

Monteno

"SOMETIMES YOU HAVE TO APPROACH A PROBLEM IN A NEW WAY TO SOLVE IT"

Manteno

2020 was marked by major changes both for society in general and for Mantena. It has never been so important to look around for new and sustainable solutions. Hans Olav Storsveen and some of our employees sum up this very unusual year.



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ABOUT MANTENA

History

Mantena was established in 2001 as a wholly-owned subsidiary of Norwegian State Railways (NSB AS). Mantena Sverige AB was established as a subsidiary of Mantena AS in 2007.

As part of the Norwegian railway reform, Mantena was transferred from NSB to the Norwegian State (Ministry of Transport and Communications) in April 2017. The responsibility for administering the State's holding passed to the Ministry of Trade, Industry and Fisheries from 1 January 2020. Mantena AS is the parent company of the Mantena Group; along with the business in Norway, this comprises Mantena Sverige AB, Mantena Finland OY and Mantena Danmark A/S.

Our business

Mantena is one of the largest providers of maintenance services for railway vehicles and equipment in the Nordic region. Mantena provides prompt services while continuing a long tradition of railway operations.

Its expertise ranges from the largest and heaviest locomotives to the smallest and most advanced components.

Mantena carries out train maintenance during breaks in service at workshops in Norway and Sweden and also has workshops for maintenance of components and parts, as well as an extensive logistics function. The company also undertakes maintenance and repairs of railway machinery in Norway. Mantena handles maintenance activities in Sweden through its subsidiary Mantena Sverige AB.

Location

Mantena's head office is located at Oslo Central Station, while maintenance is distributed across locations in Norway and Sweden. The company is strategically located to meet the need for maintenance where it is most appropriate.

Changing times

Mantena has been working for several years to adapt to an increasingly open Europe, with new markets and the changing requirements and expectations that result. This means that the core activities are being expanded and Mantena is delivering a wider range of services to its customers than before. The keywords for this work are innovation, sustainability and efficiency.

In this annual report, you can read more about the work that is done every day to realise the vision of becoming the most innovative full-service supplier of maintenance services in the Nordic region.

Mantena is certified according to the following standards and requirements:

- EU Regulation No 842/2006 on fluorinated greenhouse gases, with sub-regulation 303/2008
- NS-EN ISO 9001:2015 Quality Management System
- NS-EN ISO 14001:2015 Environmental management
- EN 15085-2 Welding of railway vehicles and components
- Mantena NTO Certificate 2018-2022
- ECM Maintenance Delivery Function, based on EU 2019/779
- Regulation (EU) No 445/2011 (Entities in charge of maintenance)
- Safety certificate and licence parts A and B in Norway and Sweden for running trains on the rail network

MANTENA AIMS TO ACHIEVE GROWTH THROUGH AN EXPANDED SERVICE OFFERING.

Mantena's core values have always been at the heart of our activity and guide us in our day-to-day work.

PURPOSE

Sustainable and efficient transportation

through optimal maintenance

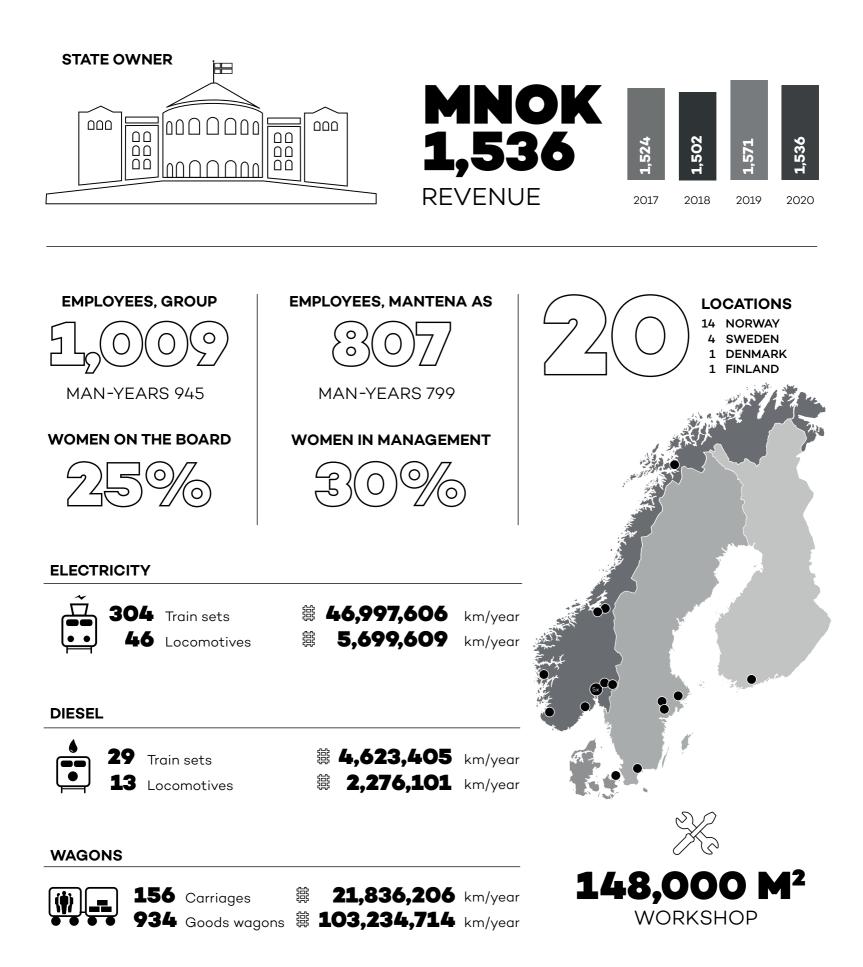
VISION

The Nordic region's most innovative total

maintenance service supplier

VALUES

Trust, efficiency and innovation





ON THE RIGHT TRACK AFTER A DEMANDING YEAR

We are proud to have become one of the major players in train maintenance in the Nordic region, but we do not intend to stop there.

his year has placed extreme demands on our employees and on Mantena as an organisation. The first year of operation has been completed for Go-Ahead on Sørtoget, and we have commenced operations for the major contracts for SJ Nord in Norway and Øresundstog in Sweden. Two contracts were also wound up during the year. All of these were affected by the restrictions placed on us by the Covid-19 pandemic.

As a Group, we signed several important contracts in 2020. The contract for SJ Nord (Traffic Package 2) with SJ Norway was a highlight, together with the rebranding contracts with several of the train operators in Norway. We have also established extended agreements with train owners in both Norway (Norske Tog) and Sweden (Transitio), which provide a base to build on.

With a new owner in 2020 - the Norwegian State, through the Ministry of Trade, Industry and Fisheries - we have formed an even sharper focus on creating a sustainable company over time. This will increase the value of the company and help us to become a safe choice for our customers and an even better environment in which skilled employees can develop.

Sustainable and efficient transportation through optimum maintenance

In the future, we will stand out even more as a sustainable and responsible company with a clear strategy for further growth in the Nordic region. Our contribution to combating the growing climate challenges should be to seize the opportunity to optimise maintenance for railway equipment in the contracts we have in our portfolio at all times. Optimisation of maintenance provides value both to our customers directly and to society as a whole. In this way, we contribute to sustainability and efficiency in the transport sector. Innovation

IN THE FUTURE, WE WILL STAND OUT AS A SUSTAINABLE AND RESPONSIBLE COMPANY

There is a need to continuously develop new and better methods to provide for optimum maintenance. This includes everything from analysing masses of data to defining maintenance intervals, introducing new and innovative methods for both planning and carrying out maintenance, and adopting new technology to extend service life and avoid waste. With a vision of being the most innovative full-service supplier in the Nordic region, further investment in innovation will be essential to the development of the Group. This will also help our customers to reduce their costs.

Employees at the centre of further development

Internally, considerable improvement work has been initiated which covers all employees. The aim is primarily to improve the company's process flow and increase productivity. Many of our employees have strengthened their expertise in project management. It is important to have clear control in all phases from tendering and mobilisation to the implementation and completion of contracts.

Health, safety and environment (HSE)

Being responsible means identifying and managing the risks that we as a company pose to people, society and the environment. In 2021, our work on HSE and our ambition to reduce the number of injuries will be further emphasised. We will learn from sharing experience and introduce measures both from the run-up to incidents and from incidents that have occurred. Our employees must have a safe and secure workplace.

We are on the right track.

2020 has not only shown us that we are well equipped to deal with extraordinary challenges and changing conditions. This unusual year has also made it clear that we are on the right track for the coming years.

Sincerely,

Vidar Leirvik Acting CEO

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MARKETS AND STRATEGY

EQUIPPED FOR COMPETITION

In an ever-changing industry, it is more important than ever to have a clear plan and direction for the way forward.

he new competitive situation poses a challenge to Mantena, with increased demands on productivity and innovation. In order to be the preferred supplier for customers, Mantena must contribute to increased value creation for its customers and secure a sustainable profit for itself.

Continuous improvement

The competitive situation means that Mantena has to adapt to new markets and that there will be increasing demands on efficiency and quality of delivery. We will seek to tackle this with continuous improvement processes. During 2020, the emphasis on continuous improvement was reinforced with the Operational Excellence Programme (OEP) - an internal competence-raising programme which contributes to streamlining and flow in internal work processes. Read about OEP on page 15.

Larger part of the value chain

Mantena is covering more and more of the value chain by taking greater responsibility for the trains and thereby increasing the value to customers. Mantena aims not only to passively maintain trains and components according to the operators' plans and controls, but also to take overall responsibility for the trains in partnership with customers. One example is collecting trains where they are in operation and returning them to the customer's required destination. Another example is the expansion of the service offering to include advanced technical services; this is already being done for Sørtoget and Øresundstog. The aim of taking a larger part of the value chain is to be the customer's preferred partner in the overall maintenance process. This is how our role as the leading player in the Nordic region will be enhanced.

Project execution

Mantena is gearing up to strengthen project execution skills by systematically mapping the need for new expertise and constantly developing its processes. Just as the competence-raising programme OEP is intended to help streamline work processes, the competence-raising programme Sirius will provide for the best



possible project execution at all levels. In this programme, the focus is on both commercial terms and agreed deliveries. You can read about Sirius on the next page.

Competitiveness will be crucial

Mantena will continue to invest broadly, work to win new contracts, enter new markets and cover more and more of the value chain to generate new growth. Mantena will continue to further develop its expertise and services to provide topclass maintenance services.

In the face of new challenges, competitiveness will be crucial. Mantena has economies of scale to be exploited, experience to be used wisely

MANTENA WILL ENHANCE ITS ROLE AS THE LEADING PLAYER IN THE NORDIC REGION.

and processes to be optimised. That is why Mantena aims to remain a skillsbased company with a proactive attitude to technology and new solutions.

This aggressive attitude and longstanding, conscious strategic work with a clear direction have made Mantena ready to enter markets such as Denmark and Finland when they are opened up to competition. When the time comes, Mantena should be ready to contribute its expertise to the development of the railways in these markets.

Mantena's competitiveness is demonstrated by the award of new contracts and the renewal of current ones, and the trust it enjoys from existing customers.

MANTENA STRENGTHENS PROJECT EXECUTION

Silje Nilsen, Commercial Director

n a large industrial company like Mantena, lots of projects, small and large, are carried out every week. These projects range from simple component repairs to comprehensive remodelling projects, or strategic development projects that span several years.

Optimum project execution

Over the years, Mantena has focused on putting the customer first and delivering solid projects. To ensure optimum project implementation at all levels, an internal improvement programme named Sirius was initiated in 2020.

A clear goal

Commercial Director Silje Nilsen says that the introduction of the programme is essential for the company to be able to deliver the standard expected by customers.

- Our ambition of becoming a market leader in customer orientation and innovation is not a goal we hope to achieve, it is one we will achieve. Through the improvement programme, all employees will be given an introduction to basic project management and a clear common understanding of how we approach THE TWO STRATEGI PROGRAMMES, SIRIUS AND OEP, ARE IMPORTANT ELEMENTS IN BRINGING THE COMPANY TO THE LEVEL WE WANT.

projects in Mantena. The programme will give all employees a clear picture of how projects are planned, developed, implemented and completed at Mantena.

IMPROVED OPERATIONAL PROCESSES

Renewing competence levels to improve operations.



perational Excellence Programme (OEP) has been one of many tools in our internal improvement work throughout 2020. OEP is a strategic programme designed to help organisations to develop and implement solid operational processes.

Culture building

Acting CEO Vidar Leirvik says that, for Mantena, OEP is mainly about building culture.

-We want to create a culture throughout the company where the focus is on continuous improvement. For this we need a core base of knowledge, principles and attitudes that we can gather around. Programs like OEP help us to systematise our work and make it easier to work with purpose on efficiency and flow in our internal work processes. This is crucial to taking the business to a new level and achieving our goals.

Topping up expertise

Leirvik emphasises that they have had purely positive experiences with OEP so far.

- The beauty of OEP is the 'train-thetrainer' approach, where participants in the programme train each other. Group management completed the first part of OEP in the spring of 2020 and they used autumn 2020 to train other managers. After that, the various managers will train their employees during the spring of 2021.

WE AIM TO CREATE A CULTURE THROUGHOUT THE COMPANY THAT EMPHASISES CONTINUOUS IMPROVEMENT.





STATE-OF-THE-ART NEW PAINT SHOP

One of Europe's largest paint halls is being built at the Mantena workshop at Grorud.

he new paint hall is scheduled for completion in the fourth quarter of 2021 and will have an interior length of 113 metres. The hall will include two new mixing rooms and a new warehouse. The hall can be divided into four different sections, each approximately 28 metres long.

One of the largest in Europe

Per Henning Torgersen, commercial manager at Mantena, says that the new building will probably be one of Europe's largest paint halls, helping Mantena to take a leading position for painting train equipment in Europe.

-With these dimensions, we will be able to handle large machines, cranes and

offshore components that no one previously had the capacity for. We have dreamt of a paint hall like this for many years and are convinced that this will give us a solid competitive advantage and many new opportunities.

Strengthening HSE work

Torgersen explains that the new hall will be state-of-the art and will be built according to key principles for sustainability and the environment. The building will be supplied with waterborne heat, and our needs regarding energy consumption and ventilation have been realised.

-The new hall, and its modern solutions, will not only take us a step ahead with regard to painting, it will also help to strengthen our HSE work and focus on safety in Mantena, says Torgersen.

THE NEW HALL WILL BE STATE-OF-THE ART AND HAS BEEN BUILT IN LINE WITH IMPORTANT PRINCIPLES OF SUSTAINABILITY AND ENVIRONMENTAL RESPONSIBILITY.



NEW AND MODERN WORKSHOP SUCCESSFULLY IN OPERATION

After a long period of preparation and planning, the new Mantena workshop for Øresundstog trains was finally opened on 13 December 2020.

he workshop, located in Hässleholm, Skåne, is the most modern train workshop in Sweden. Everything is in place for optimum maintenance and cleaning of trains, with 26,000 square metres spread over a total of five buildings containing a workshop, office, cleaning system, subfloor lathe, combi hall and reception station with a cleaning platform.

Combined with state-of-the-art technology and equipment, the workshop's central location in the Øresundstog network will provide for smooth running of traffic.

Strong team in place

Almost one hundred Mantena employees

are now in the final process of delivering one of the largest maintenance contracts for trains in the Nordic region. Since entering the new contract, a lot of work has gone into recruiting new employees. In recent months, new train technicians, troubleshooters, team leaders, shunters, warehouse staff, planners and managers have been engaged.

The contract runs for eight years. The trains with the designation X31 included in the contract operate on the rail

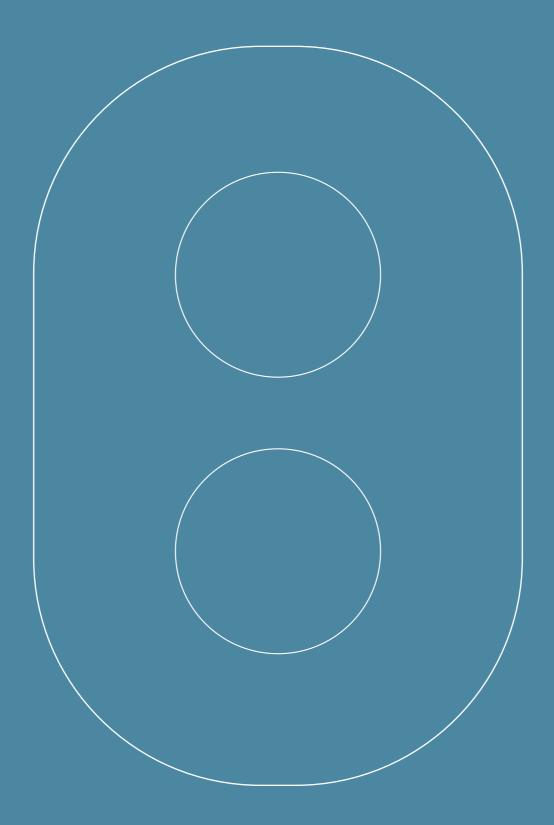


MANTENA WILL DELIVER ONE OF THE LARGEST MAINTENANCE CONTRACTS FOR TRAINS IN THE NORDIC COUNTRIES.

network from Copenhagen in Denmark to places including Malmö and Kalmar in Sweden, an area with approximately 5 million inhabitants.

In connection with the opening, Fredrik Hultgreen, head of Mantena's mobilisation project, said the start of operations and traffic is a big day for Mantena.







SUSTAINABILITY, CORPORATE SOCIAL RESPONSIBILITY AND HSE

RAILWAYS AS A SUSTAINABLE MODE OF TRANSPORT.

INCREASED SUSTAINABILITY



13 CLIMATE

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2 ZERO HUNGER

\$\$\$



3 GOOD HEALTH AND WELL-BEIN

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9 INDUSTRY, INNOVATIO AND INFRASTRUCTUR 10 REDUCED NEQUALITIES



4 QUALITY EDUCATION

17 PARTINERSHIPS FOR THE COALS

5 GENDER EQUALITY

₫

6 AND SANITAT

12 CONSUMPTION AND PRODUCT

Sustainability in Mantena

Sustainability is an integral part of Mantena's business operations. Mantena's greatest contribution to a sustainable society is to ensure good deliveries to customers to enable them to achieve their goals. At the same time, Mantena must be a responsible business which safeguards its employees' rights and makes demands of its suppliers, while also establishing and monitoring its own climate targets to structure the work towards the UN's 17 Sustainable Development Goals¹.

Mantena follows the guidelines from NUES (the Norwegian Corporate Governance Board). Through the company's strategy process, an overall plan for sustainable value creation has been established, cf. Storting Report No 8 2019-2020, para. 10.

Mantena contributes directly to the UN Sustainable Development Goals in various ways. Mainly through:



Goal 3: Good health and well-being

- Preventive working environment work, a focus on HSE, continuous improvement, risk management and support for SOS Children's Villages
- Ensure implementation and follow-up of measures in serious situations such as the Covid-19 pandemic



Goal 4: Quality education

- Engagement and follow-up of apprentices. Many of these get a job after completing their apprenticeship (meet three of our apprentices on page 30)
- Skills development and certification of employees



Goal 5: Gender equality

 Promote gender equality in recruitment and take account of work on gender equality in HR and salary policy



Goal 8: Decent work and economic growth

- Accountability and due diligence in all employment matters, zero tolerance for corruption
- Safety always comes first, zero tolerance of harm to people, the environment and material assets
- Promote equality and ethnic diversity



Goal 11: Sustainable cities and communities

Contribute through our core business to sustainable transport system



Goal 9: Innovation and infrastructure

- Adopt new technology, develop maintenance programmes for increased performance and longer life of vehicles and components
- Development of processes in collaboration with the Research Council of Norway



Goal 12: Responsible consumption and production

- Proper handling of chemicals and waste
- Help to develop maintenance processes for increased performance and lifetime
- Adapt the business in serious situations such as the COVID-19 pandemic

Mantena also contributes directly and indirectly to other Goals, for example through a focus on innovation and responsible business and through the company's code of conduct and other governing documents.

Sustainability, corporate social responsibility and HSE



Responsible business

The Norwegian authorities expect Norwegian companies with international operations to know and comply with the OECD Guidelines for Responsible Business Conduct. A key element of the OECD guidelines is an expectation that companies will make due diligence assessments to avoid harming people, society and the environment².

According to the OECD guidelines, companies should contribute to:

Safeguarding the environment

• At Mantena we have an established environmental policy that forms the basis for our environmental work. Systematic analyses of significant environmental aspects are carried out each year, and form the basis for our priority areas. Certified according to EN NS-ISO 14001:2015.

Respect for human rights

• Mantena has established governing documents based on the principles behind the UN Declaration of Human Rights and the ILO's fundamental conventions.

Safeguarding workers' rights

- Established personnel policy that forms the basis for the work on workers' rights, human rights and protection against discrimination
- Established routines to prevent retaliation when reporting wrongdoing

Preventing corruption and bribery

- Mantena works to combat all forms of corruption and for transparency in financial transactions.
- A separate document has been produced on "Self-reporting on ethics and corporate social responsibility".
- An internal and external whistleblowing channel has been established to report instances of wrongdoing.

A separate tax policy has also been drawn up and systematic stakeholder analyses are carried out in addition to the efforts described under "Sustainability in Mantena".



Safeguarding the environment.



Safeguarding workers' rights.



Respect for

human rights.

Preventing corruption and bribery.

ETHICS AND CORPORATE SOCIAL RESPONSIBILITY

Ethics and our code of conduct are an important part of our work on corporate social responsibility.

regulatory framework has been established that forms the basis for this work. The regulations are based on the UN Declaration of Human Rights and the ILO's core conventions, as well as the Ten Principles of the Global Compact.

A procurement policy that includes ethical requirements for suppliers is used as a basis for establishing agreements with new and existing suppliers. Our requirements for suppliers are systematically reviewed and checked before entering into a contract.

Mantena's ethical guidelines and procedures for whistleblowing are aligned with legal requirements. A whistleblowing channel has been established for third parties, such as custom.ers and suppliers, to report instances of wrongdoing.

The framework for our work on ethics and corporate social responsibility is set out in governing documents held in Mantena's Management System. The tasks involved are described in the managers' job descriptions.

External environment

Mantena recognises that its business affects the environment. That is why we are constantly working to improve the company's environmental performance and reduce pollution by satisfying our own requirements, customer and regulatory requirements and relevant standards. An environmental policy has been established which forms the basis and direction for our environmental work. Mantena is certified according to NS-EN ISO 14001:2015, and is monitored through annual audits. Annual analyses of environmental aspects and identifying key environmental issues form the basis for the priority areas and the environmental programme.

MANTENA WORKS AGAINST ALL FORMS OF CORRUPTION.

Priority areas for 2020

- Chemicals handling and reduction in the number of chemicals
- Disposal of waste, particularly hazardous waste
- Energy consumption
- Fuel consumption
- Handling of fluorinated greenhouse gases

The operations use a number of

chemicals, some of which can cause injury to personnel and damage to the environment if they are not handled in accordance with established procedures and requirements.

The number of hazardous chemicals has decreased significantly over time. The company handles waste that can cause environmental damage if it is not dealt with properly. No issues with the handling of hazardous waste have been reported in the period. Three reported emission incidents, none of which had any lasting environmental impact.

Emissions

Regular measurements of emissions into the air and water are carried out.

Emissions from passenger and freight transport have decreased over the past ten years. Measured in CO₂emissions per passenger and tonne-kilometre, rail transport comes out significantly better than road traffic and aviation³.

 CO_2 emissions in grams per passengerkilometre (g/pkm) for 2018 and 2019⁴.

Vehicle	2018	2019
Aviation	187.6 g/pkm	181.1 g/pkm
Car	70 g/pkm	66 g/pkm
Bus	64 g/pkm	59 g/pkm
Train	5.9 g/pkm	5.8 g/pkm

Figures from the European Commission show that the proportion of CO₂ emissions from trains as a form of transport is very small. The chart is taken from NRK Urix ⁵.

³ SSB.no publication dated 08.12.2020

⁴ SSB.no publication dated 08.12.2020

 $^{^{\}scriptscriptstyle 5}$ Article in NRK Urix "Revolutionising railways in Europe", published 01.02.2021





WORKING AT MANTENA

antena aims to provide attractive workplaces while also developing the company so we can achieve our vision of becoming the most innovative fullservice supplier of maintenance services in the Nordic region.

The HR policy offers guidance on attitudes and interactions within the company, and is intended to enhance the workplace both professionally and socially. Based on both human needs and the Group's needs, Mantena aims to help develop the individuals, stimulate interaction and emphasise co-determination, innovation and competence. Mantena values employees who show initiative and take responsibility.

Mantena works to develop a workplace where employees are proud to work, and where we are all committed to the job, care for each other and help each other to improve.

Equality in Mantena

In its policies, Mantena focuses on maintaining equality in terms of pay, employment, promotion and education and training. The Group wants a wide and diverse range of managers and employees, where individual qualities are respected and valued. Mantena has a conscious strategy of encouraging women and people with immigrant backgrounds to apply for jobs.

We ensure that women and men are offered equal opportunities to work on the different tasks. In a maledominated industry with little staff turnover, it is difficult to increase the proportion of women. Unfortunately, there are few female applicants for operational positions. Most women are in management and administrative positions.

HSE and traffic safety in Mantena

Mantena puts safety first. Mantena defines safety as avoiding injury to people and damage to equipment in the course of work on our own premises and preventing unwanted incidents resulting from work carried out on railway vehicles and during shunting.

An established safety policy forms the basis for our HSE work. Safety in Mantena falls into two categories:

- Traffic safety
- Working environment and personal safety

The traffic safety work is mainly directed at shunting (moving rolling stock), driving trains and safety-critical tasks on vehicles and components. Separate procedures have been established to monitor the work. All events and incidents are recorded and followed up in our improvement and incident management system.

In 2020, Mantena was awarded licence and safety certificates A and B, to drive trains without passengers or freight on the national rail network in Norway. Because of to the Covid-19 pandemic, these operations have not started. Plans for start-up and necessary preparations have been made. Operations will start in 2021.

Mantena in Sweden already has a safety certificate for shunting, which was extended in December 2020 to apply on main lines too.

Some incidents were recorded in 2020 which, under other circumstances, could have had serious consequences. The cases have been followed up and dealt with according to the relevant procedures. These events are related to shunting and maintenance of trains and components.

Mantena follows up on injuries through local working environment committees (LAMU) at the individual workshops and in the central working environment committee (HAMU) for the company. Mantena has zero tolerance for injuries to staff and damage to material assets. There is a particular focus on preventive measures to avoid personal injury. All injuries are closely monitored and measures are taken to prevent further accidents. Systematic safe job analyses and risk analyses are carried out, which form the basis for the preventive work. On the following pages you can read more about our work with secure job analyses, and how we follow up on incidents and the run-up to them.

33 injuries were reported in 2020, compared to 38 the year before. There is a great focus on preventive measures and follow-up of all incidents that arise. All HSE issues are systematically followed up in departmental and management meetings. The H1 factor was measured at 11.8 (a total of 15 injuries resulting in absence).

HSE and personal safety are described in Mantena's management system. Systematic safety inspections are carried out in all restricted areas. An extended safety inspection is carried out once a year, with the plant owner and the occupational health service taking part. Issues from safety inspections are followed up in the LAMU. An action plan is drawn up after the inspection, and all issues are recorded and dealt with in our improvement and incident management system.

Sickness absence was 6.9% in 2020 (7.0% in 2019). This is predominantly long-term absence. The proportion of coronavirus-related absence is 0.6% in Mantena AS.

Mantena during the coronavirus pandemic

In March 2020, Covid-19 created an extraordinary situation that led to a lot of uncertainty for the Group. To deal with the uncertainty, continuity plans were implemented early on, in order to maintain production.

An emergency response and action team was established and given a mandate to monitor the situation and the follow the advice from the authorities, coordinate all internal measures and issue guidelines to managers and employees in the company.

A corporate governance document has been established with general guidelines for handling the situation. Restrictions on internal travel, use of home offices and general infection control measures were established. With these measures, Mantena has maintained deliveries and seen very little Covid infection among our employees. Cases that have arisen have been dealt with in accordance with established guidelines. Only a few of the cases can be traced to internal transmission.

Customers and suppliers have shown great understanding of the measures in close cooperation with us. Feedback from Health and Safety and from employees is positive.

During the period, Mantena has also had postal supervision from the Norwegian Labour Inspection Authority, which also confirmed that the pandemic has been well handled.



SAFETY FIRST AT MANTENA

HSE has always been an important area in Mantena, but we are now taking measures to strengthen our HSE work even further.

he upheaval in the railway sector in recent years has led to new requirements for efficiency, which in turn have increased the focus on safety and risk assessment. Marlene Furnes Bagley is responsible for HSE in Mantena. She is working to take the HSE work in the company a step further, focusing primarily on follow-up of incidents and associated reporting.

- At Mantena, we are good at reporting incidents that have already happened. But we can become even better at reporting potential incidents and nearmisses. Strengthening the reporting culture and learning from the mistakes we make is an important part of this work. Some people may have a somewhat strained relationship to incident tracking, whether they are reporting them or being informed of them. It may be associated with something negative, making a mistake or not being good enough. We must get away from this thinking. On the contrary, we should look at an incident as a gift, says Bagley. She believes that every incident is a golden opportunity to discover what she calls "blind spots", giving us the opportunity to learn something new and constantly improve.

Continuous improvement

Working well with HSE requires constant focus. What was good enough in HSE work ten years ago is not necessarily sufficient today. Bagley and her colleagues have clearly taken note of this.

- The key to good HSE work lies in continuous improvement. As a learning organisation, we must therefore work



Marlene Furnes Bagley, head of HSE

to get better and better and constantly share our experiences. What happens in one workshop must be shared with our other workshops so the same type of incident does not happen again. We must constantly analyse and find the underlying reasons why something went wrong, and what we can do differently to prevent it from happening again. This mindset must be central in the entire organisation.

Developing an HSE culture

For Bagley and her colleagues, the focus on reporting and continuous improvement is about building culture.

 For us, there is nothing more important than safety and ensuring our employees come home in one piece, every single day. To achieve this, we must not be afraid to talk about what didn't go as planned in terms of incidents and near-misses. Risk assessments and reporting of deviations should be in the DNA of every employee. Our focus on HSE in the future will be about building and strengthening the entire HSE culture in the organisation from top to bottom.

FOR US, THERE IS NOTHING MORE IMPORTANT THAN SAFETY AND OUR EMPLOYEES GOING HOME IN ONE PIECE.

A MODERN, EXCITING WORKPLACE

Satisfied apprentices help secure continued recruitment at Mantena.

tena



Apprentices Julia Wagner (left), Helene Skaalerud and Bilal Benmalek

ith around a thousand employees, Mantena is one of the country's major industrial players. The company has been a leader in the maintenance of light rail vehicles for years and has a strong track record in heavy, specialised industrial expertise. Norway will need more skilled workers in the future, but recruiting them and avoiding a shortage of apprenticeships is entirely dependent on companies daring to invest in fresh labour.

For many years, taking on apprentices has been an important part of the way in which Mantena recruits new employees. This autumn there are a total of 21 apprentices in the company, among them first-year Helene Skaalerud and second-year Julia Wagner. They are both very happy with their apprenticeships so far, and particularly praise the working environment and the tasks they are being involved in.

Varied tasks

 What I appreciate most about the workplace is the positive environment.
 I also like the way we as apprentices regularly change departments so we are constantly being given different work tasks and getting exposure to almost everything they do in the company. Since I started, I have been involved in a lot of revision and testing of a variety of train components, including batteries, brake systems, engines and compressors, says Helene.

Julia also mentions the variation in her work when asked what she likes most about being an apprentice at Mantena. – The fact that the tasks are so varied means that we get new challenges all the time, so it never gets boring. For example, I have been involved in assembling a bogie, maintenance on a locomotive, and fixing engines. I also have to say that my colleagues are a big reason why my time here has been so positive, smiles Julia.

Bilal is an apprentice industrial fitter. – I originally wanted to be a car mechanic, but I became more and more interested in industrial technology. Here at Mantena, I have tried my hand at it, and I am very happy with the career choice I have made.

An important part of corporate social responsibility

HR Director Tone Sande says that Mantena's focus on apprentices is a key part of the company's recruitment policy.

- Apprenticeships are a natural part of our social responsibility and recruitment policy. The fact that we have a conscious commitment to this helps us gain more competent employees as well as ensuring that professional competence is developed in line with industry needs. At Mantena, the apprentices find a safe and evolving workplace with many exciting tasks and excellent opportunities for development. We will continue to welcome new apprentices and give them an opportunity, says Sande.

FACTS APPRENTICES IN MANTENA

Number of apprentices: 21

Mantena takes on apprentices in the following trades:

- Train electrician
- Automation
- Industrial fitter
- CNC machine operator
- Industrial mechanic
- Logistics
- Finish and surface treatment

RISK ANALYSES ON THE AGENDA

Risk assessments on the agenda at Mantena.

ore Hanseth is safety and quality advisor at Mantena. One of his tasks is to ensure that the company always complies with government laws and regulations, as well as applicable certifications and contractual requirements.

Risk-based approach

Hanseth explains that the rail sector has a strong process-based tradition, i.e. working primarily from procedures, instructions and other documentation to carry out maintenance. But the world is changing and now more is expected of both machines and the people operating them. They need to work faster and smarter, and this also brings increased risk. Together with changes in regulations and general conditions, the whole sector has moved from just thinking about processes to taking a more risk-based approach.

An important part of the work on safety and quality at Mantena lies in good risk analyses and safe job analyses (SJAs). Hanseth likes to view safe job analyses as an extra checklist to show that all of the required checks have been done.

- At Mantena, we have to have a constant focus on all possible factors that could affect safety on the line. An SJA is there to help us to successfully judge whether the tasks we do all the time could affect safety. Our SJAs and risk analyses have many purposes; among other things, they should reflect the maintenance of the rolling stock, help us to notify our customers when necessary, and help to safeguard health, safety and the environment. An important factor is that our analyses are organised in a way that ensures we follow-up on previously identified hazards or risks.

WE NEED TO WORK FASTER AND SMARTER, AND THIS ALSO BRINGS INCREASED RISK.

SJAs and first-line support

Having risk analyses as part of a management system is one thing; the challenge, says Hanseth, is to get people to use them in day-to-day work.

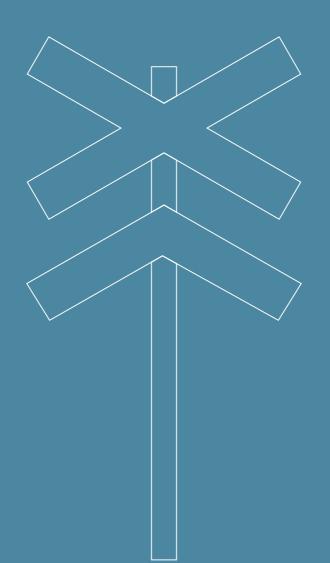
 Our risk analyses should be more than a tool for management. For us, it is important that all levels from mechanics and technicians to management should be proficient in using these tools. To encourage ownership and use, we have created a dedicated template. The SJAs have eight main areas depending on the area in which a risk assessment is to be carried out, and they ensure that the necessary areas are assessed. These points help us judge whether the work we do during maintenance could affect safety and ensure that assessments are consistent. Our SJAs are now used by both first-line staff and a wide range of mechanics, engineers and people in other roles.

The human factor

Hanseth believes that the human factor will become even more important when it comes to risk assessments in the rail sector in years to come.

- With the changes that the rail sector faces, we can't overlook the human factor in terms of seeing limitations and why unwanted incidents take place. The human factor will only grow in importance going forward. A high level of risk management at all levels is essential to ensure good deliveries, and of course to avoid unwanted incidents.







INNOVATION AND EFFICIENT TRANSPORT

THE SEARCH FOR **OPTIMUM MAINTENANC** PROGRAMMES

Innovation is a keyword in the effort to become the most innovative full-service supplier of maintenance services in the Nordic region.

antena has to be innovative in adopting new technologies and developing processes. This is one way to be even more efficient and particularly to provide even

better services and add value for our customers.

Optimising maintenance programmes

An important part of the work of developing maintenance services is the constant search for ways to optimise the maintenance programme. Optimisation will allow both Mantena and its customers to devote less resources to the work of maintaining the trains.

Condition-based maintenance

In the area of condition-based maintenance, Mantena conducts research programmes together with the Research Council of Norway. Among other things, we investigate how data received from

sensors installed i.e. on a bogie can be used as a basis for decisions on maintenance work. Newer train types now have systems installed to collect and transfer data. Mantena is actively using some of these systems today, and sees it as a helpful step in the future to install systems for transmitting data on trains that do not have such systems on board.

Another tool which is actively used involves reliability-centred maintenance (RCM) analyses. This tool makes it easier to develop the maintenance programmes in terms of safety, reliability, cost and efficient operation.

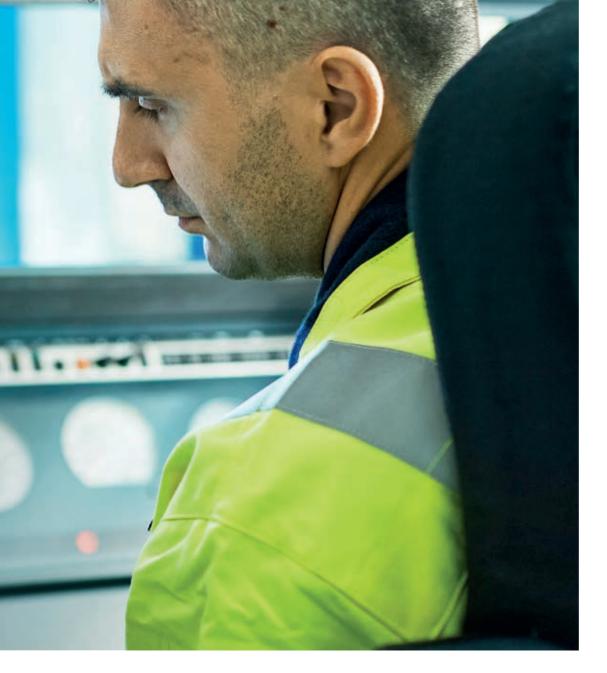
Mantena is also implementing automated maintenance. A wheel scanner has been acquired for the maintenance associated with the Øresundstog contract. Automatic measurement of wheel profiles is important for detecting wear

and prevent damage that could affect operations. The data collected is used to extend the life of the wheel discs. The equipment will be installed and put into service during 2021.

In sum, these activities will help to reduce time spent in the workshops, while maintaining safety, reliability and quality in the overall delivery of train sets.

Lifetime of old equipment

Trains have a long service life; in many cases they remain in operation for over 40 years. This presents challenges when it comes to procuring spare parts because of obsolescence. To meet this challenge, we have adopted 3D scanning to support re-engineering of spare parts. This technology allows us to keep the trains in operation for longer, as an affordable and efficient solution for customers. Mantena has partners in additive manufacturing



and 3D printing, both to create new parts and to overhaul and repair existing parts. By adopting new technology, Mantena also sees great opportunities to reuse more of the materials used in overhaul work to reduce waste.

3D scanning for documentation

Mantena is a major player in the business of repairing damage to trains in the Nordic countries. Over the past few years, solid experience has been built up in the use of technology such as 3D scanning to support the processes around repairs to trains.

Visual inspection and mapping of damage and repairs can be a very complex and time-consuming job with conventional measurement methods. It is also difficult to assess and document deviations in geometric tolerances with manual measurements. 3D scanning allows us to do this job more accurately and efficiently.

By comparing scan and reference geometry in an application, a digital targeted deviation report can be generated. We translate requirements from the manufacturer or customer into acceptance criteria. By having this expertise within the company, any discrepancies can be detected at defined times in the repair process. This results in better quality and efficient processes.

New internal operating models

The Operational Excellence Programme (OEP) has been an important initiative. The programme creates a common understanding on which to develop and implement a flow-oriented and selfenhancing business. Operational Excellence should support the whole organisation with knowledge and a common language to ensure optimum flow throughout the value chain. Mantena has chosen to collaborate with the researcher Niklas Modig, who has extensive experience of change and lean management.

In 2020, Group management and the main elected representatives went through the first part of the programme, the Foundation Course. In 2021, the Foundation Course will be implemented for all employees, while the Transformation Programme will be the next step for management and the main elected representatives.

New business models

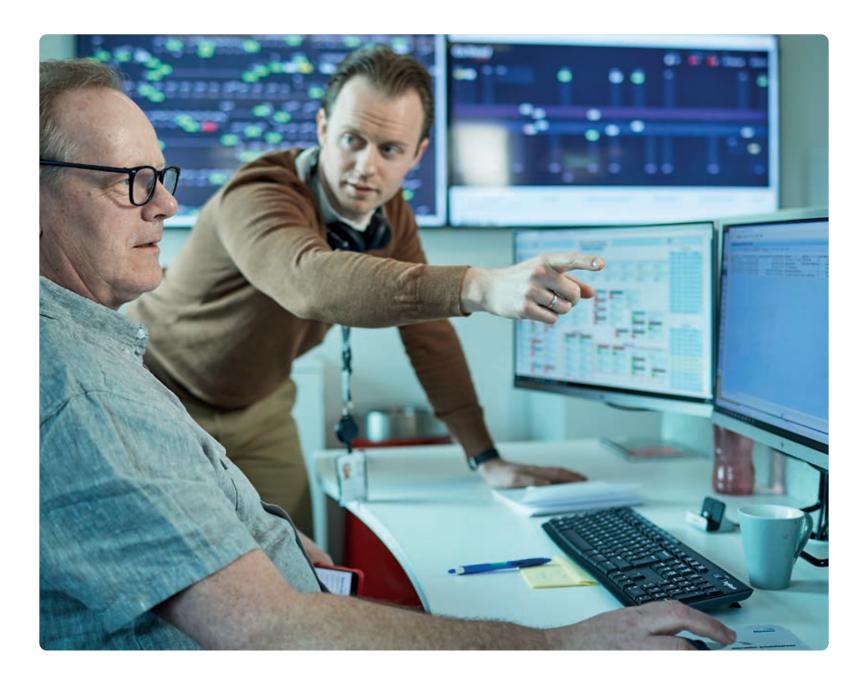
Mantena's concept for full-service maintenance is based on long experience of maintenance combined with a capacity for innovation. There is also a strong focus on new technology and an associated willingness to pick up knowledge and experience from other industries that face similar challenges, such as aerospace and defence.

Mantena will meet customer needs through partnerships where good full-service offerings are delivered efficiently.

New service areas

The important work that has been done in recent years to expand the full-service concept helped Mantena to add two new service areas to offer to our customers. One is to drive trains from workshop to platform, which is in response to our customers' needs. The other new service area is maintenance development and management (ECM = entity in charge of maintenance) for customers, where Mantena takes overall responsibility for dealing with the authorities and official requirements. Mantena has been ECM for Go-Ahead in Traffic Package 1 in Norway since its inception in 2019.

WITH OPTIMUM PROGRAMMES, BOTH MANTENA AND ITS CUSTOMERS WILL DEVOTE LESS RESOURCES TO THE WORK OF MAINTAINING THE TRAINS.



A new regulatory framework requiring certification of ECM for passenger trains will be mandatory for the railways. We are working to get certified under the new regulations (EU 2019/779) during 2021.

With the start of the Traffic Package 1 contract with Go-Ahead, we adopted our own Maintenance Management System called MIMS (Mantena Maintenance Integrated System). This is part of the full service offering and allows Mantena to efficiently record and manage maintenance data. The data can then be analysed in order to optimise the maintenance plans and the maintenance itself. It also ensures compliance with current ECM and RAMS requirements. With MIMS and electronic archiving systems, we can also offer to take care of all technical and/or maintenance documentation.

More about innovation in Mantena

The year 2020 tested our capacity for flexibility and innovation. On the following pages you can find out more about some of our innovation projects. These projects are examples of Mantena's ability to think in new ways and deploy new technology, or to use existing tools in new and innovative ways. Mantena Integrated Maintenance System

MANTENA AND SINTEF DIGITAL IN EXCITING COLLABORATION

Petter Lefoka, systems engineer

In 2020 we started an exciting collaboration with the optimisation group at the Research Council of Norway on system-based maintenance.

he project has been named RailCBM and will contribute to improving the company's competence in estimating and predicting the condition of components on rolling stock. This three-year-long pioneering project will be relevant for the Øresundstog contract, as well as others.

Developing a prototype

Systems engineer Petter Lefoka is responsible for testing and measurement systems in Mantena. He says that the project is an important part of Mantena's focus on the railway of the future.

 In order to take new steps in the maintenance of rolling stock, we need to look at the systems behind it. So this is not only an important project for Mantena, but for the entire industry. One of the most important goals is to develop a prototype of the so-called Condition Based Maintenance programme, hence the name Rail CBM. Another goal is to develop algorithms for predicting the condition of components in bogies.

 As part of this project, we are collecting data from several sources, including various measurement systems and the dynamic test bench at our workshop at Grorud. We are also working on installing vibration sensors on trains in traffic, to test algorithms on components in operation. The vibration analysis will allow us to review numbers from our machines in order to weed out unwanted vibrations and temperatures.

Developing collaboration

Research scientist Daniel Palhazi Cuervo at the Research Council of Norway is

THIS IS AN IMPORTANT PROJECT NOT ONLY FOR US, BUT FOR THE ENTIRE INDUSTRY.

Mantena

excited about the cooperation with Mantena.

We see condition-based maintenance as one of the most promising avenues for research and believe that further development of this technology can considerably reduce the need for maintenance and make maintenance more efficient. We are thrilled to work together with Mantena on paving the way towards a better and more sustainable railway sector.

MANTENA OFFERS CREATIVE SOLUTION TO THE CHALLENGE OF SPEED SENSORS

Mantena deploys test bench in new ways to tackle the challenge of speed sensors.

dynamic test bench is normally used for vibration and temperature testing on bogies. In response to challenges related to speed sensors on Type 72 trains, Mantena's motor department has deployed the test bench in a new approach to solve the problem.

The whole thing started with several motors not running as they should. The motors were sent back and forth between the workshop and the operator without completely identifying the problem.

Interdisciplinary cooperation

Hans Olav Storsveen from the motor department at Mantena says that it is not usual to only test engines on the dynamic test bench as they generally test whole bogies. But that in this case, they had to increase tests from the usual to get to the bottom of the sensor problem.

- The way we beat the challenge of the speed sensors and used the dynamic test bench in a new way to solve the problem, is the result of good interdisciplinary cooperation within Mantena between the motor department and the technical department, amongst others. This case is a good example of the way we sometimes have to rethink and use existing equipment in new ways to get to the bottom of a problem.

In-house expertise

Systems engineer Petter Lefoka is responsible for the testing and measurement systems at Mantena. Hans Olav Storsveen, engines department

Inteno

Together with Storsveen, he was at the forefront of the interdisciplinary cooperation, and worked on documenting and preparing hardware and testing equipment in advance.

- At Mantena, we focus on finding effective solutions to challenges that can arise at any time. We have the experience and expertise in-house to tackle various complex interdisciplinary issues, says Lefoka.

WE HAVE THE EXPERIENCE AND EXPERTISE IN-HOUSE TO TACKLE VARIOUS COMPLEX INTERDISCIPLINARY ISSUES.

FRESH THINKING AND INTERDISCIPLINARY COOPERATION

Creative problem-solving and interdisciplinary collaboration addressed the Covid issues affecting calibration of the brake testing unit.

Erling Flage shows off the new tool that was made for his colleague Erling Johnsrud.

he Covid pandemic has raised various challenges in our society over the past year. When the manufacturer of the brake testing unit was unable to send the necessary technical assistance from outside Norway because of the risk of infection, different departments within Mantena had to take a new approach.

It all started when the ToruPro brake testing device went beyond its calibration interval and there was no way of carrying out the necessary calibration in the goods vehicle department at Grorud. The challenge was to get the device approved without sending it away and without stopping production.

Plans for permanent system

The special project was headed by technician and team leader Erling Flage from the goods vehicle department. To solve the problem, he had to design and weld together a brand-new tool to enable the unit to be tested in the workshop. For now, only the unit at Grorud has been calibrated in this way, but the plan going forward is to have a permanent system in place to calibrate all ToruPro devices at Mantena, without the calibration manager from the manufacturer having to come to the workshop.

Different departments involved

Flage talks proudly of the interdisciplinary cooperation within Mantena.

- This project is a good example of how we at Mantena are coming up with new ideas and solving problems in exciting ways through interdisciplinary cooperation. We can never compromise on safety whatever challenges we might face. For this project, we worked in the goods vehicle department with Petter Lefoka from the technical department and Einar Johnsrud from the valve department, he says.



WE CAN NEVER COMPROMISE ON SAFETY WHATEVER CHALLENGES WE MIGHT FACE.

Using 3D scanning, Petter Lefoka and his colleagues create digital models of parts and components >>

3D SCANNING OF ROLLING STOCK AND COMPONENTS

Maintenance provider Mantena receives funding from the Research Council of Norway for an important digitalisation project.

nnovation is a vital part of being able to deliver modern maintenance services adapted to the new rail sector. In 2020, Mantena received funding from the Research Council of Norway for a project to look into 3D scanning and 'digital twins' of rolling stock and components.

The project in question is one of three ongoing research projects Mantena is currently running with the Research Council of Norway. Support has initially been granted for a preliminary project to look into the use of images, 3D laser scanning and 3D camera technology to build up a library of 3D representations of components and assemblies of 3D components for systems and vehicles.

Many advantages with 3D scanning

Project owner Tron Ranvik says that 3D scanning is useful for many reasons, and that re-engineering is an important part of this.

 A frequent challenge for us is that access to parts for older machinery can be limited or non-existent, or that lead times are very long. The manufacturer of the original part may no longer exist, and it will be costly to start fresh production of parts. Another challenge may be inadequate drawings and maintenance documents because the trains have been modified since they were new. With 3D scanning, we can create digital models of components and parts, which allows us to produce new production drawings and maintenance instructions, among other things.

WITH 3D SCANNING, WE CAN CREATE DIGITAL MODELS OF COMPONENTS AND PARTS.

Digital twins

Another important goal of the preliminary project is to investigate the possibility of producing replacement parts based on 'digital twins'. A 'digital twin' is a widely used term in the industry when it comes to digitalisation processes. In simple terms, this is a virtual copy of something physical, which can contribute to efficiency and cost reduction by creating better products.

Project manager Petter Lefoka believes it is important to find a functional solution to implement digital twins effectively in the maintenance work at Mantena.

- We want to have our components digitally available in a clear and simple system that skilled workers and people in other key roles have access to. One aim of the project going forward will be to define a functional solution for digital twins, says Lefoka.

Hoping to carry the work forward

Now Ranvik and Lefoka are hoping to take the project forward.

- This is a project of great technological and research interest which also has a practical application, says Ranvik.



BOARD OF DIRECTORS



Kari Broberg Chair

Kari Broberg is employed as project director at SINTEF Manufacturing AS and runs a farm at Toten. Broberg has experience of telecommunications, logistics and restructuring. She currently holds board positions in Cernova AS and Total Innovation AS. In the past, Broberg has been a director in CargoNet, Telenor, Norconsult, among others. Broberg holds a master's degree in business administration from BI Norwegian Business School.



Ronny Solberg Deputy chair

For the past five years, Ronny Solberg has worked as CEO of several companies in Georgia. There he headed development of a large hydroelectric power plant and developed a new deep water port with roads, railways and power lines. Solberg has a background from manufacturing companies such as ABB, Statnett, Clemens Kraft and ADtrans/Bombardier. Among other things, Flytog, Signaturtog and InterCity trains were supplied under his leadership at ADtrans/Bombardier. Solberg also has board experience from ABB and Motor & Generator Service as well as a number of energy production companies. Solberg holds a master's degree in civil engineering and finance from NTNU in Trondheim.



Marianne Kartum Board member

Marianne Kartum is a lawyer and partner at Simonsen Vogt Wiig. Kartum has special expertise in employment law, and considerable experience of advising on termination and changes of employment conditions, including downsizing and restructuring processes. Kartum has many years of experience from various boards in private and public-sector businesses. Today she is a director at Danica Pensjonsforsikring AS and Mercur Capital ASA, among others. Kartum is a Master of Laws from the University of Oslo.



Stian Hårklau Board member

Stian Hårklau holds a master's degree in logistics and supply chain management. For the past 15 years, he has held various management roles, all of them associated with logistics and transport-related businesses. Hårklau has worked with buses and freight in the Firda Billag Group, before moving to ferry and express boat operations in Fjord1 where he has been CFO, commercial director and operations director. In recent years he has spent time in the aviation business, as head of the helicopter company Airlift, with operations spread out across much of the country



Tord Helland Board member

Tord Helland holds a master's degree in business administration from the Norwegian School of Economics and Business Administration in Bergen. Helland works as CFO of the ferry and express boat operator Norled where he has been employed since 2010. He has previous experience from PWC (Oslo), Mesta AS (Lysaker) and Sandnes Sparebank. Helland has served on the board of Tide AS (2017 to March 2020), and has been a board member/chairman of the board of internal Norled companies.



Torbjørn Støre Board member (employee representative)

Torbjørn Støre is a qualified aircraft systems mechanic and worked for SAS at Gardermoen for five years. He started as a mechanic at Mantena Marienborg in 2003, and for the last 17 years has worked with light and heavy maintenance on BM93 trains. In the spring of 2020, Støre was elected chair of Statsbanenes Verkstedforening (the federation of Norwegian railway workshop technicians) in Trondheim and as deputy chair of the national council of workshop technicians.



Nils Ole Morken Board member (employee representative)

Nils Ole Morken qualified as a sheet metal worker at KONE AS. Morken joined NSB in 1985 and currently works as a skilled worker in the carriage department in Lodalen. He is deputy chairman of Verkstedklubben Lodalen, sits as a board member of Statsbanenes Verkstedarbeiderforening (the federation of Norwegian railway workshop technicians) in Oslo and is treasurer of the national council of workshop technicians.



Petter Trønnes Board member (employee representative)

Petter Trønnes is a skilled worker at Mantena and chairs the national council of workshop technicians within the Norwegian Union of Railway Workers. Trønnes is also senior union representative, and has been an elected officer since 2003. He started as an apprentice plumber at the NSB workshop in Grorud in 1989, and has since worked there as a plumber and mechanic.





BOARD OF DIRECTORS' REPORT FOR 2020

Apart from the operations in Norway, Mantena AS also comprises Mantena Sverige AB, Mantena Finland OY and Mantena Danmark A/S. Mantena's head office is at Jernbanetorget 1 in Oslo.

Mantena is the largest provider of maintenance services to train operators in Norway. The core activity is maintenance of locomotives, rolling stock and motor units during breaks in service.

Mantena also provides workshop services for maintenance of components and parts, and has an extensive logistics function. Mantena also carries out maintenance and repairs on track maintenance machinery in Norway.

Mantena provides maintenance services in Sweden through its subsidiary Mantena Sverige AB. It also has start-ups in Finland and Denmark.

Presentation of the financial statements

Mantena AS, Mantena Sverige AB, Mantena Finland OY and Mantena Danmark A/S are consolidated into the Group financial statements for Mantena.

Revenue for 2020 in the Mantena Group is MNOK 1,536 (MNOK 1,570 in 2019). Of this, Mantena AS accounts for MNOK 1,340 (MNOK 1,358 in 2019). This represents roughly the same level of activity in 2020 as in 2019.

The operating profit for the Group was MNOK 40 (MNOK 92 in 2019) and for Mantena AS, MNOK 50 (MNOK 137 in 2019).

Profit after tax for the Group is NOK 38 million (MNOK 75 in 2019) and for Mantena AS MNOK 46 (MNOK 112 in 2019). The change in operating profit and profit after tax is mainly due to changes in commercial terms and content of the services for contracts won by competitive tender, as well as an unrealised foreign exchange gain on a long-term receivable in Swedish kroner.

Investments in property, plant and equipment totalled MNOK 27 in 2020.

The provision for restructuring in Mantena AS is MNOK 22 million at the end of 2020.

Cash flow from operational activities was minus MNOK 376, investment activities were minus MNOK 9, and financing activities

were plus MNOK 107 in 2020. The difference between the cash flow from operational activities and operating profit is affected by stocking-up of parts under the new contracts, as well as the payment of employer's contributions in connection with the final settlement in the Norwegian Public Service Pension Fund.

The Board proposes that the positive result for the year be transferred to other equity.

After year-end appropriations, the Group equity ratio is 37% (38% in 2019), while the equity ratio for Mantena AS is 46% (42% in 2019).

Going concern

The Group has equity of MNOK 430 at 31.12.2020. Mantena AS has equity of MNOK 466 at 31.12.2020. The year-end appropriation has been made on the assumption of a going concern.

Financial market risk

Foreign exchange risk

Mantena buys and sells mainly in Norwegian kroner. There is some currency exposure related to Swedish kroner through operations in Mantena Sverige AB. Mantena has exposure from purchases of parts in euros. Exposure to the euro has gradually increased with the launch of Traffic Package 1 in 2019 and Traffic Package 2 in Norway in 2020, as well as the Øresundstog contract in Sweden in December 2020. These new contracts include a proportionately larger share of parts purchases than earlier contracts.

Interest rate risk

The Group is exposed to changes in interest rates, as the company has interest-bearing debt in the form of utilised drawing rights with a fixed credit limit.

Liquidity risk

There was little risk related to liquidity in 2020. In 2021, Mantena has extended the credit limit on the company's drawing facility.

Credit risk

Mantena's principal customers are state-owned companies. In Mantena's judgment, these state-owned customers, even after restrictions on their business arising from the coronavirus pandemic, still have liquid funds available. The credit risk is therefore still considered low.

Market risk

Stronger competition in the market is also expected as a result of the ongoing rail reform.

The future

Future competition will be met with high-quality services and efficiency. For several years, continuous efforts have been made to meet customer needs and to respond to increased efficiency and delivery requirements.

Mantena won the award procedure for Traffic Package 2 North in 2020, where the customer is SJ Norge AS. Traffic started on 8 June 2020.

In 2020, Flytoget AS triggered an option for further cooperation until 2028.

During the year, several contracts have been won relating to rebranding of train sets with customers Vy and Go-Ahead.

Mantena has also been awarded a contract for the installation of internet repeaters on trains, where the customer is Site Service. And last but not least, framework agreements have been entered into with Norske Tog, Stadler, BaneNor, Transitio and Vy.

The coronavirus pandemic

From March 2020, the coronavirus pandemic and the extensive and far-reaching infection control measures ordered by the authorities led to an extraordinary situation and a lot of uncertainty for the Group.

The Group's customers were affected by fewer train travellers and decreasing volumes of traffic, resulting in less demand for Mantena's maintenance services, lower revenues and thus lower productivity. For a time, part-time leave of absence was granted to some production employees.

The authorities' infection control measures and entry restrictions have affected some supplier deliveries from foreign producers. The challenges from delayed supplier deliveries have been addressed in close cooperation with customers.

The travel restrictions have affected the scope for effective interaction between our locations and, in particular, mobility between Norwegian and Swedish locations.

In early March, Mantena established a dedicated team to ensure that the Group's infection control measures are coordinated and appropriate. The measures are enshrined in a corporate governance document for the coronavirus pandemic, which is regularly communicated to employees, suppliers and customers. Effect surveys have been carried out showing that employees have a good understanding of the measures. Mantena follows the authorities' recommendations. A number of measures have been implemented to prevent infection, maintain production and contribute to corporate social responsibility. Shift arrangements have been adjusted to reduce contact between employees. Administrative staff have worked from home for much of the period.

Good compliance with the infection control measures has made it possible to maintain production. Very little infection has been recorded among employees, and individual cases have been handled in accordance with the corporate governance document.

Mantena has not been eligible for any public support schemes, and has therefore not received any such funding.

The coronavirus pandemic and the far-reaching infection control measures ordered by the authorities place demands on the Group's services and restructuring. The consequences of pandemic for the Group are expected to continue until the national vaccination programme has been completed with the expected effect. Until then, appropriate infection control measures and production changes will be maintained.

Personnel and expertise

At the end of the year there were 1009 employees in the Mantena Group (958 in 2019), which represents an average of 945 full-time equivalents (956 in 2019). At the end of the year there were 807 employees in Mantena AS (842 in 2019), which represents 799 fulltime equivalents (844 in 2019).

Mantena is an inclusive (IA) employer. Good and targeted work has been done managers and elected officials to meet the objectives in the IA agreement. Mantena aims to be an attractive workplace, with a working environment characterised by openness and trust.

Mantena takes responsibility for bringing apprentices into the company to ensure future access to skills. All employees must go through a training programme, and certifications as required to carry out current and future contracts. Employees are also put into a broad training programme related to project management and productivity-promoting measures.

Equality and diversity

Mantena aims to maintain equality and equal opportunities in terms of pay, employment, promotion and education and training. The company has a wide and diverse range of managers and employees, where individual qualities are respected and valued.

Mantena has a conscious strategy of encouraging women and people with immigrant backgrounds to apply for jobs in the company. It ensures that women and men are offered equal opportunities to assist in the different tasks within the company. Most women in the company are in management and administrative positions. In Mantena's management team, there are three women and seven men. The proportion of women in the Mantena Group is 8.4 per cent (87 employees), while the proportion in Mantena AS is 8.1 per cent (67 employees). On the Board of Mantena there are two women and six men.

In Mantena AS there are four women employed in temporary positions, representing 25% out of a total of 16 temporary employees. There are two women employed in temporary positions, representing 16.7% out of a total of 12 temporary employees. The average number of weeks of parental leave is 28.8 for women and 11.0 for men.

Corporate governance

Mantena follows the Norwegian Code of Practice for Corporate Governance and the Government's corporate governance policy and national principles enshrined in Storting White Paper No 8-2019-2020. This ensures good interaction between the owners, the Board of Directors and the management of the company. Mantena strives for end-to-end management of the business to achieve the goals set by the owner for the business, broken down into the targets and policies adopted by the Board and management.

The Corporate Governance Statement is published on www. mantena.org. See page 88.

The work of the Board

- During the year, the Board of Directors held 15 meetings.
- In 2020, the Board of Directors did not have any board committees.
- Directors' liability insurance has been taken out for the members of the Board.

HSE and traffic safety

Mantena puts safety first. Serious incidents were recorded in 2020 which, under other circumstances, could have had serious consequences. The cases have been followed up and dealt with in accordance with Mantena's management system.

Systematic safe job analyses and risk analyses are carried out, which form the basis for the preventive work. In 2020, 27 injuries were reported in Mantena AS (38 in 2019). In 2020, 33 injuries were reported in the Mantena Group (47 in 2019).

The working environment is considered good.

Sickness absence in Mantena Group in 2020 was 6.4% (7.0% in 2019) and in Mantena AS, 6.9% (7.6% in 2019).

The H1 factor was measured at 11.8 in the Mantena Group (11 in 2019). The H1 factor was measured at 11.2 in Mantena AS (11 in 2019).

External environment

Mantena recognises that its business affects the environment. This is why continuous efforts are being made to improve the company's environmental performance and cut pollution, by setting its own requirements as well as meeting regulatory requirements and standards.

No issues have been reported with the handling of hazardous waste.

In 2020, three environmental emissions (O in 2019) were reported in the Mantena Group and Mantena AS. None had any serious environmental consequences.

Oslo, 25.03.2021

Kari Broberg Chair (Sign) Ronny Solberg Deputy chair (Sign) Vidar Leirvik Acting Managing Director (Sign)

Marianne Kartum (Sign) Stian Hairklau (Sign) Tord Helland (Sign)

Petter Trønnes (Sign) Nils Ole Morken (Sign) Torbjørn Støre (Sign)

AMBITIONS

	Value driver	Ambition	Activity
Growth	New contracts New customers Customer satis- faction	Significant growth in the period 2021-2025	Selecting the right contracts through good tendering procedures. Securing assignments in addition to public tendering procedures.
G	Best at innovation New growth areas	Train performance ECM Engineering Infrastructure	Becoming a full-service supplier to the rail market requires more sources of revenue and will result in greater growth. Healthy growth may provide economies of scale.
Profit	EBIT Operating margin	Satisfactory operat- ing margin	Unified project and contract management. Equal training and equal implementation. Focus on flow in work processes and extensive use of the MIMS production system. Good provision of workshop facilities.
	Stable return to owner over time	Prudent returns	Long-term return, provides sustainable business, secure jobs and good general conditions.
ient	Environmental	No damage to the environment from own operations	Establish and follow up an environmental programme with annual mapping of the environmental aspects of the business. Regular follow-up and annual review before setting fresh targets.
People and the environment	performance	Sickness absence < 6.0%	
ple and the	The Mantena way	Project management Improvement work	To ensure consistent project execution. Continue the newly-launched Operational Excellence programme to improve workflows with increased productivity as a year-over-year goal.
Peol	Uniqueness	Unified leadership	Conduct monthly management courses according to a plan for ensuring unified management.
rity	Safe workplace and	H1 < 5.0	Further focus on safety with an emphasis on finding new tools, work processes and safety equipment.
Security	rail traffic	Avoid unwanted incidents resulting from working on and running trains.	Emphasis on competence and skills development, continuous improvement through systematic efforts, and follow-up of incident reports. Good processes and causal analyses when incidents occur. Determine goals and KPIs and ensure continuous follow-up.



KEY FIGURES

KEY FIGURES	2020	2019	2018
Revenue	1,536	1,571	1,502
Operating profit	40	92	-8
Operating margin	2.6%	5.8%	-0.5%
Operating equipment	102	100	103
Inventory	497	153	111
Banking/financial assets	-	278	172
Long-term loans	-	-	-
Pension liabilities	157	161	545
Equity	428	390	146
Equity ratio	37.5%	38.2%	13.2%



FINANCIAL STATEMENTS MANTENA AS

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INCOME STATEMENT

All figures in TNOK

	Operating profit	49,885	137,477
	Total operating expenses	1,289,857	1,220,753
3, 12	Other operating expenses	321,265	444,316
4	Depreciation of property, plant and equipment and intangible assets	15,447	14,208
2, 11	Payroll costs	307,339 645,807 15.447	630,968
	Cost of goods sold	307,339	131,261
	Total operating income	1,339,742	1,358,230
12	Operating income	1,339,742	1,358,230
Note	OPERATING INCOME AND EXPENSES	2020	2019

Note	FINANCIAL INCOME AND EXPENSES	2020	2019
12	Interest income from enterprises in the same group	-	705
	Other financial income	8,993	5,290
	Change in value of financial instruments measured at fair value	-	6,006
	Net financial expenses, pensions	-	-
	Other financial expenses	-364	-5,002
16	Net financial income	8,629	6,999

PROFIT FOR THE YEAR BEFORE TAX	58,515	144,476

	TAX EXPENSES	2020	2019
13	Tax expenses	12,878	31,990
	PROFIT FOR THE YEAR	45,637	112,486

Note	TRANSFERS	2020	2019
10	Transferred to/from other equity	45,637	112,486
	TOTAL TRANSFERS	45,637	112,486

BALANCE SHEET

All figures in TNOK

ASSETS

	Fixed assets		
Note	Intangible assets	2020	2019
13	Deferred tax assets	79,021	91,898
	Total intangible assets	79,021	91,898

Note	Property, plant and equipment	2020	2019
	Machinery and equipment	20,051	40,704
	Operational control systems	22,137	34,149
	Operating equipment, fixtures, tools, office machinery etc.	53,312	24,183
4	Total property, plant and equipment	95,500	99,036

Note	Financial fixed assets	2020	2019
5, 12	Investment in subsidiaries	57,196	57,209
8, 12	Loans to enterprises in the same group	395	395
8	Other receivables	99,674	102,316
	Total financial fixed assets	157,265	159,920
	TOTAL FIXED ASSETS	331,785	350,854

	Current assets		
Note	Goods	2020	2019
7	Goods	414,660	99,596

Note	Receivables	2020	2019
12	Trade accounts receivable	184,528	187,177
12	Other receivables	110 473	75,202
	Total receivables	295,001	262,379

Note	Investments	2020	2019
6	Other market-based financial instruments	-	16
	Total investments	-	16

Note	Bank deposits	2020	2019
17	Cash in hand and at bank	-	283,074
	TOTAL CURRENT ASSETS	709,661	645 064
	TOTAL ASSETS	1,041,446	995,918

All figures in TNOK

EQUITY AND LIABILITIE

	Equity		
Note	Paid-up equity	2019	2019
9	Share capital (100,000 shares @ NOK 1,000)	270,000	270,000
	Other paid-up equity	273,474	273,474
10	Total paid-up equity	543,474	543,474

Note	Retained earnings	2019	2019
10	Other equity	-77,300	-122,937
	Total retained earnings	-77,300	-122,937
10	TOTAL EQUITY	466,173	420,536

Noncurrent liabilities

Note	Provision for liabilities	2019	2019
11	Pension liabilities	157,300	160,860
	TOTAL NONCURRENT LIABILITIES	157,300	160,860

Note	Current liabilities	2019	2019
	Accounts payable	47,357	35,838
13	Tax payable	-	-
	Social security and other charges	139,834	160,807
12, 14	Other current liabilities	230,782	217,876
	TOTAL CURRENT LIABILITIES	417,973	414,521
	TOTAL LIABILITIES	575 273	575 382
	TOTAL EQUITY AND LIABILITIES	1,041,446	995,918

Oslo, 25.03.2021

Kari Broberg Chair _(Sign)

Marianne Kartum (Sign)

Petter Trønnes (Sign) Ronny Solberg Deputy chair _(Sign)

Stian Hairklau (Sign)

Nils Ole Morken (Sign) Vidar Leirvik Acting Managing Director (Sign)

> Tord Helland (Sign)

Torbjørn Støre (Sign)

CASHFLOW STATEMENT

All figures in TNOK CASH FLOWS FROM OPERATING ACTIVITIES Profit for the year before tax 58,515 144,476 Tax paid in the period _ Ordinary depreciation 15,447 14,208 2,989 Impairment of property, plant and equipment Pension costs with (-) / without (+) cash effect -3,560 -383,846 Gains from sales of financial assets _ -6,006 Financial items with no liquidity effect -2,780 _ Unrealised foreign exchange gain/loss on receivables -3,453 1,972 -315,064 Change in stocks of goods -35,147 Change in receivables and prepaid expenses -32,607 -70,714 Change in accounts payable 11,519 9,572 Change in other liabilities 81,980 -35,156 Net cash flows from operating activities -307,139 -240,515

Proceeds from sales of financial current assets	-	208,254
Deposits/loans to subsidiaries	-	-395
Proceeds from long-term receivables	17,565	10,986
Purchase of property, plant and equipment	-20,767	-20,189
CASH FLOWS FROM INVESTMENT ACTIVITIES	2020	2019

CASH FLOWS FROM FINANCING ACTIVITIES	2020	2019
Paid-up equity	-	170,000
Drawing rights	27,268	-
Net cash flow from financing activities	-	170,000

Net change in cash in hand and at bank	-283,073	128,141
Cash in hand and at bank at 01.01	283,073	154,932
Cash in hand and at bank at 31.12	-	283,073



NOTES

NOTE 1 - ACCOUNTING POLICIES

The financial statements have been prepared in accordance with the Norwegian Accounting Act of 1998 and good accounting practice in Norway.

General rule for valuing and classifying assets and liabilities Assets intended for long-term ownership or use are classified as fixed assets. Other assets are classified as current assets. Receivables to be repaid within a year are classified as current assets.

Similar criteria are used to classify current and noncurrent liabilities.

Current assets are valued at the lower of acquisition cost and fair value.

Fixed assets are valued at acquisition cost, but are written down to the recoverable amount if this is lower than the book value and the impairment is not expected to be transient. Fixed assets with a limited useful life are depreciated over the expected period of use.

Other current and noncurrent liabilities are valued at face value.

Assets and liabilities in foreign currency

Receivables and liabilities in foreign currency are converted at the rate in place on the balance sheet date.

Intangible assets

Expenses for own production of intangible assets, including expenses for internal research and development, are recognised when it is likely that the future financial benefits associated with the assets will fall to the company and the acquisition cost can be reliably measured.

Intangible assets purchased individually are recognised at acquisition cost. Intangible assets taken over as part of the acquisition of a company are recognised at acquisition cost when the criteria for recognition are met.

Intangible assets with a limited useful life are depreciated over the expected period of use. Intangible assets are written down to the recoverable amount if the expected financial benefits do not cover the carrying amount and any remaining production costs.

Leases

Operating equipment leased on conditions that essentially transfer financial risk and control to the company (financial leasing) is recognised under property, plant and equipment and the associated lease liabilities are reported under interestbearing long-term debt at the present value of the lease payments. The fixed asset is depreciated over its useful life, and the liability is reduced by lease payments made minus calculated interest costs.

Shares and shares in associated companies and subsidiaries

Investments in subsidiaries are valued by the cost method. Where an impairment is not considered to be transient, and it is considered necessary according to good accounting practice, investments are written down to fair value. Dividends received and group contributions from the subsidiaries are recognised as other financial income. The same applies to investments in associated companies.

Financial instruments, including fixed-income funds, which

- are classified as current assets,
- are included in the company's liquidity,
- are traded on a stock exchange, authorised marketplace or similarly regulated market abroad, and
- have diverse ownership and good liquidity, are measured at fair value on the balance sheet date.

Goods

Goods are valued at the weighted average purchase price. For raw materials and work in progress, the net sales value is calculated as the market value of finished goods minus any remaining manufacturing costs and sales costs.

Goods from own production are valued at the lower of full manufacturing cost and fair value.

Income

From sales of services:

Income is recognised when it is earned, i.e. when claims for payment (consideration) arise. This happens when the service is provided, as and when the work is carried out. The income is recognised at the value of the consideration at the time of the transaction.

For contracts with defined income over the contract period which are expected to result in net losses because the cost of provision exceeds the income, a provision is made for the best estimate of the net cost over the remaining contract period.

Where the contract includes an option for the customer to extend the agreement, there is an assessment of the probability of the option being exercised.

Receivables

Trade accounts receivable and other claims are reported at face value minus any provision for expected losses. Loss provisions are made on the basis of an individual assessment of the specific receivables.

Cash in hand and at bank

Cash in hand and at bank includes cash, bank deposits and other means of payment with due dates less than three months from acquisition.

Warranties and service work

For sales, the whole of the sale price, including the part relating to future warranty and service work, is taken to income at the time of the sale.

A provision is made for future warranty and service work.

Pensions

As from 01.01.2019, a defined-contribution pension scheme has been implemented in the company. The company's definedcontribution scheme is organised in accordance with the Norwegian Act on Defined-Contribution Pensions.

On 31.12.2018, the company implemented an occupational pension scheme for older employees who could not be enrolled in a private AFP scheme.

This relates to employees born before 1964. The occupational pension has a fixed term for the company, with payments due in the period 2019-2030. The effect of this was recognised on implementation at 31.12 2018.

Costs

As a general rule, costs are recognised in the same period as the corresponding income. In cases where there is no clear relationship between expenditure and income, the allocation is determined according to discretionary criteria.

Other exceptions to the matching principle are indicated where applicable.

Taxes

The tax expense is matched against the accounting profit before tax. Tax related to equity transactions is recognised in equity. The tax expense consists of tax payable (tax on the year's direct taxable income) and changes in net deferred tax.

Deferred tax and deferred tax assets are presented net in the balance sheet.

Accounting currency and presentation currency

All figures are reported thousands of Norwegian kroner (TNOK).



NOTE 2 - PAYROLL COSTS, NUMBER OF EMPLOYEES, REMUNERATION, LOANS TO EMPLOYEES ETC.

Salaries, incl. employer's national insurance contributions Pension costs - defined-benefit scheme Pension costs - defined-contribution scheme	600,585 7,400	603,751 -20,379
	7,400	-20,379
Pension costs - defined-contribution scheme		
	29,653	42,856
Other benefits, incl. provision for restructuring costs	8,168	4,740
Total	645,807	630,968

Number of FTEs as of 31.12 of the financial year

844

799

				- ·	
Payments to senior executives		Fixed salary	Variable pay	Pensions	Other benefits
CEO	Kjetil Hovland	2,219	-	152	-
CFO	Vidar Leirvik	1,311	689*	232	-
Director, Products and Projects	Jan Tore Iversen	1,319	75	150	-
Service Director	Knut Arild Johannesen	1,109	-	133	-
Safety and Quality Director	Roy Vidar Sannerhaugen	986	-	111	-
HR Director	Tone Sande	1,075	-	152	-
IT Director	Sølvi Andersen Kirkemo	1,131	-	341	-
Commercial Director	Silje Nilsen	1,001	-	147	-
Logistics Director	Andreas Nistad	1,117	-	214	60
Business development	Tron Ranvik	1,182	-	215	-

The CEO is a member of the company's defined-contribution pension scheme, which covers all employees.

The premium for this has not been identified and so is not included in the figures above.

The CEO has an agreement for a maximum of 6 months' severance pay if he should leave the company at the request of the Board.

*Variable payroll cost is related to salary in the period as Acting CEO in 2020. Other remuneration includes costs related to the company's defined-contribution pension scheme.

Auditor - Remuneration to Deloitte AS and partner companies is as follows:	2020	2019
Statutory audit	120	319
Other services than regular audits	165	550
Total	285	869

NOTE 3 - OPERATING EXPENSES

Breakdown of other operating expenses	2020	2019
Sales and administration costs	1,013	47,176
Cost of premises, leased machinery and energy	226,480	364,609
Other operating expenses	93,772	32,531
Total	321,265	444,316

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT

Machinery and equipment total systems trospectTronsportFacilities under con- struction struction struction total struction struction total struction		N4 11 1				
Purchase of operating equipment 3,580 20,305 384 20,767 45,036 Disposals - - - -24,269 -24,269 Acquisition cost 3112.20 152,694 21,199 16,756 - 190,649 Cum. depreciation 3112.20 152,694 21,199 16,756 - 190,649 Book value as of 3112.20 48,053 43,607 1,691 2,148 95,500 Depreciation for the year 12,532 10,847 924 - 24,303 Operational control systems have been written off to the value of NOK 8,856. The cost is covered by funds for restructuring; see Note 14. 8,856 Depreciation plan 1inear 1inear 1inear - - Rental of operating equipment and premises 5,90 years 5,90 years 5,30 years 5,868 3,847 Annual rental of unrecognised operating equipment 5,868 3,847 3,847 3,847 3,847				Transport		Total
Disposals24,269Acquisition cost 3112.20200,74764,80618,4472,148286,148Cum. depreciation 3112.20152,69421,19916,756-190,649Cum. depreciation, impairment and write-downs 31,12.20152,69421,19916,756-190,649Book value as of 31,12.2048,05343,6071,6912,14895,500Depreciation for the year12,53210,847924-24,303Operational control systems have been written off to the value of NOK 8,856. The cost is covered by funds for restructuring; see Note 14.8,856Depreciation for the year in the income statement152,4945,900 years5,300 years5,300 yearsUseful life5-30 years5 years5-300 years-15,447Depreciation planlinearlinearlinearlinearlinearRental of operating equipment and premises2000200193,847Annual rental of unrecognised operating equipment5,8683,847Rental of property113,446116,551	Acquisition cost 01.01.20	197,167	44,501	18,064	5,649	265,381
Acquisition cost 3112.20200,74764,80618,4472,148286,148Cum. depreciation 3112.20152,69421,19916,756-190,649Cum. depreciation, impairment and write-downs 3112.20152,69421,19916,756-190,649Book value as of 31.12.2048,05343,6071,6912,14895,500Depreciation for the year12,53210,847924-24,303Operational control systems have been written off to the value of NOK 8,856. The cost is covered by funds for restructuring; see Note 14.8,856Depreciation for the year in the income statement152,4975,30 years5,30 yearsUseful life5-30 years5 years5-30 years-Depreciation planlinearlinearlinear100,497Annual rental of unrecognised operating equipment5,8683,8473,847Rental of property113,446116,551	Purchase of operating equipment	3,580	20,305	384	20,767	45,036
Cum. depreciation 3112.20 152,694 21,199 16,756 - 190,649 Cum. depreciation, impairment and write-downs 31.12.20 152,694 21,199 16,756 - 190,649 Book value as of 31.12.20 48,053 43,607 1,691 2,148 95,500 Depreciation for the year 12,532 10,847 924 - 24,303 Operational control systems have been written off to the value of NOK 8,856. The cost is covered by funds for restructuring; see Note 14. 8,856 Depreciation for the year in the income statement 15,447 Useful life 5-30 years 5 years 5-30 years - Depreciation plan linear linear linear - Annual rental of unrecognised operating equipment 5,868 3,847 Rental of property 113,446 116,551	Disposals	-	-	-	-24,269	-24,269
Curr, depreciation, impairment and write-downs 31.12.20152,69421,19916,756-190,649Book value as of 31.12.2048,05343,6071.6912.14395,500Depreciation for the year12,53210,847924-24,303Operational control systems have been written off to the value of NOK 8,856. The cost is covered by funds for restructuring; see Note 14.8,856Depreciation for the year in the income statement15,40715,407Useful life5-30 years5 years5-30 years-Depreciation planlinearlinearlinear10Annual rental of unrecognised operating equipment5,8683,8473,847Rental of property113,446116,551116,551	Acquisition cost 31.12.20	200,747	64,806	18,447	2,148	286,148
Curr, depreciation, impairment and write-downs 31.12.20152,69421,19916,756-190,649Book value as of 31.12.2048,05343,6071,6912,14895,500Depreciation for the year12,53210,847924-24,303Operational control systems have been written off to the value of NOK 8,856. The cost is covered by funds for restructuring; see Note 14.8,856Depreciation for the year in the income statement15,44715,447Useful life5-30 years5 years5-30 years-Depreciation planlinearlinearlinear10Annual rental of unrecognised operating equipment5,8683,8473,847Rental of property113,446116,551116,551	Cum. depreciation 31.12.20	152.694	21.199	16,756	-	190.649
Depreciation for the year 12,532 10,847 924 - 24,303 Operational control systems have been written off to the value of NOK 8,856. The cost is covered by funds for restructuring; see Note 14. 8,856 Depreciation for the year in the income statement 15,447 Useful life 5-30 years 5 years 5-30 years - Depreciation plan Iinear Iinear Iinear 1 Rental of operating equipment and premises 2020 2019 Annual rental of unrecognised operating equipment 5,868 3,847 Rental of property 113,446 116,551	Cum. depreciation, impairment and	,			-	
Operational control systems have been written off to the value of NOK 8,856. The cost is covered by funds for restructuring; see Note 14. 8,856 Depreciation for the year in the income statement 15,447 Useful life 5-30 years 5 years 5-30 years - Depreciation plan linear linear linear 1 Rental of operating equipment and premises 2020 2019 Annual rental of unrecognised operating equipment 5,868 3,847 Rental of property 113,446 116,551	Book value as of 31.12.20	48,053	43,607	1,691	2,148	95,500
Depreciation for the year in the income statement 15,447 Useful life 5-30 years 5 years 5-30 years Depreciation plan linear linear linear Rental of operating equipment and premises 2020 2019 Annual rental of unrecognised operating equipment 5,868 3,847 Rental of property 113,446 116,551	Depreciation for the year	12,532	10,847	924		24,303
Useful life5-30 years5 years5-30 years-Depreciation planlinearlinearlinearlinearRental of operating equipment and premises20202019Annual rental of unrecognised operating equipment5,8683,847Rental of property113,446116,551	Operational control systems have been written off to the	value of NOK 8,856.	The cost is covered b	y funds for restructu	ring; see Note 14.	8,856
Depreciation planlinearlinearlinearRental of operating equipment and premises20202019Annual rental of unrecognised operating equipment5,8683,847Rental of property113,446116,551	Depreciation for the year in the income statement					15,447
Rental of operating equipment and premises20202019Annual rental of unrecognised operating equipment5,8683,847Rental of property113,446116,551	Useful life	5-30 years	5 years	5-30 years	-	
Annual rental of unrecognised operating equipment5,8683,847Rental of property113,446116,551	Depreciation plan	linear	linear	linear		
Rental of property 113,446 116,551	Rental of operating equipment and premises				2020	2019
	Annual rental of unrecognised operating equipment				5,868	3,847
Total 119,314 120,399	Rental of property				113,446	116,551
	Total				119,314	120,399

NOTE 5 - SUBSIDIARIES, ASSOCIATED COMPANIES ETC.

Company	Acquisition date	Registered office	Share of votes	Holding	Book value
Mantena Sverige AB	01.07.07	Oslo	100%	100%	56,519
Mantena Danmark A/S	05.02.18	Copenhagen	100%	100%	652
Mantena Finland OY	09.05.18	Helsinki	100%	100%	37

Company	Currency	Exchange rate	Equity according to last financial state- ments	Net profit accord- ing to last financial statements
Mantena Sverige AB	SEK	1.04	20,997	-7,889
Mantena Danmark A/S	DKK	1.41	488	-90
Mantena Finland OY	Euro	10.47	-230	-105

Figures represent 100% of the book equity in the companies as at 31.12.2020.

NOTE 6 - OTHER FINANCIAL INSTRUMENTS

Current assets			
Financial instruments and commodity derivatives measured at fair value according to Section 5-8 of the Norwegian Accounting Act	Acquisition cost	Fair value	Change in value in the period
Norwegian fixed income funds	-	-	-
Total	-	-	-

NOTE 7 - GOODS

Goods	2020	2019
Components	414,660	99,596
Other inventories	-	-
Total	414,660	99,596

NOTE 8 - RECEIVABLES DUE AFTER MORE THAN ONE YEAR

Receivables due after more than one year	2020	2019
Other receivables	99,674	102,316
Loans to enterprises in the same group	395	395
Total	100,069	102,711

NOTE 9 - SHARE CAPITAL AND SHAREHOLDER INFORMATION

The share capital in the company at 31.12.19 consists of the following share classes	Number	Par value	Book value
Ordinary shares	100,000	1.1	110,000
Total	100,000		110,000

Owner structure

The shareholder in the company at 31.12.20 was	Ordinary shares	Holding	Share of votes
The Norwegian State (Ministry of Trade, Industry and Fisheries)	100,000	100%	100%
Total number of shares	100,000	100%	100%

As from 1 January 2020, the Norwegian Ministry of Trade, Industry and Fisheries is the owner and sole shareholder in the company.

NOTE 10 - EQUITY

Paid-up equity	Share capital	Other paid-up equity	Other equity	Total equity
Equity at 01.01.19	110,000	433,474	-122,938	420,536
Other equity	-	-	45,637	45,657
Equity at 31.12.20	110,000	433,474	-77,301	466,173

NOTE 11 - PENSION COSTS, ASSETS AND LIABILITIES

Dissolution of defined-benefit plan

The company has withdrawn its employees from the definedbenefit pension scheme in the Norwegian Public Service Pension Fund (SPK) as of 31.12.2018, except for persons receiving disability and sickness payments. All employees will have deferred entitlements in the SPK when they leave the scheme, and will enter a new defined-contribution scheme from 2019.

The balance in the Norwegian Public Service Pension Fund was calculated in 2019 and the sum of MNOK 491.3 paid out, excluding employer's national insurance contributions.

Persons receiving disability and sickness payments will remain in the Norwegian Public Service Pension Fund, and the scheme has been closed. Based on actuarial calculations, a liability equal to MNOK 30.5 has been posted for these employees at 31.12.2020. There will be some uncertainty as to the liability at the time when they are eventually withdrawn from the SPK. The remaining members of the defined-benefit pension schemes in the Norwegian Public Service Pension Fund have been granted the right to defined future benefits. These are mainly dependent on the number of qualifying years, the salary on retirement and the amount of the benefits from the National Insurance scheme.

Defined-contribution pension scheme

Since 01.01.2019, a defined-contribution pension scheme has been implemented in the company.

The company's defined-contribution scheme is organised in accordance with the Norwegian Act on Defined-Contribution Pensions. The scheme covers all employees.

Accounting for the AFP scheme

When the pension scheme in the Norwegian Public Pension Fund was closed, the company also withdrew from the contractual early retirement pension scheme (AFP) 31.12.2018. On the same date, the company entered into the private AFP scheme. The scheme is therefore recognised as a defined-benefit scheme.

Occupational pension

On 31.12.2018, the company implemented an occupational pension scheme for older employees who could not be enrolled in a private AFP scheme. This relates to employees born before 1964, and assumes an early retirement rate of 75%. In the financial statements as at 31.12.2020, MNOK 283.1 has been allocated for future payments related to the occupational pension scheme. The occupational pension has a fixed term for the company, with payments due in the period 2019-2030.

Support to meet the regulatory obligation from closing the pension scheme in the Norwegian Public Service Pension Fund The company has received government grants from the

Ministry of Trade, Industry and Fisheries to meet its regulatory obligations from the Norwegian Public Service Pension Fund. Payments equal to MNOK 213.9 were received in 2019. No payments in 2020.

Support for transitional arrangements for older employees after the closure of pension scheme in the Norwegian Public Service Pension Fund

The company is entitled to government support from the Ministry of Trade, Industry and Fisheries for a transitional scheme for older employees following the dissolution of the pension scheme in the Norwegian Public Service Pension Fund and transition to the occupational pension and private AFP scheme. Approved funding amounted to MNOK 320, of which MNOK 290.5 has been taken to profit/loss in connection with the winding-up of defined-benefit schemes in the Norwegian Public Service Pension Fund as of 31.12.2018. MNOK 29.5 of approved funding is linked to a compensation scheme which was recognised in profit/loss in 2018. This will be recognised in the future, while employees who are still in work accrue entitlements.

Breakdown of net pension liabilities and support received	2020	2019
The Norwegian Public Service Pension Fund, net liability related to closed scheme with settlement in 2019	-	-
The Norwegian Public Service Pension Fund, net liability for persons receiving disability/sickness benefits remaining in the scheme	30,500	23,100
Occupational pension scheme implemented 31.12.2018	283,100	390 900
Support to meet regulatory obligations in the Norwegian Public Service Pension Fund	-	-
Support for transitional scheme for older employees on withdrawal from the Norwegian Public Service Pension Fund	-156,300	-253,200
Net pension liability on the balance sheet	157,300	160,800

Pension costs recognised in the income statement	2020	2019
Present value of accrued pension entitlements in the year - SPK	7,400	50,100
Estimate difference, pensions - SPK	-	-
Pension costs - defined-benefit scheme - SPK	7,400	50,100
Pension-related financial items for the year - defined-benefit scheme - SPK	-	-
Increased support to meet regulatory obligations in the Norwegian Public Service Pension Fund	-	-11,900
Occupational pension scheme - change in assessment of early retirement rate	-18,809	-58,579
Defined-contribution pension scheme	29,653	32,846
Private AFP scheme	9,346	10,010
Net pension costs	27,590	22,477
The following parameters have been used in the calculations for the defined-benefit scheme in Norway	2020	2019
Discount rate	1.5%	2.6%

Average employer's contribution factor	14.1%	14.1%
Annual expected G-adjustment, adjustment of AFP, disability and survivor's pensions, under 67 years	1.8%	2.5%
Expected annual adjustment of old-age and survivor's pensions during payment period, over 67 years	1,0 %	1.8%
Annual expected wage growth	2.0%	2.5%
Expected return on pension assets	1.5%	2.6%
Discount rate	1.5%	2.0%



NOTE 12 - TRANSACTIONS AND BALANCES WITH RELATED PARTIES

Owner

As the owner of Mantena AS, the Norwegian State, through the Ministry of Trade, Industry and Fisheries, is a related party. Other enterprises owned by the State will also be related parties to Mantena AS.

The Board of Directors and senior executives

Members of the company's management or Board of Directors are also related parties to Mantena AS

Companies in the same group

Mantena Sverige AB, Mantena Danmark A/S and Mantena Finland OY are in the same group as Mantena AS.

Transactions with related parties:

Transaction/transaction group	2020	2019
Sale of goods and services to companies in the same group	40,014	27,090
Sale of goods and services to other related parties	946,756	1,262,998
Total	986,770	1,290,088

Transaction/transaction group	2020	2019
Purchase of goods and services from companies in the same group	10,012	3,040
Purchase of goods and services from other related parties	560,220	317,355
Total	570,232	320,395

Outstanding balances with related parties:

Receivables and liabilities:				
Counterparty	Liabilities 2020	Liabilities 2019	Receivables 2020	Receivables 2019
Companies in the same group	1,773	382	23,067	14,907
Other related parties	47,064	9,984	118,139	50,580
Total	48,837	10,365	141,206	65,486

Receivables from the State of TNOK 156,300, see Note 11.

Loans		
Counterparty	2020	2018
Mantena Finland OY	395	395
Mantena Sverige AB	-	-
Total	395	395

NOTE 13 - TAX EXPENSES

Tax expenses for the year are as follows	2020	2019
Tax payable	-	-
Change in deferred tax	12,878	31,990
Effect of change in tax rules	-	-
Tax expenses	12,878	31,990

Tax payable in the balance sheet is as follows	2020	2019
Tax payable for the year	-	-
Tax payable on the balance sheet	-	-

Reconciliation from nominal to actual tax rate	2020	2019
Profit before tax	58,515	144,476
Expected income tax at nominal tax rate	12,874	31,785

Tax effect of the following items		
Other non-deductible costs	5	204
Estimate difference, pensions	-	-
Effect of changes in tax rules and rates	-	-
Effect of differences not included in temporary differences	-	-
Other items	-1	1
Tax expenses	12,878	31,990
Effective tax rate	22%	22%

Breakdown of the tax effect of temporary	2020		2019	
differences and losses carried forward	Asset	Liability	Asset	Liability
Operating equipment	-	44,058	-	51,979
Goods	25,015	-	18,515	-
Receivables	1,500	-	-	500
Pension liability	157,300	-	160,860	-
Provision for liability	53,183	-	53,900	-
Unrealised loss/gain from fixed income funds	-	-	-	-
Loss carried forward	166,245	-	236,924	-
Total gross temporary differences	403,243	44,058	470,199	52,480

Net temporary differences	359,275	-	417,720	-
Net deferred tax assets (22%/23%)	79,041	-	91,898	-
Effect of changed tax rate	-	-	-	-
Reversal of assessed deferred tax	-	-	-	-
Net recognised tax assets	79,041		91,898	-

Deferred tax assets are posted on the basis of future income.

NOTE 14 - OTHER CURRENT LIABILITIES

Other current liabilities	2020	2019
Allocated for restructuring	21,974	30,866
Unearned income	27,967	62,321
Allotted holiday money	57,114	58,392
Drawing rights used	27,268	-
Other short-term provisions	96,459	66,296
Total	230,782	217,876

In January 2021, the limit for the drawing rights was extended to TNOK 600,000

NOTE 15 - PLEDGES AND GUARANTEES ETC.

Guarantee liability		Guarantee amount	Expiry date
Vy AS	Overhaul, Flirt Boggi	20,000	20.11.2025
SJ AB	Maintenance contract X40	36,418	01.03.2023
SJ AB	Maintenance contract X55	52,026	01.03.2023
Total guarantees		108,444	

NOTE 16 - TOTAL FINANCIAL ITEMS

Financial items	2020	2019
Net interest income and expenses	1,452	4,893
Net other financial income and expenses	-363	5,824
Net foreign exchange gains/losses	7,539	-3,718
Net financial items, pensions	-	-
Total financial items	8,629	6,999

NOTE 17 - BANK DEPOSITS

Cash in hand and at bank includes restricted withholding tax of TNOK 21,975.

NOTE 18 - EVENTS AFTER THE BALANCE SHEET DATE

The financial statements for 2020 have been drawn up on the assumption of a going concern. The company has budgeted for a positive operating profit for 2021.

The coronavirus pandemic and the far-reaching infection control measures ordered by the authorities led to an extraordinary situation in 2020, which is continuing into 2021.

Mantena's customers have been affected by fewer passengers and hence reduced traffic volumes. In Norway, the State has provided support schemes to Mantena's customers in Norway. This type of support will also be provided in 2021.

In Sweden, there is a complex picture, where Mantena's customers do not qualify for support schemes in some contracts, and receive a guaranteed gross income in others. Mantena's assessment is that customers have the liquidity and ability to pay Mantena's trade accounts receivables in 2021 too.

Mantena follows the authorities' recommendations. A number of measures have been implemented to prevent infection, maintain production and contribute to corporate social responsibility. Shift arrangements have been adjusted to reduce contact between employees. Administrative staff have worked from home for much of the period.

Good compliance with the infection control measures has made it possible to maintain production. Very little infection has been recorded among employees, and individual cases have been handled in accordance with the corporate governance document. Mantena has not been eligible for any public support schemes, and has therefore not received any such funding.

The coronavirus pandemic and the far-reaching infection control measures ordered by the authorities place demands on the Group's services and restructuring. The consequences of the coronavirus pandemic for Mantena are expected to continue until the national vaccination programme has been completed with the expected effect. Until then, appropriate infection control measures and production changes will be maintained.



FINANCIAL STATEMENTS MANTENA GROUP

Montena





CONSOLIDATED PROFIT

All figures in TNOK

	Operating profit	40,162	91,509
	Total operating expenses	1,495 485	1,479,424
3	Other operating expenses	375,421	535,865
2, 11	Depreciation and impairment	16,278	14,784
2	Salaries and other payroll costs	741,920	705,843
	Cost of goods sold	361,866	222,933
	Total operating income	1,535,646	1,570,934
12			
12	Operating income	1,535,646	1,570,934
Note	OPERATING INCOME AND EXPENSES	2020	2019

Note	FINANCIAL INCOME AND EXPENSES	2020	2019
	Financial income	8,956	10,602
	Financial expenses	-797	-5,782
	Unrealised changes in value	-	-
	Net financial expenses, pensions	-	-
16	Net financial income	8 159	4,820

	PROFIT FOR THE YEAR BEFORE TAX	48,320	96,329
	TAX EXPENSES		
13	Tax expenses	10,768	21,757
	PROFIT FOR THE YEAR	37,552	74,572
	The profit for the period is allocated to the shareholders in the parent company	37,552	74,572

CONSOLIDATED BALANCE SHEET

All figures in TNOK

Ū	ASSETS		
	A35E15		
Note	Fixed assets	2020	2019
13	Intangible assets	113,808	102,282
4	Property, plant and equipment	102,467	100,365
8	Noncurrent receivables	99,674	102,316
	Total fixed assets	315,949	304,963

Note	Current assets	2020	2019
7	Stocks of goods and components	497,157	152,500
12	Trade accounts receivable and other claims	340,940	284,294
6	Financial assets	-	16
17	Cash and bank deposits	-	278,063
	Total receivables	838,097	714,872

TOTAL ASSETS	1,154,046	1,019,835

Note	EQUITY AND LIABILITIES	2020	2019
9	Share capital	110,000	110,000
	Other paid-up equity	433,474	433,474
	Other equity	-115,856	-153,428
10	Total equity	427,618	390,046

Note	Provision for liabilities	2020	2019
11	Pension liabilities	157,300	160,860
	Total noncurrent liabilities	157,300	160,860

Note	Current liabilities	2020	2019
12, 14, 17	Accounts payable and other current liabilities	569,148	468,929
13	Tax payable	-	-
	Total current liabilities	569,148	468,929
	Total liabilities	726,448	629 789
	TOTAL EQUITY AND LIABILITIES	1,154,046	1,019,835

Oslo, 25.03.2021

Kari Broberg Chair _(Sign)

Marianne Kartum (Sign)

> Petter Trønnes (Sign)

Ronny Solberg Deputy chair (Sign)

Stian Hairklau (Sign)

Nils Ole Morken (Sign) Vidar Leirvik Acting Managing Director (Sign)

> Tord Helland (Sign)

Torbjørn Støre (Sign)

CONSOLIDATED CASH FLOW STATEMENT

All figures in TNOK		
CASH FLOWS FROM OPERATING ACTIVITIES	2020	2019
Profit for the year before tax	48,320	96,330
Tax paid in the period	-	-393
Depreciation and impairment in the income statement	16,278	14,784
Pension costs without cash effect	-3,560	-383,846
Impairment of property, plant and equipment	-	2,989
Gains from sales of financial assets	-	-6,006
Accrued interest	-	-
Financial items with no liquidity effect	-2,780	-
Unrealised foreign exchange gain/loss on receivables	-3,984	-
Change in stocks of goods	-344,657	-41,727
Change in receivables and prepaid expenses	-56,631	6,134
Change in accounts payable	-7,024	14,223
Change in working capital	-	-
Change in other assets and other liabilities	-21,844	34,907
Net cash flows from operating activities	-375,881	-262,606

CASH FLOWS FROM INVESTMENT ACTIVITIES	2020	2019
Proceeds from sale of property, plant and equipment	-	-
Purchase of property, plant and equipment	-26,989	-20,889
Proceeds from long-term receivables	17,565	10,986
Proceeds from sales of financial current assets	-	208,254
Net cash flow from investment activities	-9,424	198 351

Cash in hand and at bank at 31.12	0	278,063
Cash in hand and at bank at 01.01	278,063	172,317
Net change in cash in hand and at bank	-278,963	105,746
Net cash flow from financing activities	107,243	170,000
Credit facility	107,243	-
Paid-up equity	-	170,000
CASH FLOWS FROM FINANCING ACTIVITIES	2020	2019

NOTES

NOTE 1 - ACCOUNTING POLICIES

General information

Mantena AS and its subsidiaries are active within train and component maintenance.

The company has its head office at Jernbanetorget 1 in Oslo.

- All shares in Mantena AS are owned by the Norwegian State (Ministry of Trade, Industry and Fisheries) as of 31.12.2020.
- All shares in Mantena Sverige AB are owned by Mantena AS
- All shares in Mantena Danmark A/S are owned by Mantena AS
- All shares in Mantena Finland OY are owned by Mantena AS

The financial statements have been prepared in accordance with the Norwegian Accounting Act of 1998 and good accounting practice in Norway.

General rule for valuing and classifying assets and liabilities

Assets intended for long-term ownership or use are classified as fixed assets. Other assets are classified as current assets. Receivables to be repaid within a year are classified as current assets. Similar criteria are used to classify current and noncurrent liabilities.

Current assets are valued at the lower of acquisition cost and fair value.

Fixed assets are valued at acquisition cost, but are written down to the recoverable amount if this is lower than the book value and the impairment is not expected to be transient. Fixed assets with a limited useful life are depreciated over the expected period of use.

Other current and noncurrent liabilities are valued at face value.

Assets and liabilities in foreign currency

Receivables and liabilities in foreign currency are converted at the rate in place on the balance sheet date.

Intangible assets

Expenses for own production of intangible assets, including expenses for internal research and development, are recognised when it is likely that the future financial benefits associated with the assets will fall to the company and the acquisition cost can be reliably measured.

Intangible assets purchased individually are recognised at acquisition cost.

Intangible assets with a limited useful life are depreciated over the expected period of use. Intangible assets are written down to the recoverable amount if the expected financial benefits do not cover the carrying amount and any remaining production costs.

Shares and holdings in associated companies and subsidiaries

Investments in subsidiaries are valued by the cost method. Where an impairment is not considered to be transient, and it is considered necessary according to good accounting practice, investments are written down to fair value. Dividends received and group contributions from the subsidiaries are recognised as other financial income. The same applies to investments in associated companies.

Financial instruments, including fixed-income funds, which are classified as current assets,

- are included in the company's liquidity,
- are traded on a stock exchange, authorised marketplace or similarly regulated market abroad, and
- have diverse ownership and good liquidity, are measured at fair value on the balance sheet date.

Goods

Goods are valued at the weighted average purchase price. For raw materials and work in progress, the net sales value is calculated as the market value of finished goods minus any remaining manufacturing costs and sales costs. Goods from own production are valued at the lower of full manufacturing cost and fair value.

Revenue

From sales of services: Income is recognised when it is earned, i.e. when claims for payment (consideration) arise. This happens when the service is provided, as and when the work is carried out. The income is recognised at the value of the consideration at the time of the transaction.

For contracts with fixed revenues over the contract period and expected to result in net losses as a result of the cost of the deliveries exceeding the revenues, the provision is made for the best estimate of the net cost of the remaining contract period. Where the contract includes an option for the customer to extend the agreement, there is an assessment of the probability of the option being exercised.

Receivables

Trade accounts receivable and other claims are reported at face value minus any provision for expected losses. Loss

provisions are made on the basis of an individual assessment of the specific receivables.

Cash in hand and at bank

Cash in hand and at bank includes cash, bank deposits and other means of payment with due dates less than three months from acquisition.

Warranties and service work

For sales, the whole of the sale price, including the part relating to future warranty and service work, is taken to income at the time of the sale. A provision is made for future warranty and service work.

Pensions

On 31.12.2018, the company implemented an occupational pension scheme for older employees who could not be enrolled in a private AFP scheme. This relates to employees born before 1964. The occupational pension has a fixed term for the company, with payments due in the period 2019-2030. The effect of this was recognised on implementation at 31.12 2018.

Costs

As a general rule, costs are recognised in the same period as the corresponding income. In cases where there is no clear relationship between expenditure and income, the allocation is determined according to discretionary criteria. Other exceptions to the matching principle are indicated where applicable.

Taxes

The tax expense is matched against the accounting profit before tax. Tax related to equity transactions is recognised in equity. The tax expense consists of tax payable (tax on the year's direct taxable income) and changes in net deferred tax. Deferred tax and deferred tax assets are presented net in the balance sheet.

Accounting currency and presentation currency

All figures are reported in thousands of Norwegian kroner (TNOK).



NOTE 2 - PAYROLL COSTS, NUMBER OF EMPLOYEES, REMUNERATION, LOANS TO EMPLOYEES ETC.

Payroll costs	2020	2019
Salaries, incl. employer's national insurance contributions	690,953	672,874
Pension costs - defined-benefit scheme	7,400	-20,379
Pension costs - defined-contribution scheme	33,882	47,096
Other benefits	9,685	6,252
Total	741,920	705,843

Number of FTEs as of 31.12 of the financial year

956

945

Payments to senior executives		Fixed salary	Variable pay	Pensions	Other benefits
CEO	Kjetil Hovland	2,219	-	152	-
CFO	Vidar Leirvik	1,311	689*	232	-
Director, Products and Projects	Jan Tore Iversen	1,319	75	150	-
Service Director	Knut Arild Johannesen	1,109	-	133	-
Safety and Quality Director	Roy Vidar Sannerhaugen	986	-	111	-
HR Director	Tone Sande	1,075	-	152	-
IT Director	Sølvi Andersen Kirkemo	1,131	-	341	-
Commercial Director	Silje Nilsen	1,001	-	147	-
Logistics Director	Andreas Nistad	1,117	-	214	60
Business development	Tron Ranvik	1,182	-	215	-

The CEO is a member of the company's defined-contribution pension scheme, which covers all employees. The premium for this has not been identified and so is not included in the figures above. The CEO has an agreement for a maximum of 6 months' severance pay if he should leave the company at the request of the Board.

*Variable payroll cost is related to salary in the period as CEO in 2020.

Other remuneration includes costs related to the company's defined-contribution pension scheme.

Auditor - Remuneration to Deloitte AS and partner companies is as follows:	2020	2019
Statutory audit	192	371
Other services than regular audits	165	550
Total	357	921

NOTE 3 - OPERATING EXPENSES

Breakdown of other operating expenses	2020	2019
Sales and administration costs	1,016	49,975
Cost of premises, leased machinery, repairs and maintenance	282,232	451,263
Other operating expenses	92,173	34,626
Total	375,421	535,865

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT

	Machinery and equipment	Operational con- trol systems	Transport	Facilities under con- struction	Total
Acquisition cost 01.01.20	202,754	44,501	18,148	5,649	271,051
Purchase of operating equipment	9,801	20,305	384	20,767	51,258
Disposals	-	-	-	-24,269	-24,269
Acquisition cost 31.12.20	212,555	64,807	18,532	2,147	298,040
Cum. depreciation 31.12.20	157,618	21,199	16,756	-	195,573
Cum. depreciation, impairment and reversals 31.12.20	157,618	21,199	16,756	-	195,573
Book value as of 31.12.20	54,937	43,608	1,776	2,147	102,467
Depreciation for the year	13,362	10,847	924	-	25,132
Operational control systems have been written off to the value	of NOK 6,094. The cos	st is covered by funds	for restructuring; se	ee Note 14.	8,856
Depreciation for the year in the annual accounts					16,276
Useful life	5-30 years	5 years	5-30 years	-	
Depreciation plan	linear	linear	linear		
Rental of fixed assets and premises				2020	2019

Annual rental of unrecognised operating equipment	6,457	5,286
Rental of property	159,924	155,692
Total	166 382	160,978

NOTE 5 - SUBSIDIARIES, ASSOCIATED COMPANIES ETC.

Company	Acquisition date	Registered office	Share of votes	Holding	Book value
Mantena Sverige AB	01.07.07	Oslo	100%	100%	56,519
Mantena Danmark A/S	05.02.18	Copenhagen	100%	100%	652
Mantena Finland OY	09.05.18	Helsinki	100%	100%	24

Company	Currency	Exchange rate	Equity according to last financial state- ments	Net profit accord- ing to last financial statements
Mantena Sverige AB	SEK	1.04	20,997	-7,889
Mantena Danmark A/S	DKK	1.41	488	-90
Mantena Finland OY	Euro	104,703	-230	-105

Figures represent 100% of the book equity in the companies as at 31.12.2020

NOTE 6 - OTHER FINANCIAL INSTRUMENTS

Current assets			
Financial instruments and commodity derivatives measured at fair value according to Section 5-8 of the Norwegian Accounting Act	Acquisition cost	Fair value	Change in value in the period
Norwegian fixed income funds	-	-	-
Total	-	-	-

NOTE7 - GOODS

Goods	2020	2019
Components	497,157	152,500
Other inventories	-	-
Total	497,157	152,500

NOTE 8 - RECEIVABLES DUE AFTER MORE THAN ONE YEAR

Receivables due after more than one year	2020	2019
Other receivables	99,674	102,316
Total	99,674	102,316

NOTE 9 - SHARE CAPITAL AND SHAREHOLDER INFORMATION

The share capital in the company at 31.12.20 consists of the following share classes:	Number	Par value	Book value
Ordinary shares	100,000	1.1	110,000
Total	100,000	1.1	110,000
Owner structure			
The shareholder in the company at 31.12.20 was:	Ordinary shares	Holdina	Share of votes

The shareholder in the company at 31.12.20 was:	Ordinary shares	Holding	Share of votes
The Norwegian State (Ministry of Trade, Industry and Fisheries)	100,000	100%	100%
Total number of shares	100,000	100%	100%

As from 1 January 2020, the Norwegian Ministry of Trade, Industry and Fisheries is the owner and sole shareholder in the company.

NOTE 10 - EQUITY

Paid-up equity	Share capital	Other paid-up equity	Other equity	Total equity
Equity at 01.01.19	110,000	433,474	-153,428	390,046
Share capital	-	-	-	-
Share capital	-	-	-	-
Other equity	-	-	37,552	37,552
Equity at 31.12.20	110,000	433,474	-155,876	427,597

NOTE 11 - PENSION COSTS, ASSETS AND LIABILITIES

General

The Group has pension schemes for its employees. The following is a more detailed description of the type of schemes the companies in Norway and Sweden have, and how these are organised.

PENSION SCHEME, SWEDEN

All of the Group's employees in Sweden have pension rights as described below and the company's liabilities are financed in multi-enterprise plans.

The scheme is a multi-enterprise plan, and the employer is responsible for the benefits until they are covered by payments. According to the Swedish Financial Accounting Standards Council, this is a defined-benefit scheme.

PENSION SCHEME, NORWAY

Dissolution of defined-benefit plan

The company has withdrawn its employees from the definedbenefit pension scheme in the Norwegian Public Service Pension Fund (SPK) as of 31.12.2018, except for employees receiving disability and sickness payments. All employees will have deferred entitlements in the SPK when they leave the scheme, and will enter a new defined-contribution scheme from 2019.

The balance in the Norwegian Public Service Pension Fund was calculated in 2019 and the sum of MNOK 491.3 paid out, excluding employer's national insurance contributions.

Employees receiving disability and sickness payments will remain in the Norwegian Public Service Pension Fund, and the scheme has been closed. Based on actuarial calculations, a liability equal to MNOK 30.5 has been posted for these employees at 31.12.2020. There will be some uncertainty as to the liability at the time when they are eventually withdrawn from the SPK.

The remaining members of the defined-benefit pension schemes in the Norwegian Public Service Pension Fund have been granted the right to defined future benefits. These are mainly dependent on the number of qualifying years, the salary on retirement and the amount of the benefits from the National Insurance scheme.

Defined-contribution pension scheme

Since 01.01.2019, a defined-contribution pension scheme has been implemented in the company.

The company's defined-contribution scheme is organised in accordance with the Norwegian Act on Defined-Contribution Pensions. The scheme covers all employees.

Accounting for the AFP scheme

When the pension scheme in the Norwegian Public Pension Fund was closed, the company also withdrew from the contractual early retirement pension scheme (AFP) 31.12.2018. On the same date, the company entered into the private AFP scheme. The scheme is therefore recognised as a definedbenefit scheme.

Occupational pension

On 31.12.2018, the company implemented an occupational pension scheme for older employees who could not be enrolled in a private AFP scheme.

This relates to employees born before 1964, and assumes an early retirement rate of 75%.

In the financial statements as at 31.12.2020, MNOK 283.1 has been allocated for future payments related to the occupational pension scheme.

The occupational pension has a fixed term for the company, with payments due in the period 2019-2030.

Support to meet the regulatory obligation from closing the pension scheme in the Norwegian Public Service Pension Fund The company has received grants paid from the State at the Ministry of Transport and Communications related to meeting the regulatory obligations in the Norwegian Public Service Pension Fund. Payments equal to MNOK 213.9 were received in 2019. No payments in 2020.

Support for transitional arrangements

The company is entitled to government support from the Ministry of Trade, Industry and Fisheries for a transitional scheme for older employees following the dissolution of the pension scheme in the Norwegian Public Service Pension Fund and transition to the occupational pension and private AFP scheme.

Approved funding amounted to MNOK 320, of which MNOK 290.5 has been taken to profit/loss in connection with the winding-up of defined-benefit schemes in the Norwegian Public Service Pension Fund as of 31.12.2018. MNOK 29.5 of approved funding is linked to a compensation scheme which was recognised in profit/loss in 2018. This will be recognised in the future, while employees who are still in work accrue entitlements.

Breakdown of net pension liabilities and support received for the Mantena Group	2020	2019
The Norwegian Public Service Pension Fund, net liabilities related to closed scheme with settlement in 2019	-	-
The Norwegian Public Service Pension Fund, net obligation for disabled/sick leave to be included in the scheme	30,500	23,100
Occupational pension scheme implemented 31.12.2018	283,100	390 900
Support to meet the regulatory obligations of the Norwegian Public Service Pension Fund	-	-
Support for transitional scheme older workers when closing the Norwegian Public Service Pension Fund	-156,300	-253,200
Net pension liability on the balance sheet	157,300	160,800

Pension costs in the income statement for the Mantena Group	2020	2019
Present value of accrued pension entitlements in the year - SPK	7,400	50,100
Estimate difference, pensions	-	-
Financial items for the year, pensions	-	-
Pension costs - defined-benefit scheme	4,229	4,303
Pension costs - defined-benefit scheme	29,653	32,846
Private AFT scheme	9,346	10,010
Occupational pension scheme - change in assessment of early retirement rate	-18,809	-58,579
Increased support to meet regulatory obligations in the Norwegian Public Service Pension Fund	-	-11,900
Net pension costs	31,819	26,780

The following parameters have been used in the calculations for the defined-benefit scheme in Norway	2020	2019
Discount rate	1.5%	2.6%
Expected return on pension assets	1.5%	2.6%
Annual expected wage growth	2.0%	2.5%
Expected annual adjustment of old-age and survivor's pensions during payment period, over 67 years	1,0 %	1.8%
Annual expected G-adjustment, adjustment of AFP, disability and survivor's pensions, under 67 years	1.8%	2.5%
Average employer's contribution factor	14.1%	14.1%

NOTE 12 - TRANSACTIONS AND BALANCES WITH RELATED PARTIES

Owner

As the owner of Mantena AS, the Norwegian State, through the Ministry of Trade, Industry and Fisheries, is a related party. Other enterprises owned by the State will also be related parties to Mantena AS.

Board of Directors and senior executives

Members of the company's management or Board of Directors are also related parties with Mantena AS.

Companies in the same group

Mantena Sverige AB, Mantena Danmark A/S and Mantena Finland OY are in the same group as Mantena AS.

Mantena Danmark A/S and Mantena Finland OY are, however, inactive companies.

Transactions with related parties:

Transaction/transaction group	2020	2019
Sale of goods and services to companies in the same group	40,014	27,090
Sale of goods and services to other related parties	946,756	1,262,998
Total	986,770	1,290,088

Transaction/transaction group	2020	2019
Purchase of goods and services from companies in the same group	10,012	3,040
Purchase of goods and services from other related parties	560,220	317,355
Total	570,232	320,395

Outstanding balances with related parties:

Receivables and liabilities:

Counterparty	Liabilities 2020	Liabilities 2019	Receivables 2020	Receivables 2019
Companies in the same group	1,773	382	23,067	14,907
Other related parties	47,064	9,984	118,139	50,580
Total	48,837	10,365	141,206	65,486

Receivables from the State of TNOK 156,300, see Note 11.

Loans

Counterparty	2020	2019
Mantena Finland OY	395	395
Total	395	395

NOTE 13 - TAX EXPENSES

Tax expenses for the year are as follows	2020	2019
Tax payable	-	-
Change in deferred tax	10,768	21,757
Effect of change in tax rules	-	-
Tax expenses	10,768	21,757

Tax payable in the balance sheet is as follows	2020	2019
Tax payable for the year	-	-
Prepaid tax Sweden	-	-
Tax payable on the balance sheet		-

Reconciliation from nominal to actual tax rate	2020	2019
Profit before tax	48,320	96,330
Expected income tax at nominal tax rate	10,630	21,193

Tax effect of the following items	2020	2019
Other non-deductible costs	35	235
Effect of changes in tax rules and rates	104	330
Effect of differences not included in temporary differences	-	-
Other items	-1	-
Tax expenses	10,768	21,757
Effective tax rate	22%	23%

Breakdown of the tax effect of temporary	2020		2019	
differences and losses carried forward	Asset	Liability	Asset	Liability
Operating equipment	-	44,058	-	51,979
Goods	25,015	-	18,515	-
Receivables	1,500	-	-	500
Pension liability	157,300	-	160,860	-
Provision for liability	53,183	-	53,900	-
Unrealised loss/gain from fixed income funds	-	-	-	-
Loss carried forward	228,234	-	284,121	-
Total gross temporary differences	465,232	44,058	517,396	52,480
Net temporary differences	421,174		464,916	

Net temporary differences	421,174		464,916	
Net deferred tax assets (22%)	92,658	-	102,282	-
Effect of changed tax rate	-	-	-	-
Net recognised tax assets	92,658	-	102,282	

Deferred tax assets are posted on the basis of future income.

NOTE 14 - ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

Other current liabilities	2020	2019
Accounts payable	66,808	47,138
Social security and other charges	157,352	229,072
Other current liabilities	344,988	192,719
Total	569,148	468,929
Breakdown of other current liabilities	2020	2019
Allocated for restructuring	21,974	30,866
Unearned income	27,967	62,321
Allotted holiday money	57,114	58,392
Drawing rights used	107,243	-
Other short-term provisions	130,690	41,139
Total	344,988	192,719

In January 2021, the limit for the drawing rights was extended to TNOK 600,000

NOTE 15 - PLEDGES AND GUARANTEES ETC.

Guarantee liability		Guarantee amount	Expiry date
Vy AS	Overhaul, Flirt Boggi	20,000	20.11.2025
SJ AB	Maintenance contract X40	36,418	01.03.2023
SJ AB	Maintenance contract X55	52,026	01.03.2023
Total guarantees		108,444	

NOTE 16 - TOTAL FINANCIAL ITEMS

Financial items	2020	2019
Net interest expenses and expenses	1,452	4,894
Net other financial income and expenses	-833	3,644
Net foreign exchange gains/losses	7,539	-3,718
Net financial items, pensions	-	-
Total financial items	8 159	4,820

NOTE 17 - BANK DEPOSITS

Cash in hand and at bank includes restricted withholding tax of TNOK 21,975.

NOTE 18 - EVENTS AFTER THE BALANCE SHEET DATE

The financial statements for 2020 have been drawn up on the assumption of a going concern. The company has budgeted for a positive operating profit for 2021.

The coronavirus pandemic and the authorities' extensive and far-reaching infection control measures led to an extraordinary situation in 2020, which is continuing into 2021.

Mantena's customers have been affected by fewer passengers and hence reduced traffic volumes. In Norway, the State has provided support schemes to Mantena's customers in Norway. This type of support will also be provided in 2021. In Sweden, there is a complex picture, where Mantena's customers do not qualify for support schemes in some contracts, and receive a guaranteed gross income in others.

Mantena's assessment is that customers have the liquidity and ability to pay Mantena's trade accounts receivables in 2021 too.

Mantena follows the authorities' recommendations. A number of measures have been implemented to prevent infection, maintain production and contribute to corporate social responsibility. Shift arrangements have been adjusted to reduce contact between employees. Administrative staff have worked from home for much of the period. Good compliance with the infection control measures has made it possible to maintain production. Very little infection has been recorded among employees, and individual cases have been handled in accordance with the corporate governance document.

Mantena has not been eligible for any public support schemes, and has therefore not received any such funding.

The coronavirus pandemic and the far-reaching infection control measures ordered by the authorities place demands on the Group's services and restructuring. The consequences of the coronavirus pandemic for Mantena are expected to continue until the national vaccination programme has been completed with the expected effect. Until then, appropriate infection control measures and production changes will be maintained.

STATEMENT ON THE DETERMINATION OF SALARIES AND OTHER REMUNERATION TO SENIOR EXECUTIVES IN MANTENA AS.

Adopted: 25 March 2021

This statement is in line with the "Guidelines for salary and other remuneration to senior executives of enterprises and companies with a State ownership interest (Ministry of Trade, Industry and Fisheries 13.2.2015)" and the expectations expressed in Storting White Paper No 8 (2019-2020), The State's direct ownership of companies – Sustainable value creation. The expectation of moderation in the remuneration paid to senior executives is given great weight.

General

Mantena's competitiveness, continued growth and profitability depend on motivated employees and capable managers. For this, it is important that individuals' salary and compensation should be perceived as predictable and fair, but this is not the only consideration. Salary and other compensation should be a motivating factor to produce the highest possible returns over time, and this should be reflected in the criteria applied to ensure that long-term objectives are prioritised over short-term. Underlying operations should take precedence over short-term gains. Mantena has a uniform pay policy and a salary system that aims to promote results and to be attractive, but not to lead the market. When a senior executive is employed in Mantena, it is on competitive terms, and any supplements paid in subsequent years should in principle use the same percentage applied to all employees of the company. Mantena's remuneration policy is rooted in the company's goals and values.

This statement applies to the managing director and directors who report to the managing director of Mantena AS. This group is referred to as senior executives.

Decision-making process

The compensation scheme for senior executives consists of basic salary, pension and benefits in kind. The Managing Director's compensation package is determined by the Board of Directors. The Board of Directors approves the principles behind the compensation scheme for other senior executives based on the recommendations of the Managing Director. The assessments are usually made in the first quarter of each year, subject to agreement between the management and the trade unions on the pay settlement.

In 2020, a 1.7% pay rise was agreed with the unions in Norway. This percentage was then applied to the pay of senior executives in Norway and Sweden respectively.

For 2021 the same procedure will be followed.

Guidelines for salaries and benefits in kind

The compensation of the Managing Director and senior executives must reflect the responsibilities and complexity of the job and the need to be attractive in the labour market. The compensation must be transparent and consistent with the principles of good corporate governance.

The main element is the basic salary which should in principle rise in step with the pay of all employees in the company, i.e. the same percentage increase should be used for senior executives as for all other employees. If there is a need for a smaller or greater adjustment of salary for some people, this must be justified separately and discussed with the Board. The basic salary is adjusted each year. There is also a car allowance which follows the government regulations, except for one person.

Senior managers in Mantena AS have benefits in kind in the form of mobile phones and a fixed amount to cover broadband, and a newspaper.

Bonus scheme

Only the Managing Director has a bonus scheme in Mantena. The bonus scheme is intended to promote value creation and profit for the company and offer an incentive for extra effort. The scheme has an upper limit of three months' salary. The criteria are determined by the Board each year and are made up of quantitatively measurable criteria that reflect the challenges for the coming year such as results, sickness absence and HSE. As the CEO was on long-term sick leave, no bonus agreement was entered into for 2020, nor was any bonus paid.

Mantena is in the process of recruiting a new CEO. The Board has not yet decided whether this person will have a bonus agreement and what it may contain. The criteria for and weighting of any bonus payment will be laid down in a written agreement with the Managing Director. Target attainment is measured after the financial statements have been approved.

Pensions

A new pension scheme was implemented from 01.01.2019. The new scheme is a defined-contribution scheme in accordance with he Norwegian Act on Defined-Contribution Pensions:

- Contributions, 0 G -7.1 G: 5.5% (without deductible)
- Contributions, 7.1 G -12 G: 15% (without deductible)
- The defined-contribution scheme includes permanent and



temporary employees filling at least 20% of a full-time position in accordance with Section 4-2 of the Act on Defined-Contribution Pensions.

There is also an AFP scheme in the private sector and an occupational pension for employees who were 55 or older on the transition date of 01.01.2019 and do not fall within the scheme for private AFP. The retirement age for the Managing Director and senior executives is 67 years. All employees of Mantena AS can choose to retire at the age of 62 with AFP. No pension costs are incurred for senior executives when they are no longer employed by the company.

Severance, directors' fees and loans

Mantena does not have any agreements on severance pay to senior executives except with the Managing Director. Senior executives are paid during their notice period, which is 3 months.

In the Managing Director's contract of employment, a mutual notice period of 6 months has been agreed, from the first day of the month after notice was given. The Managing Director has waived his employment protection under Chapter 15 of the Working Environment Act; cf. Section 15-16, second paragraph, of the Act. If the Board of Directors serves notice of termination, the Managing Director is entitled to 6 months' severance pay based on the base salary in addition to fixed pay and other benefits during the notice period. Departure before the end of the notice period does not limit the right to salary and additional benefits during the notice period. If the Managing Director has other income in the period covered by severance pay, the salary will be reduced accordingly. The salary will be reduced in proportion to the share of income from other positions, but not below 50% of the severance payment. Only salary after the end of the notice period (the severance period) is subject to any reduction, and this is limited to 50% as an incentive to take up a new position before the severance period expires. The right to severance pay will not apply if the Managing Director himself resigns his position. The right to severance pay will also lapse if the Managing Director has committed acts that meet the substantive conditions for dismissal pursuant to the provisions of the Working Environment Act.

In recruiting a new CEO, this condition will not apply, and the reduction in severance pay will not be limited.

Senior executives in Mantena do not receive any remuneration for Board positions in the Group. Employee-elected board representatives are excepted from this rule.

No senior executives have loans, options or share option programmes in Mantena.

STATEMENT ON CORPORATE GOVERNANCE

Mantena is 100 per cent owned by the State through the Ministry of Trade, Industry and Fisheries and follows the latest version of the Norwegian Code Of Practice for Corporate Governance (the NUES Code of Practice) within the constraints and limitations imposed by its organisational form and ownership. This statement on corporate governance has been issued by the Board of Directors of Mantena. The statement contains an overall account of compliance with the NUES Code of Practice. Compliance is based on a "follow or explain" principle in accordance with the 15 sections in the Code of Practice as set out below.

SECTION 1 REPORTING ON CORPORATE GOVERNANCE

According to the national principles for good corporate governance (cf. Storting White Paper 8 (2019-2020), The State's direct ownership of companies – Sustainable value creation), there must be transparency regarding the exercise of State ownership and the activities of state-owned companies. As owner, the State manages large assets on behalf of the community. Transparency has an bearing on trust in State ownership and also addresses democratic considerations by giving the public access to information. The responsibility for transparency falls on both the State as owner and on the companies, and the State as owner expects that companies with a State ownership interest will be open about important matters related to the company so that shareholders and other stakeholders can continuously assess the companies' activities, results, development and target attainment.

Mantena's principles for corporate governance essentially match those in the Norwegian Code of Practice for Corporate Governance of 17 October 2018. Deviations from the Code of Practice are discussed under each section.

Deviation from the Code: None

SECTION 2 BUSINESS

Mantena's purpose as stated in its articles of association is to provide "maintenance and workshop services to transport companies in the Nordic countries and similar activities".

Mantena has defined three fundamental values that characterise the company. Mantena's values are trust, efficiency and innovation. Together with Mantena's business idea and vision, these values are intended to underpin goals and strategies and are used throughout the company.

In the course of their work, employees in Mantena have contact with customers, suppliers and colleagues. To maintain a uniform and professional impression, a code of conduct has been drawn up which applies to all employees. The Code of Conduct, including guidelines for procurement, the company's safety and environmental policy, and the policy for an open corporate culture (guidelines on whistleblowing) have been approved by the Board and made available in the company's management system via the company's intranet pages.

Mantena has established guidelines for the company's work on corporate social responsibility in accordance with Storting White Paper 8 (2019-2020), The State's direct ownership of companies – Sustainable value creation). The guidelines describe how the company works in the areas of human rights, workers' rights, the environment/climate and in efforts against corruption.

Deviation from the recommendation: None

SECTION 3 EQUITY AND DIVIDENDS

As of 31.12.2020, Mantena AS has share capital of NOK 110,000,000, divided into 100,000 shares with a face value of NOK 1.10 each. All shares are owned by the State, through the Ministry of Trade, Industry and Fisheries.

In Storting White Paper 8 (2019–2020), The State's direct ownership of companies — Sustainable value creation, the State has defined Mantena as a category 2 company¹.

The Group's equity at 31.12.2020 was MNOK 428, giving an equity ratio of 37.5 per cent. The company focuses at all times on ensuring that the equity is commensurate with the company's objectives, strategy and risk profile. The Board of Directors monitors the company's equity and liquidity situation at all time. In the opinion of the Board, the company's equity is sufficient to realise the current strategies and objectives.

Mantena is 100 per cent owned by the State through the Ministry of Trade, Industry and Fisheries. The State as shareholder defines the level of dividends in its wholly-owned companies. Under Section 20-4 of the Norwegian Limited Liability Companies Act, in companies where the State owns all of the shares, the owner is not bound by the Board's proposal to the general meeting on the distribution of dividends.

No authorisations have been granted to the Board of Directors to increase the share capital.

There is no option programme for employees of the company. Mantena does not have any treasury shares as at 31.12.2020. The general meeting has not authorised the acquisition of own shares.

Deviation from the Code: None

State ownership of each company is safeguarded takes the form of the State owning a specific share in the company, generally laid down in provisions in the articles of association. Source: Storting White Paper 8 (2019–2020), The State's direct ownership of companies — Sustainable value creation

¹ Category 2 covers the companies where the State aims to realise the highest possible return over time, and where the State has special reasons for its ownership.

SECTION 4 EQUAL TREATMENT AND DIVIDENDS

Equal treatment of shareholders

Mantena AS is 100 per cent owned by the Norwegian State through the Ministry of Trade, Industry and Fisheries. The recommendations for equal treatment of shareholders are therefore not considered relevant to Mantena.

Transactions with close associates

Mantena has transactions with companies or bodies that are closely associated with the company's owner, the Norwegian State. Among others, Vygruppen AS and Flytoget AS are major customers for Mantena, while Bane NOR is a key supplier to Mantena. The agreements with these companies are considered to be on normal business terms. There are no significant transactions with their directors, senior executives or close associates.

Deviation from the Code: None

SECTION 5 SHARES AND NEGOTIABILITY

The company's articles of association do not contain any provisions limiting the negotiability of its shares.

Mantena AS is 100 per cent owned by the Norwegian State through the Ministry of Trade, Industry and Fisheries. Shares in Mantena are not traded on or outside the public marketplaces.

Deviation from the Code: None

SECTION 6 GENERAL MEETINGS

The general meeting is the company's supreme authority. The State as owner exercises its ownership influence at the company's general meeting.

Notice

The annual general meeting is held every year before the end of June. Notice of the general meeting is sent out no later than 14 days before the general meeting. The Board of Directors is responsible for giving notice of the general meeting.

Because Mantena is 100 per cent owned by the State, through the Ministry of Trade, Industry and Fisheries, the NUES Code of Practice relating to the publication of notices and briefing documents on the company's website is not considered relevant.

Participation

Along with representatives from the Ministry of Trade, Industry and Fisheries, the general meeting is attended by the Chairman of the Board and the CEO. Mantena's external auditor also attends. The Auditor General of Norway is notified of the general meeting and has the right to be present. The company does not require all of the directors to be present at the general meeting, but the whole of the Board including employee representatives are invited and have the opportunity to attend.

Conduct of the meeting

The general meeting is opened by the Chairman of the Board. The general meeting elects a chairperson for the meeting.

Minutes of the general meeting are made available on the company's website.

Deviations from the Code: Because of the type of ownership, several of the sections in the NUES Code of Practice are not considered relevant to this point. Nor is there any requirement has been made for all Board members to be present at the general meeting.

SECTION 7 NOMINATION COMMITTEE

The State as sole owner has the right to elect the shareholder-elected board members. The company therefore does not have a nomination committee.

Deviations from the Code: The company does not have a nomination committee.

SECTION 8 BOARD - COMPOSITION AND INDEPENDENCE

The State as owner is not represented in Mantena's governing bodies. One of the most important tasks for the State as owner is therefore to ensure that the company has a competent board of directors with the right expertise, which is also able to handle the strategic challenges facing the company at all times.

As of 31.12.2020, Mantena has a total of eight Board members, of whom five are chosen by the shareholders and three by employees. The Ministry of Trade, Industry and Fisheries chooses the shareholder-elected Board members. Board members are normally elected for two years. Elections for employee representatives are held every 2 years.

The employees have three representatives on the Board. Five deputies to these representatives have also been elected. In response to recent demands from the trade unions, employee representatives have been elected by proportional representation, where lists are voted on instead of individual candidates.

The Board members elected by the employees become

full directors with the same rights and responsibilities as the shareholder-elected Board members. The employee representatives represent all employees of the company and are elected for two years.

Senior executives are not members of the Board of directors. All members of the Board are independent of senior executives and significant business associates. The recommendation that two directors should be independent of the main shareholder is not considered relevant.

The company's annual report states the number of Board meetings held during the financial year and the competence of the Board members.

Deviations from the Code: Because the company is wholly-owned by the State, there are sections in the Code of Practice that are not considered relevant to Mantena. It is not stated how many Board meetings each Board member has attended. Otherwise, there are no deviations.

SECTION 9 WORK OF THE BOARD OF DIRECTORS

In accordance with the Norwegian Limited Liability Companies Act, there is a clear division of roles between the owner, the Board of Directors and the general manager.

The Board of Directors has overall responsibility for the management of the company. This means, among other things, that the Board of Directors establishes the Group's overall objectives and strategy and ensures that the company's activities are properly organised at all times by establishing the main principles for its this organisation, including ensuring that the administration has sufficient funds and sufficiently qualified personnel to ensure proper management. Matters of significant strategic or financial importance are dealt with by the Board of Directors. The Board of Directors must ensure that the Group has sufficient equity at all times to cover the risk and the size of the company within the Group.

The Board of Directors appoints and dismisses the CEO and determines his/her remuneration.

The instructions adopted for the Board provide more detailed rules on the Board's work and procedures within the framework of the Norwegian Limited Liability Companies Act and the company's articles of association. The Board instructions include provisions regulating the Board's work and procedural rules.

The Board of Directors has issued a separate instruction on the CEO's duties and obligations to the Board.

It is the responsibility of the person elected to chair the general meeting to ensure that all relevant matters incumbent on the Board are dealt with at the appropriate time. A Board member or the CEO may ask for the Board to consider certain matters. The Chairman of the Board, in consultation with the CEO, will prepares the matters to be submitted to the Board.

A minimum of six Board meetings must be held each year. In 2020, 15 Board meetings were held.

The Board of Directors checks for possible conflicts of interest at the start of each Board meeting.

According to the Board instructions, a Board member may not participate in discussions or decisions on questions of particular importance to him/herself or to any close associate of the member who may be deemed to have a strong personal or financial interest in the matter. The Board of Directors has a particular focus on following up possible conflicts of interest.

The Board of Directors carries out an annual evaluation of its work and competence.

In 2020, there were no separate Board committees.

Deviation from the Code: None

SECTION 10 RISK MANAGEMENT AND INTERNAL CONTROL

Risk management and good control systems are an integral part of Mantena's business. The company's internal control routines should make it possible to identify and manage risk, provide for effective and targeted management of operations, and ensure good quality of the Group's external and internal financial reporting. Improving internal control routines is a continuous process.

The company has common processes and procedures documented in Mantena's management system. For each process, a process owner has been identified, who is responsible for documentation of the processes, ongoing improvement work and anchoring.

It is the responsibility of the Board to ensure that the company has satisfactory control procedures and systems in place for risk management in light of the scope and nature of the company's activities. In this connection, the Board of Directors receives an annual review of the company's most important risk areas and internal control procedures.

Mantena is certified according to NS-EN ISO 14001:2015 Environmental Management Systems. All activities in Mantena must be carried out with a view to protecting the environment and preventing or mitigating adverse environmental impacts. Mantena is also certified according to NS-EN ISO 9001:2015 Quality Management Systems, and meets international requirements for good quality management. The company's management system for quality and environmental management is process-oriented and emphasises ongoing improvements and customer satisfaction. It is adapted to all business processes that affect quality and environmental management. Mantena's ISO certifications include all business areas and apply to the entire company.

Risk management in Mantena

Mantena's risk management aims to help optimise the company's value creation and growth. Risk assessments should capture a comprehensive picture of risk related both to changes in external conditions and to the internal operation and development of the company.

Financial reporting

Mantena has decided on uniform accounting principles for every business area. The reporting complies with the standards laid down by the Norwegian Accounting Standards Board (NRS). Mantena is also guided by the approved tax policy published on the company's website.

Responsibility for Mantena's financial reporting is split between the central Finance department, separate finance functions in the business areas and the Accounting department. Central Finance decides and follows up on common accounting principles, receives reports and handles consolidation. The business areas prepare monthly written reports with comments.

Monthly consolidated financial statements are prepared, with income statement, annual forecast, balance sheet and cash flow analysis for the Group, and presented to Group management and the Board of Directors.

Deviation from the Code: None

SECTION 11 REMUNERATION OF THE BOARD OF DIRECTORS

The general meeting determines the remuneration of the members of the Board of Directors. Remuneration of Board members is not performance-based. There are no share option schemes for Board members or anyone else in Mantena.

Deviation from the Code: None

SECTION 12 REMUNERATION OF EXECUTIVE PERSONNEL

Mantena follows the government's guidelines in determining compensation to senior executives.

The Board's statement on the determination of salaries and other remuneration to senior executives is shown in a note to the consolidated financial statements, which are available on the company's website.

The main objective of the company's executive pay policy is that management salaries in the company should be competitive but tend towards moderation in not being a leader in terms of pay compared to similar companies.

Remuneration to senior executives mainly comprises a fixed salary which is normally adjusted once a year. A bonus scheme has been

agreed for the CEO. There are no option schemes or programmes for distributing shares to employees in Mantena.

Benefits to the CEO and senior executives are itemised and quantified in a note to the consolidated financial statements.

Deviation from the Code: None

SECTION 13 INFORMATION AND COMMUNICATIONS

Mantena publishes annual accounts on the company's website www.mantena.org.

Mantena does not have securities traded on a stock exchange or other public marketplace and is thus not subject to the requirements for information and communication in the Securities Trading Act and the Stock Exchange Regulations. The Board of Directors has therefore judged that there is no need for guidelines for reporting the company's results and other information or for contact with shareholders outside the general meeting.

Deviations from the Code: In view of its ownership and the fact that the company is not subject to the requirements of the Securities Trading Act and the Stock Exchange Regulations, this section is not considered relevant to Mantena.

SECTION 14 TAKE-OVERS

Because the company is 100 per cent owned by the Norwegian State, the Board of Directors of Mantena has not yet found it necessary to draw up any guiding principles for how it should act in the event of a takeover bid.

Deviations from the Code: The Board of Directors has not yet found it necessary to draw up any guiding principles for how it will act in the event of a takeover bid.

SECTION 15 AUDITOR

The general meeting elects the company's auditor. To appoint the company's auditor, the administration makes a recommendation to the Board of Directors, and the resolution of the Board forms the basis for decision by the general meeting. The company's appointed auditor is Deloitte AS.

The auditor holds a meeting with the Board of Directors at least once a year to review the company's financial situation. The auditor attends the company's general meeting.

Each year, the auditor provides the Board of Directors with written confirmation that the auditor meets the requirements for independence. It is stated in a note to the accounts how the auditor's remuneration is broken down between regular audits and various additional services.

Guidelines have been laid down for the general manager to make use of other services from the auditor.

Deviation from the Code: None.

Deloitte.

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To the General Meeting of Mantena AS

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Mantena AS showing a profit of NOK 45 637 000 in the financial statements of the parent company and profit of NOK 37 552 000 in the financial statements of the group. The financial statements comprise:

- The financial statements of the parent company Mantena AS (the Company), which comprise the balance sheet as at 31 December 2020, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- The consolidated financial statements of Mantena AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2020, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion:

- The financial statements are prepared in accordance with the law and regulations.
- The accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.
- The accompanying consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 laws and regulations, 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

Management is responsible for the other information. The other information comprises information in the annual report, except the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director (Management) are responsible for the preparation in accordance with law and regulations, including a true and fair view of the financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, 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. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

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 laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 or 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 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.

Deloitte.

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We communicate with those charged with governance 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.

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors' report concerning the financial statements, the going concern assumption and the proposed allocation of the result is consistent with the financial statements and complies with the law and regulations.

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements Other than Audits or Reviews of Historical Financial Information, it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the Company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Oslo, 25 March 2021 Deloitte AS

Eivind Skaug State Authorised Public Accountant (Norway)

Note: This translation from Norwegian has been prepared for information purposes only.



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