



ANNUAL REPORT 2021

Board of Directors report - 2021

2021 has been a year of unprecedented change for Questback Group. Following the modernization of the technology platform in 2019, we started the process of separating the two main product offerings EFS (Enterprise Feedback Management) and ESS (Essentials) in 2020. During 2021, this work has now culminated that Questback Group now has re-established itself as a leading company of employee and customer feedback solutions in the Nordics through our Essentials offering. As a part of this process, we are also happy to see that Questback Group was successfully listed on Euronext Growth, Oslo, on August 23. During the first half of 2021, the Group has re-financed a material loan into a bond-structured loan with a new UK based debt investor.

During 2021, Questback has focused on turning the tide following several years of experiencing negative growth. The results for the last half of 2021 shows that this hard work has paid off. Both Q3 and Q4 showed positive growth in the annual recurring revenue of our core product compared to the same quarters in 2020. We expect that the growth in our core business will offset the decline in the non-core business in the second half of 2022.

The ambitions for Questback are high – during 2021 we have hired 25 new employees, and in 2022, we expect to add more talents to our group. We have established a New Sales team which will focus on attracting new customers, and this team has grown from 0 to 10 talents from May to December 2021.

At the end of the year, Questback has more than 1600 customers, mostly in our home market in the Nordics. But our growth ambitions reach further than the Nordics, and in 2021 we established new subsidiaries in the UK, Germany, and the Netherlands. These are large and relevant markets, and important for our long-term growth ambitions.

Financial summary

The annual report for Questback Group includes the annual report for the parent company Questback Group AS, as well as for the fully owned subsidiaries. The Group accounts are presented in accordance with IFRS, while the company accounts are in accordance with Norwegian Generally Accepted Accounting Principles (NGAAP). Comparative figures from 2020 is based on pro-forma combined financial statements.

Revenues

Total recognized revenue for 2021 was mNOK 124.1, a reduction of mNOK - 17.2 compared to 2020 (mNOK 141,2), whereas mNOK -1,6 is related to our

core business. The remaining is related to the non-core business, and deferred revenue. The SaaS business model recognizes the revenue over a 12-month period, so we will see the full revenue effect of the new sales going forward. Sales from our core business was mNOK 97.4 in 2021, compared to mNOK 99.0 in 2020. The non-core business generated mNOK 28.1 in 2021, mNOK -8.4 lower than 2020 (mNOK 36.5).

Gross margin

For the full year 2021, the gross margin for the company is 91 %, which is the same as for the full year 2020.

Operational expenses

Personnel-expenses are mNOK 45.4 for the full year 2021, slightly higher

(mNOK 1.9) than previous year (mNOK 43.5). This is due to various factors, but the key take-aways are the investments that are made in recruitment of new talents. Other operational expenses were mNOK 32.0 in 2021, mNOK 17.2 higher than 2020 (mNOK 14.8). Included in this year's OPEX are special items and one-offs related the restructuring, refinancing and listing-processes of mNOK 15.2.

Capitalized expenses related to software developed internally was mNOK 2.8 in 2021, which is mNOK 0.2 higher than 2020.

One-time expenses and special items booked in the profit and loss totaled mNOK 15.2 for year.

EBITDA

The operations of Questback generated an EBITDA-margin of 29 % in 2021, which is lower than 2020 (49%). The results for 2021 are significantly affected by one-off costs of mNOK 15.2 from our refinancing and stock market introduction. The reduction in EBITDA is in accordance with our expectations, since we are investing heavily in building up our new sales teams as well as strengthening other parts of the organization to further capitalize on our positive trajectory going forward.

Adjusted EBITDA (adjusted for one-off costs of our refinancing and stock market introduction) for 2021 was mNOK 51.2, a reduction of mNOK -18.6 compared to 2020. The reduction of the EBITDA is due to a combination of elements. The initiatives we have on increased sales and building up the organization will not materialize on the top-line immediately due to the nature of the SaaS business where revenues from sales are recognized in the following 12 months. Since the ambitions for top-line growth are high and investments in talents must be made up-front, our operational expenses are only slightly reduced

compared to 2020, thus contributing to the lower EBITDA.

Amortization, depreciation, and financial items

Amortization and depreciations for 2021 was in total mNOK 9.1, a reduction of mNOK 4.1 compared to 2020 (mNOK 13.2).

Net financial items for 2021 were mNOK -56.3, whereas for 2020, net financial items were mNOK -49.7. The decrease of mNOK -6.6 is for the most part due to currency fluctuation effects.

Interest costs are divided between interest to be paid in cash and interest to paid in kind. This reflect the intention to ensure that cash are kept to invest in growth.

Net profit after taxes for 2021 was mNOK -29,4, compared to mNOK 6.5 in 2020.

Balance sheet

Assets

Total booked assets per December 31, 2021 were mNOK 439.0, a decrease of mNOK 2.1 compared to year-end of 2020 (mNOK 441.1). The majority of assets on the balance sheet are non-current assets (mNOK 379.0) where goodwill from previous acquisitions accounts for mNOK 325.9 (2020: mNOK 334.3. Reduction due to foreign currency effects). Other non-current assets consist of IFRS-related receivables due to leasing and sub-lease of premises (mNOK 27.8).

Current assets per December 31, 2021, was mNOK 59.9, an increase of mNOK 12.4 compared to year-end 2020 (mNOK 47.6). Cash and cash equivalents were mNOK 27.4 per December 31, 2021, an increase of mNOK 2.6 when compared to December 31, 2020 (mNOK 24.8).

Cash balance / cash flow

The cash balance per year-end 2021 was mNOK 27.4, an increase

compared to December 31, 2020, of mNOK 2.6. The changes to the cash balance through the year have been affected by a several factors, such as private placement (mNOK +25), new external loan with net cash effect of mNOK +46, repayment of previous intercompany loan of mNOK -38, as well as ordinary course of business. The cash effect of one-offs and special items related to the refinancing, restructuring and listing processes were mNOK 37.4.

Equity

Book Equity per December 2021 is mNOK 16.9 compared to mNOK 32.3 per December 31, 2020.

Liabilities

Long term liabilities are mNOK 297.1 per December 2021. This is composed of long-term interest-bearing loans of mNOK 291.2. The amount is netted with capitalized loan costs for accounting purposes of mNOK 18.3. Calculated long-term lease commitments is recognized with mNOK 22.6. Per December 31, 2020, long-term liabilities were mNOK 27.8 due to classification of interest-bearing debt of mNOK 265.6 as short-term.

Other short-term liabilities per year-end 2021 are mNOK 124.4, compared to mNOK 381.0 per December 31, 2020. As mentioned above, mNOK 265.6 of the short-term liabilities 2020 was related to interest-bearing debt. Per December 31, 2021, deferred revenue accounts for mNOK 60.0 (mNOK 60.9) and public duties of mNOK 25.5 (mNOK 25.6)

Debt financing / Bond loan

On July 2, the Group finalized the refinancing processes making a drawdown of a 5-year mNOK 280 bond structured loan facility. The financing agreement also include a mNOK 80 facility, a so called Tap

Issue. This facility has been cancelled in Q1 2022.

Research and Development

The Group is continuously working on the technical platform to develop new functionality as well as improvements to existing products. The development team consists of 6 people and is situated in the Oslo office. Expenses relating to the development of new products, applications and modules are recognized as an intangible asset in the balance sheet for the Group, when it is meeting the requirements according to IAS 38.

Parent company

Questback Group AS is the parent company. The company does not have any operational activities and have no revenues. The company was incorporated in October 2020, thus there are no comparable figures.

On August 23rd, Questback Group was listed on Euronext Growth, Oslo, under the ticker "Quest".

Parent company financial summary

The parent company's net result after taxes is mNOK -568.5. for the full year 2021. As part of the restructuring performed in 2021, Questback Group AS first purchased all the shares in the fully owned subsidiary Questback AS for mNOK 1,096. Questback AS then sold all its shares in the subsidiaries Tivian GmbH, Tivian Limited and Tivian Inc, and as such the carrying value was impaired with mNOK 533 to better reflect the remaining values in Questback AS. Remaining carrying value of shares in subsidiaries is mNOK 563. Following the transaction, Questback Group AS has an intercompany loan to Questback AS of mNOK 678, yielding mNOK 34 in interest expenses with no cash effect.

The Board of Directors suggest that the result is allocated to "other equity".

The assets in the balance sheet consists in all materiality of

investments in the subsidiary Questback AS mNOK 562.8

Following the transactions described above, the parent company's book equity is negative mNOK -113.7 as per December 31, 2021. This will be remedied with intra-group capital contributions in 2022.

Debt to group companies (Questback AS) is mNOK 678.0 at year-end 2021.

Risk and uncertainties

Questback Group does currently not use any financial instruments to limit credit, interest rate or exchange rate risks.

Credit risk

The Group has not experienced any significant losses on receivables. Recurring invoices are invoiced yearly in advance, and the credit risk is perceived as low. The nature of the product offering provides a highly diversified customer base with regards to industries and sectors, and the 10 largest customers represent about 6% of total revenues.

Interest rate risk

Long-term borrowings amounted to mNOK 291 per the end of 2021. The interest-bearing debt is denominated in NOK, and the company has not fixed the interest rate which is tied to NIBOR. The interest (NIBOR + margin of 16%) is divided into 8 % + margin as cash payments and 8 % payment in kind.

Exchange rate risk

Exchange rate risk is limited due to our current geographic footprint.

Liquidity risk

The Group's liquidity at year-end is considered satisfactory. Cash and cash equivalents amounted to mNOK 27.4 per the end of 2021, an increase of mNOK 2.6 compared to 2020 (mNOK 24.8).

Risks related to the Bond Loan Agreement

If the Group is unable to meet its obligations or covenants under the Bond Loan Agreement, or if the Group otherwise defaults under the Bond Loan Agreement, the Group can initiate remedy cures to ensure compliance. If the remedy cures fail, the bondholder can declare the debt to be immediately due and payable.

Going concern assumption

The financial statements are prepared with the assumption of the Group as a going concern.

Questback Group is investing heavily in growth through 2022. These investments may reduce the liquidity position of the Group. The Company has started preparations for assessing alternative ways to address the need to ensure sufficient liquidity for the growth initiatives in the business plan. The main shareholder as well as the main lender are engaged in the process. Different alternatives to fuel the continued growth journey are being evaluated, and a formalization of the process is pending the selection of preferred option, hence uncertainty related to the going concern assumption exists. Loan covenants are not regarded to be at risk.

Organizational

Questback Group is a company domiciled in Norway with Headquarters in Oslo. The CEO is located in the Stockholm office. The consolidated financial statements of the Group include the following subsidiaries Questback AS (Norway), Questback AB (Sweden), Questback Enterprise Solutions AB (Sweden), Questback OY (Finland), Questback Deutschland GmbH (Germany), Questback UK Ltd. (UK) and Questback Nederland BV (Nederland).

Our products are sold out of our offices in Oslo, Stockholm, Helsinki,

London and Amsterdam as well as through a network of resellers in five additional countries. Questback is owned 100% by Questback Group AS with the sole intention to own the shares of Questback.

Work environment

The work environment in the Group is considered good. On 31 December 2021 there were 51 employees (2020: 64 employees) in the Group representing 46.5 full time equivalents. 23 percent of the employees are women.

Questback promotes cultural diversity and gender equality and has not considered it necessary to implement special actions to prevent discrimination as we already are an equal opportunity employer.

The parent company does not have any employees.

External environment

The company's activities are of a nature that has limited direct environmental impact. Where possible, the company seeks to implement any potential negative environmental footprint.

Board liability insurance

The Group has a liability insurance in place, covering the Board of Directors and the Group's officers.

Outlook 2022 and events after the balance sheet date

Following a pivotal 2021, Questback is now well positioned to continue the growth journey that has started. For a company that has existed for more than 20 years, it is exciting to define ourselves as a scale-up company. We consider our products to be superior to our competitors, and with the new talents recruited in 2021, as well as those coming on in 2022, we believe that we will succeed on our ambitions.

The investments in new talents and growth of the company are expected to have an impact on the EBITDA for the Group in 2022, resulting in somewhat lower margins than what we historically have achieved.

We expect to see that the increase in our core revenue will offset the decline in our non-core revenue in the second half of the year, resulting in a top-line growth again for the Group.

Events after the balance sheet date

No events that have significantly affected or may significantly affect the financial statements of the Group have occurred after 31 December 2021

Oslo, March 29, 2022

Board of Directors, Questback Group AS

Terje Bakken
Chairman of the Board

Kathrine E. Gamborg
Andreassen
Director

Bente Sollid Storehaug
Director

Arne Lee Ellefsen Norheim
Director

Saeid Mirzaie
CEO

CONSOLIDATED STATEMENT OF INCOME

All amounts in million NOK

1. January - 31. December

	Notes	Consolidated 2021	Combined 2020
Revenues from sales	17,21	124,1	138,9
Other operating income		0,0	2,3
Total revenues		124,1	141,2
Salary and employee related expenses	4	45,4	43,5
Other operating expenses	5	42,7	28,0
Depreciation and amortisation	7,8,9	9,1	13,2
Operating profit		26,9	56,6
Financial income	6,9	1,7	8,9
Financial expenses	6,9	57,8	58,6
Net financial items		-56,2	-49,7
Profit before tax		-29,3	6,9
Income tax	18	-0,3	0,3
Profit (loss) for the year		-29,0	6,5
Attributable to:			
Shareholders in parent company of comprehensive income		-29,0	6,5
Total attributed:		-29,0	6,5
Earnings per share in NOK:			
Basic	22	-23	5
Diluted	22	-23	5

Statement of comprehensive income

Items that may be reclassified subsequently to profit and loss:

FX translation differences		-8,3	13,3
Total Combined comprehensive income		-37,2	19,8
Attributable to:			
Shareholders in parent company of comprehensive income		-37,2	19,8
Total attributed:		-37,2	19,8

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

QUESTBACK GROUP

All amounts in million NOK

ASSETS	Notes	Consolidated	Combined
		2021	2020
Research and development	7	7,9	9,3
Licences	7	0,1	0,2
Brands	7	16,7	16,7
Goodwill	8,20	325,9	334,3
Property, plant and equipment	8	0,3	0,5
Right-of-use assets	9	9,4	11,0
Lease receivable	9	18,4	21,4
Other non-current receivables		0,4	0,0
Total non-current assets		379,0	393,5
Trade receivables	10	23,8	17,4
Other receivables	10	8,7	5,4
Cash and cash equivalents	11	27,4	24,8
Total current assets		59,9	47,6
TOTAL ASSETS		439,0	441,1
EQUITY AND LIABILITIES		2021	2020
Share capital	12	0,1	
Share premium	12	454,7	
Other equity		-438,1	
Total equity		16,7	32,3
Borrowings	13	272,8	
Long-term lease liabilities	9	22,6	25,2
Deferred tax liabilities	18	1,7	2,6
Total long-term liabilities		297,1	27,8
Borrowings	13	-	265,6
Trade creditors	14	14,5	5,5
Income tax payable	14	0,6	0,1
Public duties payable	14	25,5	25,6
Short-term lease liabilities	9	5,9	8,2
Deferred revenues	14	60,0	60,9
Other current liabilities	14	18,6	15,2
Total short-term liabilities		125,1	381,0
TOTAL LIABILITIES		422,3	408,8
TOTAL EQUITY AND LIABILITIES		439,0	441,1

Oslo, March 29, 2022 | Board of Directors Questback Group AS

Terje Bakken | Chairman

Bente Sollid Storehaug | Director

Arne Lee Ellefsen Norheim | Director

Kathrine Elisabeth Gamborg Andreassen | Director

Saeid Mirzaie | CEO

CONSOLIDATED AND COMBINED STATEMENT OF CASHFLOWS

Questback Group

(All amounts in million NOK)

		Consolidated	Combined
		2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Operating profit		26,9	56,6
+Depreciations and Amortisations	7,8,9	9,1	13,2
= EBITDA		36,0	69,8
+ tax received/- paid		-	-0,9
Changes in working capital			
Change in net working capital(excl. deferred revenue)		-0,3	20,6
Change in deferred revenue		-0,8	-2,7
Net cash generated from operating activities		34,8	86,8
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment	8		-0,1
Capitalized development	7	-2,8	-2,6
Net cash used in investing activities		-2,8	-2,6
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of loan from previous owner	13	-42,5	9,0
Repayment of loan	13	-233,5	
New loan	13	280,0	
Principle portion on lease liability	9	-9,1	-7,0
Interest portion on lease liability	9	-0,4	-0,4
Transfer to Tivian paid			-48,8
Capitalized loan costs		-22,2	
Payments of interests on borrowings	6	-29,5	-27,8
Equity from shareholders		25,3	
Net cash used in financing activities		-32,0	-75,0
Net change in cash and cash equivalents		0,1	9,2
Cash and cash equivalent as per start of period		24,8	17,3
Exchange differences		2,5	-1,7
Cash and cash equivalents at end of period		27,4	24,8

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(All amounts in million NOK)

	Share Capital	Share premium	Other equity	Total Equity
Balance at 1 January 2021			32,3	32,3
Incorporation of new parent	0,03		-0,03	-
Profit for the year			-29,0	-29,0
Other comprehensive income			-9,4	-9,4
Transactions with owners:				
Share issue	0,01	25,2		25,3
Contribution-in-kind	0,07	429,4		429,5
Continuity difference*	-0,01	0,01	-431,9	-431,9
Balance at 31 December 2021	0,1,	454,7	-438,1	16,7

*Refer to Note 2 for more information

NOTE 1 ACCOUNTING PRINCIPLES

Questback Group AS is located in Norway and whose shares are publicly traded on the Euronext Growth Stock Exchange. The Group's majority owner is Qdh AS with 58 %, which is under the control of Reiten & Co Capital Partners. VII LLP, and no other shareholder hold more than 10 %.

The Group's consolidated financial statements have been prepared to present the financial position, results from operations and cash flows of the Questback Group.

Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) which have been adopted by the EU.

The consolidated financial statements are prepared on a historical cost basis. The presentation currency is Norwegian Krone (NOK). All financial information is presented in NOK, unless otherwise stated.

In text, the current year's figures are presented outside parentheses, followed by comparable figures presented in the parenthesis.

The consolidated financial statement have been prepared based on the going concern assumption.

Comparables

Comparable figures (01.01.2020-31.12.2020) are presented on a "carve-out" and combined basis for the period 2020 and comprise of the combined historical financial statements, as if Questback Group had existed as a separate economic unit for all the financial periods presented, independently from Questback Holding Groups other legal entities, Questback GmbH, Questback Inc and Questback Ltd (hereafter called "Tivian").

A legal reorganization was performed in May 2021 with the purpose of splitting the two types of revenue streams of Questback Holding Group into two groups based on type of software and what market the different entities operate in. Questback Group continues to operate "Essentials", and Tivian continues to operate "Enterprise".

Shares of subsidiaries of Tivian- entities, historical transactions, and intercompany receivables with Tivian has been eliminated in profit and loss and on the balance sheet. This results in an outflow of receivables and is presented as group contribution from equity.

The legal reorganization was performed through business combinations under common control. Thus, assets and liabilities are presented using the group values of Questback Holding.

Judgments made by management in the application of IFRS which have a significant effect on the consolidated financial statements and estimates, with a significant risk of material adjustment in the next year, are discussed in note 3.

The accounting policies set out below have been applied consistently to all periods presented in these combined financial statements and the accounting policies have been applied consistently by the Group entities.

Basis of presentation

Business combinations

Business combinations are accounted for using the acquisition method as of the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control the Group takes into consideration potential voting rights that currently are exercisable.

Goodwill

Difference between acquisition cost and fair value of net identifiable assets at the time of acquisition is classified as goodwill. Goodwill is recognized as the aggregate of the consideration transferred and the amount of any non-controlling interest, less the net recognized amount (generally, fair value) of the identifiable assets acquired and liabilities assumed.

Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control potential voting rights that presently are exercisable, or convertible, are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date of when control commences until the date on which control ceases.

Transactions eliminated

Intra-group balances, any unrealized gains and losses, or income and expenses arising from intra-group transactions are eliminated in preparing the financial statements

Foreign currency

Subsidiaries functional currencies are the national currencies where the companies operates. The Group's presentation currency is NOK. This is also the parent company's functional currency.

Assets and liabilities for each balance sheet of subsidiaries with functional currency different from NOK are translated at the closing rate at the date of that balance sheet. This would include any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of that foreign operation are treated as part of the assets and liabilities of the foreign operation. Income and expenses for each income statement are translated at exchange rates at the dates of the transactions; and all

resulting exchange differences are recognised in other comprehensive income.

Property, plant and equipment

Tangible assets

Tangible assets are valued at their cost less accumulated depreciation and impairment losses. When assets are sold, or disposed of, the carrying amount is offset and any gain, or loss, is recognized in the profit and loss.

The cost of tangible non-current assets is the purchase price including taxes/duties and costs directly linked to preparing the asset ready for its intended use. Costs incurred after the asset is in use, such as regular maintenance costs, are recognized in profit and loss, while other costs that are expected to provide future financial benefits are capitalized.

Depreciation

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

Furniture and fixtures	5-13 years
Machinery and equipment	3-6 years

The residual value, if not insignificant, is reassessed annually.

Intangible assets

Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. For the measurement of goodwill at initial recognition, see above.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortized, but tested annually for impairment (see accounting policy regarding impairment).

Research and development

Expenses relating to research activities are recognized as they occur. Expenses relating to development activities are capitalized to the extent that the product or process is technically and commercially viable and the Group has sufficient resources to complete the development work. Expenses that are capitalized include the costs of materials, direct wage costs and a share of the directly attributable common expenses. Capitalized development costs are recognized at their cost minus accumulated amortization and impairment losses.

Cost of building new features and functionality together with significant and pervasive improvements of the core platform, provided that the significant and pervasive improvements of parts or main components of the core platform will generate probable future economic benefits, are capitalized as development costs and amortized on a straight-line, 5-year basis.

A significant portion of the work that engineering performs is related to the implementation of the ongoing updates that are required to maintain the products functionalities. Examples of updates include “bug fixes”, updates made to comply with changes in laws and regulations and updates made to keep pace with the latest technology trends. These costs are expensed as maintenance costs.

Patents and licenses

Amounts paid for patents and licenses are capitalized and amortized linearly over the expected useful life. Licenses with a perpetual right are not amortized.

Software

Expenses linked to the purchase of new software are capitalized as an intangible asset provided that these expenses do not form part of the hardware acquisition costs. Software is normally depreciated linearly over 3-5 years. Costs incurred as a result of maintaining, or upholding the future utility of software, is expensed unless the changes in

the software increase the future economic benefits from the software.

Customer portfolio

In connection with business combinations a portion of the acquisition cost is allocated to customer portfolio and is amortized linearly over the expected useful life.

Brand

The brand lifetime is assessed as indefinite and no amortization is carried out.

Financial instruments

Questback only have financial instruments at amortized cost (trade receivables and other receivables).

These assets are impaired using the expected credit loss 3-stage model (ECL) or the practical expedient of lifetime ECL for accounts receivable in accordance with IFRS 9.

Expenses

Borrowing costs

Borrowings are recognized at fair value adjusted for transaction costs. In subsequent periods borrowings are recognized at amortized cost using effective interest method. The difference between the initial borrowing (adjusted for transaction costs) and the redemption value is recognized over the borrowing lifetime as part of the effective interest rate.

Net financing costs

Other finance income and costs comprise foreign exchange gains and losses and contingent consideration, which are recognized in the income statement. Interest income is recognized in the income statement as it accrues, using the effective interest method.

Pension

All Group companies have defined contribution pension plans. The Group has no other obligations after payment of the pension premium has been made. The pension premiums are charged to expenses as they are incurred.

Income tax

Income tax expense consists of the tax payable and changes to deferred tax. Deferred tax/tax assets are calculated on all differences between the book value and tax value of assets and liabilities, with the exception of:

- Temporary differences linked to goodwill that are not tax deductible
- Temporary differences related to investments in subsidiaries, associates, or joint ventures assuming the Group is in control of when the temporary differences are to be reversed, and this is not expected to take place in the foreseeable future.

Deferred tax assets are recognized when it is probable that the company will have a sufficient profit for tax purposes in subsequent periods to utilize the tax asset. The company recognize previously unrecognized deferred tax assets to the extent it has become probable that the company can utilize the deferred tax asset. Similarly, the company will reduce a deferred tax asset to the extent that the company no longer regards it as probable that it can utilize the deferred tax asset.

Deferred tax and deferred tax assets are measured on the basis of the expected future tax rates applicable to the companies in the Group where temporary differences have arisen. Deferred tax and deferred tax assets are recognized at their nominal value and classified as non-current assets (long-term liabilities) in the balance sheet. Taxes payable and deferred taxes are recognized directly in equity to the extent that they relate to equity transactions.

Revenue

Questback generates revenue from two sources: (1) subscription and support services; and (2) professional services and other. Subscription and support revenue includes subscription fees from customers accessing our cloud-based application suites and support fees from customers purchasing access to support. Our arrangements with customers do not provide the customer with the right to take possession of the software supporting the cloud-based application service at any time. Professional services and other revenue include fees from consultation services to support the business process mapping, configuration, data migration, integration, and training.

Subscription and support agreements are mainly entered into for 12 to 36 months and invoiced upfront for the upcoming 12 months. The agreement cannot be cancelled before its maturity (usually 12 months). We commence revenue recognition when all of the following conditions are met:

- Existence of a customer contract (signed agreement),
- The entity can identify the performance obligations in the contract
- The transaction price is based on the terms in the contract and any variable consideration is recognized when certain
- Delivery of the product and/or service has occurred

Contracts with customers are analysed based on the following performance obligations, of which there are usually two in most contracts:

Services - Revenue from the sale of service is recognised over time the services is being rendered.

Subscription fees - Revenue relating to subscription fees and licenses is recognised

over the contract period when the customer is benefitting from the service.

The contract liability from pre paid subscriptions are recognised in the balance sheet as a deferred revenue, whilst the contract asset from services rendered not yet invoiced are recognised as trade receivables.

Leases

The group applies a single-recognition and measurement approach for all leases except for short-term leases and leases of low value. The group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying asset.

Right-of-use asset

Questback recognizes a right-of use asset and a lease liability at the commencement date of the lease. This is the date that the underlying asset is available for use.

Right-of-use assets are measured at cost and depreciated using the straight-line method from commencement date to the end of the lease term.

Sublease

Sub-leases covering the major part of the lease term in the head-lease are classified as financial sub-leases. The portion of the right-of-use asset subject to financial lease is de-recognized and a sub-lease receivable is recognized in the balance sheet when the sub-lease commences.

Lease liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. In calculating the present value, Questback use the incremental borrowing rate because the

interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

Lease payments included in the measurement of the lease liability comprise of the following:

- Fixed payments, including in-substance fixed payments
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future index payments arising from a change in an index or rate or if Questback changes the assessment of whether it will exercise and extension or termination option. When the lease liability is remeasured in this way, the corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in the statement of Income if the carrying amount of the right-of-use asset has been reduced to zero.

The Questback Group determines its incremental borrowing rate by obtaining interest rate from various external financing sources and make certain adjustments to reflect the terms of the type of asset leased.

Short-term leases and leases of low value

The Questback group applies the short-term lease recognition exemption to its short-term leases. A short-term lease is a lease that have a lease term of 12 months or less from the commencement date. It also applies the low-value exemption to leases of office equipment that are considered to be low value. Lease payments for these leases are recognised as an expense on a straight-line basis over the lease term.

Segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses. The Board of Directors is the chief operating decision. The segment information will be reported in accordance with the reporting to the Board of Directors (the chief operating decision makers) and is consistent with financial information used for assessing performance and supporting the Group's direction and strategy, resource allocation and acquisition activities.

The Group has identified four segments; Norway, Sweden, Finland and "Other" based on the countries here the subsidiaries operate. The Group will be monitored at Revenues and operating expenses.

Changes in accounting principle and new pronouncements

Changes in accounting principle

Questback has not implemented any new accounting standards or otherwise made any changes to accounting policies during 2021.

New pronouncement

Changes in IFRS 7 – IBOR rate phase 2 are not expected to have significant effects for Questback's financial statements.

Regarding the NIBOR transition to new reference rates is probably not imminent. No date has been set for the transition. The risk exposure to financial instruments as a consequence of the transition is considered to be low.

None of the issued, not yet effective, accounting standards or amendments to such standards are expected to have significant effects for Questback's financial statements.

NOTE 2 COMPOSITION OF THE GROUP

In May 2021, a restructuring was performed within the Questback Holding Group, splitting the previous Questback Holding AS Group in two groups, Questback Group and "Tivian Group" (Tivian XI GmbH, Tivian Ltd and Tivian Inc).

Questback Group comprise of Questback Group AS as the parent, and the Nordic entities listed below (subsidiaries of Questback Group after the restructuring), and its main operations is sales of services within web based surveys and EFM (Enterprise Feedback Management).

The establishment of Questback Group was made through business combinations under common control. Thus, assets and liabilities are presented using the group values of Questback Holding Group (now Tivian Group). The residual between the carrying value and the consideration paid through the issuance of new shares, is recognised directly into equity.

Questback Group AS and the following subsidiaries make up the composition of the group and are included in these financial statement

Company	Country of incorporation	Ownership interest	Voting power
Questback AS	Norway	100%	100%
QuestBack Sweden AB	Sweden	100%	100%
QuestBack Enterprise Solutions AB (1)	Sweden	100%	100%
QuestBack OY	Finland	100%	100%
Questback UK Limited (2)	England	100%	100%
Questback Deutschland GmbH (2)	Germany	100%	100%
Questback Netherlands (2)	Netherlands	100%	100%

(1) Questback Enterprise Solutions AB is a subsidiary owned 100% by Questback AB

(2) Questback UK Limited, Questback Deutschland GmbH and Questback Netherlands were established in 2021.

Restructuring - continuity difference

The restructuring of the Questback Holding AS Group was carried out with Questback Group AS purchasing all the shares in Questback AS (which at that time owned all the shares in Tivian-entities) from Questback Holding AS. Subsequently, Questback AS sold all its shares in Tivian-entities to Tivian AS (a subsidiary of Questback Holding AS), resulting in a gain from the sale. Total continuity difference booked to equity is MNOK 431.9.

The remaining receivables to Questback Holding AS was converted to equity, resulting in a contribution in kind of MNOK 429.5.

As a result the restructuring, Questback Group AS and these financial statements include the subsidiaries listed above.

NOTE 3 UNCERTAINTY IN ESTIMATES

In the process of applying the Group's accounting policies according to IFRS, management has made several judgements and estimates. All estimates are assessed to the most probable outcome based on the managements best knowledge. Changes in key assumptions may have significant effect and may cause material adjustments to the carrying amounts of assets and liabilities, equity and the profit for the year.

Goodwill is assessed annually for impairment (note 20). The operations are not considered to be significantly effected by cyclical fluctuations, but can however over time be effected by general economical downfalls. Market rates may effect the valuations.

Management's estimates of fair values are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable, consequently actual results may differ from estimates.

NOTE 4 SALARY, PERSONNEL EXPENSES AND MANAGEMENT REMUNERATION

	2021	2020
Salaries, base and variable	33,1	33,3
Employer tax	7,5	7,0
Pension costs defined contribution plans	3,7	3,7
Other personnel costs	2,0	2,1
Recruitment costs	1,9	-
Capitalized development	-2,8	-2,6
Total salaries and personnel expense	45,4	43,5

	2021	2020
The number of headcount that were employed end of the financial year:	51	64

PENSIONS AND OTHER LONG-TERM EMPLOYEE BENEFITS	2021	2020
Employees covered by the pension plan at 31.12	47	55

The Group's companies have defined contribution plans in accordance to local laws. The contribution plan covers QuestBack employees and is expensed when it is accrued.

The Group has no long-term obligations related to pensions.

Management remuneration

The Group Management consists of the Chief Executive Officer and Chief Financial Officer

The Chief Executive Officer is located in Stockholm, Sweden and the Chief Financial Officer in Oslo, Norway.

2021	Board remuneration	Salary	Pension cost	Benefits in kind	Total remuneration
Saeid Mirzaie (CEO)		4,6	1,0	-	5,6
John Edminson (interim CFO)					-
The Group Management Team	-	4,6	1,0	-	5,6
<i>Members of the Board</i>	0,2				0,2
Total remuneration	0,2	4,6	1,0	-	5,8

Total salary for CEO is NOK 5.635.460 which includes an accrued bonus for 2021 of MNOK 1.62

The Group has not given any loans or security deposits to the CEO, the Chairman of the Board or their related parties. A bonus program exists for the senior Executive Team at Questback. For each individual executive, a limit is set for the amount of bonus that can be achieved. The size of the bonus payment is dependent on actual company performance compared to a set of predefined targets. The bonus program for the CEO is approved by the Board of Directors.

2020	Board remuneration	Salary	Pension cost	Benefits in kind	Total remuneration
Interim CEO (January 1 - August 31)		1,1	0,3		1,4
Saeid Mirzaie (CEO from Aug 1)		0,8	0,2		1,1
Ivar Blekastad (CFO)		1,7	0,0	0,0	1,7
The Group Management Team		3,6	0,5	0,0	4,1
<i>Members of the Board;</i>					
John Morten Bjerkan	0,1				
Total remuneration	0,1	3,6	0,5	0,0	4,1

Total salary for interim CEO and current CEO is NOK 2.445.229

The Group has not given any loans or security deposits to the CEO, the Chairman of the Board or their related parties. A bonus program exists for the senior Executive Team at Questback. For each individual executive, a limit is set for the amount of bonus that can be achieved. The size of the bonus payment is dependent on actual company performance compared to a set of predefined targets. The bonus program for the CEO is approved by the Board of Directors.

No bonuses was paid out to the CEO in 2020.

NOTE 5 OTHER OPERATING COSTS

	2021	2020
Subcontractors and sales commission	10,7	13,5
Energy costs	0,1	0,1
Marketing	1,1	1,1
Office expenses (excl. lease)	1,4	1,9
IT operations, hosting and electronic communication	5,2	2,2
Other Leasing costs	0,1	0,03
Travel costs	0,1	0,4
Audit services	1,6	2,0
Legal and advisory services	21,5	4,2
Loss allowance accounts receivable	0,0	0,4
Other operating costs	1,0	2,1
Total operating expenses	42,7	28,0
<i>Specification auditor's fee</i>		
Statutory audit	1,7	1,1
Other assurance services	0,0	0,0
Other non-assurance services	1,0	0,9
Tax consultant services	0,1	0,0
Total	2,8	2,0

VAT is not included in the fees specified above.

NOTE 6 FINANCIAL INCOME AND EXPENSES

	2021	2020
Interest income		
Interest income on short-term bank deposits	0,1	0,1
Other interest income	0,9	0,0
Interest income on net investment in lease	0,7	0,0
Total interest income	1,6	0,1
Financial income		
Foreign exchange gains	-	8,7
Other financial income	0,0	0,0
Total other financial income	0,0	8,8
Total financial income	1,7	8,9
Interest costs		
Interest on financial lease liabilities	1,0	0,0
Interest cost on loan- Cash payment*	29,5	58,6
Interest cost on loan- Payment in Kind*	13	-
Other interest expense	0,1	-
Total interest expense	45,9	58,6

Financial costs		
Foreign exchange loss	9,6	-
Other financial expenses	2,3	0,0
Total other financial expenses	11,9	0,0
Total financial expenses	57,8	58,6
Net Financial Items	-56,2	-49,7

* Interest cost on loan from lender is NIBOR + 8 % in cash payment and 8 % Payment in kind.
Payment in kind is interest added to the principle loan amount.

NOTE 7 INTANGIBLE ASSETS

Intangible assets	Developed Software*	Patents and licenses	Goodwill	Brands	2021
Opening balance 1 January	9,3	0,2	334,3	16,7	360,5
Additions	2,8				2,8
Amortisation	-4,2	-0,2			-4,4
Exchange differences			-8,4		-8,4
Net carrying amount 31 Dec.	7,9	0,1	325,9	16,7	350,6
As at 1 January					
Cost	56,0	5,7	322,8	26,8	411,3
Accumulated amortisation	-46,7	-5,5		-10,0	-62,3
Exchange differences			11,5		11,5
Net carrying amount	9,3	0,2	334,3	16,7	360,5
As at 31 December					
Cost	58,8	5,7	334,3	26,8	425,6
Accumulated amortisation	-50,9	-5,7		-10,0	-66,6
Exchange differences			-8,4		-8,4
Net carrying amount	7,9	0,1	325,9	16,7	350,6
Economic life	5 years	5 years	Infinite	Infinite	
Depreciation method	linear	linear			

Goodwill is not amortized, but tested yearly for impairment.

Intangible assets	Developed Software*	Patents and licenses	Goodwill	Brands	2020
Opening balance 1 January	11,8	0,6	322,8	16,7	352,0
Additions	2,6				2,6
Amortisation	-5,1	-0,4	-0,2		-5,7
Exchange differences			11,5		11,5
Net carrying amount 31 Dec.	9,3	0,2	334,1	16,7	360,5
As at 1 January					
Cost	56,0	5,7	334,3	26,8	422,8
Accumulated amortisation	-44,2	-5,1	0,0	-10,0	-59,3
Exchange differences			-11,5		-11,5
Net carrying amount	11,8	0,6	322,8	16,7	352,0
As at 31 December					
Cost	58,6	5,7	322,8	26,8	413,9
Accumulated amortisation	-49,3	-5,5	-0,2	-10,0	-65,0
Exchange differences			11,5		11,5
Net carrying amount	9,3	0,2	334,1	16,7	360,5
Economic life	5 years	5 years	Infinite	Infinite	
Depreciation method	linear	linear			

Goodwill is not amortized, but tested yearly for impairment.

* Developed software:

QuestBack has highly qualified development teams situated in Norway. All new development performed on proprietary software is capitalized. Capitalized cost consist of cost related to man hours spent on development activities by own employees. .

	2021	2020
Capitalized development cost by own employees (man hours) - ref Note 4	2,8	2,6

NOTE 8 PROPERTY, PLANT AND EQUIPMENT

	Furniture and inventory	Office machines	2021
Carrying amount, 1 January	0,4	0,0	0,4
Additions	0,0		0,0
Depreciation	-0,1	-0,1	-0,2
Carrying amount, 31 December	0,3	-0,1	0,2
As at 1 January			
Acquisition Cost	2,5	2,9	5,4
Accumulated depreciations	-2,1	-2,8	-4,8
Carrying amount	0,4	0,1	0,5
As at 31 December			
Acquisition Cost	2,5	2,9	5,4
Accumulated depreciations	-2,2	-2,9	-5,1
Carrying amount	0,3	0,0	0,3

Economic life	5 years	3 - 5 years
Depreciation method	linear	linear

	Furniture and inventory	Office machines	2020
Carrying amount, 1 January	0,5	0,4	0,9
Additions	0,1	0,0	0,1
Disposals	-	-	-
Depreciation	-0,2	-0,3	-0,5
Exchange differences	-	-	0,0
Carrying amount, 31 December	0,4	0,1	0,5
As at 1 January			
Acquisition Cost	2,5	2,9	5,4
Accumulated depreciations	-2,0	-2,5	-4,5
Exchange differences	-	-	0,0
Carrying amount	0,5	0,4	0,9
As at 31 December			
Acquisition Cost	2,6	2,9	5,5
Accumulated depreciations	-2,2	-2,8	-4,9
Exchange differences	0,0	-	0,0
Carrying amount	0,4	0,1	0,5

Economic life	5 years	3 - 5 years
Depreciation method	linear	linear

NOTE 9 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Amounts in NOK

2021	Buildings	Total right-of-use assets	Net investment in lease	Lease liabilities
Balance at 1 January 2021	11,0	11,0	21,4	33,3
Depreciation expense	-4,5	-4,5		
Addition right-of-use assets	2,8	2,8		2,8
Addition Net investment				
Lease income/ payments			-3,7	-9,1
Interest income /cost			0,7	1,0
Currency exchange differences	0,1	0,1		0,5
Balance at 31 December 2021	9,4	9,4	18,4	28,5

Estimated useful life	1-5 years
Depreciation plan	Straight-line

2020	Buildings	Total right-of-use assets	Net investment in lease	Lease liabilities
Balance at 1 January 2020	13,9	13,9		15,4
Depreciation expense	-7,2	-7,2		
Addition right-of-use assets*	4,3	4,3		24,5
Addition Net investment *			21,4	
Lease income/ payments			-0,1	-7,0
Interest income /cost			0,1	0,4
Balance at 31 December 2020	11,0	11,0	21,4	33,3

Estimated useful life	1-5 years
Depreciation plan	Straight-line

* In November 2020, Questback chose to extend the leaseterm for the offices in Oslo, adding a lease liability of NOK 24 464 708. Parts of the office was then sub-leased as a financial to a third party and as such booked as a Net investment in lease. The difference between the ROU asset and the Net Investment in lease (NOK 1 235 451) was booked through Profit and loss as other operating expenses.

LEASE LIABILITIES

Undiscounted lease liabilities and maturity of cash outflows	2021	2020
Less than 1 year	6,7	8,4
1-2 years	6,7	6,1
2-3 years	6,7	6,1
4-5 years	6,7	6,1
More than 5 years	3,4	9,2
Total undiscounted lease liabilities	30,3	35,9

Lease liabilities included in the balance sheet	2021	2020
Current lease liabilities	5,9	8,2
Non-current lease liabilities	22,6	25,2
Total lease liabilities	28,5	33,3

Cash outflow for leases	2021	2020
Interest portion on lease liabilities	-1,0	-0,4
Interese income on the net investment in the lease	0,7	0,1
Principle portion on lease liabilities	-9,1	-7,0
Sublease income	3,7	0,1
Expense relating to short-term leases	-1,2	-1,1
Expense relating to leases of low value assets	-0,1	0,0
Total cash outflow for leases	-7,1	-8,3

Effects on income statement

Depreciation of right-of-use assets ¹⁾	-4,5	-7,2
Interest expense on lease liabilities ²⁾	-1,0	-0,4
Interest income on net investment in lease	0,7	
Expense relating to short-term leases ³⁾	-1,2	-1,1
Expense relating to leases of low value assets ⁴⁾	-0,1	0,0
Rent income from financial sub-lease ⁴⁾	3,7	1,2
Effects on profit/loss before tax	-2,5	-7,5

¹⁾ Presented as Depreciation

²⁾ Presented as financial expenses

³⁾ presented as other operating expenses

⁴⁾ Presented as other operating expenses

NOTE 10 ACCOUNTS RECEIVABLE AND OTHER CURRENT RECEIVABLES

Questback Group	2021	2020
Trade receivables	23,8	17,4
Other current receivables	6,4	5,4
Total accounts- and other current receivables	30,2	22,8

The group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 December 2021 or 1 January 2021 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the probability of a customer's bankruptcy to be the most relevant factor and accordingly adjusts the historical loss rates appropriately.

2021	Current	More than 30 days past due	More than 60 days past due	More than 120 days past due	Total
Expected loss rate	1%	2%	5%	16%	
Gross cayrring amount - trade receivables	20,6	0,4	0,8	2,0	23,8
Loss allowance - trade receivables	0,2	0,0	0,0	0,3	0,5

2020	Current	More than 30 days past due	More than 60 days past due	More than 120 days past due	Total
Expected loss rate	1%	2%	5%	60%	
Gross cayrring amount - trade receivables	16,3	0,4	0,2	0,6	17,4
Loss allowance - trade receivables	0,2	0,0	0,0	0,4	0,5

Movement in allowance for expected credit loss:	2021	2020
Provision as of 1 January	0,5	0,8
New provision		
Reversed provision during the period	0,0	-0,2
At 31 December	0,5	0,5

Per currency:	2021	2020
NOK	11,8	6,4
SEK	7,3	8,1
DKK	0,1	0,0
GBP	0,9	0,2
EUR	3,3	2,4
USD	0,4	0,0
Other	0,0	0,2
Total	23,8	17,4

Other current receivables	2021	2020
Prepaid costs	3,4	6,2
Receivables on employees (deferred commission expences)	0,4	0,0
Tax and VAT receivables	0,5	0,3
Other receivables	1,7	0,4
Total other current receivables	6,0	6,8

NOTE 11 CASH AND CASH EQUIVALENTS

	2021	2020
Cash and cash equivalents	27,4	24,8
Short-term bank deposits	-	-
Cash and cash equivalents in the balance sheet	27,4	24,8

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following at 31.December:

Cash at banks and on hand	27,4	24,4
Short-term deposits	0,0	0,4
Cash and cash equivalents	27,4	24,8

Restricted cash (Included above)	0,7	2,6
Restricted cash consists of tax account in Norway		

Currency distribution on cash balance as of 31.12:

	2021	2020
NOK	9,8	6,3
EUR	13,3	9,7
SEK	3,2	8,8
GBP	1,1	-
USD	0,0	-
Total	27,4	24,8

NOTE 12 SHARE CAPITAL, SHAREHOLDER INFORMATION AND DIVIDEND

Questback Group AS only have one class of shares and all shares have the same voting tights.

The shareholders are entitled to receive dividends as and when declared and are entitled to one vote per share at General Meetings of the Company.

	Number of shares	Share Capital
Balance at 1. January 2021	30 000	30 000
Issued during the year	198 833	80 307
Split of shares	1 057 919	
Capital reduction		-7 366
Balance at 31. December 2021	1 286 752	102 941

The main shareholders per 31 December are as follows:

Owner	Share percentage
QDH AS	58%
PRECISE CREDIT SOLUTIONS 17 S.A.R.	9,9%
IPSOS AS	9%
Skandinaviska Enskilda Banken AB	4%
CACEIS Bank	3%
SVENSKA HANDELSBANKEN AB	3%
SEKSTEN FEMTI AS	3%
QUESTBACK HOLDING AS	2%
Nordea Bank Abp	2%
AGU INVEST AS	1%
Other	5%
Total	100%

NOTE 13 BORROWINGS

In June 2021 Questback refinanced previous loan from Cap IP and entered into a new loan agreement.

The loan is a five-year loan structured as a bond loan with a limit of MNOK 360 which will be paid in NOK. The initial bond issued was in the amount of MNOK 280 and provided sufficient capacity for the refinancing of the Group's outstanding indebtedness. The bonds are not transferrable.

The interest rate will be per annual equal to NIBOR + 8 % in cash payment + 8 % Payment in Kind.

The new loan contains four financial covenants. New recurring sales, Gross Revenue Retention, Customer Acquisition Costs (CAC) / New recurring sales and Total Net debt/ Steady state EBITDA.

The bond holder holds both a call and a put option on the loan.

Current interest-bearing loans and borrowings	Interest rate	Maturity date	2021	2020
Loan from Cap IP	Libor or 0,5 % + 11,5 %	Oct 2020	-	222,2
Other loans	4%	Aug 2021	-	0,1
Loan from Questback Holding AS	Fixed rate 5 %	Aug 2021	-	43,3
Total current borrowings			-	265,6
Non-current interest-bearing loans and borrowings			2021	2020
Loan from Anacap*	3 M NIBOR + 8 % interest and 8 % payment in kind	July 2026	291,1	-
Total long-term borrowings			291,1	-

* The net loan from Anacap is MNOK 272,8 in the balance sheet 31.12.21 due to a prepaid portion of MNOK 18,27. The capitalized loan costs are amortized over the term of the loan.

The loans are repaid according to the following schedule:

31.December 2021	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Long term loan	-	-	291,1	-

31.December 2020	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Long term loan from Cap IP*	222,2			
Long Term Loan from Questback Holding AS	43,3			
Other loans	0,1			

December 31, 2020	265,6
New loan	280,0
Repayments of loan	-276,0
Capitalized loan costs	-20,3
Amortized loan costs	2,0
<i>Non-cash changes:</i>	
Payment in Kind and Fees added	24,7
Offsetting against other restructuring items	-3,2
December 31, 2021	272,8

NOTE 14 ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

	2021	2020
Trade creditors	14,5	5,5
Income tax payable	0,6	0,1
Public duties payable	25,5	25,4
Deferred revenues	60,3	60,9
Accrued expenses	13,0	9,3
Other current liabilities	5,4	6,1
Total Trade payables and short-term liabilities	119,2	107,3

Trade payables are non-interest bearing and are normally settled on 30-day terms.

NOTE 15 EVENTS AFTER THE BALANCE SHEET DATE

No events that have significantly affected or may affect the financial statements have occurred after the balance sheet date.

NOTE 16 TRANSACTIONS WITH RELATED PARTIES

Remunerations to senior executives is described in note 4 - Salary and personnel expenses and management remuneration.

Due to the restructuring (Note 2) , companies that was previously in Questback Holding Group (now Tivian Group), now are classified as related parties. Transactions with Tivian which is included in these combined financial statements are presented below.

Related party transactions	31.12.2021	31.12.2020
Long-term related parties payables		
Questback Holding AS	-	43,3

Transactions with related parties in Income statement

Company	Description	2021	2020
Tivian XI Gmbh	Reseller fee income	1,9	3,8
Tivian XI Gmbh	Reseller fee cost	4,8	7,0
Tivian XI GmbH (Germany)	Interest income	0,1	-
Questback GmbH (Austria)	Interest income	0,0	-
Tivian Ltd	Interest income	0,5	-
Tivian Inc	Interest income	0,2	-
Questback Holding AS	Interest cost	2,5	8,1

NOTE 17 REVENUES

The geographical distribution of revenues is as follows:

	2021	2020
Germany	0,9	0,1
Norway	57,0	71,7
Sweden	24,4	27,9
Finland	31,5	35,7
The Netherlands	4,2	4,8
Other countries	6,2	1,1
Total revenues	124,1	141,2
<i>Revenue by type:</i>		
License sales	121,7	135,1
Service sales	2,3	3,9
Other income	0,0	2,3
Total revenues	124,1	141,2
* Other income includes other operating income, other non-operating income and work in progress.		
Subscription revenue- recognized over time	121,7	135,1
Service sales - recognized over time	2,3	3,9
Other operating revenue	0,0	2,3
	124,1	141,2

NOTE 18 TAXES

Tax expense	2021	2020
Current tax	554 805	424 551
Correction previous year	-866 238	-83 518
Total tax expense	-311 433	341 033

Tax payable

Current tax	543 771	113 167
FX effect	11 035	-
Total tax payable	554 805	113 167

Recognized deferred tax:

Intangible assets	-1 737 575	-2 603 813
Deferred taxes	-1 737 575	-2 603 813

Changes in net deferred asset

	2021	2020
1.January	-2 603 813	-2 603 813
Immaterial assets	866 238	-
31.December	-1 737 575	-2 603 813

NOTE 19 FINANCIAL RISK

Financial risk

Through its operations QuestBack is exposed to several financial risk elements such as market risk, credit risk and liquidity risk. The negative impact these risk elements may have on the financial statements are part of the risk management plan.

Market risk

Currency risk

Due to the current geographic footprint, the Group's currency risk is limited. The local subsidiaries have both revenue and costs in the same currency, reducing the total currency exchange risk. The long term debt per 31 December 2021 is denominated in NOK, whereas the external debt per December 31 2020 was denominated in USD.

The table below shows +/- effect on Group operating profit in NOK, with a +/- 10 % fluctuation for the given currency as of 31 December 2021 against NOK. All other variables have been kept constant.

Effect on Group profit before tax (MNOK):

SEK	0,0
EUR	0,2

In addition, these fluctuations will affect net investments in foreign subsidiaries and get recognized in the comprehensive income and equity.

SEK	0,2
EUR	2,9

Credit risk

Questback and its subsidiaries are selling to the business market and have a customer portfolio which are highly diversified both in the sense of industry, geography and size. Questback is exposed to customer-related credit risk, which is primarily influenced by the financial strength and characteristics of each customer. There is always a risk of loss on accounts receivable from our customers and reduced sales to our customers if they face liquidity challenges.

However, the credit risk is assessed to be limited since the Group has a high number of customers and no single customer represents more than 2% of the Group's total sales. Historically the Group has seen very low loss on customer receivables (ref Note 10).

Liquidity risk

Questback AS has a loan from an external investor and interest rate is tied to the NIBOR. The impact on the Group's cash flow from changes to NIBOR is somewhat mitigated by also receiving floating interest rates on its cash deposits in different bank accounts. The announced out-phasing of the IBOR-interest rates will not likely influence the Group in the coming year in any material way. The Group has exposure towards IBOR through the external loan, and also the interest rates on bank deposits. Nordic Trustee is trustee for the loan, so no effect on the Group's accounting system is expected. The risk exposure to financial instruments as a consequence of the transition is considered to be low. The IBOR reform will not change the risk management strategy.

The liquidity and liquidity prognoses/forecasts are carefully monitored as the company is investing into its organisation. This secures visibility into future liquidity positions. Also, the company is having negative working capital ratios as most customers pay for services up-front, which makes the underlying operational cash flow stronger than that the P&L suggest in times of growth.

The table below analyses the group's financial liabilities into relevant maturity groups based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

31 December 2021	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Loans (incl interest)	-	-	291,1	-
Trade payables and other liabilities*	40,0	-	-	-
31 December 2020				
Loans (incl interest)	265,6	-	-	-
Trade payables and other liabilities*	31,0	-	-	-

* includes trade creditors and public duties payable

The new bond loan agreement that was entered in June 2021, provides sufficient capacity for the refinancing of the Group's outstanding indebtedness and additional capital. A total overview of Questback Group's debt portfolio is presented in note 13.

Capital management

In order to achieve the Group's ambitious, long-term objectives, the policy has been to maintain a high equity-to-asset ratio and to maintain a solid capital base so as to maintain investor, creditor and market confidence and to grow and sustain future development of the business. Due to the restructuring in the group, and the pro-forma adjustments in these financial statements, the equity presented is lost as the equity does not include gain on sale of Tivian-shares.

In July 2021, Questback group entered into a new loan agreement, securing refinancing of current loans, and providing Questback with funds for future investments. Further the lender participated with MNOK 25 in Equity when Questback was listed on Euronext Growth. The first day of trading was August 23, 2021. Euronext Growth have over the past few years become a preferred exchange for companies that wants to attract investors, but are not necessarily qualified for Oslo Børs. Questback believes it's revenue model and products can be attractive for new investors. Establishing the company on Euronext growth will open up a larger market place for potential future capital issuance.

The Group possesses a highly scalable business model that anticipates considerable cash flow in the future when growth investments is relatively lower than as of current.

The financial statements are prepared with the assumption of the Group as a going concern.

NOTE 20 GOODWILL

Goodwill is allocated to cash generating units as presented below:

2021	01.01	Additions/ reallocations	Impairment	FX adjustment	31.12
Norway	187,0	-	-	-	187,0
Sweden	79,8	-	-	-5,3	74,6
Finland	67,5	-	-	-3,2	64,4
Total Group	334,3	-	-	-8,4	325,9

2020	01.01	Additions/ reallocations	Impairment	FX adjustment	31.12
Norway	187,0	-	-	-	187,0
Sweden	72,2	-	-	7,6	79,8
Finland	63,6	-	-	3,9	67,5
Total Group	322,8	-	-	11,5	334,3

The Group has performed a complete impairment test as of 31 December 2021, according to IAS 36. The judgement has been based on estimated cash flows over a 5-year period.

Value in use was determined by discounting the future cash flows and the calculation was based on the following key assumptions:

Cash flows were projected using past experience and 5-year business plans extending from 2022 to 2026 prepared by management in each entity. The terminal value has been calculated based on moderate growth in sales and growth in costs based on planned recruitments and associated costs. Estimates involves uncertainties and there is a risk that changes in any key assumptions, including the future estimated development of the Group, will have impact of the outcome of the assessment.

Risk free rates, market premiums and equity beta values used in calculation of the discounted future cash flows are all based on external sources and based on where the entities are located.

Valuation is based on the following assumptions for long term growth (LT growth) and weighted average cost of capital (WACC).

	LT Growth	WACC
Norway	2,0 %	7,9 %
Sweden	2,0 %	7,9 %
Finland	2,0 %	7,9 %

Sensitivity to change in assumptions

For each CGU, the following changes in forecasts and key assumptions, in isolation, would result in the recoverable amount being approximately equal to carrying amount. Any changes beyond those described below may, therefore, lead to an impairment loss:

Assumptions	Norway	Sweden	Finland
Discount rate after tax 1)	6%	0,2%	3%
License sales growth	-4%	-0,4%	-1,1%
Churn	7%	0,4%	6%

1) Discount rate: the changes above are for the whole period including terminal value

2) Churn: % of prior year subscription contracts not renewed.

NOTE 21 OPERATING SEGMENTS

2021	Norway	Finland	Sweden	Other	Total
Revenue from licence sale	65,3	31,1	24,9	0,4	121,7
Other revenue	1,2	0,8	0,3	0,0	2,3
Total revenue	66,6	31,9	25,2	0,4	124,1
Operating expenses	48,6	11,1	27,9	0,4	88,1
EBITDA	17,9	20,8	-2,6	-0,1	36,0

2020	Norway	Finland	Sweden	Other	Total
Revenue from licence sale	72,7	35,2	27,4	0,0	135,3
Other revenue	2,5	1,5	1,7	0,0	5,8
Total revenue	75,3	36,7	29,1	0,0	141,1
Operating expenses	41,1	12,9	20,0	0,0	74,0
EBITDA	34,1	23,8	9,2	0,0	67,1

The Group added three new entities in 2021. Questback Deutschland, Questback Netherland and Questback UK. These are reported under segment "Other"

NOTE 22 EARNINGS PER SHARE

	2021	2020*
Weighted average number of shares outstanding	1 286 752	1 286 752
Effect of dilution	-	-
Weighted average number of shares outstanding-diluted	1 286 752	1 286 752
Owners of the parent's share of profit (loss)	-29	6,5
Earnings per share in NOK	-22,5	5,1
Diluted earnings per share in NOK	-22,5	5,1

* For the 2020-figures Earnings per share has been calculated retrospectively using the number of shares at time of the restructuring performed in May 2021.

ANNUAL REPORT 2021

Questback Group AS - parent

Org.nr 925 702 544

INCOME STATEMENT 2021

Questback Group AS

All amounts in NOK	Notes	2021	2020
Revenues from sales			
Total revenues		-	-
Personell costs	10	-	-
External consultancy costs	2	247 039	
Other operating costs	2	495 900	-
Total operating costs		742 939	-
Operating profit		-742 939	-
Other financial income	3	3 966	-
Intercompany interest cost	3,12	34 193 798	-
Other financial cost	3	533 551 021	-
Net financial items		-567 740 853	-
Profit before tax		-568 483 792	-
Income tax expense	4	-	-
Ordinary result		-568 483 792	-
Attributable to:			
Group contribution			
Other equity	9	-568 483 792	
Total attributed		-568 483 792	

BALANCE SHEET 31.12.

Questback Group AS

All amounts in NOK

ASSETS	Notes	2021	2020
Non-current assets			
Investment in subsidiaries	5	562 840 787	-
Total non-current assets		562 840 787	-
Current assets			
Other receivables	13	37 726	-
Cash and cash equivalents	11	1 838 775	-
Total current assets		1 876 501	-
TOTAL ASSETS		564 717 288	-

EQUITY AND LIABILITIES		2021	2020
Ordinary shares		102 941	30 000
Share premium		454 660 848	-
Other equity paid		0	-
Total paid-in capital	8,9	454 763 789	30 000
Other equity	9	-568 483 792	-30 000
Total retained earnings		-568 483 792	-30 000
Total equity	9	-113 720 003	-
Other long-term liabilities			
Long-term liability intercompany	7	678 005 233	-
Total long-term liabilities		678 005 233	-
Short-term liabilities			
Trade creditors		335 019	-
Income tax payable	4	0	-
Other short-term liabilities		97 039	-
Total short-term liabilities		432 058	-
TOTAL LIABILITIES		678 437 291	-
TOTAL EQUITY AND LIABILITIES		564 717 288	-

Oslo, 29.03.2022

Terje Bakken

Chairman of the board

Bente Sollid Storehaug

Member of the board

Arne Lee Ellefsen Norheim

Member of the board

Kathrine Elisabeth Gamborg Andreassen

Member of the board

Saeid Mirzaie

CEO

CASHFLOW

Questback Group AS

CASH FLOWS FROM OPERATING ACTIVITIES

All amounts in NOK	2021	2020
EBIT	-742 939	
+Depreciations and Amortisations	-	
=EBITDA	-742 939	
-tax received/ paid		
<u>Changes in working capital</u>		
- Trade creditors	335 019	
- Other current receivables and payables	-12 504 427	
Net cash generated from operating activities	-12 912 347	-

CASH FLOWS FROM INVESTING ACTIVITIES

Intercompany loans granted	-10 500 000	
Net cash used in investing activities	-10 500 000	-

CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds from issuance of shares		30 000
Proceeds from borrowings	25 251 122	
Costs booked to equity		-30 000
Net cash used in financing activities	25 251 122	-
Net change in cash and cash equivalents	1 838 775	-
Cash and cash equivalent as per start of period	-	-
Cash, cash equivalents and bank overdrafts at end of period	1 838 775	-

NOTE 1 ACCOUNTING PRINCIPLES

The company's financial statement has been prepared in accordance with the Norwegian accounting law (Regnskapsloven) and NGAAP.

Use of estimates

The preparation of the financial statement requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances. This forms the basis for making the judgments about carrying values of assets and liabilities, from which actual results may eventually differ.

Exchange rates

Revenues and expenses in foreign currencies are translated into NOK using the average exchange rates on the transaction date, and assets and liabilities in foreign exchange rates are translated into NOK at the rates on the balance sheet date. Foreign exchange differences are recognised in the financial statement on an ongoing basis.

Tax

The tax expense consists of the tax payable and changes to deferred tax. Deferred tax assets and tax liabilities are calculated on the differences between the booked value and the tax value of assets and liabilities.

Deferred tax is calculated with 22 % of the temporary differences between the booked value and tax value, including loss carried forward, at the end of the accounting year. Tax increasing and tax reducing temporary differences that are reversed or can be reversed in the same period are netted.

Deferred tax assets, including tax loss carried forward, are recognised when it is probable that the company will have sufficient profit for tax purposes in subsequent periods to utilise the tax asset. Deferred tax assets and deferred tax liabilities are netted in the balance sheet.

Classification and assessment of balance sheet items

Current assets and short term liabilities are items that are due for payment within one year after the time of acquisition. Other assets and liabilities are classified as non-current assets and long term liabilities.

Current assets are valued at the lower of their acquisition costs and fair value. Short term liabilities are valued at the nominal value at the time of purchase.

Non-current assets are valued at acquisition costs deducted for depreciations and impairment losses. Long term debt is valued at their nominal value at the time of borrowing.

Subsidiaries

Subsidiaries are valued at cost in the financial statement. The investments are valued at acquisition costs for the shares less any impairment losses. A reduction in booked value to fair value is made if a reduction in value is caused by non-temporary factors and if deemed necessary according to NGAAP (impairment loss). Such reductions are reversed if the causes for the reduction no longer exists.

Dividend, group contributions and other distributions from subsidiaries are recognised as financial income in the same period as it is accrued in the financial statement of the subsidiaries. If the dividend and group contribution exceed the company's share of earned profits after the acquisition, the exceeding amount will be recognised as repayment of invested capital and the value of the assets will be reduced accordingly in the mother's balance sheet.

Short term receivables

Trade receivables and other receivables are valued at their cost less accumulated impairment losses. A bad debt provision is booked taking into account both an individual assessment of each receivable as well as a provision to cover potential losses on receivables in general.

NOTE 2 OPERATING COSTS

	2021	2020
Statutory audit	178 699	
Consultancy fee auditor	68 340	
Other operating costs	495 900	
Total operating costs	742 939	

Specification of auditor's fee	2021	2020
Statutory audit	178 699	-
Other services	68 340	-

NOTE 3 FINANCIAL ITEMS

Financial income	2021	2020
Foreign exchange gain	3 966	
Total financial income	3 966	-

Financial costs	2021	2020
Intercompany interest cost	34 193 798	
Foreign exchange loss	793	
Other financial costs	533 550 228	
Total financial costs	567 744 819	-

As part of the restructuring in 2021 QB Group AS purchased all the shares in Questback AS for MNOK 1.096, whereafter Questback AS sold it`s shares in the Tivian entities (Tivian GmbH, Tivian Limited and Tivian Inc). The carrying value was then impaired with MNOK 533 to better reflect the remaining values in Questback AS. The remaining carrying value is MNOK 563. Refer to note 5.

NOTE 4 TAX

Basis for tax expence, changes in deferred tax/payable tax	2 021	2 020
Profit before tax	-568 483 792	-
Permanent differences	542 744 820	-
Basis for this years tax expence	-25 738 972	-
Change base for deferred tax/tax asset		-
Change in loss carried forward	25 738 972	-
Basis for tax payable	-	-
Distribution of tax expence		
Tax payable		-
Changes in deferred tax assets/tax liabilities	-5 662 574	-
Changes in deferred tax assets/tax liabilities - not booked	5 662 574	-
Tax of permanent differences	-	-
Tax expence in income statement	-	-
Tax payable in balance		
Deferred tax assets		-
Correction earlier years		-
Tax payable in balance	-	-
Tax expense	-	-
Tax effect of Group contribution		-
Tax payable in balance	-	-

NOTE 5 SUBSIDIARIES

Company	Aquired	Office	Ownership	Voting share
Questback AS	01-04-2008	Oslo	100%	100%

Investment in subsidiary is measured according to cost method in the company accounts.

Investment based on cost method:

Company	Ordinary shares	Number of shares	Carrying value	Equity	EAT
Questback AS	13 613 805	13 613 805	562 840 787	445 884 332	97 590 258

NOTE 6 FINANCIAL RISK

The company did not utilise financial instruments for managing financial risk in 2021.

Interests rate risk

Interest rate fluctuations will impact the business as borrowing from Questback AS is based on floating

Foreign exchange risk

Fluctuations in the foreign exchange rates impact the company both directly and indirectly and are considered to represent an economic risk for the company.

NOTE 7 INTERCOMPANY

Receivables

	2021	2020
Long-term receivable Questback AS	-	-
Short term receivable group contribution	-	-
Total	-	-

Liabilitites

	2021	2020
Long-term borrowing from Questback AS	678 005 233	-
Total	678 005 233	-

NOTE 8 SHARE CAPITAL AND SHAREHOLDER INFORMATION

Name of shareholder	Number of shares	%
QDH AS	740 940	57,6 %
PRECISE CREDIT SOLUTIONS 17 S.A.R.	127 551	9,9 %
IPSOS AS	115 792	9,0 %
Skandinaviska Enskilda Banken AB	50 168	3,9 %
CACEIS Bank	43 952	3,4 %
SVENSKA HANDELSBANKEN AB	42 347	3,3 %
SEKSTEN FEMTI AS	34 570	2,7 %
QUESTBACK HOLDING AS	29 036	2,3 %
Nordea Bank Abp	23 696	1,8 %
Others	78 700	6,1 %
Total	1 286 752	100,00%

NOTE 9 EQUITY

	Share capital	Share premium	Other equity	Total
Equity as of 31.12.2020	30 000		-30 000	-
Foundation costs			32 941	32 941
Contribution in kind	70 000	429 409 580		429 479 580
Reduction of shares	-7 366	7 366		-
Share issue	10 307	25 240 961		25 251 268
Profit for the year			-568 483 792	-568 483 792
Equity as of 31.12.2021	102 941	454 657 907	-568 480 851	-113 720 003

The equity is negative due to the impairment of shares in subsidiary. The board of directors will be remedied with intra-group capital contributions in 2022.

NOTE 10 SALARY AND PERSONNEL COSTS

The company has no employees, and is thus not obliged to have a contribution plan.

NOTE 11 RESTRICTED CASH

The company had no restricted cash as of 31.12.2021.

NOTE 12 TRANSACTIONS WITH RELATED PARTIES

Related parties	Ownership
Questback AS (subsidiary)	100,0 %

NOTE 13 OTHER SHORT TERM RECEIVABLES

	2021	2020
Prepayments	37 726	-
Total short term receivables	37 726	-

NOTE 14 OTHER SHORT TERM LIABILITIES

	2021	2020
Accrued costs	97 039	0
Public duties payable	0	0
Total short term liabilities	97 039	0

NOTE 15 EVENTS AFTER THE BALANCE SHEET DATE

No events that have significantly affected or may affect the financial statements have occurred after the balance sheet date.

Årsregnskap

Signers:

Name	Method	Date
Norheim, Arne Lee Ellefsen	BANKID	2022-03-30 07:06
Bakken, Terje	BANKID_MOBILE	2022-03-30 08:10
Andreassen, Kathrine E G	BANKID_MOBILE	2022-03-30 09:39
Storehaug, Bente Sollid	BANKID_MOBILE	2022-03-29 22:12
SAEID MIRZAIE	BANKID	2022-03-29 22:15

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