LUMI GRUPPEN

ANNUAL REPORT

24

We facilitate lifelong learning

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This is Lumi Gruppen

Lumi Gruppen is a leading private education provider in Norway, operating Oslo Nye Høyskole (ONH), Oslo Nye Fagskole (ONF) and Sonans

LUMI GRUPPEN

LUMI SERVICES AS

OSLO NYE HØYSKOLE AS

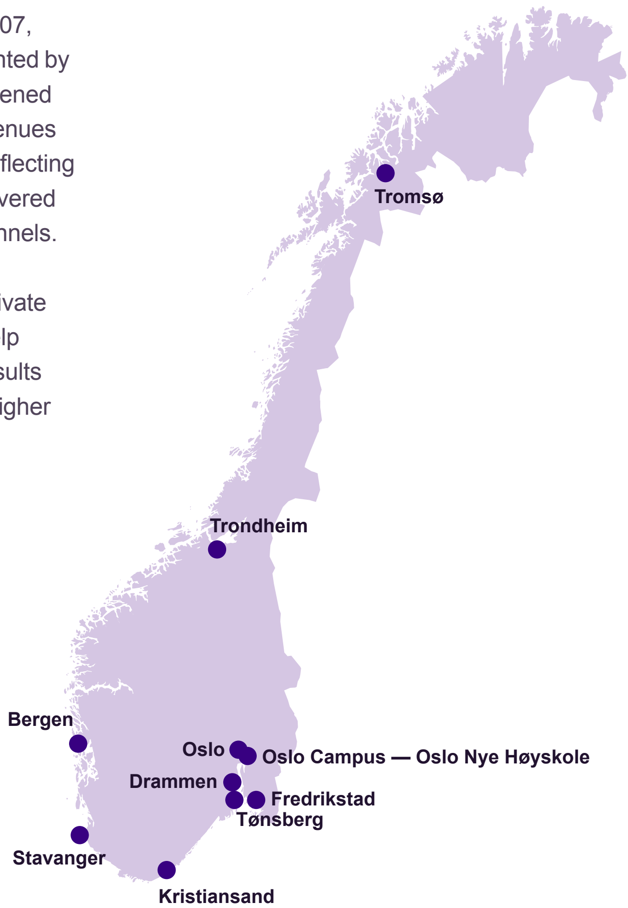
ONH EDUCATION AS

OSLO NYE FAGSKOLE AS

SONANS PRIVATGYMNAS AS

ONH is a private university college established in 2007, with 80% of the students studying online, supplemented by a brand new, modern and well-equipped campus opened in 2025 located in central Oslo. ONH has grown revenues more than 15% per annum over the past 10 years reflecting its focus on fast growing areas of study demand delivered across a modern, accessible and flexible mix of channels.

Sonans is Norway's market leader in high school private candidate exam preparation courses, primarily to help former high school students achieve better exam results and/or complete their high school diploma to enter higher education.



In an increasingly complex society, the value of education increases through lifelong learning. Demand for attractive higher education programmes continuously exceeds the supply.

Statement from the CEO

Lumi Gruppen turned a clear corner in 2024, delivering both revenue growth and improved profitability.

This marks a significant milestone and highlights the strength and resilience of our underlying business. While there is still potential for further margin expansion, the direction is clear—we are gaining strong momentum and moving forward with confidence.

In 2024, Oslo Nye Høyskole (ONH) continued its strong upward trajectory, reaffirming its position as a key growth driver for Lumi Gruppen. ONH experienced solid growth across the board, with online and flexible programmes showing the strongest expansion. Today, around eight out of ten ONH students are enrolled in those programmes. We expect this part of the market to continue growing, and ONH is well positioned to capture a substantial share of that growth.

While online is important, the physical location also matters. A major milestone in 2024 was relocating ONH to a modern, well-equipped campus in central Oslo, bringing all students and staff together under one roof. I believe this will be a significant boost to the attractiveness of ONH's offerings—for both students and staff.

The vocational initiative, now operating under the name Oslo Nye Fagskole (ONF), was re-launched for the autumn 2024 intake. Although student numbers are still modest, the initial response suggests an attractive course portfolio that aligns well with the growing demand for vocational education. Oslo Nye Fagskole plans to expand its offering in the upcoming intake, including new courses in areas such as health and HR-related fields.

Late in 2024, we acquired the startup online vocational and university college Ekko, which will become part of the ONH segment that already includes ONF. Ekko has submitted multiple applications for new programmes for approval from the Norwegian Agency for Quality Assurance in Education (NOKUT). We look forward to continuing to expand our course and programme offerings over the coming years.

A particularly encouraging development this year was the stabilisation of Sonans, which returned to growth in the second half of the year with initial revenue increases. Looking ahead, while we remain optimistic about further growth for Sonans, our primary ambition is to enhance operational efficiency and strengthen margins based on the current student volume—a solid foundation for continued progress.

I joined Lumi Gruppen as CEO in August 2024. Over the past several months, I've had the opportunity to get to know our people, our business, and the students we serve. What I've seen has only strengthened my conviction that Lumi Gruppen is on the right path. We are building on a stronger foundation, a focused strategy, and clear signs of progress across our segments.

We have turned the corner—not just in terms of revenue and profitability, but in our ability to adapt, innovate, and grow. Our largest segment, ONH, continues to thrive in a growing market. Sonans is stabilising and showing early signs of recovery. And our vocational education initiative, ONF, has laid the groundwork for future expansion.

As we look ahead, I am excited about the opportunities that lie before us. With a strong team, a relevant offering, and increasing student demand, I am confident that Lumi Gruppen is well positioned for long-term value creation.

Nina Vesterby, CEO

Key financial and operational figures

NOK MILLION	2024	2023	Change 23-24 FY
Operating revenue	**448.8**	420.9	6.6%
— Campus	**184.4**	183.9	0.2%
— Online	**264.4**	236.9	11.6%
Other income	**2.6**	1.9	34.5%
Total income	**451.4**	422.8	6.8%
Payroll expenses	**237.3**	219.7	8.0%
Payroll expenses in % of total income	**52.6%**	52.0%	0.6 pp
Other expenses	**103.7**	96.4	7.6%
Other expenses in % of of total income	**23.0%**	22.8%	0.2 pp
Bad debt expenses	**10.1**	17.0	-40.2%
Bad debt expenses in % of total income	**2.2%**	4.0%	-1.8 pp
Total operating expenses	**351.2**	333.1	5.4%
EBITDA	**100.2**	89.7	11.7%
EBITDA margin	**22.2%**	21.2%	1 pp
Depreciation and amortization	**47.2**	54.6	-13.7%
Impairment	-	270.3	-100.0%
EBIT	**53.0**	-235.3	122.5%
EBIT margin	**11.8%**	-55.6%	67.4 pp
Net financial items	**34.7**	39.1	-11.2%
Profit/loss (-) before income tax	**18.3**	-274.4	106.7%
Tax	**4.3**	1.8	130.6%
Profit/loss (-) for the period	**14.0**	-276.2	105.1%
Basic/diluted earnings per share (NOK)	**0.25**	-5.46	104.5%

NOK MILLION	2024	2023	Change 23-24 FY
ALTERNATIVE PERFORMANCE MEASURES			
Non-recurring items operating expenses	**7.1**	14.4	-50.6%
Adjusted EBITDA	**107.3**	104.1	3.1%
Adjusted EBITDA margin	**23.8%**	24.6%	-0.8 pp
Non-recurring items impairment	-	270.3	-100.0%
Adjusted EBIT	**60.2**	49.5	21.7%
Adjusted EBIT margin	**13.3%**	11.7%	1.6 pp
Adjusted profit/loss (-) for the period *	**21.2**	8.5	150.3%
Adjusted earnings per share (NOK)	**0.37**	0.17	122.3%
Adjusted EBITDA – segment level			
Sonans	**47.9**	41.4	15.8%
Sonans – adjusted EBITDA margin	**26.1%**	20.7%	5.4 pp
ONH	**74.2**	69.8	6.4%
ONH – adjusted EBITDA margin	**27.7%**	31.2%	-3.5 pp
Adjusted EBIT – segment level			
Sonans	**18.9**	2.5	669.0%
Sonans – adjusted EBIT margin	**10.3%**	1.2%	9.1 pp
ONH	**56.8**	56.4	0.7%
ONH – adjusted EBIT margin	**21.2%**	25.2%	-4.0 pp
FINANCIAL POSITION			
Capex (fixed assets and development costs)	**33.9**	10.1	237.5%
Net cash flow from operations	**85.4**	33.1	157.8%
Total assets	**1 084**	1 018	6.5%
Equity	**492**	450	9.2%
Equity %	**45.4%**	44.2%	1.1 pp
Cash position	**69**	68	1.7%
Net interest-bearing debt	**190**	231	-17.7%
OPERATIONAL KPIs			
Number of employees (FTEs)	**223**	222	0.5%
Sick-leave	**5.0%**	5.3%	-0.3 pp
Number of campuses Sonans	**9**	9	0.0%
Number of campuses ONH	**1**	1	0.0%
Number of students	**8 549**	7 666	11.5%

* Tax not adjusted

Board of Directors' report

Lumi Gruppen is a leading player in the Norwegian education market.

The Group comprises the parent company, Lumi Gruppen AS ("the Company"), and its subsidiaries: Lumi Services AS, Sonans Privatgymnas AS (Sonans), Oslo Nye Høyskole AS (ONH), ONH Education AS (ONHE), Oslo Nye Fagskole AS (ONF), Oslo NF AS, Ekko Digitale AS and Ekko Digitale Fagskole AS. The operating segments within the Group are ONH (including ONHE and ONF) and Sonans. The Company is headquartered together with Sonans at Pilestredet 56, Oslo.

The largest operating segment in the Group is Oslo Nye Høyskole (ONH), a university college offering master's programmes, bachelor's programmes, annual programmes, and single-subject courses in psychology, health, social sciences, and business and administration. Most programmes are available both on campus in Oslo and online. Oslo Nye Fagskole (ONF) offers practical, online programmes in technology, design, and digital innovation, preparing students to meet industry demands. Sonans provides high-quality teaching in high school subjects for private candidates, with a significant online platform in addition to campuses across Norway. ONH Education facilitates student transfers to partner universities abroad, primarily focusing on studies in medicine and physiotherapy. Lumi Services AS organises shared services such as IT, HR and finance on behalf of the operating segments. This arrangement allows for better resource utilisation across segments, resulting in a cost-efficient provision of those functions and services.

LUMI GRUPPEN'S VISION

Lumi Gruppen strives to create the highest quality student experience, enabling students to leverage their full potential and strengths.

LUMI GRUPPEN'S MISSION

We work tirelessly to create a motivating and inspiring learning environment, committed to using flexible and engaging delivery models to achieve the best possible results for our students.

The year in brief

In 2024, Lumi Gruppen continued to strengthen its position as a leading provider of education in Norway, maintaining its commitment to delivering high-quality education while focusing on growth, operational efficiency, and financial sustainability. Despite external challenges, the Group demonstrated resilience and adaptability, ensuring continued value creation for students, employees, and shareholders.

ONH continues strong growth and reaches new milestones

During the year, Oslo Nye Høyskole (ONH) sustained steady growth, reaffirming its role as a key driver of Lumi Gruppen's expansion. ONH's revenue growth was fuelled by the launch of new programmes—particularly in the rapidly expanding online and flexible segment—alongside a steady rise in recurring revenues from multi-year programmes. Surpassing 4,000 students for the first time, ONH continues its strong trajectory of growth and innovation. At the end of 2024, ONH reached another major milestone by relocating to its brand-new campus in central Oslo. This modern, well-equipped facility enhances the university college's profile, strengthening its appeal and attracting more students to its campus-based programmes.

Vocational initiative shows promising early results

The restructuring of Oslo Nye Fagskole, a vocational initiative within the ONH segment, yielded positive results in 2024—improving operational efficiency, strengthening student recruitment, and enhancing the course offering to better align with market needs. While student numbers remain modest, early signs of growth and a positive market response suggest a solid foundation for the future development of the vocational initiative.

Sonans shows early signs of recovery while maintaining strong student satisfaction

Following two years of market decline and a period of restructuring, Sonans saw early signs of recovery in the second half of 2024. Key indicators—such as job vacancies and grade inflation—have begun shifting in a more favourable direction, contributing to a modest but encouraging return to growth in private candidate exams. While the market outlook remains somewhat uncertain, the measures implemented have had a positive impact on cost efficiency, and ongoing enhancements to the course portfolio position Sonans well for the years ahead. Despite a strong focus on restoring profitability, Sonans has continued to achieve high scores in alumni surveys, underscoring its commitment to quality and reinforcing its competitive edge in a challenging market.

Lumi Gruppen expands with acquisition of Ekko

Late in 2024, the Group acquired the vocational and university college Ekko. Ekko is an online start-up that has submitted multiple applications for new programmes to the Norwegian Agency for Quality Assurance in Education (NOKUT). While the timeline for accreditation remains somewhat uncertain, the acquisition secures a strong pipeline of programmes to support further growth within the ONH segment.

Lumi Gruppen strengthens financial position and scalability

The Group's financial position remains strong, with growing profitability enabling continued deleveraging throughout 2024. Robust cash conversion and solid liquidity ensure the Group is well-positioned to finance its operations and sustain long-term growth. Ongoing efforts to enhance operating leverage across all segments—including structural cost reductions—are delivering efficiencies. As the share of flexible programmes continues to expand, the Group is well placed to capitalise on the benefits of a more scalable business model.

Market development

The higher education market returned to growth in 2024, with the number of applicants to higher education increasing by 4.7 per cent compared to 2023. The number of study places grew by 2.2 per cent, and as a result, the number of applicants per study place (also referred to as the "demand gap") rose from 2.17 to 2.22. As in the previous year, the market shift towards online programmes was particularly strong, with a 19.4 per cent increase in applicants and with a demand gap of 2.3. With its diverse portfolio of online and flexible programmes, ONH has secured a robust position in this expanding market.

The vocational education market has also seen significant growth in recent years, with increasing applicant numbers and a rise in available study places, particularly in fields such as technology, business administration and health. Recognising this as a promising opportunity, Lumi Gruppen has entered the market through Oslo Nye Fagskole, with plans to expand its course offerings further in the 2025/2026 academic year.

For Sonans, a strong labour market and increased youth workforce participation has led to significantly lower enrolment figures, further impacted by the lingering effects of the Covid-19 pandemic, which disrupted exams. However, in 2024, the trend has started to shift. There has been modest growth in the number of private candidate exams, a decline in job vacancies, and a stabilisation following years of grade inflation. Taken together, these factors are expected to contribute to a more positive market outlook for Sonans.

Regulatory issues

The Group does not receive any direct public funding and therefore operates purely on a commercial basis. However, regulations in the education market may impact business operations and hence the demand for the Group's educational services.

Oslo Nye Høyskole (ONH)

Due to capacity constraints at NOKUT (the Norwegian Agency for Quality Assurance in Education), there is a delay in the approval and accreditation process, affecting the launch of new programmes for all market players, including ONH and ONF. If the situation does not improve, it could negatively impact future growth prospects. The process for institutional accreditation will begin in the first half of 2025 and is expected to be completed by late 2025 or early 2026. ONH is likely to receive its accreditation before the 2026/2027 intake, which would allow new programmes to be accredited without the additional delays currently caused by capacity constraints at NOKUT.

Sonans

In 2024, following the work of the admission committee and a consultation process, the Ministry of Education and Research submitted a white paper to Parliament on 5 April 2024. The most significant changes included the planned reduction of additional points (from 14 to around 4 points) that could be earned to improve ranking, and the removal of grade requirements for nursing and teaching programmes, effective from the 2024/2025 intake.

On 18 March 2025, the government issued a proposal outlining a more concrete framework for new admission rules. In addition to the previously announced changes, the most important new proposal relates to the first-time applicants' quota. Currently, 50 per cent of all study places are reserved for the first-time applicants' quota, which includes students aged 19 to 21. The new proposal suggests increasing this quota to approximately 70 per cent and potentially extending the age limit to 19 to 23 years. These changes are planned to be implemented from the 2026/2027 academic year. Sonans will closely monitor the process and participate in the upcoming consultation.

The proposal does not suggest any significant changes to the private candidate scheme that would directly affect Sonans' services, nor does it introduce any restrictions on the number of times an exam can be retaken. However, adjustments to the quota could potentially shift Sonans' target group, increasing the proportion of older students (above 23 years), while maintaining the status quo for students who lack a complete high school diploma. Changes to admission rules will not affect the demand gap, as the number of study places remains independent of these changes. This implies that many students will still need to improve their ranking, which can be achieved by retaking exams.

Segment reviews

OSLO NYE HØYSKOLE (ONH)

ONH continued to grow its operating profit in 2024, driven by strong revenue growth. While programme expansion led to higher costs and a temporary dip in the operating margin, improved student intake for the 2024/2025 academic year contributed to margin recovery in the second half of the year.

Revenue growth was supported by new programme launches—particularly in the online and flexible segment—and an increased share of recurring revenue from multi-year programmes. ONH surpassed 4,000 students for the first time, up from around 3,000 the year before, and successfully relocated to a new, modern, and well-equipped campus in central Oslo, strengthening its appeal and attracting more on-campus students.

ONH has applied to NOKUT for institutional accreditation, aiming for self-accreditation rights. This would allow for a faster launch of new programmes, with accreditation expected by late 2025 or early 2026. Looking ahead, ONH will continue to focus on volume growth through programme expansion, strengthened marketing, and further development of its online education platform.

ONH Financials

For the year, revenue reached NOK 267.9 million, representing a 19.8 per cent increase. This growth was primarily driven by the expansion of new online programmes and a higher share of recurring revenues.

Total expenses amounted to NOK 194.7 million, compared to NOK 158.3 million in the previous year. The increase in expenses reflects the investments made in 2024, driven by the expansion of the programme portfolio and higher student volumes.

Operating profit (EBIT) reached NOK 55.8 million, up from NOK 51.9 million the previous year, resulting in a margin of nearly 21 per cent.

SONANS

Sonans faced a mixed market in 2024, with a challenging first half followed by early signs of recovery in the second. Although revenue declined for the year, momentum shifted toward growth in the latter part of 2024.

Recent performance reflects post-pandemic demand pressures, but with revenues stabilising, the focus now shifts to improving operational efficiency and margins. Management is also investing in initiatives to support sustainable growth, particularly within Sonans' online offering, which is believed to be the largest in the private candidate market.

Despite recent cost-cutting efforts, Sonans has consistently received strong student satisfaction scores, underlining its commitment to quality and reinforcing its position as the market begins to recover.

Sonans Financials

For the year, revenue reached NOK 183.3 million, reflecting a decline of 8.2 per cent, primarily due to the post-Covid-19 market setback. However, as market conditions improved throughout the year, revenues returned to growth in the second half of 2024, with Sonans reporting a 5.5 per cent revenue increase during this period.

Total expenses amounted to NOK 136.6 million, down from NOK 158.5 million in the previous year. The significant cost reduction of NOK 21.9 million was driven by the cost-saving initiatives implemented, which continued to yield positive effects in 2024. Depreciation expenses were reduced by NOK 9.9 million, primarily due to lower lease depreciation following campus closures, sub-leasing, and improved terms in newly signed lease agreements.

Operating profit (EBIT) reached NOK 17.7 million, a substantial increase from NOK 2.3 million in the prior year.

Programme development

The Group continued to develop new courses and programmes in 2024, with the majority of development costs attributed to ONH. In 2024, NOK 7.3 million in development costs were capitalised, compared to NOK 7.1 million in 2023. In addition to ordinary programme development costs, the acquisition of Ekko Digitale AS and Ekko Digitale Fagskole AS were included and classified as asset purchases.

Financial review *

Total income for the Group increased by 6.8 per cent in 2024, reaching NOK 451.4 million (NOK 422.8 million). ONH experienced strong revenue growth from both new and existing programmes in 2024, rising by 19.8 per cent to NOK 267.9 million (NOK 223.6 million). For Sonans, revenue declined by 8.2 per cent, ending at NOK 183.3 million (NOK 199.8 million). This decrease was due to the continued post-Covid market setback. However, revenue returned to growth in the second half of the year, increasing by 5.5 per cent. As the calendar year differs from the academic year, this development is not fully reflected in the annual accounts for 2024.

Total operating expenses, excluding depreciation and amortisation, for the Group amounted to NOK 351.2 million (NOK 333.1 million), reflecting an increase of NOK 18.1 million compared to the previous year. The primary driver of this increase was a higher spending on new programmes in ONH, while Sonans significantly reduced its expenses over the same period.

Total operating expenses in 2024 include NOK 7.1 million in non-recurring items related to the restructuring of Sonans and its campus network, as well as severance pay for the CEO and other personnel in Group functions. The corresponding amount for non-recurring items in 2023 was NOK 14.4 million.

The operating profit (EBIT) for the Group was NOK 53 million (NOK -235.3 million), while profit before tax was NOK 18.3 million (NOK -274.4 million). The significant increase in EBIT was driven by sales growth combined with the absence of the goodwill impairment recognised in the previous year's accounts.

Total investment in fixed assets for the Group in 2024 amounted to NOK 11.6 million (NOK 2.9 million), primarily related to the new campus for ONH and construction work required before signing a sublease agreement for Sonans' largest campus, located in Oslo. Additionally, the Group invested in new educational offerings, reported as intangible assets in 2024, with a total of NOK 7.3 million, increasing to NOK 22.4 million when including the asset purchase of Ekko Digitale AS and Ekko Digitale Fagskole AS (NOK 7.1 million).

Total cash and bank deposits as at 31 December 2024 for the Group amounted to NOK 68.8 million (NOK 67.6 million). The year end typically represents a seasonal low point for the Group's cash balance, as most student payments are received at the beginning of the year and in the early second half of the same year. The Group has a revolving credit facility (RCF) of NOK 70 million, which covers working capital requirements during the year. The Group's liquidity situation was considered sufficient as at 31 December 2024.

Cash flow from operations for the Group was positive at NOK 85.4 million (NOK 33.1 million).

Short-term liabilities as at 31 December 2024 accounted for 23.7 per cent (27.4 per cent) of the Group's total liabilities. The Group's financial position was satisfactory, including its ability to meet short-term debt obligations at their due dates.

Total assets for the Group at year end stood at NOK 1 083.8 million (NOK 1 018.1 million), with an equity ratio of 45.4 per cent (44.2 per cent) as at 31 December 2024.

In the opinion of the board, the income statement, balance sheet and notes presented give a true and fair view of the Company's position and profit from activities in 2024. The Board of Directors is not aware of any other matters relevant for assessing the Company besides what is stated in this annual report.

Events after the balance sheet date

There have been no material events after the reporting period that might significantly affect the annual consolidated financial statements for 2024.

* Last year in brackets

Going concern

The annual financial statements are prepared under the assumption of a going concern. Despite economic challenges over the last years, both the Company and the Group maintain a stable financial position with sufficient liquidity and access to credit facilities to support ongoing operations. Cost-saving measures and strategic initiatives have been implemented to enhance profitability and ensure long-term sustainability. Additionally, the Company and the Group are actively monitoring market conditions and implementing appropriate strategies to mitigate risks.

The Group has prepared a liquidity budget covering the next twelve months. The liquidity budget ensures that the Group can meet its obligations when due. The Group has a revolving credit facility (RCF) of NOK 70 million (see note 20), which was undrawn as of 31 December 2024.

Management monitors liquidity and working capital, and has good visibility of seasonal fluctuations, which reduces the risk of any unexpected shortage of funds. Liquidity risk management, a liquidity budget with sufficient headroom, combined with the available liquidity reserves, substantiates the going concern assumption.

Business risk

Historically, the Group's key markets have been robust and stable, as the demand for education has not been significantly affected by financial and macroeconomic changes. However, the pandemic and the subsequent post-Covid market setback for Sonans, coupled with a strong job market, resulted in a challenging financial situation. This necessitated a business restructuring to align costs with lower volumes.

There are now early signs of recovery in Sonans, confirmed by market stabilisation and a return to modest growth. The intake for the 2024/2025 academic year indicated a return to growth, with the impact becoming visible on profits in the second half of 2024. As one of the leading private candidate providers in Norway, Sonans is well positioned for a continued market recovery, which is expected to translate into further profit improvements.

Looking ahead, the Group sees growth opportunities for ONF as well as ONH, which is growing and gaining market share. However, as mentioned in the regulatory section, capacity constraints at NOKUT (the Norwegian Agency for Quality Assurance in Education) are resulting in delays in the approval and accreditation process, which affects the launch of new programmes for all market players, including ONH and ONF. If the situation does not improve, this will negatively impact future growth prospects.

Financial risk

The Group is exposed to various financial risks, particularly interest rate risk. Overall, financial risk remains moderate, with sufficient headroom for the leverage covenant and other terms outlined in the current financing agreement. The Group actively monitors its financial risk and is exploring options to further strengthen its financial position.

Market and operational risk

The Group operates in a competitive market subject to changing technologies and shifting customer needs and expectations. Like all businesses, the Group is exposed to the general economic climate in the markets where it operates. The Group's exposure to market and operational risks is limited by several characteristics: a resilient business model over time, high volumes not being dependent on large single customers, a wide range of attractive study programmes, investment in e-learning solutions adapted to market needs, and high student satisfaction across study programmes.

The demand for higher education is strong in Norway, and Lumi Gruppen is one of the market-leading providers of private education. Through a combination of high student satisfaction, focus on quality, and a unique learning concept, the Group has established a competitive edge and is well positioned to exploit market opportunities going forward.

The post-Covid market setback was challenging for the Group, particularly for Sonans, in both 2022 and 2023. Meanwhile, ONH has consistently delivered growth over the same period and was not affected by Covid. As the Sonans market shows signs of improvement in 2024, combined with a continued focus on operational efficiency,

the market outlook and risk profile appear increasingly positive. Over this period, ONH has benefited from strong growth in demand for online and flexible study options, a trend expected to continue in the coming years.

All in all, this sets the foundation for a more stable and optimistic future for the Group, with opportunities for sustained growth and improved profitability.

Credit risk

Credit risk, representing the potential for students to default on tuition fee payments, amounted to NOK 24.3 million as of 31 December 2024, compared to NOK 66.3 million for the Group in 2023 (excluding intercompany receivables). Other current receivables mainly consist of prepaid expenses. The Board of Directors deems credit risk to be acceptable given the credit control measures implemented by the Group, including but not limited to ID verification, credit checks, and invoicing and collection services provided by a professional external service provider.

Liquidity risk

The Group's liquidity is considered satisfactory, and available cash provides sufficient liquidity to meet operational needs and finance investments. The Group ensures adequate liquidity by managing cash flow forecasts and closely monitoring cash inflows and outflows. In addition to cash flow from operations, the Group's liquidity position is secured through a credit facility with Nordea. As at 31 December 2024, the Group's revolving credit facility (RCF) of NOK 70 million remained undrawn.

Corporate social responsibility and ESG

The Group's approach to sustainability is primarily Social (S)-oriented, considering the nature of the business. However, Environmental (E) and Governance (G) aspects are becoming increasingly important, and the Group is committed to supporting development together with customers and suppliers.

In 2022, the Transparency Act entered into force, making it mandatory for certain Norwegian companies to conduct due diligence assessments on human rights in value chains. The report for 2025 will be published on www.lumigruppen.no no later than 30 June 2025.

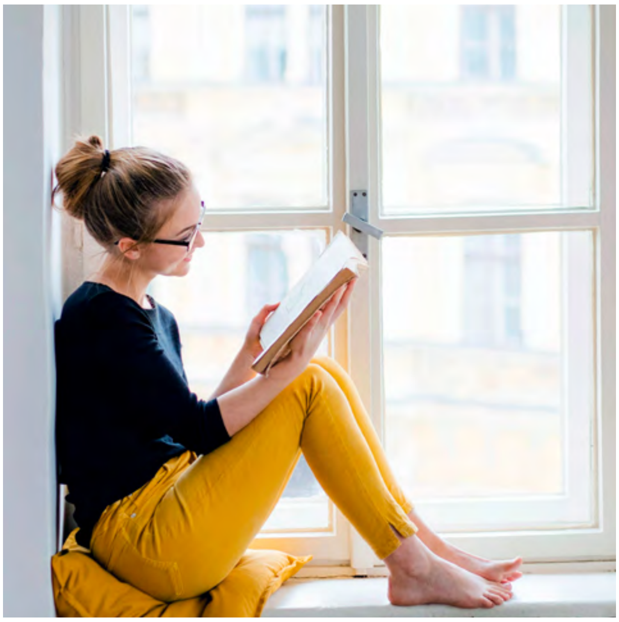
OUR ALIGNMENT AND CONTRIBUTION TO THE UN SUSTAINABLE DEVELOPMENT GOALS

The United Nations' Sustainable Development Goals (SDGs) are a fundamental part of the Group's operations and strategy. The SDGs are a global call to action to end poverty, protect the planet, and ensure that all people enjoy peace and prosperity. The 17 goals and 169 targets encompass the social, economic and environmental dimensions of sustainable development, providing an internationally agreed framework to build an inclusive, sustainable, and resilient future for people and the planet.

KEY SDGS FOR THE GROUP

Healthy work environment (SDG 8)

Providing safe and healthy working conditions for its employees is a priority for Lumi Gruppen. The Group has a direct and indirect ability and responsibility to minimise the risks of health issues, etc. The Group's Code of Conduct covers various areas such as human rights, gender equality, business ethics, supplier relationships, labour standards and environmental responsibility. The Group is committed to being an employer of choice and conducts employee surveys at least once a year to gauge employees' engagement and satisfaction.



Business ethics and integrity (SDG 8)

The Group has zero tolerance for corruption. The Group does not operate in any countries with a higher perceived corruption risk according to the Corruption Perception Index (CPI).

Quality education (SDG 4)

Ensuring inclusive and equitable quality education and promoting lifelong learning opportunities for all is key to the Group's strategy. Norway has one of the world's best education systems, with tools in place to ensure that everyone has equal access to higher education. At the same time, society still faces several challenges related to a lack of key competencies. The digital shift, increased focus on climate change, and an ageing population require an enhancement of knowledge. As a result, society needs more people to partake in higher education and continuing education.

Lumi Gruppen ensures that people receive the right education at the right time. By providing this service, we reduce the risk of unemployment and a lack of qualified workers. We strive to ensure that our education programmes are of the highest quality and that our students reach the goals they have set for themselves. Lumi facilitates lifelong learning through flexible education and contributes to ensuring that society has a workforce for the future.

Climate impact management (SDG 13)

Although the Group does not actively measure its emissions, it sets reduction targets in relation to travel costs and the use of paper. The Group also aims to include requirements for landlords in new lease agreements to commit to measures that will contribute to reduced energy use.

Environmental reporting

The Company's activities or the activities of the companies in the Group have limited negative environmental impact.

Personnel

During 2024, the Group had an average of 363 employees, performing 223 full-time annual equivalents. In comparison, there were 394 employees and 222 full-time annual equivalents in 2023. The working environment is considered good, with ongoing improvement measures, particularly focusing on workplace facilitation through continuous assessment for enhancement.

Health

In 2024, the Group recorded a total sick leave of 5.0 per cent, compared to 5.3 per cent in 2023. There were no reported accidents during the financial year 2024.

Equality

The Group aims to establish a workplace where full equality between women and men is realised. The personnel handbook applicable to the Group explicitly prohibits discrimination in all aspects of working conditions. Management works to ensure gender-neutral treatment concerning salary, promotions and recruitment.

The Group’s ethical guidelines emphasise fostering a discrimination-free work environment based on religion, colour, gender, age, national or ethnic origin, or disabilities.

Of the Group's 363 employees, 197 are women. Top management consists of two men and one woman. The shareholder-elected board consists of three men and two women.

Salaries for all employees have been scrutinised, revealing that, on average, men earn higher salaries than women across all categories. However, in categories such as principals and administration, women have higher average pay than men, while men earn more in other categories.

A gender equality report, as per paragraph 26a of the Equality and Anti-Discrimination Act, has been prepared and made available on the Group's website, www.lumigruppen.no. The report provides relevant data on gender equality within the Group, outlines efforts to identify discrimination risks, and details strategies for improving gender equality.

Management and board

In August 2024, Nina Vesterby commenced as the new CEO of Lumi Gruppen AS, replacing Erik Brandt. At the extraordinary general meeting on 27 January 2025, Henriette Grønn was elected as a new board member of Lumi Gruppen AS, replacing Giles Smyth.

Insurance

The Group and Lumi Gruppen have liability insurance for the board and executive management, covering indemnity for financial loss arising from personal managerial liability, including personal liability for the Company's debts resulting from any claims initially made against the Company.

Shareholder relations

As of 31 December 2024, Lumi Gruppen had a share capital of NOK 24 374 564 allocated to 58 034 676 shares with a face value of NOK 0.42. By the end of 2024, the Group held 193 814 treasury shares, with a closing price of NOK 14.5. The Company had 309 shareholders, with the 20 largest shareholders representing 91 per cent of the shares. Additionally, 101 shareholders owned 10 000 shares or more by the end of 2024. The largest shareholder held a 53.3% stake.

Outlook

Lumi Gruppen’s performance can be impacted by macroeconomic drivers such as demand for higher education and labour market conditions. While the labour market has been strong in recent years, signs of a gradual slowdown are emerging. Combined with a continued focus on education, lifelong learning, and upskilling—supported by government policy—these trends are expected to sustain demand across Lumi Gruppen’s segments. As a result, the overall outlook for the Group is increasingly positive.

ONH is expected to benefit from continued growth in the online and flexible education segment and is well positioned to capture a significant share of this expansion. For Sonans, while some uncertainty remains, the market appears to have stabilised, creating opportunities to improve profitability even at current student volumes. Finally, a new growth avenue has been established through the vocational initiative, ONF.

Positive market conditions sustain ONH's strong growth momentum

Unlike Sonans, ONH has been unaffected by the post-Covid market impact, thanks to its strategic focus on the expanding online and flexible education segment in Norway. This includes a growing share of lifelong learners, which has contributed to sustained growth. The acquisition of Ekko is also expected to support programme expansion and drive further growth in the periods ahead. ONH has firmly established itself as a leader in online and flexible higher education, confirmed by its recognition as the highest-rated multidisciplinary university college in Norway for four consecutive years.

Clear path to profitability for Sonans at current scale, with recovery upside

While the aftermath of Covid-19 presented greater challenges for Sonans—especially in the re-take exam market—key indicators are now moving in a more favourable direction. Modest growth in the number of private candidates suggests the segment is stabilising, following a period impacted by grade inflation and a strong labour market. The primary ambition is to enhance operational efficiency and strengthen margins based on the current student volume. This should support a return to historical margin levels, which appears achievable given the early signs of recovery.

Positioned for growth in the vocational segment

The vocational initiative, Oslo Nye Fagskole, provides a strong platform for future growth, with plans to expand the portfolio further in upcoming intakes—including new courses in areas such as health and HR-related fields. With increasing interest in flexible, career-oriented education, the outlook for the vocational segment is promising.

Parent company—Lumi Gruppen AS

Lumi Gruppen AS is the holding company for the Group's legal entities. The shares of the Company are admitted to trading on Euronext Growth Oslo under the ticker "LUMI". The parent company, Lumi Gruppen AS, has two employees. Lumi Gruppen AS' operating profit for the year was NOK -21.1 million (compared to NOK -17.6 million). The net financial result for the year was NOK 20.1 million in 2024 (NOK 33.1 million), mostly derived from income from subsidiaries. Profit before tax ended at NOK -1.0 million (NOK 12.1 million).

PROPOSAL FOR ALLOCATION OF PROFIT FOR THE YEAR

The Board of Directors will propose to the general meeting the following allocation of profit for the year in the parent company Lumi Gruppen AS for 2024:

Profit for the year (in NOK 1 000):	NOK -0.944
Transferred to other equity (in NOK 1 000):	NOK -0.944

Oslo, 10 April, 2025
Approved by the Board of Directors and Management

Rob Woodward
Chair

Bente Sollid

Ashkan Senobari

Fred Lundqvist

Henriette Grønn

Nina Vesterby
CEO

IFRS Consolidated financial statements

Consolidated statement of profit or loss

NOK 1000	Note	2024	2023
Revenue		**448 786**	420 866
Government grants		**1 740**	694
Other operating income		**852**	1 232
Total income	4,5	**451 377**	422 792
Payroll expenses	6	**237 349**	219 730
Depreciation and amortisation expenses	8,9,10	**47 168**	54 642
Impairment	7	**-**	270 344
Other operating expenses	11	**113 822**	113 354
Total operating expenses		**398 340**	658 071
Operating profit/loss (-) (EBIT)	5	**53 037**	-235 279
Interest income		**5 589**	2 337
Financial income		**979**	1 508
Interest expense		**-38 988**	-34 703
Financial expense		**-2 309**	-8 262
Net financial items	12	**-34 728**	-39 120
Profit/loss (-) before income tax		**18 309**	-274 399
Income tax	13	**4 261**	1 848
Profit/loss (-) for the period		**14 048**	-276 247
Basic/diluted earnings per share (NOK)	14	**0.25**	-5.46

Consolidated statement of comprehensive income

NOK 1000	Note	2024	2023
OTHER COMPREHENSIVE INCOME			
Other comprehensive income for the period		-	-
Total comprehensive income for the period		**14 048**	-276 247
TOTAL COMPREHENSIVE INCOME IS ATTRIBUTABLE TO			
Owners of Lumi Gruppen AS		**14 048**	-276 247

Consolidated statement of financial position

ASSETS NOK 1000 at 31 December	Note	2024	2023
NON-CURRENT ASSETS			
Deferred tax asset	13	**5 232**	9 493
Goodwill	7	**686 688**	686 688
Other intangible assets	8	**43 155**	28 895
Right-of-use assets	9	**215 918**	184 595
Property, plant and equipment	10	**14 439**	7 675
Investments in shares	17	**1 679**	1 679
Other long-term receivables	9	**25 258**	-
Total non-current assets		**992 369**	919 025
CURRENT ASSETS			
Trade receivables	15	**16 988**	27 083
Earned, not invoiced revenue		**71**	-
Other current receivables	16	**5 582**	4 313
Cash and bank deposits		**68 770**	67 647
Total current assets	17	**91 411**	99 042
Total assets		**1 083 780**	1 018 067

EQUITY AND LIABILITIES			
NOK 1000 at 31 December	Note	2024	2023
EQUITY			
Share capital	18	**24 375**	23 201
Share premium		**677 277**	651 218
Treasury stock		**-81**	-81
Retained earnings		**-209 865**	-223 913
Total equity		**491 705**	450 425
NON-CURRENT LIABILITIES			
Non-current interest-bearing liabilities	19,20,21	**243 802**	257 452
Non-current lease liabilities	9,20	**207 972**	154 825
Total non-current liabilities	17	**451 774**	412 277
CURRENT LIABILITIES			
Current interest-bearing liabilities	19,20,21	**15 000**	41 000
Current lease liabilities	9,20	**46 348**	45 355
Trade creditors	20	**13 930**	8 236
Tax payable	13	-	946
Public duties payable		**18 313**	15 680
Unearned revenue	22	**6 860**	6 689
Other current debt		**39 850**	37 459
Total current liabilities	17	**140 301**	155 364
Total liabilities		**592 075**	567 642
Total equity and liabilities		**1 083 780**	1 018 067

Oslo, 10 April, 2025
Approved by the Board of Directors and Management

Rob Woodward
Chair

Bente Sollid

Ashkan Senobari

Fred Lundqvist

Henriette Grønn

Nina Vesterby
CEO

Consolidated statement of changes in equity

NOK 1000	SHARE CAPITAL	SHARE PREMIUM	TREASURY STOCK	RETAINED EARNINGS	TOTAL EQUITY
2024					
Balance at 1 January 2024	23 201	651 218	-81	-223 913	**450 425**
Capital increase 30.04.2024	1 173	26 759	-	-	**27 932**
Costs booked directly in equity	-	-700	-	-	**-700**
Profit/loss (-) for the year	-	-	-	14 048	**14 048**
Equity at 31 December 2024	24 375	677 277	-81	-209 865	**491 705**
2023					
Balance at 1 January 2023	15 201	470 218	-81	52 359	537 698
Capital increase 16.03.2023	7 000	168 000	-	-	175 000
Capital increase 15.05.2023	1 000	24 000	-	-	25 000
Costs booked directly in equity	-	-11 000	-	-	-11 000
Profit/loss (-) for the year	-	-	-	-276 247	-276 247
Other equity changes	-	-	-	-25	-25
Equity at 31 December 2023	23 201	651 218	-81	-223 913	450 425

Consolidated statement of cash flow

NOK 1000	Note	2024	2023
CASH FLOW FROM OPERATIONS			
Profit/loss (-) before income taxes		**18 309**	-274 399
Adjustments for			
— Taxes paid in the period		**-946**	-14 913
— Gain/loss from sale of property, plant and equipment		-	29
— Interest expense		**38 988**	36 852
— Interest paid		**-23 421**	-24 991
— Interest paid - leasing		**-12 817**	-9 896
— Interest income		**-5 589**	-2 337
— Interest received		**4 219**	2 337
— Interest received - leasing		**1 370**	-
— Depreciation		**47 168**	54 642
— Impairment		-	270 344
— Change in trade receivable, earned not invoiced and unearned revenue		**10 195**	-7 042
— Change in trade creditors		**5 694**	3 006
— Change in other current assets and liabilities		**2 259**	-498
Net cash flow from operations		**85 430**	33 134
CASH FLOW FROM INVESTMENTS			
Proceeds from sale of property, plant and equipment		-	131
Purchase of property, plant and equipment		**-11 586**	-2 932
Purchase of intangible assets and capitalised development cost		**-22 349**	-7 124
Payment to buy shares in other companies		-	-85
Net cash flow from investments		**-33 936**	-10 010
CASH FLOW FROM FINANCING			
Proceeds from the issuance of new liabilities to shareholders	23	-	52 000
Payment of principal portion of lease liabilities	23	**-36 603**	-41 818
Repayment of liabilities to financial institutions	23	**-15 000**	-180 000
Repayment of other loans		**-26 000**	-2 413
New equity received		**27 932**	200 000
Costs directly booked in equity		**-700**	-11 000
Transaction costs		-	-1 277
Net cash flow from financing		**-50 371**	15 492
Net change in cash and cash equivalents		**1 124**	38 616
Cash and cash equivalents at the beginning of the period		**67 647**	29 031
Cash and cash equivalents at the end of the period		**68 770**	67 647
Unused operational credit facilities in addition		**70 000**	70 000

Notes to the consolidated financial statements

1 General information

Lumi Gruppen AS (the Company), is the parent company of the Lumi Group (the Group) and is a limited liability company incorporated and domiciled in Norway, with its head office at Bislett, Oslo. The shares of the Company are admitted to trading on Euronext Growth in Oslo, Norway with the ticker “LUMI”.

The Group is a leading player in the Norwegian education market. The Group consists of the parent company Lumi Gruppen AS and its subsidiaries Lumi Services AS, Sonans Privatgymnas AS (Sonans), Oslo Nye Høyskole AS (ONH), ONH Education AS (ONH E), Oslo Nye Fagskole AS (ONF), Oslo NF AS, Ekko Digitale AS and Ekko Digitale Fagskole AS. The operating segments in the Group are Sonans and ONH, where ONH consists of ONH, ONH E and ONF.

2 Basis of preparation

The consolidated financial statements of the Group are prepared in accordance with IFRS® Accounting Standards as endorsed by the European Union (EU) and Norwegian authorities and effective as of 31 December 2024. The Group also provides disclosures as specified under the Norwegian Accounting Act (“Regnskapsloven”).

The financial statements are prepared on a historical cost basis, except for certain financial instruments, which are measured at fair value. Preparation of the financial statements requires management to make estimates and assumptions that affect amounts reported. Actual results may differ. Rounding differences may occur between the financial statements and the note disclosures.

The Group financial statements are presented in NOK. All entities in the Group have NOK as their functional currency and there are no foreign exchange differences upon consolidation.

These consolidated financial statements are prepared on a going concern basis.

3 Material accounting policies

The following descriptions of accounting principles apply to the Group’s 2024 financial statements, including all comparative figures. Specific accounting principles are described in the relevant notes.

Foreign currency transactions
Currency gains or losses are included in financial income or financial expense, respectively

Government grants
Government grants are recognised as income in the statement of profit or loss.

New pronouncements not yet adopted
None of the issued, not yet effective, accounting standards, amendments or interpretations are expected to have significant effects for the Group’s financial reporting.

Critical estimates and significant judgments
Material exercise of judgment and estimates relate to the following matters:

- Estimation uncertainty: Valuation of goodwill, see note 7.
- Judgement: Extension options in lease contracts, see note 9.
- Estimation uncertainty: Loss accrual for trade receivables, see note 15.

4 Revenue from contracts with customers

The Group earns revenue by providing educational services, which are delivered both on campus and online. Services are delivered over time to the campus students and the online students who buy a course with unlimited access to the course content in the contract period.

Educational revenue is earned over time (not at a point in time) and is allocated throughout the academic year as services are delivered. Invoicing for educational services is carried out at the start of each school semester. Invoices sent in the autumn semester are in some instances for both the semester and for the entire academic year fees. This results in recognition of deferred revenue, presented as a contract liability in the statement of financial position. This contract liability is always current, as the revenue will be earned within a maximum of nine months from the invoice date.

Specification of revenue and income

NOK 1000	2024	2023
DISAGGREGATION OF REVENUE		
Educational services	**448 786**	420 866
— of which campus	**184 378**	183 946
— of which online	**264 408**	236 919
Government grants	**1 740**	694
Other income	**852**	1 232
Total income	**451 377**	422 792

Credit Losses and Revenue Recognition

In 2022, Sonans observed increased credit losses on certain full-year contracts. Following a review, revenue related to contracts with low payment probability—particularly for the spring semester—was not recognised under IFRS 15. In 2023, NOK 12.7 million in revenue was not recognised due to low collection probability. The invoiced amount was impaired in accordance with the ECL model and booked as a liability. These receivables were sold as part of a portfolio in 2024. To address the issue, stricter credit check procedures were implemented in 2023, resulting in improved outcomes. All revenue is assessed to meet IFRS 15 criteria in 2024.

5 Segments

The Group has identified its segments as Sonans and Oslo Nye Høyskole, the latter consisting of ONH, ONH Education, and ONF. As of 1 January 2024, ONF is included as part of the Oslo Nye Høyskole segment, following organisational changes and the operational and commercial integration of Oslo Nye Fagskole with Oslo Nye Høyskole. For comparability, Oslo Nye Fagskole is also included in the Oslo Nye Høyskole segment in the 2023 figures. The Group's Board of Directors is the chief operating decision-maker.

The segment information is presented below

NOK 1000	SONANS	OSLO NYE HØYSKOLE	OTHER/ HEAD-QUARTER	ELIMINATIONS AND GROUP POSTINGS	TOTAL
2024					
Total income	183 334	267 893	30 492	-30 342	**451 377**
— of which management fee	-	-	30 342	-30 342	-
Total expenses	136 606	194 724	50 185	-30 342	**351 172**
— of which management fee	15 600	14 743	-	-30 342	-
Depreciation and amortisation	29 048	17 401	719	-	**47 168**
EBIT	17 680	55 768	-20 412	-	**53 037**
2023					
Total income	199 755	223 636	33 827	-34 426	422 792
- of which management fee	-	-	33 140	-33 140	-
Total expenses	158 547	158 337	50 626	-34 426	333 085
- of which management fee	22 560	9 970	610	-33 140	-
Depreciation and amortisation	38 929	13 348	2 365	-	54 642
Impairment	-	-	-	270 344	270 344
EBIT	2 278	51 951	-19 164	-270 344	-235 279

6 Employee benefit expense

Specification of employee benefit expenses

NOK 1000	2024	2023
Salaries	**190 830**	175 764
Social security fees	**29 431**	27 658
Pension expenses	**12 301**	11 725
Other remuneration	**4 788**	4 583
Total	**237 349**	219 730
Average full-time employees	**223**	222

Renumeration to the CEO and the Board of Directors

NOK 1000	JAN-JUL	AUG-DEC	2024	2023
CEO				
Salaries including bonus	1 930	1 125	**3 055**	2 488
Pension expenses	74	58	**132**	83
Other remuneration	968	7	**975**	4
Total	2 972	1 190	**4 162**	2 576
BOARD OF DIRECTORS				
Board fee			**1 160**	1 542
Total			**1 160**	1 542

No loans or securities have been granted to the CEO, chair or other related parties. Nina Vesterby was appointed as the new CEO, succeeding Erik Brandt, effective August 2024. Bonus to the CEO is based on the achieved EBITDA for the academic year compared to budget and qualitive performance compared to the targets set. Bonus paid out to the CEO in 2024 for the academic year 2023/2024 amounted to NOK 283 824 (2023 NOK 251 277). The CEO is entitled to 12 months' salary if the employment contract is terminated.

Pensions
The Group is obligated to follow the stipulations in the Norwegian Mandatory Occupational Pensions Act. The Group's pension scheme adheres to the requirements, as set in the Act. The Group has a defined contribution scheme which covered a total of 280 full-time equivalents in 2024 (243 in 2023). The defined contribution scheme is financed from the Group's operations. The Group's payments are recognised in the consolidated statement of profit or loss as an employee benefit expense for the year to which the contribution applies.

7 Goodwill

At 31 December 2024 and 2023, goodwill is related to acquired subsidiaries, and the cash generating units are identified as Sonans and Oslo Nye Høyskole.

NOK 1000	OSLO NYE HØYSKOLE	SONANS	TOTAL
COST			
Cost at 1 January 2024	211 688	745 344	**957 032**
Cost at 31 December 2024	211 688	745 344	**957 032**
AMORTIZATION AND IMPAIRMENT			
Accumulated at 1 January 2024	-	270 344	**270 344**
Accumulated at 31 December 2024	-	270 344	**270 344**
Carrying amount at 31 December 2024	211 688	475 000	**686 688**

Impairment test 2024
Goodwill was assessed for impairment on 31 December 2024 for CGUs Sonans and Oslo Nye Høyskole. No impairment is recognised in 2024 for either segment as a result of the impairment test performed.

With respect to the impairment testing made for the goodwill allocated to the CGU Sonans, the DCF is based upon the assumption that the private candidate market over the coming years will normalise and eventually return closer towards historical levels in terms of student volumes. Further, implemented and planned cost reductions will continue to have an impact during the coming years since these measures includes changes in operations that are not temporary in nature. And lastly, Sonans will continue to develop its educational offering, and this will also include commercial aspects that will reduce the impact of migration across channels. The DCF is based on budget for the school year 24/25 and prognosis are made for the following five school years. The prognosis period takes into account growth in prices, salaries and other cost of 2.5%. Payroll cost increases proportional to the increase in student volumes, as student volumes drives the number of classes and teacher FTEs. The prognosis set by management shows a return to historical levels of EBITDA for Sonans given a return of the private candidate market towards historical levels combined with implemented cost measures in Sonans. Impairment testing has indicated no existing impairment requirements for goodwill.

Key assumptions with the measurement of value in use *(enterprise value)*
Measurement of the enterprise value for the CGUs is most sensitive for the following assumptions:

Discount rate
The discount rate is based on a weighted average cost of capital methodology (WACC). The nominal discount rate is based on the Group's estimated capital cost measured as the weighted average of the costs for the Group's equity and debt. The WACC considers the interest rate of the debt, the risk-free interest rate, the debt-to-total-assets ratio, risk premium and an equity risk premium. Beta and debt ratio are based on an average of the applied industry group and a peer group.

Growth rates
Growth rates applied in the impairment testing for goodwill are based on management's expectations for market developments. Based on available information and management's market expertise, the expectation is a slight increase in growth rate over the coming years with a flat and moderate growth when calculating the terminal value in the DCF model. Management expectations are based on historical trends and publicly available industry analyses. As is the case with expectations with an element of uncertainty, there can be a need for adjustments to the estimates in future periods.

The following key assumptions were used for the value-in-use calculations for CGU Sonans and ONH at 31 December 2024:
— WACC (after tax) 11.2% (10.9% at 31 December 2023)
— Terminal growth rate 3.0% (2.75% at 31 December 2023)

Sensitivity analysis
The Group has prepared a sensitivity analysis of the impairment tests for both Sonans and ONH to changes in the key assumptions which are the terminal growth rate and WACC. This analysis indicates that reasonable changes in the assumptions will not cause the aggregate carrying amount to exceed the recoverable amount.

8 Other intangible assets

The Group is continuously investing in its study programmes. The development costs are mainly internal costs for the personnel responsible for the development and the commercialisation of the study programmes. Development costs are amortised over a five-year period from the launch of the study programmes.

Impairment of intangible assets
Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment assessments are made at the programme level.

Development of study programmes
Study programmes are being developed in both segments, Sonans and ONH. The majority of developed study programmes in 2024 are related to development of master and bachelor programmes in the ONH segment. The development of study programmes is continuous.

In segment ONH, NOK 5.7 million (2023: NOK 5.7 million) was added as development cost in 2024, pertaining three one-year courses, seven bachelor's degree programmes and one master's degree programme in addition to development of vocational programmes.

The development cost in 2024 will start amortisation in the 2025 spring or fall semester, depending on when the development is completed. In addition, ONH activated NOK 0.3 million related to development of webpage.

In segment Sonans, NOK 0.6 million (2023: NOK 1.4 million) was added as development cost in 2024, pertaining to upgrade of online courses. The amortisation of this development will commence in 2025. In addition, Sonans activated NOK 0.8 million related to development of webpage.

At Group level, the acquisition of Ekko Digitale AS and Ekko Digitale Fagskole AS is assessed to be an asset purchase under IFRS. An amount of NOK 15.1 million has been capitalised as development costs related to programmes developed and submitted to NOKUT. A total of 19 applications have been submitted, including one master's programme, five bachelor's programmes, and 13 higher vocational programmes. The timeline for accreditation remains uncertain. Amortisation will commence when the programmes are launched.

NOK 1000	DEVELOPMENT COST
COST	
Cost at 1 January 2023	**33 205**
Additions	**7 124**
Cost at 31 December 2023	**40 329**
Additions	**22 445**
Cost at 31 December 2024	**62 774**
AMORTISATION AND IMPAIRMENT	
Accumulated at 1 January 2023	**5 310**
Amortisation for the year	**6 125**
Accumulated at 31 December 2023	**11 435**
Amortisation for the year	**8 184**
Accumulated amortisation at 31 December 2024	**19 619**
Carrying amount at 31 December 2023	**28 895**
Carrying amount at 31 December 2024	**43 155**
Amortization method	Linear
Estimated useful life	5 years

9 Leasing

The Group leases are primarily office and school buildings and office equipment.

Interest rate
Lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for the Group's leases, the leasing entity's incremental borrowing rate is used.

To determine the incremental borrowing rate, Lumi:
— Uses, where possible, recent third-party financing received by the entity as a starting point, adjusted to reflect changes in financing conditions since third-party financing was received,
— Uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Lumi, which does not have recent third-party financing, and
— Makes adjustments specific to the lease, e.g., term and security.

The average interest rate applied to new leases in 2024 was 7.44%. The weighted average interest rate for lease contracts at 31 December 2024 was 7.19% (2023: 6.90%).

Significant new leases
In January 2024 ONH entered into a 10-year lease agreement for new premises at Adamstuen. ONH moved into these locations at the end of 2024, and the lease agreement was recognised in 2024. Right-of -use asset upon recognition was NOK 112 million.

Significant lease options
The new ONH lease for Adamstuen contains options for two plus two years that have not been recognised.

Significant disposals
Disposals in 2024 mainly relate to adjustments of right-of-use assets, including a NOK 25 million reduction for the Sonans Oslo Campus due to a sublease, a NOK 10 million adjustment to the lease contract in Stavanger following a reduction in leased space, and a NOK 21 million adjustment related to the change in lease option usage for the ONH Lovisenberg campus. The lease contract at Lovisenberg was terminated with one year notice in January 2024 and was modified to reflect the shortened lease term in January 2024 and derecognised in January 2025. The Lovisenberg lease was recognised as a five-year lease, but the contract could be cancelled by either party with a one-year notice period. There were no penalties for terminating the lease.

Significant sublease
Sonans signed in 2023 an agreement to sublease a part of the campus in Oslo for the remainder of the lease period. The sublease commenced and was recognised in 2024. Corresponding receivable at recognition of the sublease was NOK 25 million.

Amounts recognized in the statement of profit or loss

NOK 1000	2024	2023
Depreciation of right-of-use assets	**34 162**	43 005
Interest income from sublease	**1 370**	-
Interest expense	**12 817**	9 896
Expenses relating to short-term leases	**246**	136
Expenses relating to leases of low value	**492**	1 064

Maturity profile lease liability

NOK 1000 at 31 December	LESS THAN 1 YEAR	1-3 YEARS	3-5 YEARS	MORE THAN 5 YEARS	TOTAL CONTRACTUAL CASH FLOW
2024					
Lease liabilities	43 869	71 387	61 551	130 325	**307 132**
2023					
Lease liabilities	54 447	90 623	63 821	80 509	**289 399**

Amounts recognised in the statement of financial position

NOK 1000 at 31 December	2024	2023
RIGHT-OF-USE ASSETS		
Premises	**211 679**	182 313
Equipment	**4 239**	2 282
Total	**215 918**	184 595
SUB-LEASE RECEIVABLE		
Premises	**25 258**	-
LEASE LIABILITIES		
Current	**46 348**	45 355
Non-current	**207 972**	154 825
Total	**254 320**	200 180

NOK 1000	PREMISES	EQUIPMENT	TOTAL
Carrying amount at 1 January 2023	120 100	3 864	**123 964**
Additions	153 589	-	**153 589**
Disposals	-49 953	-	**-49 953**
Depreciation	-41 423	-1 582	**-43 005**
Carrying amount at 31 December 2023	182 313	2 282	**184 595**
Carrying amount at 1 January 2024	182 313	2 282	**184 595**
Additions	118 829	3 851	**122 680**
Disposals	-56 832	-362	**-57 195**
Depreciation	-32 631	-1 531	**-34 162**
Carrying amount at 31 December 2024	211 678	4 239	**215 918**
Depreciation method	Linear	Linear	Linear
Estimated useful life	In line with lease contract	In line with lease contract	In line with lease contract

10 Property, plant and equipment

NOK 1000	LEASEHOLD IMPROVEMENTS	ART	OFFICE MACHINERY & EQUIPMENT	TOTAL
COST				
Cost at 1 January 2024	14 600	376	47 541	**62 517**
Additions	4 697	-	6 889	**11 586**
Cost at 31 December 2024	19 297	376	54 430	**74 103**
DEPRECIATION AND IMPAIRMENT				
Accumulated at 1 January 2024	12 873	-	41 970	**54 843**
Depreciation	705	-	4 117	**4 822**
Accumulated at 31 December 2024	13 578	-	46 087	**59 665**
Carrying amount at 31 December 2023	1 728	376	5 571	**7 675**
Carrying amount at 31 December 2024	5 719	376	8 344	**14 439**
Depreciation method	Linear	n/a	Linear	
Estimated useful life	In line with lease contract		3-5 years	

11 Other operating expenses

NOK 1000	2024	2023
Premises expenses	**15 256**	20 417
Credit loss expense	**10 138**	16 966
Marketing	**35 548**	29 480
IT expenses and licences	**11 937**	11 212
Professional services	**22 521**	17 530
Other office expenses	**11 233**	10 852
Other expenses	**7 189**	6 898
Total other operating expenses	**113 822**	113 354
SPECIFICATION OF AUDITORS' FEE		
Statutory audit	**1 599**	1 313
Other assurance services	-	128
Other assistance	-	27
Total	**1 599**	1 468

The entities in the Group are not entitled to deduct VAT on costs incurred.
Hence all operating expenses are including VAT.

12 Financial items

Financial income includes interest earned on bank accounts and other interest-bearing financial assets. Financial expense includes interest expense on interest-bearing liabilities to shareholders and financial institutions, and interest expense on lease liabilities. Foreign currency exchange gains and losses are immaterial.

Other financial expenses in 2023 includes a change of control fee of NOK 5.18 million to Nordea as a consequence of the change of control that took place in August 2023 with Hanover Active Equity Fund III achieving a 50.7% stake in the Company. See also note 19.

NOK 1000	2024	2023
Interest income	**5 589**	2 337
— of which interest from sub-leasing	***1 370***	-
Other financial income	**979**	1 508
Financial income	**6 568**	3 846
Interest expense	**38 988**	34 703
— of which interest on leasing	***12 817***	*9 896*
Other financial expense	**2 309**	8 262
Financial expense	**41 297**	42 966
Net financial items	**-34 728**	-39 120

13 Taxes

All Group companies are in the same Norwegian tax regime and are allowed to offset deferred tax assets and liabilities, which has resulted in a net deferred tax asset in 2023 and 2024 for the Group.

NOK 1000	2024	2023
SPECIFICATION OF INCOME TAX EXPENSE		
Income tax payable	-	948
Deferred tax income/expense	**4 261**	901
Total income tax expense	**4 261**	1 848
SPECIFICATION OF DEFERRED TAX BALANCES		
Tangible assets	**-6 419**	-5 973
Trade receivables	**1 406**	-20 690
Right-of-use assets	**215 918**	184 595
Lease liabilities	**-254 320**	-200 180
Sublease long-term receivable	**25 258**	-
Tax losses carried forward	**-8 117**	-
Other temporary differences	**2 198**	-1 197
Net temporary differences and tax losses carried forward basis	**-24 076**	-43 445
Temporary differences not recognised in statement of financial position	**297**	297
Basis for calculation of deferred tax	**-23 779**	-43 148
Net temporary differences and tax losses carried forward	**-5 232**	-9 493
CHANGES IN NET DEFERRED TAX ASSETS / LIABILITIES		
As of 1 January	**-9 493**	-10 393
Recognised in the statement of profit or loss	**4 261**	901
As of 31 December	**-5 232**	-9 493
RECONCILIATION OF EFFECTIVE TAX RATE		
Profit/loss (-) before income tax	**18 309**	-274 399
Expected income tax assessed at the tax rate for the Group: 22 % (2023 - 22%)	**4 028**	-60 368
Adjusted for the tax effect of the following items:		
— Non-deductible goodwill impairment	-	59 476
— Other permanent differences	**233**	65
— Change in temporary differences booked to equity	-	2 673
— Other	-	2
Income tax expense (income)	**4 261**	1 848
Effective tax rate	**23%**	-1%

Tax losses carried forward relate only to Norwegian entities.
Due to this, there is no time limit related to when the tax losses may be utilised.

14 Earnings Per Share (EPS)

The Group does not hold any financial instruments or share options that would have a dilutive effect on EPS; basic and diluted EPS are therefore the same amount.

The calculations of earnings per share from operations attributable to the ordinary equity holders of the Company are based on the following net profit/loss (-) and share data:

		2024	2023
Profit/loss (-) for the period	NOK 1000	**14 048**	-276 247
Average number of shares	Excl. own shares	**56 925 045**	50 566 210
Basic/diluted earnings per share	NOK	**0.25**	-5.46

15 Trade receivables

A trade receivable is a financial asset initially recognised at its transaction price, subsequently accounted for at amortised cost and is reviewed for impairment on an ongoing basis based on an expected credit loss model (ECL). The Group's business model for trade receivables is to hold the receivables to collect the contractual cash flows.

The Group applies the simplified lifetime approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade receivables. The expected loss rates are based on payment profiles and customer contracts in the previous years. Most of the Group's revenue is invoiced at the beginning of each school semester with receivables due mid-September and end-January. Trade receivables are grouped into ageing categories and the expected loss rates assigned to each overdue category reflect the Group's ability to collect the receivables. Separate ECL models have been developed for Sonans and ONH with expected credit losses by ageing category. The credit-loss percentages are shown in the tables below.

The ECL models applied at 31 December 2024 are based on historical loss rates for Sonans and Oslo Nye Høyskole, for Sonans in the period 2018-November 2024, and for ONH 2020-November 2024. Loss rates are calculated based on invoices transferred to debt collection.

Historically Sonans and ONH have sold uncollected receivables at the end of the academic year. This was not the case after the academic year 2022/2023. The ECL-model for 2023 reflects this change. The uncollected receivables pertaining to academic year 2022/2023 was sold during the first half of 2024. Due to this, the 2023 model includes older ageing categories compared to 2024.

The ageing category more than 40 days reflects the average time being 41 days from a receivable is due until it is transferred to debt collection.

NOK 1000 at 31 December	2024	2023
Trade receivables	**23 430**	66 321
— of which Sonans	**11 152**	49 551
— of which ONH	**12 278**	16 770
Loss allowance	**-6 442**	-39 238
— of which Sonans	**-3 724**	-31 807
— of which ONH	**-2 718**	-7 430
Total trade receivable, net	**16 988**	27 083

Movements in the loss allowance for expected credit losses for the Group:

NOK 1000	2024	2023
Balance at 1 January	**39 238**	13 858
Provision for expected credit losses through profit and loss	**10 138**	16 966
Provision for expected credit losses for revenue not recognised	**4 745**	7 938
Amounts written off during the year as uncollectable	**-67 678**	-75
Collection of previous written off receivables	**20 000**	550
Balance at the end of the year	**6 442**	39 238

Basis for the loss allowance for Sonans and ONH

NOK 1 000 at 31 December	CURRENT RECEIVABLES	MORE THAN 1 DAY PAST DUE	MORE THAN 40 DAYS PAST DUE	MORE THAN 70 DAYS PAST DUE	MORE THAN 130 DAYS PAST DUE	MORE THAN 220 DAYS PAST DUE	MORE THAN 400 DAYS PAST DUE	MORE THAN 580 DAYS PAST DUE	TOTAL
2024									
SONANS									
Expected loss rate	6%	6%	22%	39%	53%	59%	60%	64%	
Gross carrying amount — trade receivables	1 099	860	551	7 866	797	-21	-	-	**11 152**
Loss allowance — trade receivables	63	53	123	3 075	423	-13	-	-	**3 724**
ONH [1]									
Expected loss rate	6%	6%	14%	36%	55%	63%	68%	71%	
Gross carrying amount — trade receivables	179	1 382	-24	6 850	144	-	-	-	**8 531**
Loss allowance — trade receivables	11	85	-3	2 446	79	-	-	-	**2 618**
2023									
SONANS									
Expected loss rate	6%	9%	38%	53%	66%	66%	73%	69%	
Gross carrying amount — trade receivables	1 328	322	503	6 568	2 694	21 801	14 112	2 223	49 551
Loss allowance — trade receivables	82	29	193	3 494	1 772	14 457	10 240	1 541	31 807
ONH [1]									
Expected loss rate	6%	6%	19%	43%	64%	65%	75%	72%	
Gross carrying amount — trade receivables	12	1 012	52	6 332	131	3 767	2 478	222	14 007
Loss allowance — trade receivables	1	65	10	2 695	84	2 465	1 851	160	7 330

As described in note 4, in 2023 NOK 12.7 million related to full-year contracts was not recognised as revenue in Sonans due to low probability of collecting the amounts owed. A receivable and contract liability are recognised at the point in time where there is an unconditional right to payment. For the invoices of NOK 12.7 million where Sonans subsequently determined that all requirements for having a contract with customers according to IFRS 15 were not satisfied, it did not derecognise the receivables and contract liability. Instead, they were included gross in the statement of financial position and the NOK 7.9 million loss allowance was recognised as a reduction to both the receivables and contract liabilities, with net zero recognised to profit or loss.

In 2024 these receivables were sold as part of a portfolio, and remaining amount of NOK 4.7 million is presented as a provision for expected credit loss for revenue not recognised in the movement table above. The gain from this sale is included in collection of previous written off receivables.

1 Excluding ONH Education

16 Other receivables and prepaid expenses

NOK 1000 at 31 December	2024	2023
Prepaid expenses	**5 581**	4 108
Other debtors	**1**	204
Total other receivables	**5 582**	4 313

Prepaid expenses mainly consist of prepaid costs related to insurance, licences and fees to majority shareholder Hanover Active Equity Fund III.

17 Financial assets and financial liabilities

NOK 1000 at 31 December	CATEGORY	2024	2023
FINANCIAL ASSETS			
Investment in shares	FVTPL	**1 679**	1 679
Sub-lease receivable	FAAC	**25 258**	-
Trade receivables	FAAC	**16 988**	27 083
Financial assets included in Other current receivables	FAAC	**1**	204
Cash and cash-equivalents	FAAC	**68 770**	67 647
Total financial assets		**112 696**	96 613
FINANCIAL LIABILITIES			
Non-current liabilities to financial institutions	FLAC	**217 968**	231 718
Non-current liabilities to shareholders	FLAC	**25 834**	25 734
Non-current lease liabilities	FLAC	**207 972**	154 825
Current liabilities to financial institutions	FLAC	**15 000**	15 000
Current liabilities to shareholders	FLAC	-	26 000
Current lease liabilities	FLAC	**46 348**	45 355
Trade creditors	FLAC	**13 930**	8 236
Total financial liabilities		**527 052**	506 868

Categories:
FAAC — Financial Assets at Amortised Costs
FVTPL — Fair Value Through P&L
FLAC — Financial Liabilities at Amortised Costs

Investments in shares

Investments in shares is a financial asset comprised of immaterial (both as a per cent of shares outstanding and kroner amount) holdings in non-listed entities. Investments in shares are originally recognised at fair value at the amount of the purchase price paid to acquire the shares and are subsequently recognised at fair value.

18 Share capital and shareholder information

Share capital

	NUMBER	NOK PAR VALUE	CAPITALISED
Ordinary shares	58 034 676	0.42	24 374 564
Total	**58 034 676**		**24 374 564**

Shareholders

At 31 December 2024		TYPE OF ACCOUNT	ORDINARY SHARES	OWNERSHIP & VOTING %
1	The Bank of New York Mellon SA/NV	Nominee	20 504 212	35.3
2	Euroclear Bank S.A./N.V.	Nominee	10 438 362	18.0
3	Pareto Aksje Norge Verdipapirfond	Ordinary	3 769 885	6.5
4	J.P. Morgan SE	Nominee	3 046 609	5.2
5	Verdipapirfondet Holberg Norge	Ordinary	2 733 333	4.7
6	The Northern Trust Comp, London Br	Nominee	2 189 896	3.8
7	Forsvarets Personellservice	Ordinary	1 550 540	2.7
8	Melesio Invest AS	Ordinary	1 420 709	2.4
9	Valorem AS	Ordinary	1 217 000	2.1
10	CMDC AS	Ordinary	913 006	1.6
11	Wenaas EFTF AS	Ordinary	900 000	1.6
12	VJ Invest AS	Ordinary	608 198	1.0
13	Ginko AS	Ordinary	600 000	1.0
14	Dyvi Invest AS	Ordinary	593 696	1.0
15	Cawa Invest AS	Ordinary	520 000	0.9
16	Cortex AS	Ordinary	440 000	0.8
17	Goldman Sachs International	Nominee	383 685	0.7
18	Varner Equities AS	Ordinary	366 216	0.6
19	Bit For Bit Huset AS	Ordinary	325 895	0.6
20	Jacob Hatteland Holding AS	Ordinary	290 780	0.5
Rest			5 222 654	9.0
Total			**58 034 676**	**100.0**

Hanover Active Equity Fund III controls the majority of the shares in Lumi Gruppen AS, with an ownership of 30 942 574 shares (53.3%) through the nominee accounts The Bank of New York Mellon SA/NV and Euroclear Bank S.A./N.V. On 30 December 2024, Lola Bidco AS purchased 105,000 shares in Lumi Gruppen AS. Following the transaction, Lola Bidco AS owns 10,543,362 shares in Lumi Gruppen AS, equal to approximately 18.17% of the company's share capital. Together with its affiliate, Hanover Active Equity Fund III SCA SICAV-RAIF, they hold a total of 31,047,574 shares, representing approximately 53.50% of the company's share capital. The latest purchase of 105,000 shares was in transit at year-end and had not yet been updated in the shareholder register of Lumi Gruppen as at 31 December 2024.

Lumi Gruppen AS has not purchased or sold own shares in 2024.

19 Interest-bearing liabilities

Current and non-current liabilities to financial institutions are financial liabilities, primarily bank loans, and are recognised initially at fair value and subsequently at amortised cost using the effective interest rate method to measure interest expense on the loans. The liabilities to financial institutions are loan facilities from Nordea. In addition, Lumi Gruppen has a loan from shareholder Lola Bidco AS of NOK 26 million.

The current loan agreement with Nordea has the following terms:

— The loan is arranged as two term loans, Term Loan A ("TLA") of NOK 35 million (originally NOK 50 million) and Term Loan B ("TLB") NOK 200 million
— Current revolving credit facility ("RCF") of NOK 70 million
— TLA and RCF margin range from 300 bps to 450 bps
— TLB margin range 350 bps to 500 bps
— Biannual instalments to TLA of NOK 7.5 million until termination date
— Termination date 15 August 2026

The covenant profile is set as follows:

— Covenant (NIBD / EBITDA) 3.0x in Q1 and Q3, and 4.0x in Q2 and Q4 to account for seasonal working capital fluctuations

The covenant is tested quarterly. At 31 December 2024, the leverage ratio was 2.6. The ratio is calculated based on NGAAP (excluding IFRS 16) and including adjustments of EBITDA from non-recurring items, capped at a maximum of 15%. The leverage ratio is calculated as total net debt, excluding the subordinated loan, divided by EBITDA.

NOK 1000 at 31 December	2024	2023
INTEREST-BEARING LIABILITIES		
Non-current liabilities to financial institutions	**217 968**	231 718
Current liabilities to financial institutions	**15 000**	15 000
Non-current liabilities to shareholders	**25 834**	25 734
Current liabilities to shareholders	-	26 000
Total interest-bearing liabilities	**258 802**	298 452
SPECIFICATION OF INTEREST-BEARING LIABILITIES		
Total amount borrowed	**261 000**	302 000
Capitalised bank fees	**-2 198**	-3 548
Total interest-bearing liabilities	**258 802**	298 452
COLLATERAL AND GUARANTEES		
Nominal value of debt with collateral security		
Liabilities to financial institutions	**235 000**	250 000
Total	**235 000**	250 000
Book value of collateral pledged		
Accounts receivable	**16 988**	27 083
Office machinery and equipment	**14 439**	7 675
Total	**31 426**	34 758

On 17 November 2023, Lumi Gruppen signed a new unsecured subordinated loan agreement for loan financing in the amount of NOK 52 million provided by Lola Bidco AS, securing repayment of NOK 50 million to Nordea. Lola Bidco AS owned 18.0% of the shares in Lumi Gruppen AS at 31 December 2024, and is controlled by majority shareholder Hanover Active Equity Fund III. The loan was entered into on an arms-length basis and with terms in line with the Nordea Term Loan Facility A. As a consideration for the loan, an annual interest rate is charged, subject to adjustments to ensure that the interest rate payable under the loan agreement shall correspond to the interest rate that would have been payable if the loan had remained outstanding under (and added to) the Nordea Term Loan A Facility (the facility with the lowest margin across the Nordea Facilities) for the same period.

In April 2024 the first repayment of the Lola Bidco loan of NOK 26 million plus accrued unpaid interest of NOK 1.9 million was converted into equity by issuing a total of 2,793,243 new shares to Lola Bidco AS. Lumi Gruppen shall repay the then remaining outstanding loan together with all accrued interest on 16 September 2026 or, if later, the first business day after the termination date under the Nordea Loan Facility.

For additional information see note 20 – Financial risk management for maturities of liabilities to financial institutions.

20 Financial risk management

The most significant financial risks which affect the Group are credit risk, liquidity risk and market risk related to interest rate risk, described further below. All Group companies are Norwegian entities with a functional currency of NOK. There is little to no Group exposure to foreign exchange currency gains and losses. Management performs continuous evaluations of these risks and related processes established to manage them within the Group.

RISK	EXPOSURE ARISING FROM	MEASUREMENT
Market risk — interest rate risk	Borrowings with floating interest rates	Cash flow forecasting sensitivity analysis
Credit risk	Cash and cash equivalents, trade receivables	Ageing analysis credit ratings
Liquidity risk	Current and non-current liabilities	Rolling cash flow forecasts

Risks related to the Group's financial situation

Loan obligations

The Group has a loan facility where requirements are set for the financial condition and actions (covenants) for the Group and/or a Group company, such as maximum leverage requirements, dividend restrictions and change of control provisions. The change of control provisions gives the lender an option to terminate the loan facility agreement. Further, as security for its loan obligations, the Group has provided guarantees, pledged its shares in several subsidiaries, its material operating assets and monetary claims under certain intra-group loan agreements in favour of the relevant finance parties. No guarantee can be given that the Group will meet all covenants at any time, or that the finance parties will waive one or more to avoid a breach. This can mean that loan repayments are accelerated by the finance parties who can force a refinancing or sale of property, or otherwise enforce its pledges, to cover the loan. Net debt is also used as part of the assessment for financial covenants compliance (leverage ratio), see also note 19.

Interest rate fluctuations

A high proportion of the Group's debt is bank debt and will thus be exposed to interest rate fluctuations. Periods of rapid increases in interest rates will entail a negative impact on the Group's cash flows valuations of underlying assets and results. The outlook for the long-term interest rate paths will also affect the value development of the portfolio return investors can expect.

Liquidity risk

There is a risk that cash flows fluctuate, and that the Group fails in assessing and monitoring the funds needed for its operations and there is also a risk that the Group will not have sufficient cash flow and liquidity to finance its operations and future growth as well as for the payments of its debt as they fall due. If the Group's operating income is not sufficient to service its current or future indebtedness, the Group may be forced to take actions such as reducing or delaying its business activities, acquisitions, investments, or capital expenditures, selling assets, restructuring, or refinancing its debt or seeking additional equity. There is a risk that the Group may not be able to affect any of these remedies on satisfactory terms, or at all.

Going concern

The annual financial statements are prepared under the assumption of a going concern. Despite economic challenges, both the Company and the Group maintain a stable financial position with sufficient liquidity and access to credit facilities to support ongoing operations. Cost-saving measures and strategic initiatives have been implemented to enhance profitability and ensure long-term sustainability. Additionally, the Company and the Group are actively monitoring market conditions and implementing appropriate strategies to mitigate risks.

The Group has prepared a liquidity budget covering the next twelve months. The liquidity budget ensures that the Group can meet its obligations when due. The Group has a revolving credit facility (RCF) of NOK 70 million, which was undrawn as of 31 December 2024.

Management monitors liquidity and working capital, and has good visibility of seasonal fluctuations, which reduces the risk of any unexpected shortage of funds. Liquidity risk management, a liquidity budget with sufficient headroom, combined with the available liquidity reserves, substantiates the going concern assumption.

The Board of Directors and managing director believe that there is no material uncertainty regarding the Group's ability to continue as a going concern.

Future debt arrangements could limit the Group's liquidity and flexibility

Any future debt arrangements could limit the Group's liquidity and flexibility in obtaining additional financing and/or in pursuing other business opportunities. Further, the Group's future ability to obtain bank financing or to access the capital markets for any future debt or equity offerings may be limited by the Group's financial condition at the time of such financing or offering, as well as by adverse market conditions related to, for example, general economic conditions and contingencies and uncertainties that are beyond the Group's control. Failure by the Group to obtain funds for future capital expenditures could impact the Group's results, financial condition, cash flows and/or prospects.

Maturities of financial liabilites

NOK 1000 at 31 December	WITHIN 1 YEAR	WITHIN 2 YEARS	WITHIN 3 YEARS	WITHIN 4 YEARS	WITHIN 5 YEARS	MORE THAN 5 YEARS	TOTAL CONTRACTUAL CASH FLOW	CARRYING AMOUNT LIABILITIES
2024								
Non-current lease liabilities	-	38 509	32 878	31 496	30 055	130 325	263 263	207 972
Non-current interest-bearing liabilities	20 685	258 806	-	-	-	-	279 491	243 802
Current interest-bearing liabilities	15 443	-	-	-	-	-	15 443	15 000
Current lease liabilities	43 869	-	-	-	-	-	43 869	46 348
Trade creditors	13 930	-	-	-	-	-	13 930	13 930
Total financial liabilities	**93 927**	**297 315**	**32 878**	**31 496**	**30 055**	**130 325**	**615 995**	**527 052**
2023								
Non-current lease liabilities	-	49 788	40 835	35 371	28 449	80 509	234 952	154 825
Non-current interest-bearing liabilities	23 863	38 047	259 944	-	-	-	321 853	257 452
Current interest-bearing liabilities	42 488	-	-	-	-	-	42 488	41 000
Current lease liabilities	54 447	-	-	-	-	-	54 447	45 355
Trade creditors	8 236	-	-	-	-	-	8 236	8 236
Total financial liabilities	**129 034**	**87 835**	**300 778**	**35 371**	**28 449**	**80 509**	**661 976**	**506 868**

Credit risk

The Group's credit risk arises from cash and cash equivalents as well as outstanding receivables.

Trade receivables: The risk of financial loss due to the non-payment or delayed payment from students is a significant risk in the Group's operations. To mitigate this risk, the Group has implemented measures in the operating entities. The measures are targeted based on the nature of the business. For Sonans these measures include credit policies and credit assessments. For ONH the key elements of the process include credit policies and admission requirements. The majority of students receive funding from Lånekassen, which ensures financing for the students and reduces credit risk for the Group. The Group does not have significant credit risk associated with a single counterparty, but the aggregated credit risk is higher due to the large volume of students invoiced. The Group is continuously monitoring credit exposure as part of the risk management strategy.

Cash and cash equivalents: The counterparties for the Group's cash deposits are large banks which are solid. The Group assesses that there are no material credit risks associated with these deposits.

Capital management

The Group's objectives for capital management are to ensure that it maintains sufficient free liquidity with regards to cash and cash equivalents to support its business and obligations as well as having sufficient flexibility to invest in attractive investment opportunities. The Group manages its capital structure considering changes in economic and actual conditions, and the development in the Group's underlying business. To manage seasonal liquidity fluctuations, the Group has an available revolving credit facility of NOK 70 million available. The Group's equity ratio was 45.4% in 2024 and 44.2% in 2023.

21 Related parties

Balances and transactions between the Company and its subsidiaries, which are related parties to the Company, have been eliminated on a consolidated basis.

On 17 November 2023 Lumi Gruppen entered into a NOK 52 million loan agreement with shareholder Lola Bidco AS. The loan has been entered into on an arms-length basis and with terms in line with the Nordea Term Loan Facility A. NOK 26 million of this loan was converted to equity in 2024. Refer to note 19 for further details on the loan agreement between Lumi Gruppen and Lola Bidco AS.

Transactions and balances with shareholders in the table below are transactions and balances with Lola Bidco AS or Hanover Active Equity Fund III. Hanover Active Equity Fund III controls Lola Bidco AS and has a direct ownership of 35.3% of the shares in Lumi Gruppen AS, making the total ownership 53.3%.

NOK 1000		2024	2023
PROFIT OR LOSS ITEMS			
Shareholders	Purchase of services	**-8 924**	-
Shareholders	Interest expense	**-3 210**	-426
FINANCIAL POSITION ITEMS AT 31 DECEMBER			
Shareholders	Non-current interest-bearing liabilities	**25 834**	25 734
Shareholders	Current interest-bearing liabilities	-	26 000
Shareholders	Trade creditors	**3 567**	-
Shareholders	Other current debt	**1 703**	426

There are no other significant related party transactions for Lumi Gruppen in 2024 or 2023.

22 Unearned revenue

Unearned revenue consists of pre-paid tuition fees, and these fees are non-refundable for the students.

NOK 1000 at 31 December	2024	2023
To be earned within 6 months	**6 860**	6 689
Total unearned revenue	**6 860**	6 689

23 Statement of cash flow

The Group uses the indirect method to present cash flows from operating activities. Interest paid, interest and dividends received are included in cash flows from operating activities.

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following on 31 December:

NOK 1000 at 31 December	2024	2023
Bank deposits	**68 770**	67 647
Restricted cash balances	-	-
Total cash and cash equivalents	**68 770**	67 647
Unused overdraft facilities	**70 000**	70 000

CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES:

Changes in liabilities arising from leasing

NOK 1000	2024	2023
Balance at the beginning of the period	**200 180**	138 362
CASH CHANGES		
Payments to lessor	**-36 603**	-41 818
NON-CASH CHANGES		
Additions	**122 680**	153 589
Disposals	**-31 937**	-49 953
Balance at the end of the period	**254 320**	200 180
Current portion	**46 348**	45 355
Non-current portion	**207 972**	154 825

Liabilities from financial institutions

NOK 1000	2024	2023
Balance at the beginning of the period	**251 891**	434 259
CASH CHANGES		
Repayment of loans	**-15 000**	-180 000
Bank fees	**-**	-3 895
NON-CASH CHANGES		
Accrued interest	**-459**	-496
Capitalised bank fees	**1 250**	2 022
Balance at the end of the period	**237 682**	251 891
Current portion	**19 713**	20 173
Non-current portion	**217 968**	231 718

Liabilities from shareholders

NOK 1000	2024	2023
Balance at the beginning of the period	**52 160**	-
CASH CHANGES		
New loans	-	52 000
Bank fees	-	-274
NON-CASH CHANGES		
Equity conversion	**-26 000**	-
Accrued interest	**1 278**	426
Capitalised bank fees	**100**	8
Balance at the end of the period	**27 537**	52 160
Current portion	**1 703**	26 426
Non-current portion	**25 834**	25 734

24 Contingent liabilities and commitments

There are no contingent liabilities or commitments as of 31 December 2024.

25 Events after the reporting period

Between 31 December 2024 and the resolution of these annual financial statements, there have not been any events that have had a material impact on the Group's result in 2024 or the value of the Group's assets and liabilities on 31 December 2024.

Lumi Gruppen AS financial statements

Lumi Gruppen AS statement of profit or loss and comprehensive income

NOK 1000	Note	2024	2023
Income	7	**6 661**	-
Total income		**6 661**	-
Payroll expenses	4	**11 773**	7 566
Depreciation and amortisation expenses	5	**14**	5
Other operating expenses	6	**15 939**	9 998
Total operating expenses		**27 725**	17 569
Operating profit/loss (-) (EBIT)		**-21 064**	-17 569
Income from subsidiaries	7	**23 864**	38 254
Interest income		**552**	775
Financial income		**11**	9
Interest expense		**-4 126**	-716
Financial expense		**-203**	-5 192
Net financial items	8	**20 098**	33 130
Profit/loss (-) before income tax		**-967**	15 561
Income tax	9	**-23**	3 399
Profit/loss (-) for the period		**-944**	12 162
OTHER COMPREHENSIVE INCOME			
Total comprehensive income for the period		**-944**	12 162

Lumi Gruppen AS statement of financial position

ASSETS			
NOK 1000 at 31 December	Note	2024	2023
NON-CURRENT ASSETS			
Property, plant and equipment	5	**45**	59
Investments in subsidiaries	10	**481 649**	481 649
Total non-current assets		**481 694**	481 708
CURRENT ASSETS			
Trade receivables	7	**2 003**	-
Receivables from Group companies	7	**285 801**	289 232
Other current receivables	12	**2 190**	154
Cash and bank deposits		**522**	2 423
Total current assets	11	**290 516**	291 809
Total assets		**772 210**	773 516

EQUITY AND LIABILITIES			
NOK 1 000 at 31 December	Note	2024	2023
EQUITY			
Share capital		**24 375**	23 201
Share premium		**680 656**	654 596
Treasury stock		**-81**	-81
Retained earnings		**28 843**	29 787
Total equity		**733 792**	707 504
NON-CURRENT LIABILITIES			
Deferred tax	9	**41**	64
Non-current interest-bearing liabilities	13	**25 834**	25 734
Total non-current liabilities		**25 875**	25 798
CURRENT LIABILITIES			
Current interest-bearing liabilities	13	-	26 000
Trade creditors	13	**6 213**	3 723
Tax payable	9	-	946
Public duties payable		**996**	456
Liabilities to Group companies	7	-	6 902
Other current debt		**5 334**	2 188
Total current liabilities	11	**12 543**	40 215
Total liabilities		**38 418**	66 012
Total equity and liabilities		**772 210**	773 516

Oslo, 10 April, 2025
Approved by the Board of Directors and Management

Rob Woodward
Chair

Bente Sollid

Ashkan Senobari

Fred Lundqvist

Henriette Grønn

Nina Vesterby
CEO

Lumi Gruppen AS statement of changes in equity

NOK 1000	SHARE CAPITAL	SHARE PREMIUM	TREASURY STOCK	RETAINED EARNINGS	TOTAL
2024					
Balance at 1 January 2024	23 201	654 596	-81	29 787	**707 504**
Capital increase 30.04.2024	1 173	26 759	-	-	**27 932**
Costs booked directly in equity	-	-700	-	-	**-700**
Profit/loss (-) for the year	-	-	-	-944	**-944**
Equity at 31 December 2024	24 375	680 656	-81	28 843	**733 792**
2023					
Balance at 1 January 2023	15 201	473 596	-81	17 625	506 342
Capital increase 16.03.2023	7 000	168 000	-	-	175 000
Capital increase 15.05.2023	1 000	24 000	-	-	25 000
Costs booked directly in equity	-	-11 000	-	-	-11 000
Profit/loss (-) for the year	-	-	-	12 162	12 162
Equity at 31 December 2023	23 201	654 596	-81	29 787	707 504

The share capital consists of 58 034 676 shares with a par value of NOK 0.42.
See note 18 to the consolidated financial statement for details on shareholders.

Lumi Gruppen AS statement of cash flow

NOK 1000	Note	2024	2023
CASH FLOW FROM OPERATIONS			
Profit/loss (-) before income taxes		**-967**	15 561
Adjustments for			
— Taxes paid in the period		**-946**	-
— Interest expense		**4 126**	716
— Interest paid		**-22**	0
— Interest income		**-552**	-775
— Interest received		**19**	120
— Depreciation		**14**	5
— Change in trade receivable		**-2 003**	-
— Change in trade creditors		**2 490**	3 416
— Group contribution from subsidiaries, not received in cash		**-23 864**	-38 254
— Change in other current assets and liabilities		**18 570**	-39 037
Net cash flow from operations		**-3 134**	-58 247
CASH FLOW FROM INVESTMENTS			
Purchase of fixed assets		-	-51
Loans to subsidiaries		-	-180 000
Net cash flow from investments		-	-180 051
CASH FLOW FROM FINANCING			
Proceeds from the issuance of new liabilities to shareholders		-	52 000
Repayment of other loans		**-26 000**	-
Costs directly booked in equity		**-700**	-11 000
New equity received		**27 932**	200 000
Transaction costs		-	-274
Net cash flow from financing		**1 232**	240 726
Net change in cash and cash equivalents		**-1 901**	2 428
Cash and cash equivalents at the beginning of the period		**2 423**	-5
Cash and cash equivalents at the end of the period		**522**	2 423
Unused operational credit facilities in addition		-	-

Lumi Gruppen AS
Notes to the financial statements

1 General Information

Lumi Gruppen AS (the Company), is the parent company of the Lumi Group (the Group) and is a limited liability company incorporated and domiciled in Norway, with its head office at Bislett, Oslo. The shares of the Company are admitted to trading on Euronext Growth in Oslo, Norway with the ticker "LUMI".

2 Basis of preparation

The financial statements of the Company are prepared in accordance with the Accounting Act section 3-9 and the regulation for simplified application of International Financial Reporting Standards ("simplified IFRS") issued by the Ministry of Finance 7 February 2022.

The financial statements are prepared on a historical cost basis. Preparation of the financial statements requires management to make estimates and assumptions that affect amounts reported. Actual results may differ. Rounding differences may occur between the financial statements and the note disclosures.

The functional currency of the Company is the Norwegian krone (NOK).

The Company's financial statements are prepared on a going concern basis.

3 Significant accounting policies

Principles for recognition and measurement are in accordance with IFRS, and the policies are applied as described in the consolidated financial statements, except as specified in the regulation for simplified IFRS. The option in the regulation for simplified IFRS which the Company has utilised in recognition and measurement and which differs from the consolidated financial statements is:

- Dividends and group contribution

Dividends and group contributions are recognised in accordance with the Accounting Act, which entails that dividends and group contributions are recognised in the reporting period to which they relate.

4 Employee benefit expense

Specification of employee expenses

NOK 1000	2024	2023
Salaries	**10 256**	6 280
Social security fees	**1 319**	1 109
Pension expenses	**195**	114
Other remuneration	**3**	63
Total	**11 773**	7 566
Average full-time employees	**2**	2

Salaries includes renumeration to the Board of Directors. For remuneration to the CEO and the Board of Directors, see note 6 in the consolidated financial statements.

Pensions
Lumi Gruppen AS has a defined contribution scheme which covers two full-time equivalents in 2024 (two in 2023). The defined contribution scheme is financed from the Group's operations. Payments to the pension scheme are recognised in the statement of profit or loss as an employee benefit expense for the year to which the contribution applies.

5 Property, plant and equipment

NOK 1000	OFFICE MACHINERY & EQUIPMENT
COST	
Cost at 1 January 2024	**68**
Cost at 31 December 2024	**68**
DEPRECIATIONS AND IMPAIRMENT	
Accumulated at 1 January 2024	**9**
Depreciation	**14**
Accumulated at 31 December 2024	**23**
Carrying amount at 31 December 2023	**59**
Carrying amount at 31 December 2024	**45**
Depreciation method	Linear
Estimated useful life	3-5 years

6 Other operating expenses

NOK 1000	2024	2023
Premises expenses	-	5
IT expenses and licences	**301**	545
Professional services	**15 217**	9 125
Other office expenses	**27**	45
Other expenses	**394**	277
Total other operating expenses	**15 939**	9 998
SPECIFICATION OF AUDITORS' FEE		
Statutory audit	**525**	434
Other assurance services	-	51
Total	**525**	485

Lumi Gruppen is not entitled to deduct VAT on costs incurred.
Hence all operating expenses are including VAT.

7 Related parties

NOK 1000		2024	2023
PROFIT OR LOSS ITEMS			
Group parties	Sale of services	**6 661**	-
Group parties	Purchase of services *	**-632**	-530
Group parties	Income from subsidiaries, received group contribution	**23 864**	38 254
Group parties	Interest income	**533**	655
Group parties	Interest expense	**-894**	-290
Shareholders	Purchase of services *	**-8 355**	-
Shareholders	Interest expense	**-3 210**	-426
Total related party profit or loss items		**17 967**	37 663
BALANCE SHEET ITEMS AT 31 DECEMBER			
Group parties	Intercompany trade receivables	**2 003**	-
Group parties	Other current receivables	**285 801**	289 232
Group parties	Intercompany trade creditors	**924**	75
Group parties	Other current debt	-	6 902
Shareholders	Non-current interest-bearing liabilities	**25 834**	25 734
Shareholders	Current interest-bearing liabilities	-	26 000
Shareholders	Trade creditors	**3 567**	-
Shareholders	Other current debt	**1 703**	426

* Presented within other operating expense

On 17 November 2023 Lumi Gruppen entered into a loan agreement with shareholder Lola Bidco AS of NOK 52 million, of which NOK 26 million was converted to equity in April 2024. The loan was entered into on an arms-length basis and with terms in line with the Nordea Term Loan Facility A. Refer to note 19 in the consolidated financial statements for further details on the loan agreement between Lumi Gruppen and Lola Bidco AS. Transactions and balances with shareholders in the table above are transactions and balances with Lola Bidco AS or Hanover Active Equity Fund III. Hanover Active Equity Fund III controls Lola Bidco AS and has a direct ownership of 35.3% of the shares in Lumi Gruppen AS, making the total ownership 53.3%.

There are no other significant related party transactions for Lumi Gruppen in 2023 or 2024.

8 Financial items

Financial income includes interest earned on bank accounts and other interest-bearing financial assets, and group contribution from subsidiaries in the Group. Financial expense includes interest expense on interest-bearing liabilities to shareholders and other interest-bearing liabilities. Foreign currency exchange gains and losses are immaterial.

Other financial expenses in 2023 include a change of control fee of NOK 5.18 million to Nordea as a consequence of the change of control that took place in August 2023 with Hanover Active Equity Fund III achieving a 50.7% stake in the Company. See also note 19 to the consolidated financial statements.

NOK 1000	2024	2023
Income from subsidiaries	**23 864**	38 254
Interest income from subsidiaries	**533**	655
Other interest income	**19**	120
Other financial income	**11**	9
Financial income	**24 427**	39 038
Interest expense to subsidiaries	**894**	290
Interest expense on loan to shareholders	**3 210**	426
Other interest expense	**22**	-
Other financial expenses	**203**	5 192
Financial expenses	**4 329**	5 908
Net financial items	**20 098**	33 130

9 Taxes

NOK 1000	2024	2023
SPECIFICATION OF INCOME TAX EXPENSE		
Income tax payable	-	946
Deferred tax income/expense	**-23**	2 453
Total income tax expense	**-23**	3 399
SPECIFICATION OF DEFERRED TAX BALANCES		
Tangible assets	**20**	23
Other temporary differences	**166**	266
Net temporary differences and tax losses carried forward basis	**186**	289
Temporary differences not recognised in statement of financial position	-	-
Basis for calculation of deferred tax	**186**	289
Net temporary differences and tax losses carried forward	**41**	64
CHANGES IN NET DEFERRED TAX ASSETS / LIABILITIES		
As of 1 January	**64**	-2 389
Recognised in the statement of profit or loss	**-23**	2 453
As of 31 December	**41**	64
RECONCILIATION OF EFFECTIVE TAX RATE		
Profit/loss (-) before income tax	**-967**	15 561
Expected income tax assessed at the tax rate for the Company 22 % (2023 - 22%)	**-213**	3 423
Adjusted for the tax effect of the following items:		
— Other permanent differences	**190**	-25
Income tax expense (income)	**-23**	3 399
Effective tax rate	**2%**	22%

10 Subsidiaries

NOK 1000	LOCATION	OWNERSHIP/ VOTING RIGHT	EQUITY	PROFIT/ LOSS (-)	BOOK VALUE
Lumi Services AS	Oslo	100%	31 365	37 697	**481 649**
OWNED BY SUBSIDIARIES					
Sonans Privatgymnas AS	Oslo	100%	17 534	7 478	
Oslo Nye Høyskole AS	Oslo	100%	174 545	63 247	
ONH Education AS	Oslo	100%	30 100	3 731	
Oslo Nye Fagskole AS	Oslo	100%	2	-6 409	
Oslo NF AS	Oslo	100%	30	-	
Ekko Digitale AS	Oslo	100%	-68	-	
Ekko Digitale Fagskole AS	Oslo	100%	-28	-	

Lumi Services AS holds 100% of the shares in Sonans Privatgymnas AS, Oslo Nye Høyskole AS, Oslo Nye Fagskole AS, Oslo NF AS, Ekko Digitale AS and Ekko Digitale Fagskole AS. Oslo Nye Høyskole AS holds 100% of the shares in ONH Education AS.

11 Financial assets and financial liabilities

NOK 1000 at 31 December	CATEGORY	2024	2023
FINANCIAL ASSETS			
Investment in subsidiaries	FAAC	**481 649**	481 649
Trade receivables	FAAC	**2 003**	-
Receivables from group companies	FAAC	**285 801**	289 232
Cash and cash equivalents	FAAC	**522**	2 423
Total financial assets		**769 975**	773 304
FINANCIAL LIABILITIES			
Non-current interest-bearing liabilities to shareholders	FLAC	**25 834**	25 734
Current interest-bearing liabilities to shareholders	FLAC	-	26 000
Liabilities to group companies	FLAC	-	6 902
Trade creditors	FLAC	**6 213**	3 723
Total financial liabilities		**32 047**	62 359

Categories:
FAAC — Financial Assets at Amortised Costs
FLAC — Financial Liabilities at Amortised Costs

Investment in subsidiaries
Investment in subsidiaries is recognised using the cost method. In accordance with the cost method, the investment is recognised at historical cost less any impairment. Group contributions to subsidiaries are recognised as part of cost of investment.

12 Other receivables and prepaid expenses

NOK 1000 at 31 December	2024	2023
Prepaid expenses	**2 190**	154
Other debtors	-	-
Total other receivables	**2 190**	154

Prepaid expenses at 31 December 2024 mainly consist of prepaid fees to majority shareholder Hanover Active Equity Fund III.

13 Interest-bearing liabilities and financial risk management

NOK 1000 at 31 December	2024	2023
INTEREST-BEARING LIABILITIES		
Non-current liabilities to shareholders	**25 834**	25 734
Current liabilities to shareholders	-	26 000
Total interest-bearing liabilities	**25 834**	51 734
SPECIFICATION OF LIABILITIES TO SHAREHOLDERS		
Total amount borrowed	**26 000**	52 000
Capitalised bank fees	**-166**	-266
Total liabilities to shareholders	**25 834**	51 734

Financial risk management

The most significant financial risks affecting the Company are liquidity risk and market risk related to interest rate risk, described further below. Management performs continuous evaluations of these risks and related processes established to manage them within the Group. See note 20 in the consolidated financial statements for details.

Maturities of financial liabilites

NOK 1000 at 31 December	WITHIN 1 YEAR	BETWEEN 1-3 YEARS	TOTAL CONTRACTUAL CASH FLOW	CARRYING AMOUNT LIABILITIES
2024				
Non-current liabilities to shareholders	2 371	27 680	30 051	25 834
Trade creditors	6 213	-	6 213	6 213
Total financial liabilities	**8 585**	**27 680**	**36 264**	**32 047**
2023				
Non-current liabilities to shareholders	2 395	30 091	32 485	25 734
Current liabilities to shareholders	26 998	-	26 998	26 000
Trade creditors	3 723	-	3 723	3 723
Total financial liabilities	**33 115**	**30 091**	**63 206**	**55 457**

14 Contingent liabilities and commitments

Lumi Gruppen AS has no contingent liabilities and commitments as of 31 December 2024.

15 Events after the reporting period

There are no events after the reporting period to be disclosed.

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To the General Meeting of Lumi Gruppen AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Lumi Gruppen AS, which comprise:

- the financial statements of the parent company Lumi Gruppen AS (the Company), which comprise the statement of financial position as at 31 December 2024, the statement of profit or loss and comprehensive income, statement of changes in equity and statement of cash flow for the year then ended, and notes to the financial statements, including material accounting policy information, and
- the consolidated financial statements of Lumi Gruppen AS and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flow for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Oslo, 10 April 2025

KPMG AS

Jørgen Hermansen
State Authorised Public Accountant
(This document is signed electronically)

Corporate governance

Lumi Gruppen's corporate governance is based on the Company's Articles of Association and the Company's values as resolved by the Board of Directors with the aim of realising the Company's long-term goals, and to ensure progress and control.

Through sound corporate governance, the Company aims to build trust and ensure sustainable operations and financing of its business.

BOARD OF DIRECTORS

The Board of Directors of the Company shall annually revise and oversee the overall strategy and business plan for the Company and approve the annual budget for the next year. The Board of Directors has established a separate audit committee and a compensation committee.

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

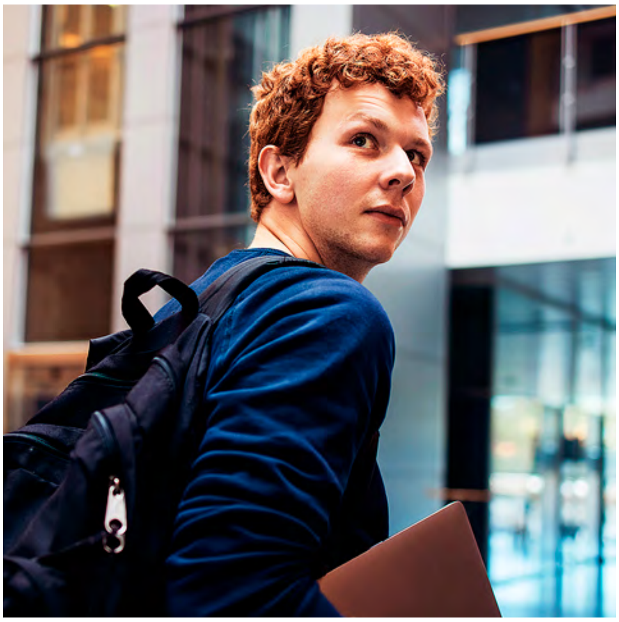
- Decide on general business and management principles of the Company.
- Decide on strategy and risk policies of the Company.
- Supervise the performance of the Company, the Executive Management and secure the proper organisation of the Company.
- Review the Company's financial position, capital resources and reporting on financials and performance.
- Appoint the CEO.

The Board of Directors will convene at least six times per year.

EXECUTIVE MANAGEMENT

The Executive Management is responsible for the day-today management of the Company in accordance with the instructions provided by the Board of Directors, among others comprising:

- Manage the Company's business and operations and develop strategies to be approved by the Board of Directors.
- Implement the strategy for the Company and execute on investments and divestments.
- Develop the organisational structure of the Company and allocate resources.
- Drive and monitor the performance of the Company.
- Prepare internal and external financial reporting.
- Establish internal policies and procedures for relevant topics, such as finance, IT etc.
- Oversee risk management and internal control.
- Report to the Board of Directors.



RISK MANAGEMENT AND INTERNAL CONTROL

The framework for the internal control and risk management of the Company is structured with the aim to allow the business to be run in a way that is healthy, proper and consistent with the following objectives:

i. Internal control: to assure that all company policies and standards are up to date, communicated and implemented.
ii. Risk management: to identify and manage essential risks related to the execution of the Company's strategy and operations, and to demonstrate that the Company actively manages risks in order to deliver the best possible service to customers, protect the value of the business, safeguard future earnings and reduce costs associated with risk events.

The responsibility for the quality and appropriateness of the Company's internal control and risk management rests with the Board of Directors, while the Executive Management is responsible for identifying and analysing material risks, and for the general development of the system. The Executive Management shall further provide the Board of Directors with reports on exposures and the utilisation of the framework on a continuous basis.

Alternative performance measures (APM)

The Group reports its financial results in accordance with IFRS accounting principles as issued by the IASB and as endorsed by the EU. However, management believes that certain Alternative Performance Measures (APMs) provide management and other users with additional meaningful financial information that should be considered when assessing the Group's ongoing performance. These APMs are non-IFRS financial measures and should not be viewed as a substitute for any IFRS financial measure. Management, the Board of Directors and the long-term lenders regularly use APMs to understand, manage and evaluate the business and its operations. These APMs are among the factors used in planning for and forecasting future periods, including assessing compliance with financial covenants. Alternative Performance Measures reflect adjustments based on the following items used in the annual report:

EBITDA
EBITDA is a measure of earnings before deducting depreciation and amortisation expenses and net financial items and taxes. The Group has presented this APM because it considers it to be an important supplemental measure to understand the overall picture of profit generation in the Group's operating activities.

EBIT
EBIT is a measure of earnings before deducting net financial items and taxes. The Group has presented this APM because it considers it to be an important supplemental measure to understand the overall picture of profit generation in the Group's operating activities.

Net debt
Current and non-current borrowings for the period (excluding property lease liabilities recognised under IFRS 16) less cash and cash equivalents for the period. Net debt is a non-IFRS financial measure, which the Group considers to be an APM, and this measure should not be viewed as a substitute for any IFRS financial measure. The Group has presented this APM as it is a useful indicator of the Group's indebtedness, financial flexibility and capital structure because it indicates the level of borrowings after taking into account cash and cash equivalents within the Group's business that could be utilised to pay down the outstanding borrowings. Net Debt is also used as part of the assessment for financial covenant compliance.

Leverage ratio
Net debt divided by last twelve months Adjusted EBITDA before impact of IFRS 16.

Capital expenditure
Capital expenditure (capex) is a measure of total investment in the period both in the operations and in development of new business. Capital expenditures consist of both maintenance capex and development capex and the source of capex is the Statement of cash flows.

Lumi Gruppen

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Nina Vesterby
Group CEO
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Martin Prytz
Chief Financial Officer
& Investor Relations

Morten Danielsen
Managing Director ONH

Board of Directors

Rob Woodward
Chair

Bente Sollid
Director

Ashkan Senobari
Director

Henriette Grønn
Director

Fred Lundqvist
Director

Design and production: kingdesign.no

Financial calendar

Half-year Report H2 2025
14 August 2025

LUMI GRUPPEN