dilution	24,083,935	24,083,935	24,083,935	24,083,935
Earnings per share before dilution, SEK	1.86	2.00	8.85	13.84
Earnings per share after dilution, SEK	1.85	2.00	8.80	13.76

Condensed consolidated balance sheet

Amounts in SEKm unless otherwise stated	31 Dec 2023	31 Dec 2022
ASSETS		
Intangible assets	1,334.5	1,360.6
Tangible assets	533.8	571.5
Financial assets	184.5	146.2
Deferred tax assets	17.8	13.4
Other non-current assets	21.0	11.2
Total non-current assets	2,091.6	2,102.9
Inventories	618.7	786.6
Trade receivables	428.8	420.0
Receivables for on-going construction contracts	81.3	101.9
Tax assets	15.8	0.2
Other receivables	48.5	51.9
Cash and cash equivalents	349.3	260.5
Total current assets	1,542.3	1,621.1
TOTAL ASSETS	3,633.9	3,724.0
EQUITY AND LIABILITIES		
Share capital	24.1	24.1
Reserves	126.8	138.5
Retained earnings including profit for the year	1,613.0	1,573.9
Equity attributable to owners of the Company	1,763.8	1,736.4
Non-controlling interests	12.8	17.9
Total equity	1,776.7	1,754.3
Non-current interest-bearing liabilities	859.8	881.6
Other non-current liabilities	22.4	50.6
Provisions	6.5	5.1
Deferred tax liabilities	131.2	132.3
Total non-current liabilities	1,019.9	1,069.7
Current interest-bearing liabilities	213.7	223.3
Trade payable	246.2	242.6
Payables for on-going construction contracts	46.9	56.9
Tax liabilities	9.3	27.7
Other current liabilities	321.2	349.6
Total current liabilities	837.3	900.0
TOTAL EQUITY AND LIABILITIES	3,633.9	3,724.0

Condensed consolidated statement of changes in equity

Specification of changes in equity (SEKm)	31 Dec 2023	31 Dec 2022
<i>Equity attributable to owners of the Company</i>		
Opening balance	1,736.4	1,451.0
Profit for the period	212.0	331.3
Other comprehensive income	-11.7	99.4
Transactions with non-controlling interest	1.9	-9.5
Dividend	-167.3	-143.4
Repurchase of treasury shares	Note 7 -15.0	0.0
Costs for long-term incentive programs	7.5	7.5
Closing balance	1,763.8	1,736.4
<i>Equity attributable to non-controlling interest</i>		
Opening balance	17.9	9.0
Profit for the period	-5.6	-1.2
Other comprehensive income	0.0	0.6
Acquisitions	0.5	9.9
Dividend	0.0	-0.5
Transactions with the Group's owners	0.0	0.0
Closing balance	12.8	17.9
SUM TOTAL EQUITY, CLOSING BALANCE	1,776.7	1,754.3

Condensed consolidated cash flow statement

Amounts in SEKm unless otherwise stated	Q4 2023	Q4 2022	12M 2023	12M 2022
Operating activities				
Operating profit (EBIT)	47.3	66.2	293.1	430.4
Adjustment for non-cash items etc	22.8	1.6	152.2	105.0
Interest received	3.9	0.2	4.2	0.8
Interest paid	-17.5	-10.0	-56.8	-23.5
Dividends received	8.7	3.7	38.8	24.6
Dividends received from entities valued according to IFRS 9	0.1	0.4	1.2	0.4
Income tax paid/received	-25.5	-72.3	-92.9	-120.7
Cash flow from operating activities before changes in working capital	39.7	-10.3	339.7	417.0
Changes in working capital				
Increase (-)/Decrease (+) in inventories	70.1	84.4	163.5	-88.0
Increase (-)/Decrease (+) in operating receivables	403.0	334.5	19.7	14.0
Increase (+)/Decrease (-) in operating liabilities	-257.6	-315.2	-20.1	16.8
Cash flow from operating activities	255.2	93.4	502.8	359.7
Investing activities				
Acquisition of intangible fixed assets	-1.4	-0.1	-9.6	-1.5
Acquisition of tangible fixed assets	-10.3	-43.1	-58.7	-103.0
Divestments of tangible fixed assets	2.9	4.2	2.9	4.2
Acquisition of business, net cash impact	-1.1	-20.3	-13.7	-127.8
Divestments of business, net cash impact	0.0	0.0	9.1	0.0
Acquisition of participations in associated companies	-18.8	0.1	-62.7	-0.3
Divestments of participations in associated companies	0.0	1.0	23.7	1.0
Change in other financial assets	-9.0	7.8	-19.1	-9.3
Cash flow from investing activities	-37.7	-50.3	-127.9	-236.7
Financing activities				
Amortization of loans	-12.5	-16.9	-156.8	-62.3
Proceeds from loans	0.0	0.5	91.0	160.5
Purchase of own shares	0.0	0.0	-15.0	0.0
Dividend	0.0	0.0	-167.3	-143.4
Acquisition of participations in non-controlling interest	0.0	0.0	-21.0	-56.0
Divestment of participations in non-controlling interest	0.0	0.0	0.0	0.0
Dividend paid to non-controlling interests	-0.8	-0.5	-0.8	-0.5
Cash flow from financing activities	-13.3	-16.9	-269.9	-101.7
Cash flow for the period	204.2	26.1	105.0	21.4
Cash and cash equivalents at the beginning of the period	154.3	224.9	260.5	226.6
Exchange-rate differences in cash and cash equivalents	-9.2	9.4	-16.2	12.5
Cash and cash equivalents at the end of the period	349.3	260.5	349.3	260.5

The parent company's income statement in summary

Amounts in SEKm unless otherwise stated	Q4 2023	Q4 2022	12M 2023	12M 2022
Net sales	2.7	2.5	16.7	15.0
Gross profit/loss	2.7	2.5	16.7	15.0
Administrative expenses	-11.6	-11.1	-32.0	-32.1
Other operating expenses	-9.6	0.0	-10.9	-1.3
Operating profit/loss (EBIT)	-17.8	-8.7	-25.4	-18.4
Result from financial items				
Result from shares in subsidiaries	150.0	0.0	150.0	150.0
Other financial items	2.1	-1.0	-9.4	-11.8
Net finance items	152.1	-1.0	140.6	138.2
Result after financial items	134.4	-9.6	115.2	119.8
Appropriations	58.6	30.2	58.6	30.2
Profit before tax	192.9	20.6	173.8	150.0
Tax	-9.1	-4.1	-5.5	-0.2
Profit/loss after tax	183.8	16.5	168.3	149.8

Other comprehensive income in summary

Other comprehensive income	Q4 2023	Q4 2022	12M 2023	12M 2022
Profit for the period	183.8	16.5	168.3	149.8
Other comprehensive income	0.0	0.0	0.0	0.0
Total other comprehensive income after tax	183.8	16.5	168.3	149.8

The parent company's balance sheet in summary

Amounts in SEKm unless otherwise stated	31 dec 2023	31 Dec 2022
ASSETS		
Shares in subsidiaries	913.6	908.4
Total non-current assets	913.6	908.4
Other current receivables from Group companies	449.5	439.0
Current tax assets	0.0	15.7
Other short-term receivables	1.5	1.3
Prepaid expenses and accrued income	0.1	0.1
Cash and cash equivalents	285.3	133.0
Total current assets	736.4	589.1
TOTAL ASSETS	1,649.9	1,497.5
EQUITY AND LIABILITIES		
Share capital	24.1	24.1
Retained earnings including profit for the year	612.5	619.1
Total equity	636.5	643.2
Untaxed reserves	56.1	69.7
Long-term liabilities to credit institue	374.9	373.4
Total non-current liabilities	374.9	373.4
Current interest-bearing liabilities	160.0	160.0
Trade payable	0.7	0.1
Short-term liabilities to Group companies	395.3	242.0
Other current liabilities	22.1	9.2
Total current liabilities	582.4	411.3
TOTAL EQUITY AND LIABILITES	1,649.9	1,497.5

Notes

Note 1 – Accounting principles

The year end report is presented in accordance with IAS 34 “Interim Financial Reporting”, which has been approved by the EU. Furthermore, The Group applies the Swedish Annual Accounts Act (ÅRL) and the Swedish Financial Reporting Board’s recommendation RFR 1 Supplementary Accounting Rules for Corporate Groups.

The Group applies IFRS (International Financial Reporting Standards), which have been adopted by the EU. In addition to the financial statements and their connected notes, disclosures in accordance with IAS 34.16A are also presented in other parts of the year end report. The Parent Company applies recommendation RFR 2, Accounting for Legal Entities of the Swedish Financial Reporting Board and Chapter 9 of the Swedish Annual Accounts Act, Interim Reports. The accounting policies applied by the Group and the parent company correspond to the accounting policies applied in the preparation of the most recent annual report.

The financial statements are presented in SEK, rounded off to the nearest hundred thousand, unless otherwise stated. This rounding off process may mean that the total sum of the sub-items in one or more rows or columns does not match the total sum for the row or column.

Note 2 – Seasonality

Nordic Waterproofing’s business is significantly affected by seasonal variations in the construction industry, where almost 60 percent of annual sales generally occur during the second and third quarters. The weakest period is the first quarter of the year, which, due to the winter, has accounted for less than 20 per cent of annual sales for the past three financial years. There is generally a planned inventory build-up, primarily of finished products, during the first six months of the year, which translates into a stock reduction during the third and fourth quarters as a result of increased activity in the market during the autumn. Urban Green and Veg Tech is the most weather dependent and also the most seasonal businesses, as deliveries and installation rarely take place during the winter months.

Note 3 – Effects of changes in accounting estimates and judgements

Significant estimates and judgements are described in Note 3 and Note 32 in the Annual Report for 2022. In the Group’s financial reports, an amended assessment has been made of the most probable outcome regarding earn-outs call/put options, as shown in Note 5 Financial instruments in this year end report. Otherwise, no essential changes have been made to these estimates or judgements which could have a material impact on the year end report.

Note 4 – Intangible assets

The Group’s intangible assets have primarily arisen in connection with business acquisitions. Other intangible assets primarily include capitalized expenses for software and R&D-projects.

Intangible assets, carrying amounts SEKm, unless otherwise stated	Goodwill	Trade- marks	Customer relations	Other	Total
Opening balance, 1 January 2023	1,203	19	101	37	1,361
Investments	0	0	0	10	10
Acquisitions	28	0	0	0	28
Divestments and disposals	-9	0	0	0	-10
Reclassification	-15	0	11	15	11
Amortization	0	-1	-35	-20	-56
Exchange-rate differences	-8	0	0	0	-9
Closing balance, 31 December 2023	1,199	18	76	41	1,334

Note 5 – Financial instruments

Financial instruments measured at fair value in the balance sheet consist of call/put options and contingent considerations from acquisitions. Call/put options and contingent considerations are recognized in the balance sheet items "Other non-current liabilities" and "Other current liabilities". The fair value of the call/put options and contingent considerations is based on probability weighted payments discounted at its present value, see further description in the Group's 2022 Annual Report. The fair value measurements belong to level 3 in the fair value hierarchy in IFRS 13.

2023-12-31	At amortized cost	Fair value through profit or loss	Fair Value hedging instruments	Other ¹	Reported value	Fair value		
						Level 1	Level 2	Level 3
Financial assets								
Financial assets	32	-	-	152	185	-	-	-
Other non-current assets	21	-	-	-	21	-	-	-
Trade receivables	429	-	-	-	429	-	-	-
Receivables for on-going construction	-	-	-	48	48	-	-	-
Cash and cash equivalents	81	-	-	-	81	-	-	-
	349	-	-	-	349	-	-	-
	912	-	-	201	1,113	-	-	-
Financial liabilities								
Non-current interest-bearing liabilities	860	-	-	-	860	-	-	-
Other non-current liabilities	2	21	-	-	22	-	-	21
Trade payable	246	-	-	-	246	-	-	-
Current interest-bearing liabilities	214	-	-	-	214	-	-	-
Other current liabilities ²	56	3	0	262	321	-	0	3
	1,378	23	0	262	1,663	-	0	23

2022-12-31	At amortized cost	Fair value through profit or loss	Fair Value hedging instruments	Other ¹	Reported value	Fair value		
						Level 1	Level 2	Level 3
Financial assets								
Financial assets	24	-	-	123	147	-	-	-
Other non-current assets	11	-	-	-	11	-	-	-
Trade receivables	420	-	-	-	420	-	-	-
Receivables for on-going construction contracts	-	-	-	52	52	-	-	-
Cash and cash equivalents	102	-	-	-	102	-	-	-
	260	-	-	-	260	-	-	-
	818	-	-	175	993	-	-	-
Financial liabilities								
Non-current interest-bearing liabilities	882	-	-	-	882	-	-	-
Other non-current liabilities	2	49	-	-	51	-	-	49
Trade payable	243	-	-	-	243	-	-	-
Current interest-bearing liabilities	223	-	-	-	223	-	-	-
Other current liabilities ²	80	17	0	252	350	-	-	17
	1,430	66	0	252	1,748	-	-	66

Financial instruments measured at level 3 per 31 December:

MSEK	2023	2022
Opening balance	66	91
Fair value movement in income statement	-25	-7
Acquisition	2	36
Paid	-21	-56
Exchange-rate differences	2	1
Closing balance	23	66

Fair value movement through income statement refers to the remeasurement of the put/call options and contingent considerations. For a description of valuation techniques and input data when valuing financial instruments at fair value, see note 32 in the Annual Report 2022. The remeasurement is attributable to a change in the assessment of forecasted EBITDA growth. During the third quarter, Nordic Waterproofing has settled and paid call/put option regarding Ripatti Oy, the remaining 20,84 percent of the shares has been acquired for SEK 5,7 million. The transaction had no effect on equity since the option has been treated as if it had been exercised upon the initial acquisition. During the second quarter, Nordic Waterproofing has settled and paid call/put option regarding Seikat Oy, the remaining 16 percent of the shares has been acquired for SEK 8,8 million. The transaction had no effect on equity since the option has been treated as if it had been exercised upon the initial acquisition. During the first quarter, Nordic Waterproofing settled part of the earn-out for Playgreen Oy in accordance with the agreement of SEK 5.4 million.

Note 6 – Operating segments

Nordic Waterproofing's business and the basis for division into segments are the various products or services delivered by each segment. The Group's operating segments consist of Products & Solutions and Installation Services. Products & Solutions relates to sales of both internally produced and externally purchased products and related services, and Installation Services comprises the Group's wholly owned and partly-owned contracting operations within roofing. Group Items and Eliminations comprises parent company functions, including the treasury function, as well as the elimination of intra-group sales from Products & Solutions to Installation Services.

Information regarding net sales from external customers, EBITDA and operating profit (EBIT) broken down by segment is set out in the tables on pages 10-11.

Inter-segment transfer pricing is determined on an arm's length basis, i.e. between parties that are independent of one another, are well informed and have an interest in the implementation of the transaction. Assets and investments are reported based on where the assets are located.

Amounts in SEKm unless stated otherwise	Products & Solutions		Installation Services		Group Items and Eliminations		Nordic Waterproofing Group	
	12M 2023	12M 2022	12M 2023	12M 2022	12M 2023	12M 2022	12M 2023	12M 2022
Allocation of revenues external/internal								
Revenues from external customers	3,111	3,222	1,352	1,121	0	0	4,463	4,343
Revenues from other segments	168	159	0	4	-168	-162	0	0
Revenues, total	3,279	3,381	1,352	1,124	-168	-162	4,463	4,343
Allocation per country								
Denmark	977	1,039	0	0	0	0	977	1,039
Sweden	820	757	29	31	-3	0	845	787
Norway	506	528	99	167	-14	-21	592	675
Finland	387	381	1,225	913	-152	-142	1,461	1,153
Europe (excluding Nordic region)	584	674	-1	9	0	0	583	684
Other countries	4	5	0	1	0	0	4	6
Total	3,279	3,384	1,352	1,122	-168	-162	4,463	4,343
Significant types of income								
Sale of goods	2,795	2,873	0	0	-168	-162	2,627	2,711
Construction contracts	484	510	1,352	1,122	0	0	1,836	1,632
Total	3,279	3,384	1,352	1,122	-168	-162	4,463	4,343
Time of revenue recognition								
At a certain point in time	2,795	2,873	0	0	-168	-162	2,627	2,711
Over time	484	510	1,352	1,122	0	0	1,836	1,632
Total	3,279	3,384	1,352	1,122	-168	-162	4,463	4,343
EBITDA	430	530	81	92	-46	-39	464	583
Depreciation & Amortisation	-128	-117	-41	-33	-2	-3	-171	-153
Operating profit (EBIT)	302	413	40	58	-49	-41	293	430
<i>Of which share of profit in associated companies</i>	<i>0</i>	<i>4</i>	<i>46</i>	<i>38</i>	<i>0</i>	<i>0</i>	<i>46</i>	<i>42</i>
Net finance items							-37	-18
Profit/loss after finance items but before tax (EBT)							256	413
Tax							-50	-82
Profit/loss for the year							206	330
Assets								
Intangible assets (goodwill & customer relations)	1,023	1,070	310	287	1	3	1,334	1,361
Property, plant and equipment	481	511	51	58	2	2	534	571
Participations in associated companies	0	0	150	120	0	0	150	120
Inventory	580	735	38	52	0	-1	619	787
Other assets	449	451	221	215	-90	-81	580	585
Non-allocated assets					418	300	418	300
Total assets	2,533	2,768	769	733	331	224	3,633	3,724
Liabilities and Equity								
Equity					1,776	1,754	1,776	1,754
Other liabilities	484	541	219	195	-82	-82	621	654
Non-allocated liabilities					1,236	1,316	1,236	1,316
Total liabilities and equity	484	541	219	195	2,931	2,987	3,633	3,724
Investments in tangible & intangible assets	61	100	7	6	0	0	68	105

Note 7 – Transactions with related parties

The Group has related party relationships with the associated companies as stated in Note 16 of the 2022 Annual Report. Transactions with related parties are priced on market terms. No transactions have taken place between Nordic Waterproofing and related parties that have materially affected the Group's financial position and results in the fourth quarter of 2023.

As also stated in Note 16 of the 2022 Annual Report, the Group has transactions with key persons in management positions. These transactions comprise salaries, benefits and pension commitments, as well as participation in, and distribution of shares from, the Group's incentive programs. Nordic Waterproofing has during the fourth quarter signed an agreement with the member of the group management, Thomas Zipfel, through his own company, regarding group management and CEO services within SealEco. The pricing is market-based. For the fourth quarter this implies a cost of SEK 0.6 m (0) and for the period of January-December the cost amounts to SEK 0.6 m (0). During the second quarter 2023 have shares from the LTIP 2020 been distributed free of charge to key

persons in management positions. Treasury shares has been credited with SEK 11.8 million and profit loss brought forward has been debited with the corresponding amount.

Note 8 – Acquisitions of businesses

Acquisitions during 2023

During the year, one subsidiary acquisition, Dan Nilsson Tak AB, has been closed. The purchase price amounted to SEK 6.3 million and was financed through Nordic Waterproofing's existing credit facilities. The acquisition-related costs amounted to SEK 0.1 million and mainly consisted of consulting fees related to the acquisition process. These costs are included in the administration costs in the consolidated income statement. If the acquisitions had occurred on January 1, 2023, the group's pro forma net sales and profit for the year up to December 31, 2023, would have amounted to SEK 4,524 million and SEK 209 million. These amounts have been calculated using the subsidiary's results adjusted for:

- differences in accounting principles between the group and the subsidiary, and
- additional depreciation, which would have affected the result given that the fair value adjustment of intangible assets had been applied from Januari 1 2023, as well as the subsequent tax effects.

Some adjustments have been made to acquisition analyses attributable to acquisitions made in 2022.

Dan Nilsson Tak AB

On July 19, 2023, the Group, through Nordic Waterproofing AB, acquired an additional 32 percent of the shares in the Swedish company Dan Nilsson Tak AB. In 2021, Nordic Waterproofing AB acquired 48 percent of the shares in Dan Nilsson Tak AB and now owns a total of 80 percent of the shares. Through this partial step acquisition, Dan Nilsson Tak AB became a subsidiary of Nordic Waterproofing AB as Nordic Waterproofing gained control of Dan Nilsson Tak AB. The fair value at the time of acquisition of Nordic Waterproofing AB's holding of equity shares amounted to SEK 11.9 M, and as a result of revaluation to fair value, a profit in the Installation Services segment of SEK 0.9 M is reported within share of profit in associated companies. The purchase was financed through Nordic Waterproofing's existing credit facilities. The remaining non-controlling holding of 20.0 percent of the shares has been valued to the holding's proportional share of the fair value of identifiable net assets. The company is headquartered in Åhus in Sweden and installs bitumen-based roofing products. Dan Nilsson Tak AB has 19 employees and an annual turnover in 2022 of approximately SEK 70 million. Through the acquisition, Nordic Waterproofing AB strengthens its position on the local waterproofing market and secures a certain share of the market for products originating from Nordic Waterproofing. Dan Nilsson Tak AB will be reported within the Installation Services segment.

Blomstertak A/S

On February 3, 2023, Veg Tech AB acquired an additional 40 percent of the shares in Blomstertak A/S for a purchase price of NOK 1 and increased its ownership to 100 percent. The partial step acquisition has been made without any change in control and has been reported as a transaction between owners. Before the acquisition, the carrying value of the existing holding without determination of 40 percent amounted to approximately SEK -1.1 million. The Group reports an increase in non-controlling interests of approximately SEK 1.1 million and a decrease in equity attributable to the parent company's owners of the corresponding amount.

RVT AS

On December 22, 2023, Taasinge Elementer A/S acquired an additional 5 percent of the shares in RVT AS free of charge and increased its ownership to 92 percent. The partial step acquisition has been made without any change in control and has been reported as a transaction between owners. Before the acquisition, the carrying value of the existing holding without determination of 13 percent amounted to approximately SEK 5.6 million. The Group

reports an increase in non-controlling interests of approximately SEK 2.2 million and a decrease in equity attributable to the parent company's owners of the corresponding amount.

Byggpartner AS

On December 27, 2023, a rights offering was made in Byggpartner AS whereby Nordic Waterproofing AS increased its ownership to 95 percent. The partial step acquisition has been made without any change in control and has been reported as a transaction between owners. Before the acquisition, the carrying value of the existing holding without determination of 15 percent amounted to approximately SEK 2.1 million. The Group reports an increase in non-controlling interests of approximately SEK 1.4 million and a decrease in equity attributable to the parent company's owners of the corresponding amount.

Acquisitions after the reporting period

No acquisitions have been made after the reporting period.

Acquisitions during the prior year

During 2022, a total of six acquisition was made; On February 1, 100 percent of Gordon Low Limited was acquired, on July 1, 70 percent of VKP Holding Oy was acquired and on September 14, 100 percent of Anneberg Limtræ A/S was acquired. On October 1, 70 percent of EG Trading Oy was acquired, 100 percent of Hagmans Tak Öst AB was acquired on December 1 and another 31 percent of Playgreen Finland Oy was acquired on December 7 where the total ownership amounts to 64.31 percent. The acquisition analysis for these acquisitions is deemed to have been established. For information on these acquisitions, related contingent purchase prices and written call/put options, see Note 14 in the Group's Annual Report for 2022.

The acquired companies' net assets in total on the respective acquisition dates:

Purchase consideration	12M	12M
SEK m	2023	2022
Cash paid	16.7	146.4
Call/put option	0.0	17.1
Vendor note and earn-out	1.6	8.5
Total purchase consideration	18.3	172.0

Acquisition analysis	12M	12M
SEK m, unless otherwise stated	2023	2022
Intangible assets	19.0	48.9
Tangible assets	0.3	10.4
Financial assets	0.0	0.4
Inventories	3.8	50.4
Trade and other receivables	17.1	49.4
Deferred tax asset	-0.6	0.1
Cash and equivalents	3.0	46.8
Provisions	0.0	0.0
Other non-interest bearing liabilities	-18.1	-68.7
Interest bearing liabilities	0.0	-35.1
Deferred tax liabilities	-3.8	-9.7
Net assets and liabilities	20.8	92.9
Non-controlling interests	-3.4	-9.9
Fair value of earlier holdings	-11.9	-12.9
Goodwill	12.8	101.9
Consideration	18.3	172.0

Acquisition of business - net cash impact,	12M	12M
SEK m	2023	2022
Cash consideration	16.7	146.4
Less cash balances acquired	-3.0	-46.8
Less redemption of loans	0.0	28.2
Net cash impact - investing activities	13.7	127.8

The acquisition analysis for Dan Nilsson Tak AB is preliminary, meaning that the fair value and the final purchase price allocation analysis has not been conclusively determined for all items. The final purchase price allocation analysis is expected to decrease goodwill and increase intangible assets and deferred tax liabilities due to the recognition of customer relations and order book.

Divestments and disposals

During the first quarter, the wholly owned subsidiary Nordic Takvård AB was closed. The capital loss has been reported in other operating expenses and amounts to SEK -5.3 million. The closure has no material effects on the Group's sales or earnings.

During the first quarter, operations in the wholly owned subsidiary Nordic Build A/S were divested. The capital loss has been reported in other operating expenses and amounts to SEK -8.9 million. The closure has no material effects on the Group's sales or earnings.

Call/put options

The fair value of options is based on probability weighted payments discounted at its present value. For more information see Note 5 – Financial Instruments. Material non-observable input comprise:

- average EBITDA for 2022-2024
- average EBITDA for 2025-2026
- discount rate of 14,6%
- average EBITDA for 2022-2024
- discount rate of 10,8%
- average EBITDA for 2023-2024
- discount rate of 11,3%

The estimated fair value increases the higher the growth in EBITDA and lower discount rate. A 2 percent increase (decrease) in the discount rate would not have any significant impact on the fair value of the call/put options. The maximum amount of payment is unlimited.

Definitions and reconciliations

Key performance indicators not defined according to IFRS

The Group presents certain financial measures in the year end report which are not defined according to IFRS. The Group considers these measures to provide valuable supplementary information for investors and the Company's management as they enable the assessment of relevant trends. Nordic Waterproofing's definitions of these measures may differ from other companies' definitions of the same terms. These financial measures should therefore be seen as a supplement rather than as a replacement for measures defined according to IFRS.

For a complete file with definitions and reconciliations of KPI's, see

<https://www.nordicwaterproofing.com/en/section/investors/interim-reports/>



About Nordic Waterproofing Group

Nordic Waterproofing is one of the leading providers in the waterproofing market in northern Europe. The Company provides high-quality products and solutions for waterproofing in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, the United Kingdom and Germany. Nordic Waterproofing also provides installation services through wholly owned subsidiaries In Finland, through part-owned companies in Norway and Sweden and through part-owned franchise companies in Denmark. The Company markets its products and solutions under several brands, all with an extensive heritage, most of which are among the most established and well-recognized brands in waterproofing in their respective markets, such as Mataki, Trebolit, Phønix Tag Materialer, Kerabit, Byggpartner, SealEco, Distri Pond, Taasinge Elementer, RVT, EG-Trading, Vesikattopalvelu, Gordon Low, Annebergs Limtrae, Urban Green and Veg Tech. Nordic Waterproofing Holding AB is listed in the Mid Cap segment on Nasdaq Stockholm with the stock ticker NWG.

Business concept

Nordic Waterproofing develops, manufactures and distributes a full range of products and solutions for the protection of buildings and infrastructure.

Our products are characterized by high-quality design adapted to local climate conditions and building standards. Ease of installation, energy and environmental optimization are key components of our offer.

Our excellence in customer service builds on smart logistics, understanding our customers' present and future needs, and the exceptional responsiveness delivered by our team of highly motivated employees.

Financial calendar

Annual report 2023	25 March 2024
Interim report, January-March 2024	25 April 2024
Annual General Meeting 2024	25 April 2024
Interim report, January-June 2024	17 July 2024
Interim report, January-September 2024	24 October 2024

Further information can be obtained from

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This year end report is information that Nordic Waterproofing Holding AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, on 26 October 2023, 08:00 a.m. CET.

This report contains forward-looking statements which are based on the current expectations of the management of Nordic Waterproofing. Even though management believes that the expectations reflected in these forward-looking statements are reasonable, no assurances can be given that these expectations will be realized. Therefore, the financial results may differ significantly from those indicated in the forward-looking statements due to, among other things, changes in economic, market-related and competition-related conditions, changes to rules and regulations and other governmental measures, exchange rate fluctuations and other factors.

The English version is a translation of the Swedish original. In the event of any differences, the Swedish version applies.

