CHIP BIDCO AS

A Cegal Group company

INTERIM REPORT Q1 2022

CEGAL

TABLE OF CONTENTS

CEGAL

Q1 2022 HIGHLIGHTS

KEY FINANCIAL METRICS

Figures in NOKm	Q1 2022	Q1 2021	LTM Q1 2022	LTM Q1 2021
Operating revenue (pro forma)	369.0	354.3	1 421.9	1 353.6
EBITDA (pro forma)	70.9	64.4	206.2	248.8
EBITDA (pro forma adjusted post IFRS16)*	75.2	69.6	301.0	280.8
EBITDA (pro forma adjusted pre IFRS16)*	64.4	59.1	261.0	242.8
Order backlog	2 600.0	2 535.0	2 600.0	2 535.0

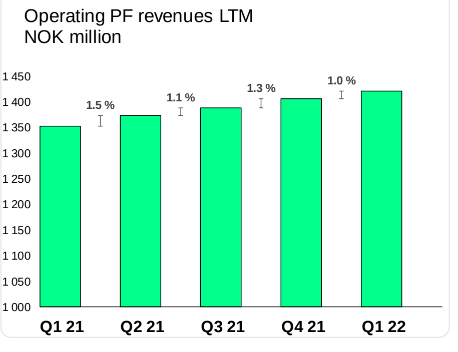
KEY CREDIT METRICS

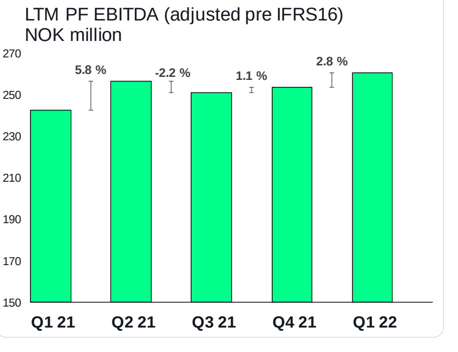
Figures in NOKm	Q1 2022	Q1 2021	LTM Q1 2022	LTM Q1 2021
NIBD (post IFRS16)	1 746.2	999.1	1 746.2	999.1
NIBD (pre IFRS16)	1 646.0	899.4	1 646.0	899.4
Leverage ratio NIBD/EBITDA (adjusted post IFRS16)**			5.8	n.m
Leverage ratio NIBD/EBITDA (adjusted pre IFRS16)***			6.3	n.m

* Adjusted EBITDA for Q1 includes NOK4.3 million in non-recurring items mainly related to merger costs, strategy and branding costs as w ell as listing costs

**Includes NOK 134.9 million in leasing liabilities, w hereof NOK 100.2 million is IFRS16 leasing debt and NOK 34.7 million is HW/SW leasing debt

*** Includes NOK 34.7 million in HW/SW leasing debt





- Pro forma revenues[1] in Q1 2022 were NOK 369.0 million compared to NOK 354.3 million in Q1 2021, representing an increase of 4.2%. The increase in revenues was driven by growth in Cloud operations and Products, growing by 10.2% and 35.5% YoY, respectively
- Pro forma LTM revenues for Q1 2022 were NOK 1 421.9 million compared to NOK 1 353.6 million for LTM Q1 2021, representing a 5.0% increase
- Adjusted pro forma Q1 2022 EBITDA was NOK 75.2 million compared to NOK 69.6 million in the same period last year. This represents a growth of 7.9%, aided by the higher revenue and margin improvement. NOK 4.3 million has been identified as non-recurring items, primarily related to bond listing costs, merger costs and strategy and branding costs
- On 21 March 2022, the Group listed a senior secured 1.5 billion bond at the Oslo Stock Exchange after having previously been listed on Nordic ABM. The bond has a maximum principal amount of 1.8 billion and the maturity date is 13 December 2024
- The order backlog was estimated to NOK 2.6 billion at the end of Q1 2022. The work is still in progress on establishing a full order backlog for previous Sysco orders.

[1] Profit and loss figures in highlights section are pro forma for Sysco, Envision and Sql Services completed in October 2021, June 2021 and April 2021, respectively.

- After quarter end, on 29 April, the Group released its new brand, Cegal, and a new visual profile and branding guidelines were issued.

CEO STATEMENT

Q1 2022 represents our first operational quarter as a fully merged Cegal and Sysco, and we are very happy to see that we have managed to continue to grow our business while simultaneously having driven a large integration project, launched a new organization, a new group management team, a new strategy and a new attractive brand. Our revenues grew 4.2%, with adjusted EBITDA growing faster at 7.9%, employee engagement increased beyond industry benchmarks and employee attrition remained low even after the merger.

We also see that the market is responding extremely well to Cegal and Sysco joining forces. The complementary strengths of Cegal's cloud operations and Sysco's consulting muscle on integration and data really make sense for our customers and partners. They see a larger and more professional company, capable of taking on large, complex and mission critical assignments while they get access to bigger tech teams with broader domain expertise across the entire Energy industry. As a result, we have seen our pipeline growing significantly, on top of an already solid backlog, putting us in a good position to grow our business even faster.

A low light in the quarter has of course been the conflict in Ukraine. Cegal is deeply appalled, saddened, and concerned about the situation and will always support dialogue and peaceful resolutions and oppose violent conflict and war. Our business exposure to Russia and Ukraine is relatively small and our priorities have been to ensure the safety of our people in affected areas, comply with applicable sanctions and regulations, secure IT service continuity and information security for our customers and protect the reputational and financial interests of the company. So far, this has been handled very well, with minimal impact and high praise from our customers.

In the overall market we see mixed signals. Political instability, higher inflation, increased salary pressures and turbulence in the stock markets are causing concern, while increased energy prices, higher earnings at our core customers and continuous high investments in digitization and demand for IT services represent huge opportunities for us.

The new Cegal is fantastically positioned as a tech powerhouse, specialized in energy with unique differentiation and both the energy expertise and tech superpowers needed to help customers turn complex IT challenges into digital success and more renewable energy.

After a successful merger, a solid start to the year, great momentum with our customers and high employee engagement, we are extremely excited to continue our quest to build a true nextgen tech company that is enabling a more sustainable future. Our gameplan is to sharpen our focus on core offerings with winning value proposition, continue to attract and retain a powerful talent pool, build an unstoppable culture, be surgical in how we go to market and deliver world class execution in project delivery and customer service. We believe that is the recipe for high employee engagement, continuous high customer satisfaction and accelerated profitable growth.

ABOUT THE GROUP

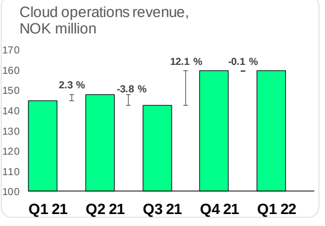
Chip Bidco, a Cegal Group company, is a trusted global technology powerhouse specialized in the energy sector, providing hybrid cloud solutions, software and consultancy within IT, business, geoscience, and data management. The Group provides broad and deep domain competencies across the whole energy vertical, including renewables.

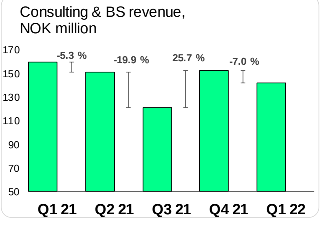
Our employees are working from offices in Stavanger (HQ), Oslo, Trondheim, Bergen, Haugesund, Hamar, London, Stockholm, Copenhagen, Aberdeen, Dubai, Houston, Calgary and Kuala Lumpur, enabling a strong geographical presence.

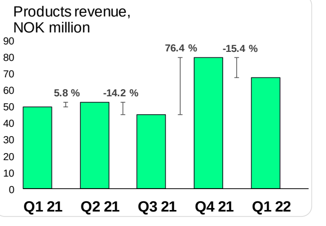
The Group's vision is to build a stellar nextgen tech company that enables a more sustainable future.

BUSINESS UNIT SUMMARY (pro forma figures)

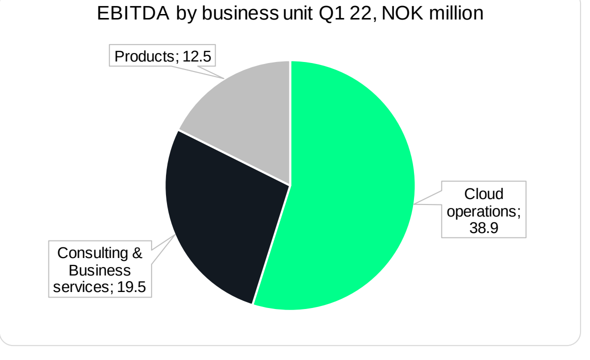
REVENUE DEVELOPMENT BY BUSINESS UNIT







EBITDA DISTRIBUTION BY BUSINESS UNIT, QUARTER



CLOUD OPERATIONS

The Group's cloud-based solutions provide high performance IT systems and customized software solutions that boost speed and productivity for our customers, enabling them to securely collaborate in the cloud. We have customized our offering for the broader energy sector, covering the full value chain with our cloud offering and customized applications.

In Q1 2022, Cloud Operations revenue, which is almost entirely long-term recurring revenue, represented 43.2 % of the Group's total revenues. Trough onboarding of new clients and upselling of existing customers, we have achieved 10.2% growth YoY from Q1 2021 to Q1 2022 for Cloud operations.

CONSULTING & BUSINESS SERVICES

The Group offers highly experienced on-site consultants and expert geomodelers, primarily to the broader energy industry. Our technical expertise adds real value in key areas, such as integrating and monitoring technologies, turning data into insights and driving professional IT processes as a service.

In Q1 2022, Consulting & Business services revenue represented 38.4 % of the Group's total revenues. The Group is actively working on improving relevant KPI's for Consulting & Business Services to increase revenue and EBITDA contribution.

PRODUCTS

The Group develops and sells software to extend, improve and speed up workflows within renewable energy, geology, geophysics, reservoir engineering and data management as well as providing energy solutions and third-party resale.

In Q1 2022, Products revenue represented 18.4 % of the Group's total revenues and has achieved a growth of 35.5% YoY from Q1 2021 to Q1 2022 due to a combination of both more long-term recurring software sales and higher third-party resale revenue.

SUMMARY – REPORTED FIGURES

Q1 2022

(Figures in brackets refer to the corresponding period of 2021)

Reported revenues for the first quarter of 2022 amounted to NOK 369.0 million (202.6) with recurring Cloud operations increasing by NOK 28.6 million, Consulting & Business services by NOK 106.0 million and Products by NOK 31.8 million, respectively. The revenue increase is almost in its entirety related to the merger between Cegal and Sysco for all business units. Reported EBITDA amounted to NOK 70.9 million (46.1) for the first quarter, in which the increase again is dominated by the merger between Cegal and Sysco. Reported EBITDA margin in Q1 2022 was 19.2% (22.8%).

Non-recurring items amounted to NOK 4.3 million in Q1 2022 compared to NOK 0.0 million in Q1 2021 due to listing costs, merger costs and strategy and branding costs as indicated previously.

Cegal has a solid estimated order backlog of NOK 2.6 billion fueled by a steady order intake on a monthly basis. We are currently in progress of transferring all previous Sysco orders into the Group’s CRM system to enable a full and combined Group overview.

The Group invested NOK 9.1 million (3.6) in tangible IT equipment in our Cloud platform in the first quarter. In addition, we invested NOK 10.3 million (6.5) in development of new software products and Cloud solutions.

By the end of the quarter, the number of FTE’s were 717.

BALANCE SHEET AND LIQUIDITY

Total reported assets (unaudited) as at 31 March 2022 was NOK 3 309.5 million compared to NOK 1 993.8 million last year, the increase being primarily related to the Group's acquisition of Sysco, Envision and SQL Services. Consolidated equity as at 31 March 2022 was NOK 1 097.5 million compared to NOK 631.3 million last year following the purchase price allocation and the Sysco merger.

Cash flow from operating activities in Q1 2022 was NOK 37.6 million compared to NOK 48.9 million in Q1 2021. The main reason for the lower cash flow from operating activities, is due to the NOK 35.0 million difference in net change in working capital between Q1 this year and Q1 last year where we have experienced some challenges relating to collection of our trade receivables for the first quarter of this year, partly due to the merger. However, as of the date of this report, most of these issues have been resolved.

As at 31 March 2022 , the Group had bank deposits of NOK 17.2 million including the credit facility of NOK 128.5 million. In addition to the negative change in working capital, the Group has paid earnout and acquired minority interest relating to the merger of NOK 35.7 million in the first quarter. However, as of the date of this report, our cash balance has improved significantly, primarily due to a positive change in net working capital as mentioned above.

FUTURE OUTLOOK

For 2022, Cegal Sysco expects to continue a stable financial development, backed by several contract roll-outs increasing our recurring revenue base. We expect revenue growth and a further improved EBITDA in 2022 compared to 2021. This is expected to be driven by the ongoing roll-out of significant contracts won from 2019 to 2022, which experienced delayed implementation due to Covid-19. In addition, we have upselling opportunities and a solid pipeline, enabling the Group to continue its strong financial development.

Energy companies have generally increased their activities, increasing demand for the Group's products and services. With Sysco onboard, the Group takes the position as a new global technology powerhouse in the energy sector, offering solutions that are highly relevant to the industry. Furthermore, we have strengthened our focus on renewable energy considerably and have a clear strategy on how to expand our services into this industry. We are also initiating several measures to increase margins and to reduce costs.

Our employees are reporting high job satisfaction and increased productivity through the monthly HCI (Human Capital Index) survey. Moreover, the Group's management has been able to lift the office restrictions relating to the pandemic, bringing the working environment closer to the pre-pandemic situation.

Ongoing situation in Ukraine

Revenues from the Russian entity is limited. Please refer to note 4 for further details.

STATEMENT BY THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

The Board of Directors and the Executive Management have today reviewed and approved the interim report for the period 1 January to 31 March 2022 of Chip Bidco AS. We believe, to the best of our knowledge, that the financial statements presented in this report, gives a fair representation of the Group's financial position of assets and liabilities and the profits earned for this quarter. Furthermore, in our opinion, the Management's review gives a fair representation of the Group's activities as well as a fair description of the material risks and uncertainties which the Group is currently facing.

Sandnes, 13.05.2022

Executive Management

Dagfinn Ringås, Group CEO

Trym Gudmundsen, Group CFO

Board of Directors

Fredrik Gyllenhammar Raaum, Chairman of the Board

INTERIM CONSOLIDATED FINANCIAL INFORMATION

- Profit & loss statement
- Balance sheet statement
- Cash flow statement
- General accounting principles and notes

PROFIT & LOSS *Figures in NOKm*	Unaudited **Q1** **2022**	Unaudited **Q1** **2021**	Unaudited **YTD** **2022**	Unaudited **YTD** **2021**	Unaudited **LTM Q1** **2022**	Unaudited **LTM Q1** **2021**
Operating revenue	**369.0**	**202.6**	**369.0**	**202.6**	**1 163.2**	**782.7**
Cost of goods sold	100.1	55.9	100.1	55.9	334.9	207.9
Salaries	174.7	85.7	174.7	85.7	558.2	341.9
Other operating costs	23.3	14.9	23.3	14.9	100.2	45.5
EBITDA	**70.9**	**46.1**	**70.9**	**46.1**	**169.8**	**187.4**
Depreciations	21.1	21.3	21.1	21.3	81.9	90.0
Amortisations	34.8	28.0	34.8	28.0	99.5	105.4
EBIT	**15.0**	**(3.3)**	**15.0**	**(3.3)**	**(11.6)**	**(8.0)**
Net financial items	(29.5)	(20.7)	(29.5)	(20.7)	(101.8)	(80.0)
EBT (profit before tax)	**(14.5)**	**(24.0)**	**(14.5)**	**(24.0)**	**(113.4)**	**(87.9)**
Estimated tax	3.2	5.3	3.2	21.3	25.0	21.3
Net profit	**(11.3)**	**(18.7)**	**(11.3)**	**(2.7)**	**(88.5)**	**(66.7)**
EBITDA margin %	19.2 %	22.8 %	19.2 %	22.8 %	14.6 %	23.9 %
EBITDA adjustments and IFRS16						
Non-recurring items	4.3	-	4.3	-	80.9	9.1
Adjusted EBITDA post IFRS16	**75.2**	**46.1**	**75.2**	**46.1**	**250.7**	**196.5**
IFRS16 lease adjustments	(10.8)	(7.5)	(10.8)	(7.5)	(35.8)	(28.9)
Adjusted EBITDA pre IFRS16	**64.4**	**38.6**	**64.4**	**38.6**	**214.9**	**167.6**
EBITDA margin % post IFRS16 (adjusted)	20.4 %	22.8 %	20.4 %	22.8 %	21.6 %	25.1 %
EBITDA margin % pre IFRS16 (adjusted)	17.4 %	19.0 %	17.4 %	19.0 %	18.5 %	21.4 %

BALANCE SHEET (reported)	Unaudited	Unaudited
Figures in NOKm	**31.03.2022**	**31.03.2021**
Assets		
Goodwill	1 803.5	977.0
Intangible assets	952.7	590.8
Tangible fixed assets	154.3	166.4
Other assets	3.9	0.3
Total non-current assets	**2 914.5**	**1 734.6**
Trade receivables	319.8	155.1
Prepayments	29.8	26.9
Other receivables	28.2	21.7
Bank deposits, cash and similar	17.2	55.5
Total current assets	**395.0**	**259.2**
Total assets	**3 309.5**	**1 993.8**
Equity and liabilities		
Share capital	0.2	0.1
Share premium reserve	750.0	565.0
Retained earnings	347.3	66.2
Total equity	**1 097.5**	**631.3**
Deferred tax	171.4	114.3
Interest-bearing long-term liabilities	1 500.0	875.6
Interest-bearing lease liabilities	84.0	107.9
Other long-term liabilities	13.5	9.1
Total non-current liabilities	**1 769.0**	**1 106.8**
Interest-bearing current lease liabilities	50.8	46.7
Accounts payable	77.2	45.1
Income taxes payable	0.9	1.0
VAT & social security payable	89.4	36.9
Other current liabilities	224.8	126.0
Total current liabilities	**443.1**	**255.7**
Total liabilities	**2 212.0**	**1 362.5**
Total equity and liabilities	**3 309.5**	**1 993.8**

CASH FLOW STATEMENT (reported)	Unaudited	Unaudited	Unaudited	Unaudited
	Q1	**Q1**	**YTD**	**YTD**
Figures in NOKm	**2022**	**2021**	**2022**	**2021**
Profit before tax	(14.5)	(24.0)	(14.5)	(24.0)
Group contribution	-		-	-
Add-back of IFRS16 operational leases	(10.8)	(7.5)	(10.8)	(7.5)
Taxes paid	-	0.0	-	0.0
Depreciations and write-downs	55.9	49.4	55.9	49.4
Interest payments to financial institutions	24.5	13.5	24.5	13.5
Change in net working capital	(17.5)	17.5	(17.5)	17.5
Net cash flow from operations	**37.6**	**48.9**	**37.6**	**48.9**
Acquistion of tangible assets	(9.1)	(3.6)	(9.1)	(3.6)
Acquistion of intangible assets	(10.3)	(6.5)	(10.3)	(6.5)
Other investment activities/issuance of capital	(35.7)	0.0	(35.7)	0.0
Net cash flow from investment activities	**(55.2)**	**(10.1)**	**(55.2)**	**(10.1)**
Net repayment of debt to financial institutions	(4.9)	(9.4)	(4.9)	(9.4)
Interest payments to financial institutions	(24.5)	(13.5)	(24.5)	(13.5)
Add-back of IFRS16 interest costs	2.1	2.0	2.1	2.0
Other financing activities	0.0	0.0	0.0	-
Net cash flow from financing activities	**(27.3)**	**(20.9)**	**(27.3)**	**(20.9)**
Net change in cash and cash equivalents	**(44.9)**	**17.9**	**(44.9)**	**17.9**
Cash and cash equivalents at start of period	62.1	37.6	62.1	37.6
Cash and cash equivalents at end of period	**17.2**	**55.5**	**17.2**	**55.5**

GENERAL ACCOUNTING PRINCIPLES

The Group consists of the parent company Chip Bidco AS and its subsidiaries in Cegal Group AS. The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual financial statements for 2021 which was published on 30 April 2022.

The company's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), and IFRS as adopted by the EU, and are mandatory for financial year beginning on or after 1 January 2020. The accounting principles used for this interim report are consistent with accounting principles in the Group's financial statements for 2021.

In preparing these interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty are in all material respect the same as those that applied in the annual financial statements for 2021.

NOTE 1 INTANGIBLE ASSETS

(Figures in NOKm)	GOODWILL	CUSTOMER RELATIONSHIPS	SOFTWARE	ORDER BACKLOG	TOTAL
Aquisition cost 01.01	976.8	208.9	252.4	247.5	708.8
Additions	826.7	350.9	140.8	0.0	491.7
Disposals	0.0	0.0	0.0	0.0	0.0
Aquisition cost 31.03.2022	1 803.5	559.8	393.2	247.5	1 200.5
Accumulated impairments at 31.03.2022	0.0	0.0	0.0	0.0	0.0
Accumulated amortizations at 31.03.2022	0.0	63.3	91.7	92.8	247.8
Carrying amount 31.03.2022	**1 803.5**	**496.5**	**301.6**	**154.7**	**952.7**
Impairment charges YTD 2022	0.0	0.0	0.0	0.0	**0.0**
Amortization YTD 2022	0.0	13.9	10.5	10.3	**34.7**
Useful economic life	Indefinite	4-11 years	3-10 years	6 years	
Amortization plan		Linear	Linear	Linear	

NOTE 2 TANGIBLE ASSETS

(Figures in NOKm)	RIGHT-OF-USE ASSET IT-EQUIPTMENT	RIGHT-OF-USE ASSET OFFICE LEASES	TANGIBLE ASSETS	TOTAL
Aquisition cost 01.01	113.7	115.1	45.1	273.9
Additions	19.4	28.0	28.4	75.8
Disposals	0.0	0.0	0.0	0.0
Aquisition cost 31.03.22	133.1	143.1	73.5	349.7
Accumulated impairments at 31.03.22	0.0	0.0	0.0	0.0
Accumulated depreciations at 31.03.22	98.3	55.5	41.6	195.4
Carrying amount 31.03.22	**34.7**	**87.6**	**31.9**	**154.3**
Impairment charges YTD 2022	0.0	0.0	0.0	**0.0**
Depreciation YTD 2022	7.1	8.1	5.9	**21.1**
Useful economic life	2-5 years	2-5 years	2-5 years	
Depreciation plan	Linear	Linear	Linear	

NOTE 3 REVENUE

ACTIVITY DISTRIBUTION BY BUSINESS UNIT *(figures in NOKm)*	Q1 2022	Q1 2021	YTD 2022	YTD 2021
Cloud operations	159.6	131.0	159.6	131.0
Consulting & Business Services	141.8	35.8	141.8	35.8
Products	67.6	35.8	67.6	35.8
Total	**369.0**	**202.6**	**369.0**	**202.6**

NOTE 4 SUBSEQUENT EVENTS

The Group has a non-sanctioned subsidiary established in Russia as part of serving two of its customers in the country. However, the revenues from the Russian entity is very limited, 0.7% of the total, and the assets are only 0.1% of the Group's total assets. Hence, the exposure for the Group is considered limited in terms of the Russian entity.

The Group has also established a group, designated by management, to monitor the Group's exposure to the ongoing situation in Ukraine. Currently the exposure is considered limited, however we are monitoring all relevant aspects of the situation and take appropriate measures whenever appropriate.

Chip Bidco AS

Org. nr. 923 807 888

www.cegal.com
+47 52 04 00 00

CEGAL