Investor presentation

Senior Unsecured Bond Issue

12 September 2022

B2 HOLDING

Photo: Natalya Letunova / Unsplash

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ANY INVESTOR INVESTING IN THE BONDS IS BOUND BY THE FINAL TERMS AND CONDITIONS FOR THE BONDS, AND THE OTHER TERMS SET OUT IN THE SUBSCRIPTION MATERIAL FOR THE OFFERING.

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Summary of risk factors (1/3)

Investing in bonds and other securities issued by the Company involves inherent risks, and a number of risk factors may adversely affect the Company. Potential investors should consider, among other things, the Risk Factors set out in this Presentation before making an investment decision. An investment in the Bonds is only suitable for investors who understand the risks associated with this type of investment and who can afford a loss of all or part of their investment.

The risk factors below are a non-exhaustive summary of the risk factors included in slides 36 to 45 of this Presentation. Prospective investors should carefully consider these risk factors in full before making an investment decision and should consult their own expert advisors as to the suitability of an investment in the Bonds. By investing in the Bonds, each prospective investor confirms its understanding that should any of these risks materialise, individually or together with other circumstances, this could have a material adverse effect on the Issuer and the Group's business, results of operation, cash flow, financial conditions and prospects, which in turn could result in a decline in the value of the Bonds and the loss of all or part of its investment in the Bonds.

RISKS RELATED TO THE BUSINESS IN WHICH WE OPERATE

- We may not be able to collect the expected amounts on our portfolios.
- Our purchasing patterns and the seasonality of our business may lead to volatility in our cash flow.
- Acquisitions that we have entered or may enter into in the future may prove unsuccessful or strain or divert our resources and we may not be able to manage our growth effectively.
- The statistical models and analytical tools we use may prove to be inaccurate.
- Our operations are highly dependent upon access to, and the functioning and integrity of, our core IT applications, systems and infrastructure.
- Improper disclosure of our clients' sensitive data, customer data or a breach of data protection laws could negatively affect our business or reputation.
- Market developments and the development of the economy in general and in the markets in which we operate may negatively affect our operations and financial performance.
- We are exposed to significant reputational risk and are subject to voluntary codes of conduct.
- The value of our existing portfolios may deteriorate, or we may not be able to collect sufficient amounts on our portfolios to take advantage of opportunities for portfolio purchases as they arise in the market.
- We are exposed to risk relating to assumption of ownership of collateral provided under our secured debt portfolios.
- We may not be able to purchase portfolios at appropriate prices or of sufficient quality.
- Failure to successfully manage our forward flow agreements or replace terminated forward flow agreements may adversely affect our revenue.
- We rely on third parties to collect amounts under our credit portfolios.
- Our risk management procedures may fail to identify or anticipate future risks.
- Our decentralized organization exposes us to compliance risks and lack of quality control at the Group level.
- Our senior management team members and key employees are important to our continued success and the loss of one or more members of our senior management team or one or more of our key employees could have a material adverse effect on our business.
- We may not be able to obtain or maintain adequate insurance cover.

Summary of risk factors (2/3)

RISKS RELATED TO THE BUSINESS IN WHICH WE OPERATE (CONTINUATION)

- We may not be able to hire and retain enough sufficiently trained personnel to support our operations.
- Increases in labour costs, potential labour disputes and work stoppages could negatively affect our business.
- A material failure in banking systems could negatively affect our business.
- As we move into new business areas, our operations will become increasingly complex.
- Our operations in multiple jurisdictions expose us to local risks in a number of European jurisdictions.
- Our collections may decrease and/or the timing on when we collect may be delayed if the number of consumers becoming subject to personal insolvency procedures increases.
- We may purchase portfolios that contain accounts which are not eligible to be collected, and it may not be possible for us to bring successful claims pursuant to purchase contracts or otherwise.
- A portion of the collections from debt portfolios depends on successful legal proceedings and such proceedings may not always be successful.
- We are subject to prevailing tax laws in every jurisdiction we operate and there can be no assurance that our understanding of applicable tax laws is correct, and any misapprehension of such may adversely affect its profitability.

RISKS RELATED TO OUR FINANCIAL PROFILE

- Our substantial leverage and debt service obligations could adversely affect our business and prevent us from fulfilling our obligations with respect to the Bonds.
- Any inability to comply with the terms of our existing debt and to refinance any existing debt as it comes due and payable or an increase in interest rate levels may have a negative effect on our financial condition.
- We will require a significant amount of cash to meet our obligations under our indebtedness, a substantial amount of which will mature prior to the Bonds, and to sustain our operations, which we may not be able to generate or raise.
- We are subject to covenants under our financing arrangements that limit our operating and financial flexibility.
- We are exposed to the risk of currency fluctuations.
- We are exposed to interest rate risk.
- Our hedging agreements may expose us to credit default risks and potential losses if our hedging counterparties fall into bankruptcy.

Summary of risk factors (3/3)

RISKS RELATED TO THE OFFERING AND THE BONDS

- The Company is a holding company and is dependent upon cash flow from its subsidiaries to meet its obligations, in general and under the Bonds.
- Risk of being unable to pay interest and principal on its indebtedness, including the Bonds.
- Your right to receive payments under the Bonds will be effectively subordinated to claims of our existing and future secured creditors.
- The Bonds will be structurally subordinated to the liabilities and preference shares (if any) of our subsidiaries that do not guarantee the Bonds.
- We may not be able to finance a put option redemption.
- An active trading market may not develop for the Bonds, in which case you may not be able to resell the Bonds.
- Transfer of the Bonds will be restricted, which may adversely affect the value of the Bonds.
- The Bonds may be subject to optional redemption by the Company, which may have a material adverse effect on the value of the Bonds.
- Credit ratings may not reflect all risks, are not recommendations to buy or hold securities and may be subject to revision, suspension or withdrawal at any time.
- The terms and conditions of the Bond Agreement will allow for modification of the Bonds or waivers or authorizations of breaches and substitution of the Company which, in certain circumstances, may be affected without the consent of bondholders.

Agenda

B2HOLDING

Transaction overview

Transaction summary

Background and sources & uses

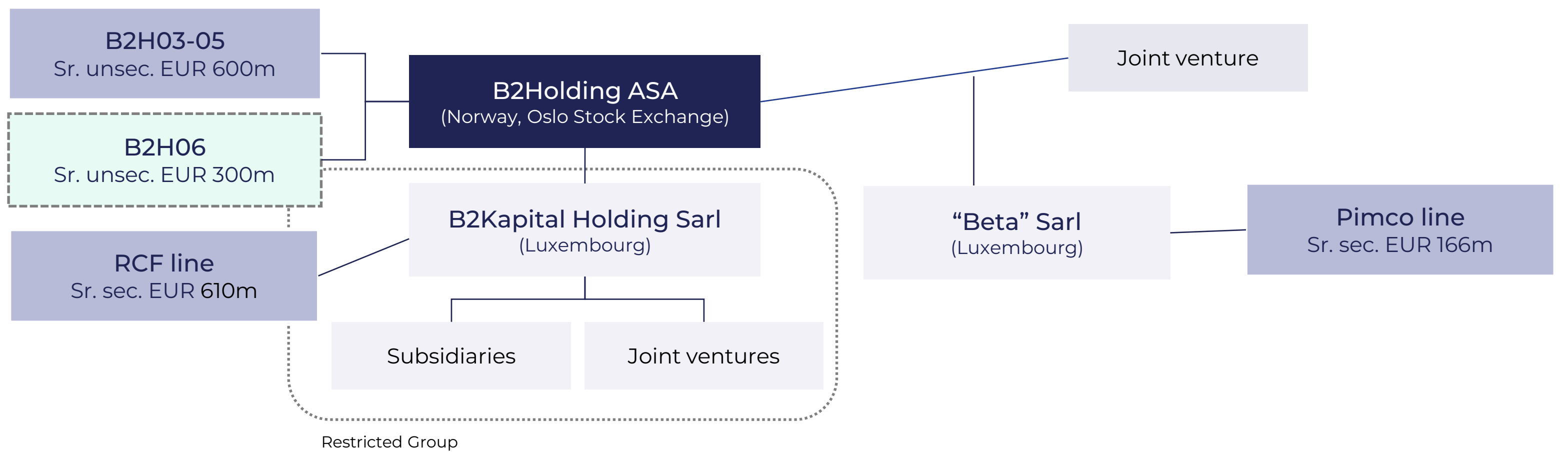
- B2Holding ASA (the "Issuer" or the "Company") is a debt solutions provider specialized in investing in, and the recovery of, non-performing unsecured and secured debt portfolios in addition to providing third-party debt collection services

- The Company is listed on Oslo Stock Exchange (OSE: B2H) with a market capitalization of approx. NOK 3.7bn as of 12 September 2022. The main shareholders are Prioritet Group AB and Rasmussengruppen AS holding approx. 13% of the outstanding shares each

- The Issuer is contemplating to issue a new senior unsecured 4-year floating rate bond issue of EUR 150m (expected) with proceeds to be applied towards refinancing of outstanding debt (including partial repayment of the DNB / Nordea 610m senior secured RCF) and general corporate purposes

- The Company is rated Ba3 / Stable and B+ / Positive by Moody's and S&P, respectively. The Bond Issue will be rated B1 by Moody's and B+ by S&P

Group structure and pro forma capital structure[1]



EURm	Q2'22[1]	New bond	Pro forma
Unsecured bonds (excl. EUR 27m in treasury bonds)	573	150	723
Drawn RCF	249	-150	99
Gross debt	**822**	**0**	**822**

Lev Ratio as of Q2'22			
NIBD	**873**		**873**
L12M cash EBITDA	**357**		**357**
NIBD / L12M cash EBITDA	**2.45x**		**2.45x**

1)Q2'22 is adjusted for sale of DCA Bulgaria and NRIs related to restructuring and senior financing. Adjusted for PIMCO transaction finalized 19 August 2022

B2Holding ASA with improved rating by Moody’s and S&P

Rating agency	CFR[1]	Outlook	Bond Rating[2]
Moody's	Ba3	Stable	B1
S&P	B+	Positive	B+

- As of November 2021, upgraded outlook from both rating agencies:
  - S&P upgraded from Stable to Positive
  - Moody’s upgraded from Negative to Stable
- Further improvement in rating expected should the Group succeed in:
  - Meeting its financial targets while maintaining low leverage and high interest coverage
  - Demonstrate solid liquidity management with proactive refinancing of upcoming debt and extension of maturity profile
  - Supporting collateral values in the secured book, while disposing REO at prices above book value
  - Establishing the considered co-investment structure, resulting in more stable collection performance going forward
- The rating could be challenged if:
  - The Group’s refinancing plans is not executed on, and the liquidity position materially weakens for other reasons
  - The capitalization falls significantly; and/or profitability and leverage metrics deteriorate

1) Corporate Family Rating
2) An upgrade/downgrade of the Group’s CFR would likely result in an upgrade of the bond rating

Summary of key terms and conditions for the unsecured bond

Issuer:	B2Holding ASA
Status of the bonds:	Senior unsecured
CFR (S&P / Moody's):	B+ / Ba3
Initial Issue Amount:	EUR 150 million
Maximum Issue Amount:	EUR 300 million
Purpose of the Bond Issue:	Refinancing and general corporate purposes
Issue price:	100% of par value
Interest rate:	3 months Euribor + [•]% p.a., quarterly interest payments in arrears. If EURIBOR is less than zero, EURIBOR shall be deemed to be zero.
Tenor:	4 years
Amortization:	Bullet
Call options:	Make Whole 2 years, thereafter callable at par + 50/25/0% of margin after 24/36/42 months
Financial covenants:	Interest coverage ratio: >4.0x (cash EBITDA to net interest expenses) Leverage ratio: <4.0x (NIBD to cash EBITDA) Secured loan to value: <65% (Secured NIBD plus any Vendor Loan to total book value)
Special covenants:	Dividend restriction (50% of adjusted net profit), financial indebtedness restrictions, negative pledge, subsidiaries' distribution, financial support restrictions
General covenants:	Reporting, mergers/de-mergers, continuation of business, disposal of business, arm's length transactions
Change of control:	Investor put at 101%
Listing:	Oslo Stock Exchange within 6 months
Governing law:	Norwegian
Trustee:	Nordic Trustee
Global Coordinators:	DNB Markets, Nordea and Pareto Securities
Joint Bookrunners:	Arctic Securities, DNB Markets, Nordea and Pareto Securities

Note: Please refer to the long form Term Sheet for further details

Today's presenters

Erik Johnsen
Chief Executive Officer

André Adolfsen
Chief Financial Officer

Rasmus Hansson
Head of Commercial Strategy & Investor Relations

Investment highlights

Attractive industry with sound market outlook	– Attractive industry with significant barriers to entry – Expected increased supply from vendors represent growth opportunities going forward – Favorable market outlook with increased demand for B2H's services across geographies
Leading pan-European credit management company	– A leading pan-European credit management company with a diversified presence in 22 markets – Established relationships with key providers of Non-Performing Loan (NPL) portfolios in all existing markets – Developed data capabilities supporting sustained operational efficiency and performance in NPL origination and collection
Diversified portfolio with solid cash flow	– Diversified portfolio with approx. 8.4 million claims and ERC of approx. NOK 19.9 billion (per Q2'2022) – Diversity in claims (secured and unsecured in different geographies) yields relatively low portfolio risk – Stable cash flow from existing portfolio through pandemic: Gross collections[1] of NOK 4.9 billion last 12 months
Listed company with healthy financials	– Listed on Oslo Stock Exchange with a market cap of approx. NOK 3.7 billion – Strong cash flow generation, solid equity, low leverage ratio of 2.45x and robust LTV compared to industry peers – ESG Risk rating from Sustainalytics, ranking within the top 1 % of rated companies globally
Experienced management team with industry track record	– Management team and board with extensive NPL industry experience as well as the broader financial industry – Demonstrated strong deleveraging and prudent risk management throughout Covid-19 – Highly skilled local and central organizations stemming from strategic acquisitions and organic growth

1)Includes the Group's share of gross collection for both wholly owned portfolios and portfolios purchased and held in SPVs and joint ventures. As per Q2'22

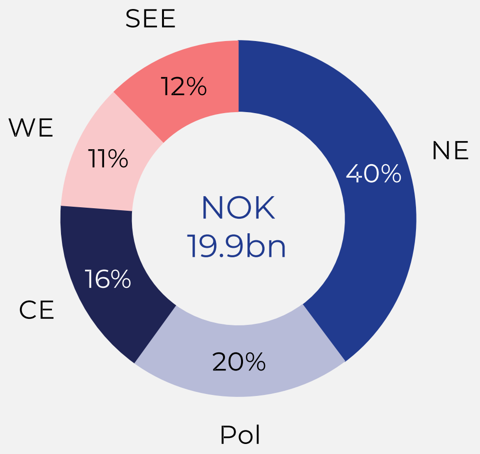
Company overview

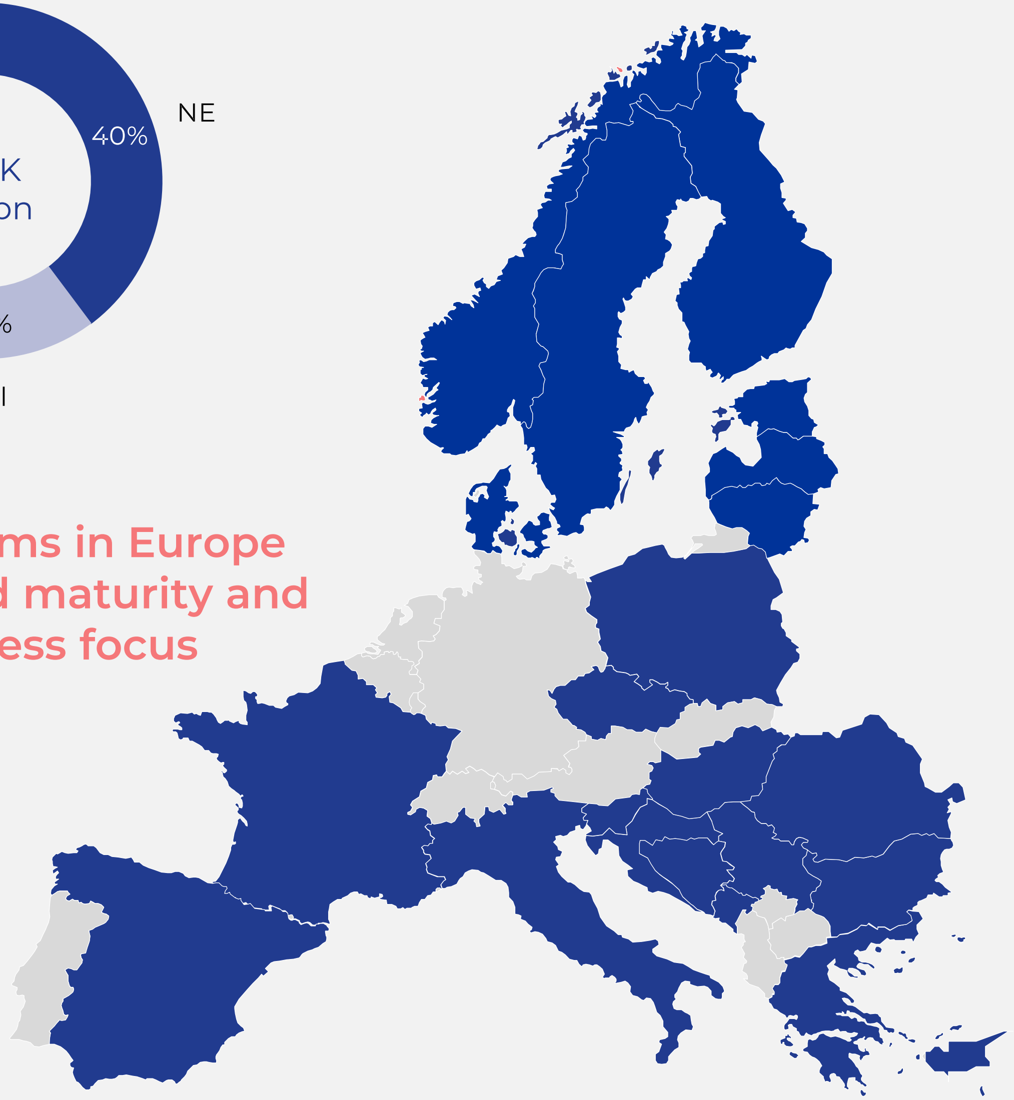
B2 HOLDING

This is B2Holding

NOKm	Q2'22	Q2'21	Change %
Net revenues	748	756	-1%
Adjusted EBIT	330	321	3%
Adjusted EBIT Margin	42%	43%	0%
EBIT	139	341	-59%
ERC	19,867	20,440	-3%
Gross Collection	1,245	1,407	-12%
#FTEs	1,919	2,102	-9%
#Claims (millions)	8.4	8.2	3%

- Leading pan-European credit management servicer headquartered in Norway and listed on the Oslo Stock Exchange under the ticker B2H
- Focus: Granular consumer NPLs, and retail and corporate secured NPLs, owned and serviced for JV partners





22 platforms in Europe with varied maturity and business focus

Strategic journey – New B2Holding is taking shape

Q1 2020

- New strategic direction
- Separation of business lines and segregation of assets and servicing in predominantly secured countries
- Initiated a structured process to explore co-investments in secured back book and future investments

Q2 2021

- Detailed underwriting carried out by reputable investment firms
- In parallel, the secured servicing team continuously delivered strong results not fully reflected in the valuations provided by potential investors

Q4 2021

- Strategic decision to continue with a senior financing structure where B2Holding has full ownership of assets
- Servicing teams in secured markets have proven ability to maximise value of managed assets

Q1 2022

- Senior financing agreement with PIMCO signed
- Initiated legal segregation of assets and servicing
- Digitalization initiatives contributing to collection performance

Q2 2022

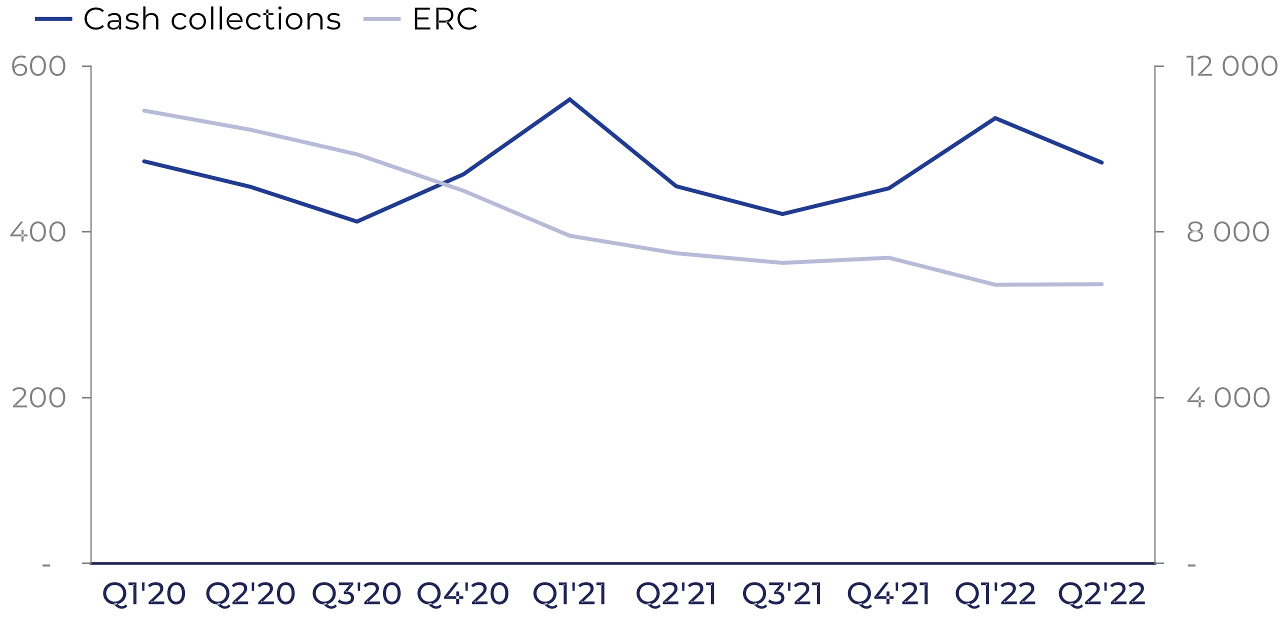
- Veraltis Asset Management established in predominantly secured markets with master and special servicing capabilities

Aug 2022

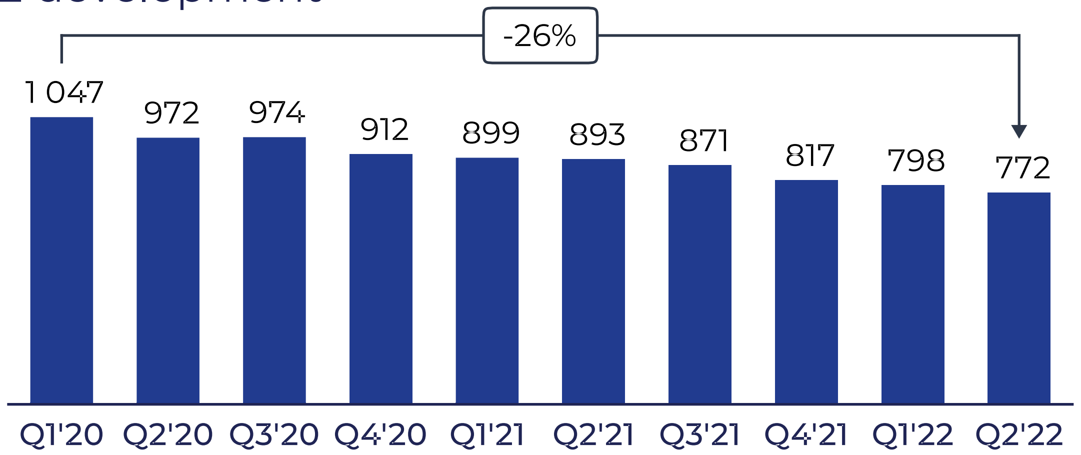
- Closing of funding from PIMCO
- Sale of DCA Bulgaria as an important step to reduce our footprint, and redeploy capital in core markets

Improved scalability across our markets

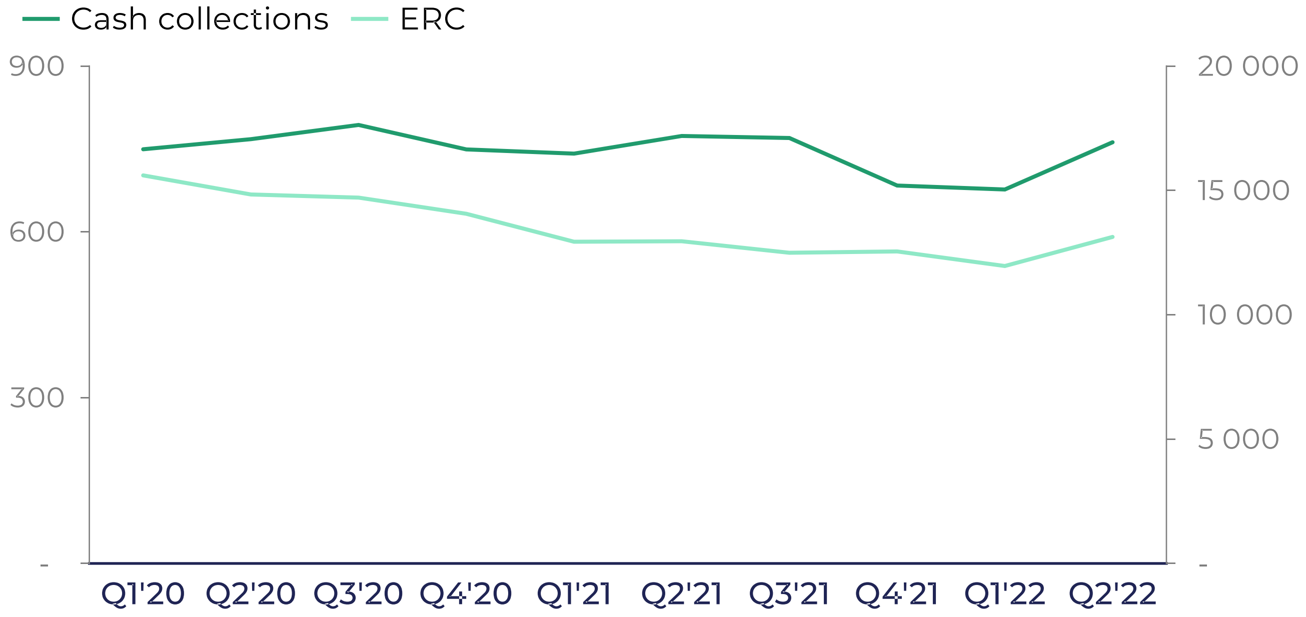
Secured markets (Veraltis Asset Management)



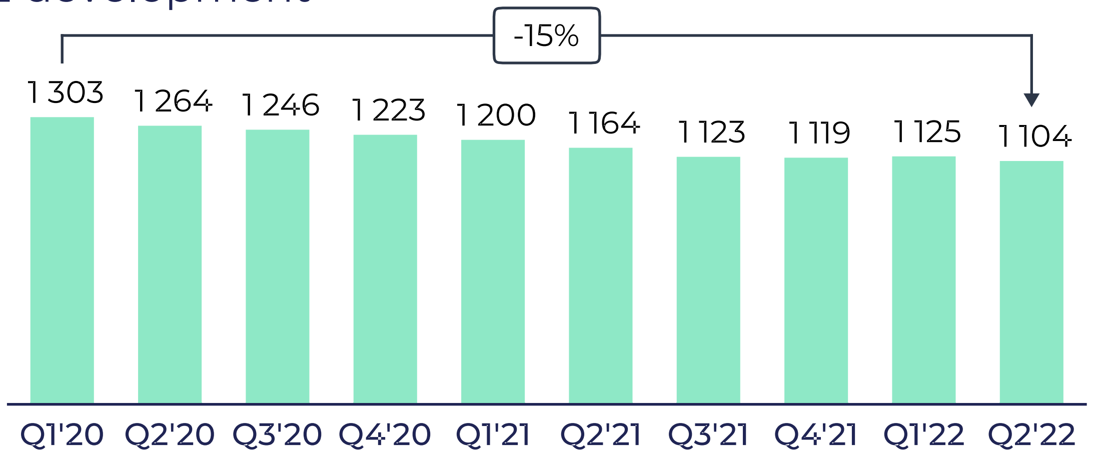
FTE development[1)]



Unsecured markets



FTE development



1) FTEs for Veraltis Asset Management includes 172 FTEs from Bulgaria as Q2'22

Proven ability to deliver on set targets

Targets

- Refinance RCF
- Repayment of existing bridge facility
- Extension of maturity profile
- Operational improvements
- Reduced leverage
- Improved performance
- Discontinuation of non-core geographical areas
- Co-investment partnerships

Achievements

✓ Improved flexibility and liquidity due to:
- PIMCO funding
- RCF extension
- Divestment of DCA Bulgaria

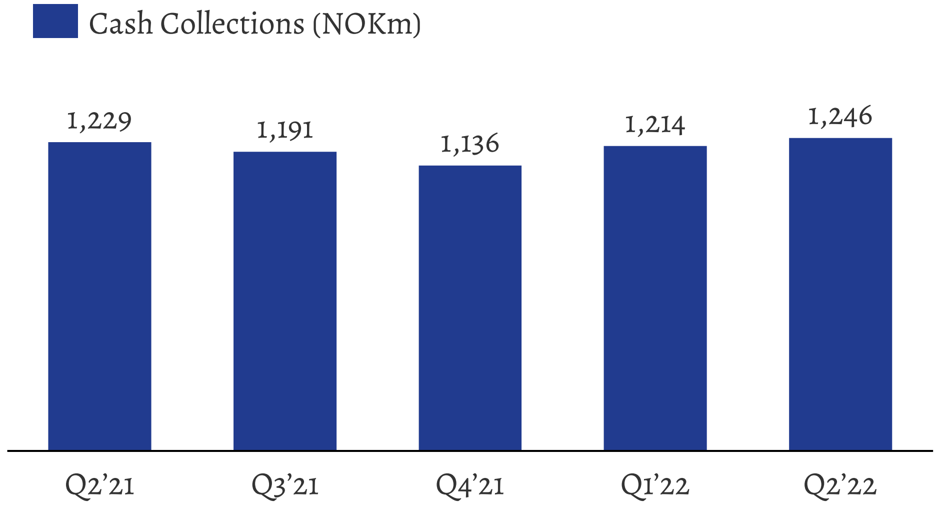
✓ Final stage of strategic restructuring

✓ Improved scalability

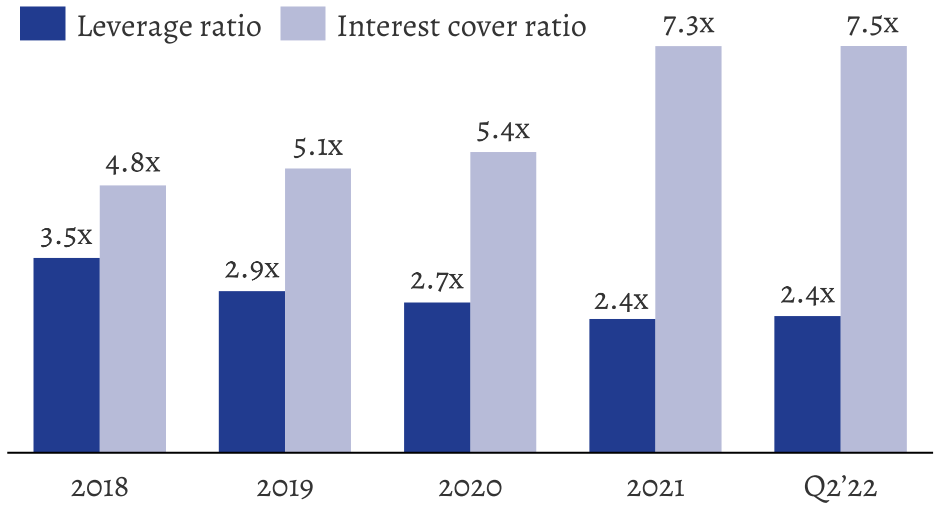
✓ Strong collection performance and increased investment activity

✓ Margin improvements driven by sustainable lower cost base and improved collection efficiency

Strong collections[1)]



Deleveraging



1)Includes share of cash from JVs

ESG commitment showing results

Substantially improved the ESG Risk rating from Sustainalytics, ranking us at the top of our industry and within the top 1 % of rated companies globally

- B2Holding is considered to be at negligible ESG risk:
  - Low exposure of material ESG issues such as Business Ethics, Data Privacy and Security and Product Governance
  - Material ESG risks have been managed through suitable policies, programmes or initiatives
- Improved the rating from E to C in The Governance Group's ESG 100 report on the largest companies on Oslo Stock Exchange
- B2Holding has reinforced its focus on sustainable development and mission to bridge the gap that defaulted debt represents in the credit chain between lenders and customers
  - European bank's ability to deal with NPLs is a priority for the ECB's Banking Supervision as it is vital for a functioning bank sector and hence the growth of the economy

ESG Risk rating

9.3

Negligible Risk

Negligible	Low	Medium	High	Severe
0 - 10	10 - 20	20 - 30	30 - 40	40+

Universe	RANK (1st = lowest risk)	PERCENTILE (1st = lowest risk)
Global Universe	97 / 14,613	2nd
Diversified Financials INDUSTRY	6 / 889	2nd
Consumer Finance SUBINDUSTRY	1 / 227	1st

Highlights Q2 2022

Operations

- Unsecured collections and secured recoveries above the latest forecast
- Positive trend for REO sales continued

Effectiveness & efficiency

- In the final stages of the strategic restructuring period
- Continue to improve scalability across our markets

Investments

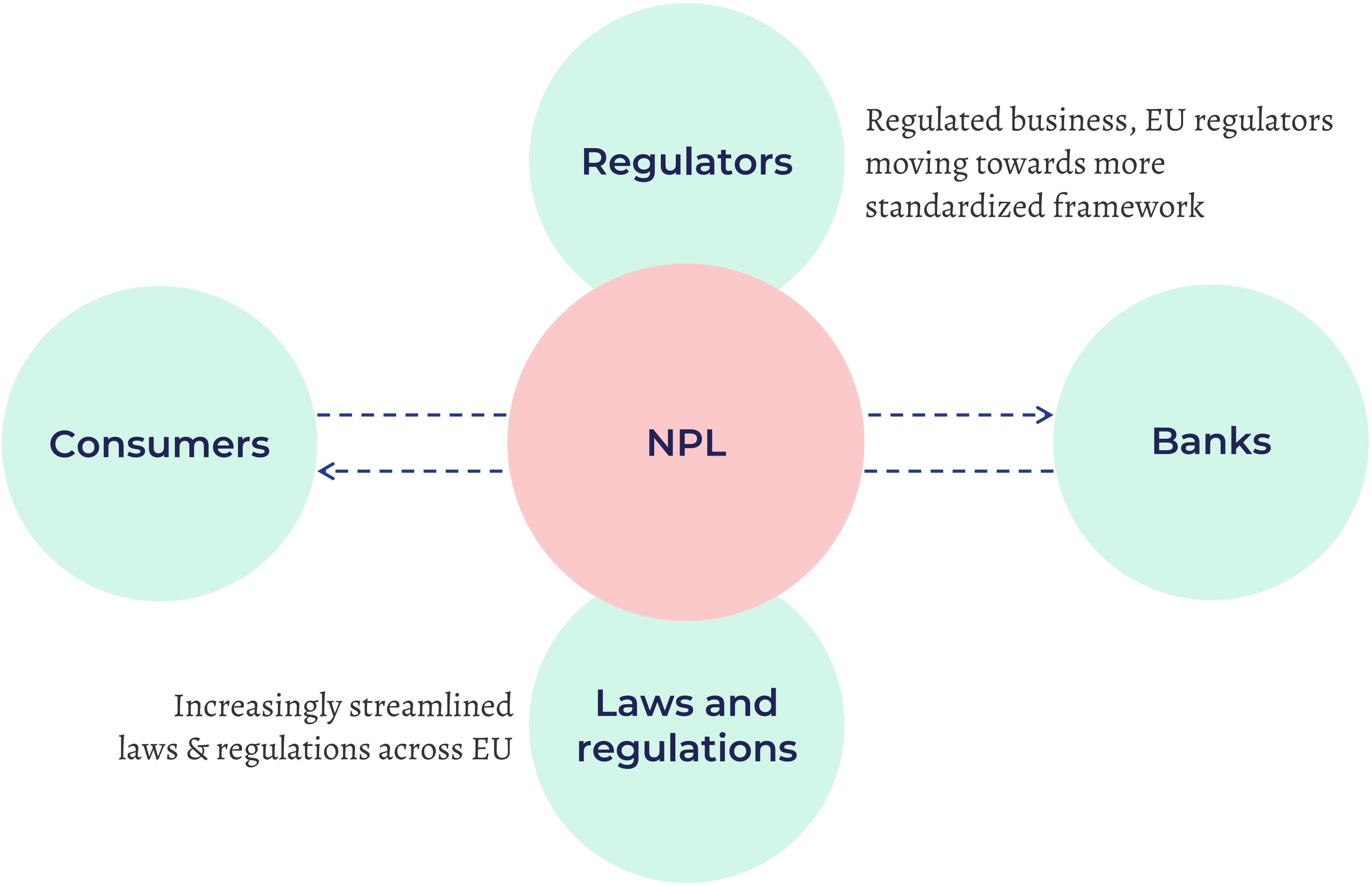
- Increased investment activity
- Growing pipeline indicates good activity in the second half of 2022

Capital & funding

- PIMCO funding closed in August
- Divestment of DCA Bulgaria
- Extended RCF completed

Market overview

NPL industry – an important part of the economic system



Regulated business, EU regulators moving towards more standardized framework

Helping consumers manage their debt

"Solving the problem of Non-Performing Loans is not just god for banks, it benefits all of us"
- European Central Bank[1]

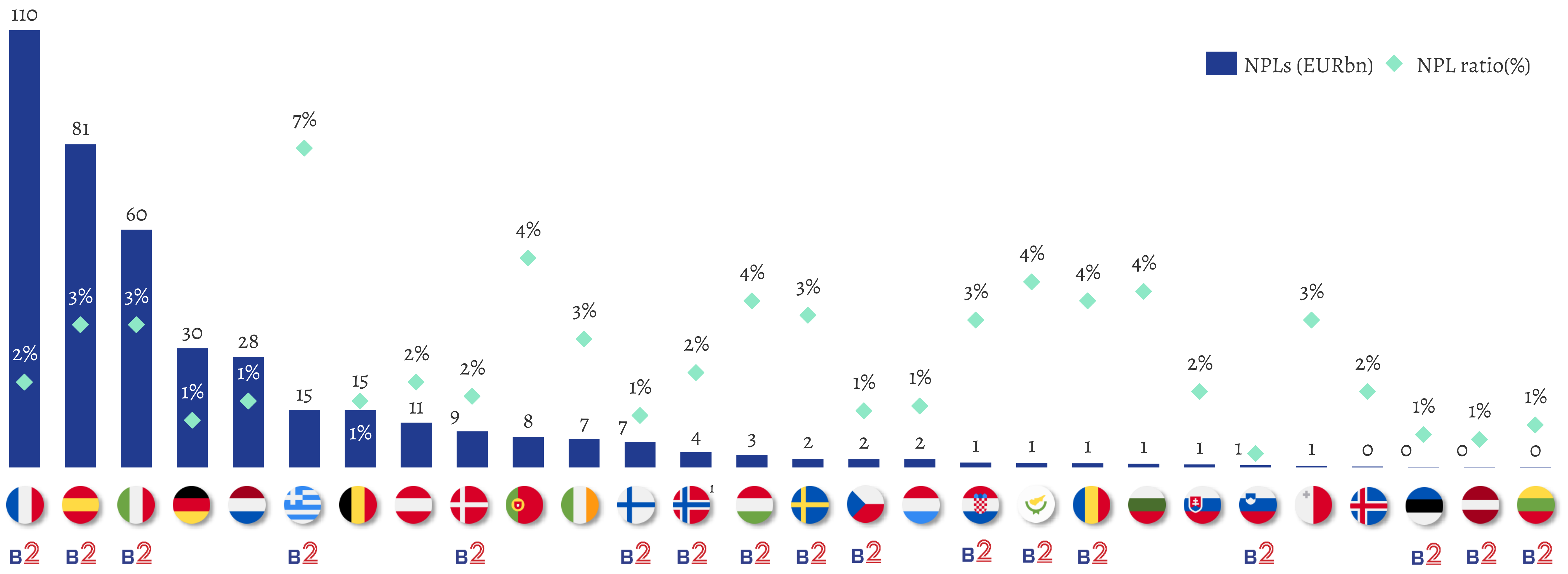
Increasingly streamlined laws & regulations across EU

1) ECB: «Why is it important for banks to reduce bad loans?», https://www.youtube.com/watch?v=tUobpL8ul1Y

Overview of the European NPL market

B2Holding covers ~75% of the total EU NPL market

Total volume of bank NPLs in Europe exceed EUR 400bn. Three largest markets account for +60% as of Q1'22



Source: European Banking Authority, Risk Dashboard Q1' 22
1) Q1'21 figures for Norway

Note: B2 is also present in Bosnia-Hercegovina, Serbia, and Montenegro, which are not a members of EU/EEA and therefore not included in the statistics

Market activity and volumes are up

- Active quarter with increase in number and volume of deals evaluated
- Significant increase in portfolios acquired versus prior quarter and same quarter last year
- At the end of second quarter, NOK 1bn were invested in new portfolios and NOK 350m committed for the remainder of 2022
- Unsecured banking and consumer finance represents the majority of volume
- Expected total investments of around NOK 3bn this year
  - Dynamic approach to shifting market and economic developments
  - Healthy pipeline and good activity into 2H 2022
  - Continued disciplined approach towards new investments

Financial performance

Second quarter 2022 summary

Quarterly summary

NOKm	Q2 2022	Q2 2021	% Δ	H1 2022	H1 2021	LTM Q2 2022
Cash collections	**1,246**	1,229	*1%*	2,459	2,530	**4,787**
Net revenues	**748**	756	*-1%*	1,464	1,518	**2,983**
Adj. EBIT	**330**	321	*3%*	619	651	**1,301**
Adj. EBIT, %	**42%**	43%	*0 pp*	41%	43%	**43%**
EBIT	**139**	341	*-59%*	388	671	**1,025**
Adj. net profit	**173**	147	*17%*	300	277	**617**
Cash revenue	**1,379**	1,369	*1%*	2,720	2,793	**5,328**
Cash EBITDA	**949**	957	*-1%*	1,884	1,971	**3,691**
Cash margin	**69%**	70%	*-1 pp*	69%	71%	**69%**
Gross collections[1)]	**1,245**	1,407	*-12%*	2,397	2,901	**4,932**
Amortisation of own portfolios	**-458**	-647	*-29%*	-923	-1,508	**-2,024**
Portfolio investments[1)]	**758**	220	*245%*	996	412	**1,786**
Cost to collect, %	**22%**	20%	*2 pp*	21%	19%	**21%**

Comments

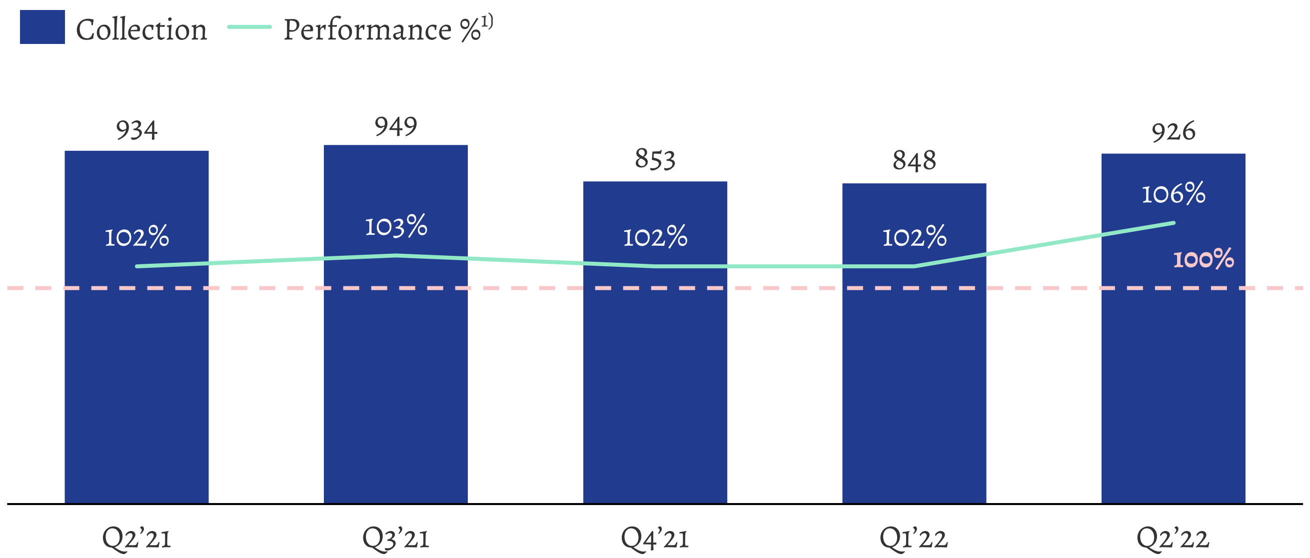
- Strong underlying collection performance
  - Unsecured collections at 106%
  - Secured collection at 231%
  - REO sales of NOK 103m at a 34% margin
- Net revenue adj. up 3% YoY
- One-off effect from sale of Bulgaria
  - Net revenue NOK -32m
  - EBIT NOK -135m and NOK -105m after tax
- Other NRIs of NOK 56m related to restructuring and senior financing
- Invested and committed capital in 2022 of more than NOK 1.35bn at the end of Q2
- Interest rate hedging ratio of 83%

1) Includes the Group's share of gross collection for portfolios purchased and held in SPVs and joint ventures

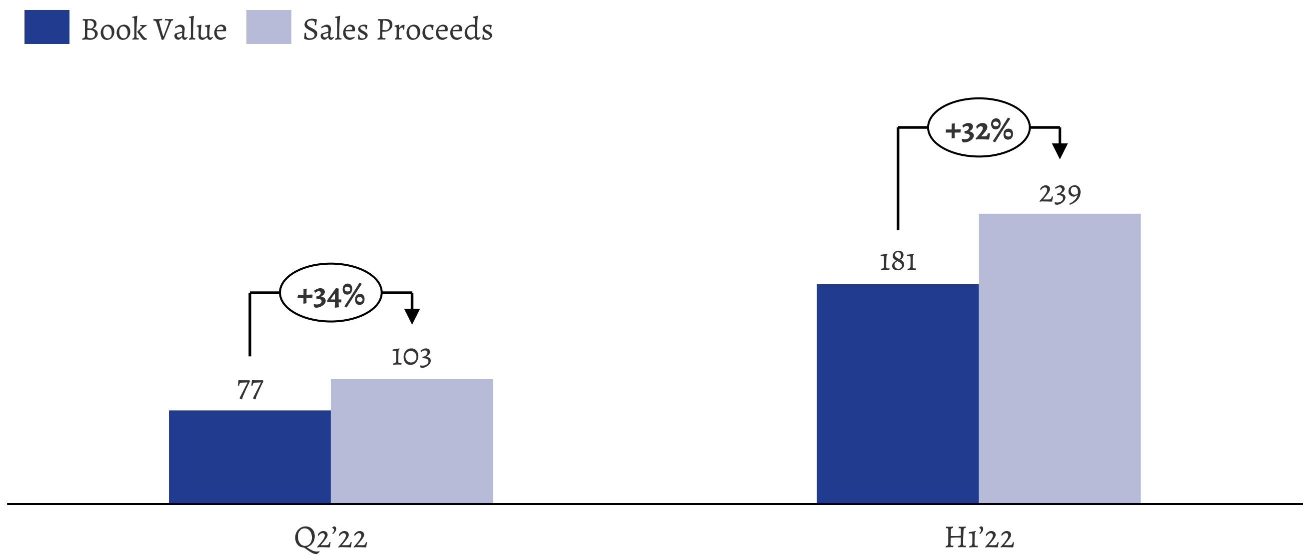
Operational improvements

Collection performance and improvements

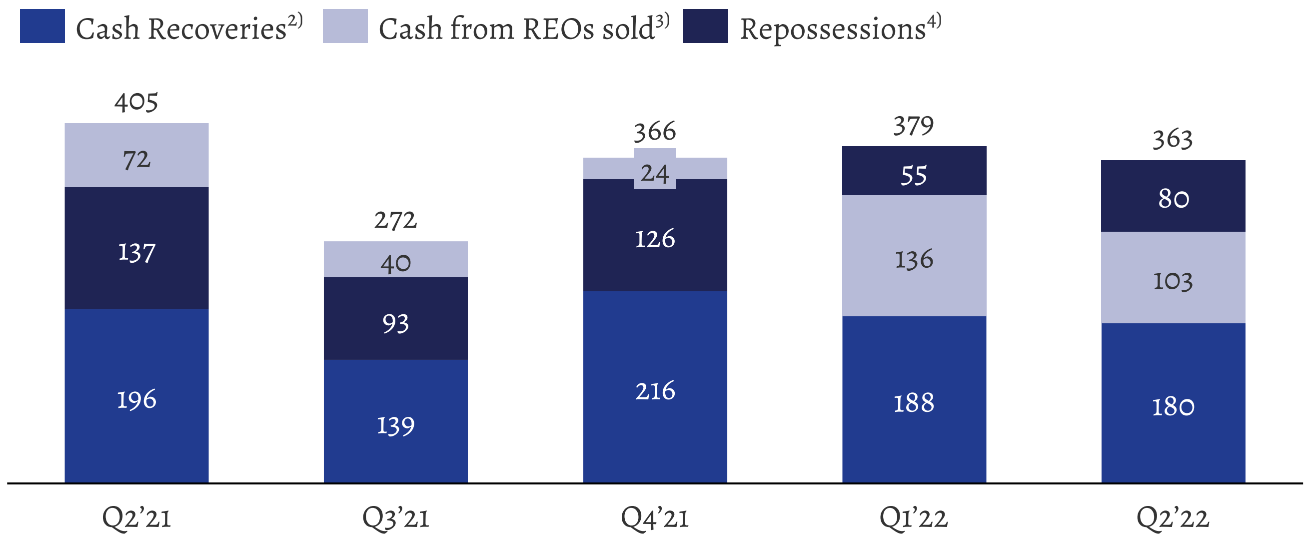
Unsecured collection performance, NOKm



REOs sold, NOKm



Secured recoveries, NOKm



Comments

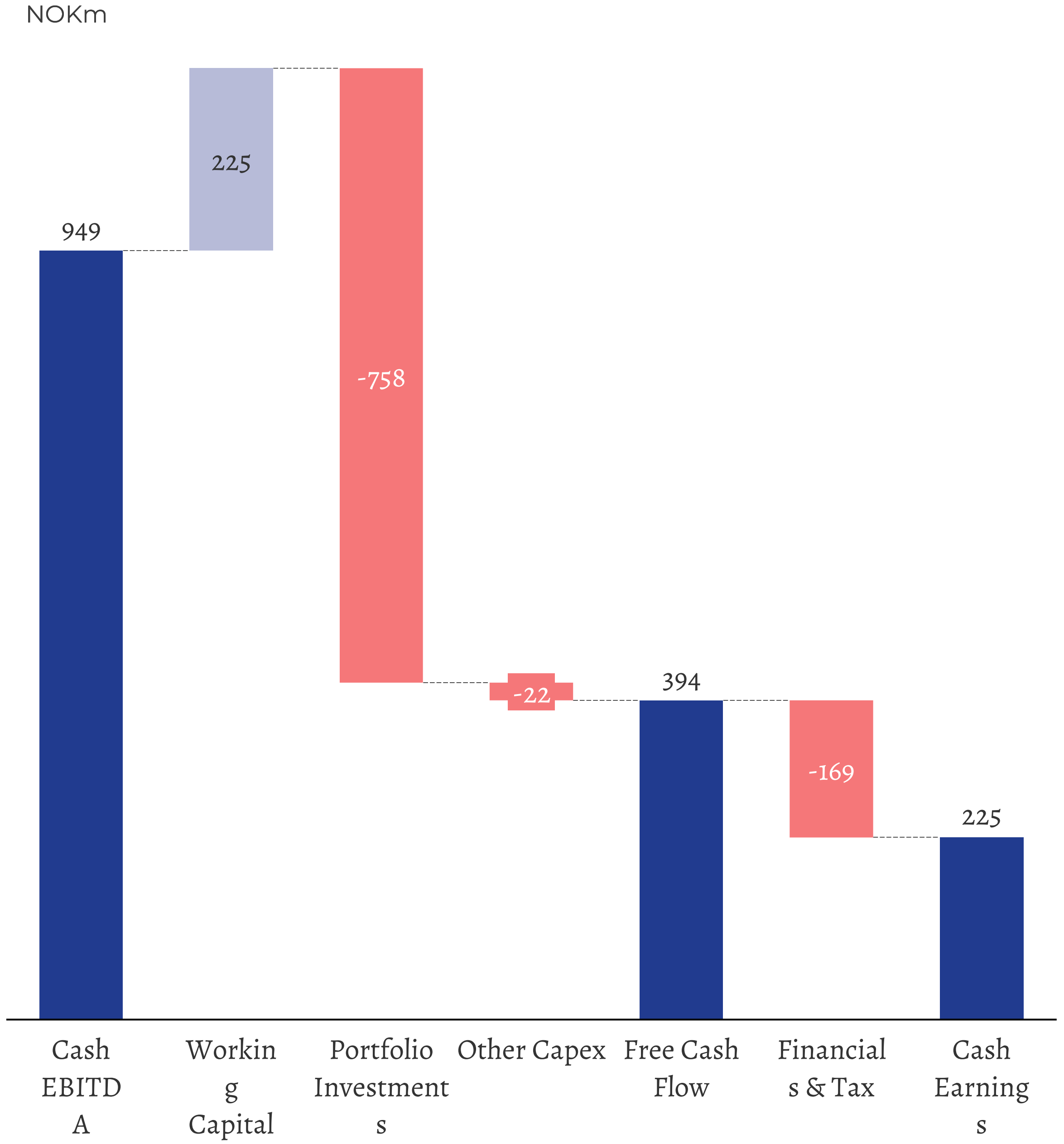
- Continued strong trend in Unsecured collection performance
- Secured cash collections up 7% YoY
- REO sales YTD at 80% of communicated FY target of NOK 300m

1) Measured as actual collection over estimated collection
2) Cash recovered through direct payment of claims
3) Cash collected from disposal of collateral assets
4) Recoveries through repossession of collateral assets

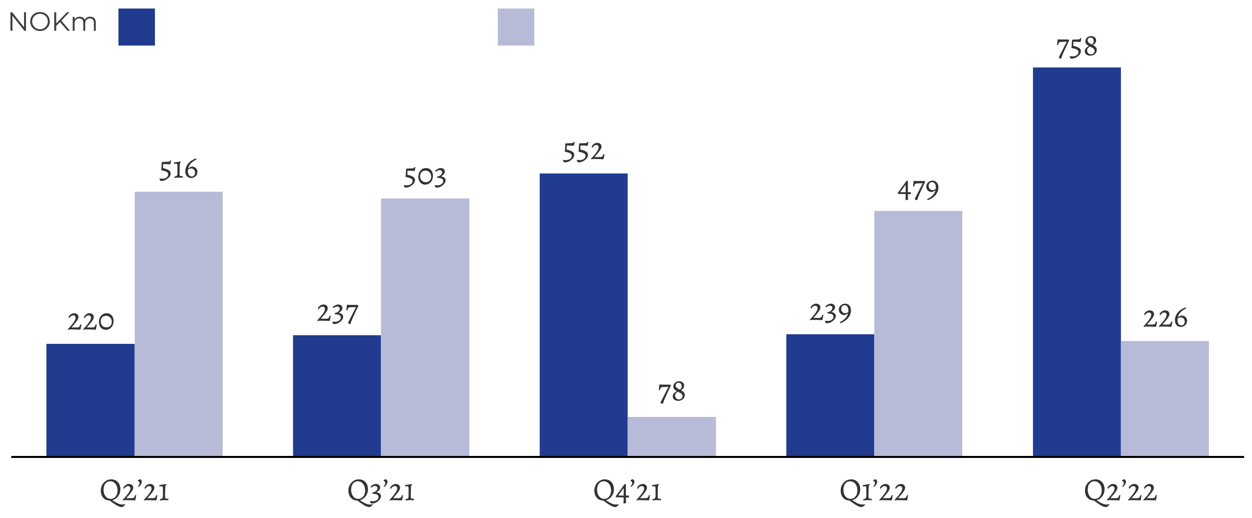
Investments & Capital funding

Improved cash earnings, investment capacity and deleveraging

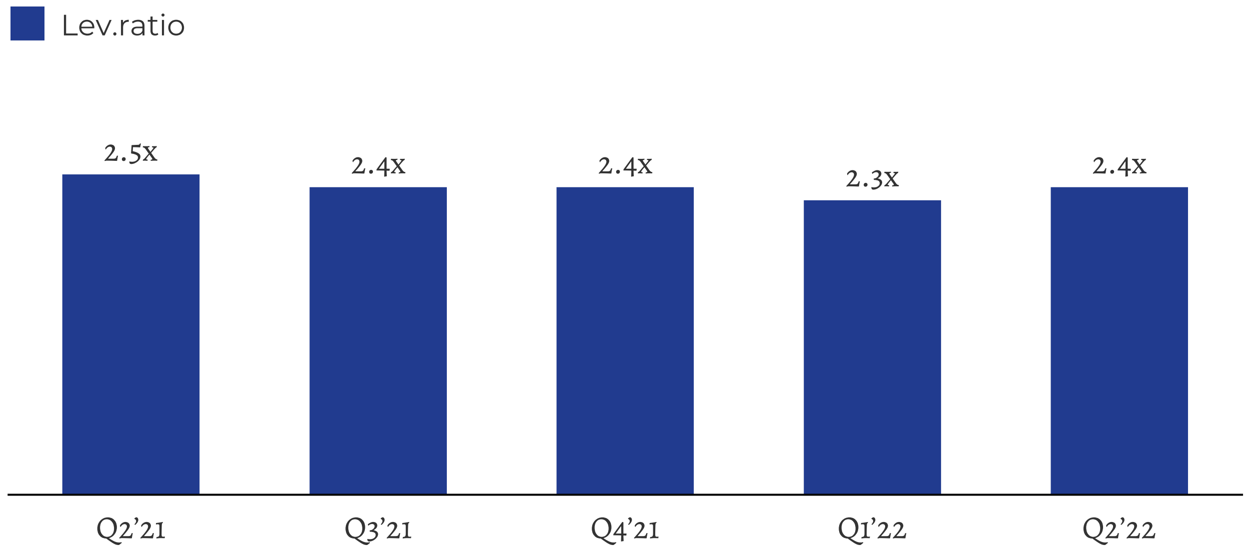
Cashflow Q2 2022



Additional investment capacity



Leverage

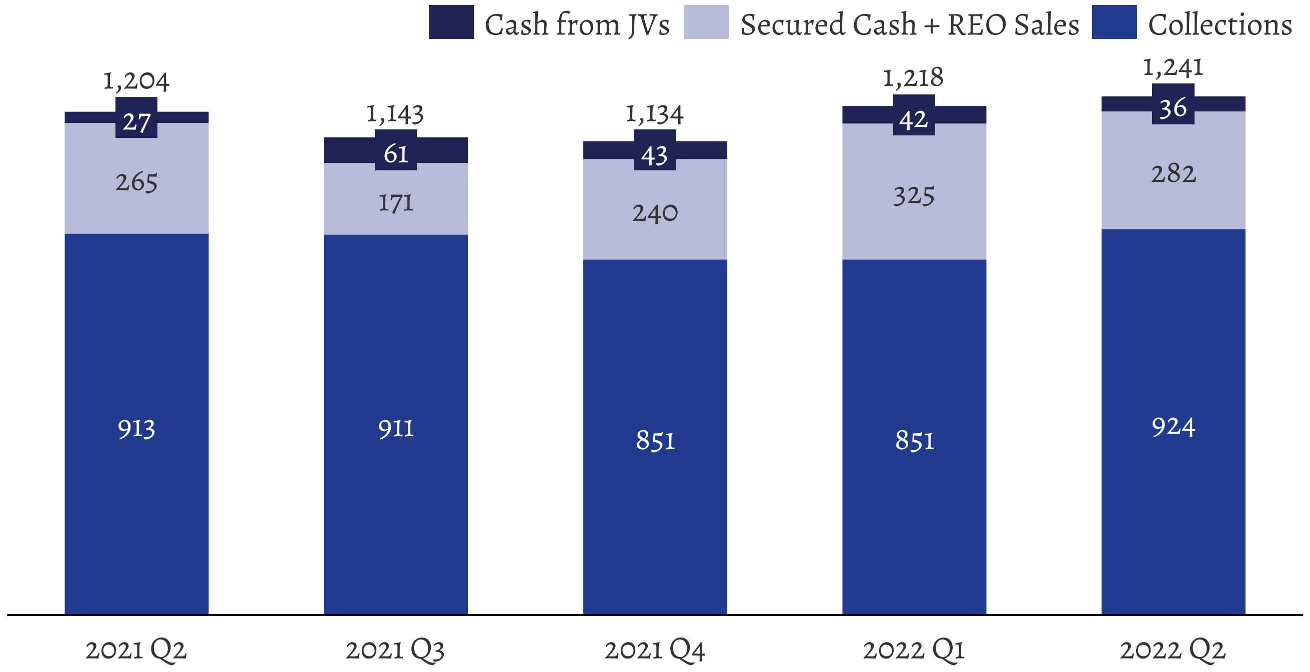


Effectiveness & efficiency

Strong cash collections and stable underlying cost base

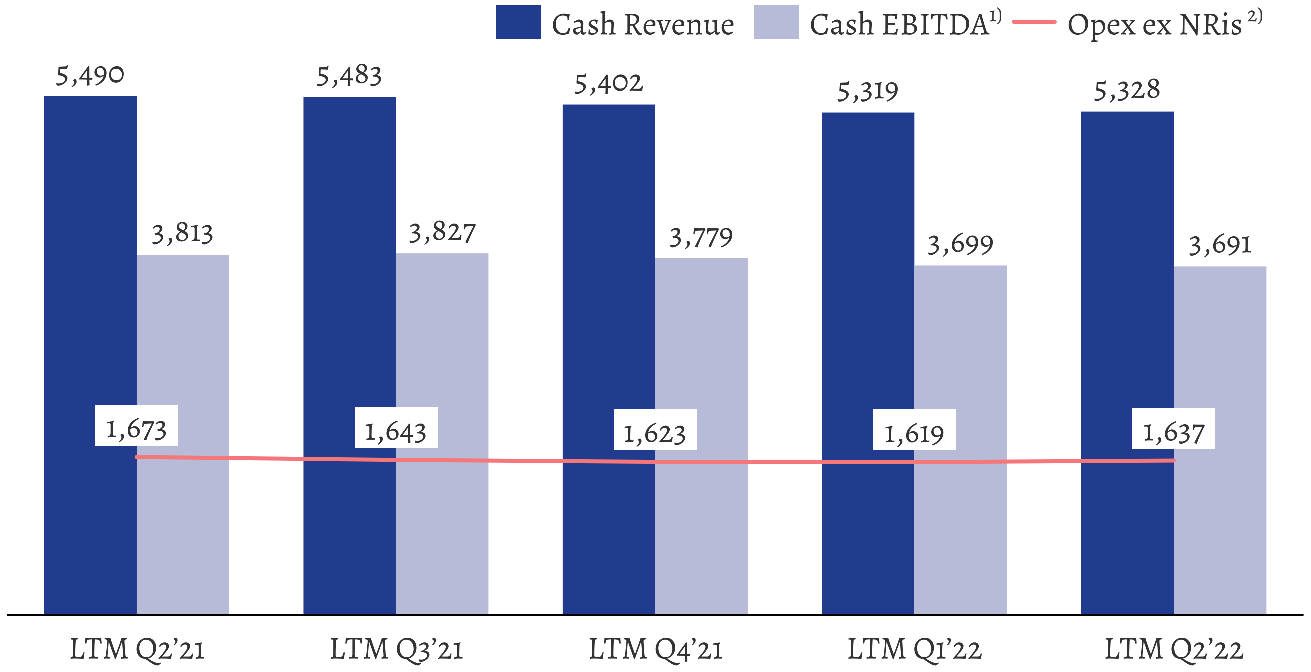
Cash collections (constant FX), NOKm

- Strong collection performance in unsecured despite increased investment volume
- Total secured cash collection up 7% from last year



Stable development in cost to cash revenue, NOKm

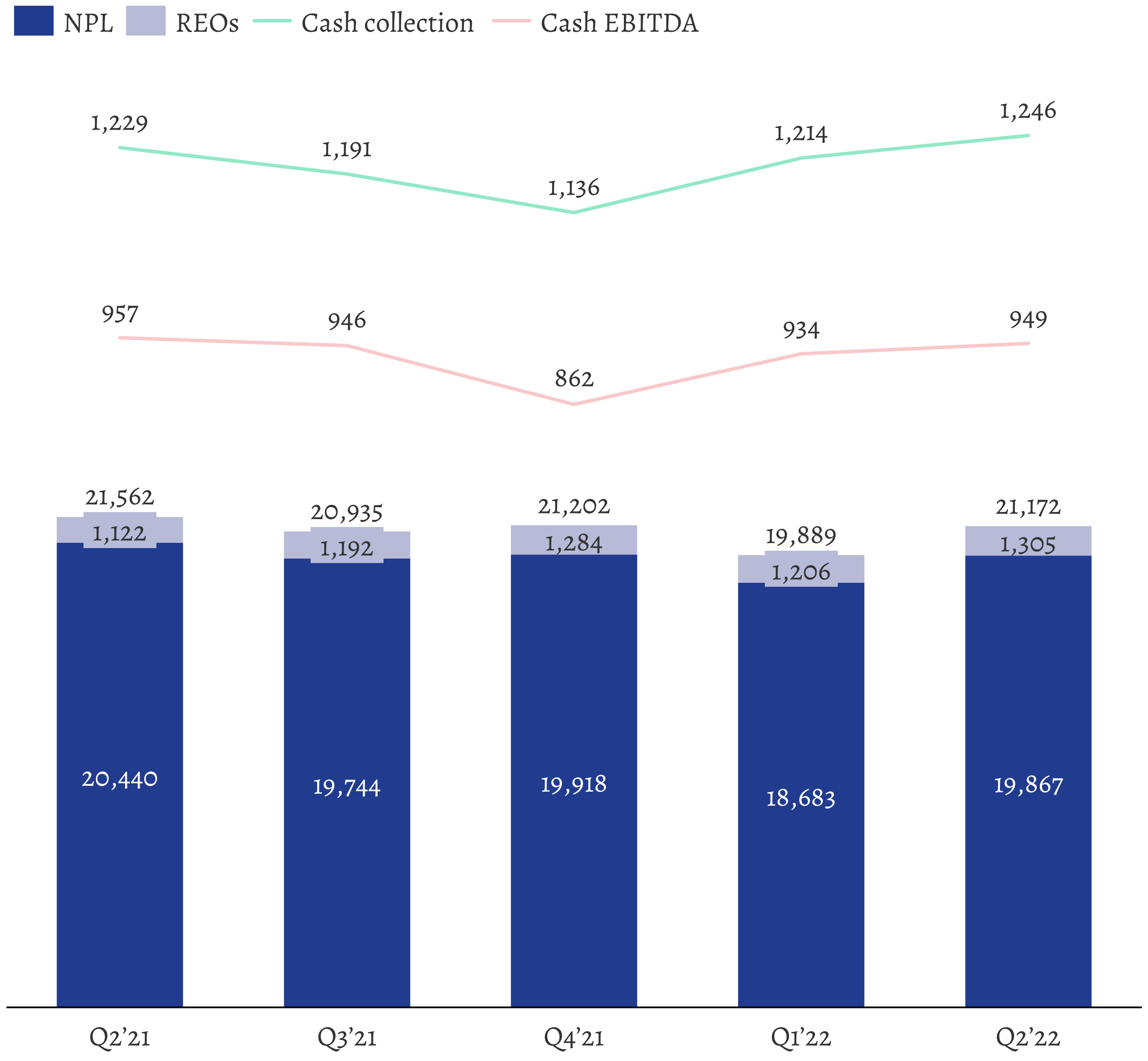
- Cash revenues and Cash EBITDA[1)] have remained stable over the years
- Q2 Opex excluding NRIs up 4.3% mainly due to higher activity; personnel costs 1.8% lower than Q2 2021
- Cash EBITDA for Q2 2022 was NOK 959m and, adjusted for FX, the underlying cash EBITDA is NOK 12m higher in Q2 2022 vs Q2 2021



1) EBIT added back amortisation and revaluation of purchased loan portfolios, depreciation, amortisation and impairment of tangible and intangible assets and cost of collateral assets sold, adjusted for repossession of collateral assets and the difference between cash received and recognised profit from shares in associated parties / joint ventures and participation loan/notes. Cash EBITDA is a measure of actual performance from the collection business (cash business) and other business areas. Cash EBITDA is adjusted for Non-recurring items.
2) Operating expenses excluding Depreciation, Amortisation, Impairment and Non Recurring Items

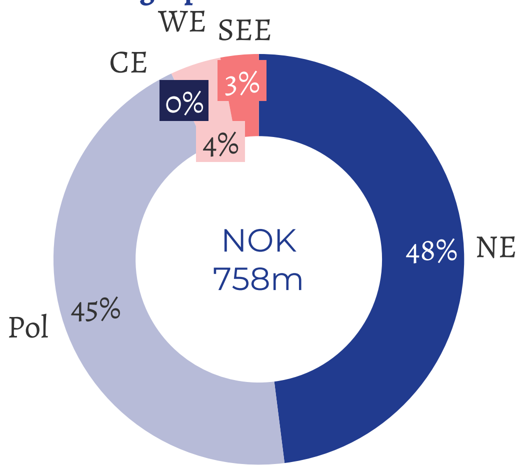
Portfolio investments and Estimated Remaining Collections (ERC)

Cash collection, NOKm

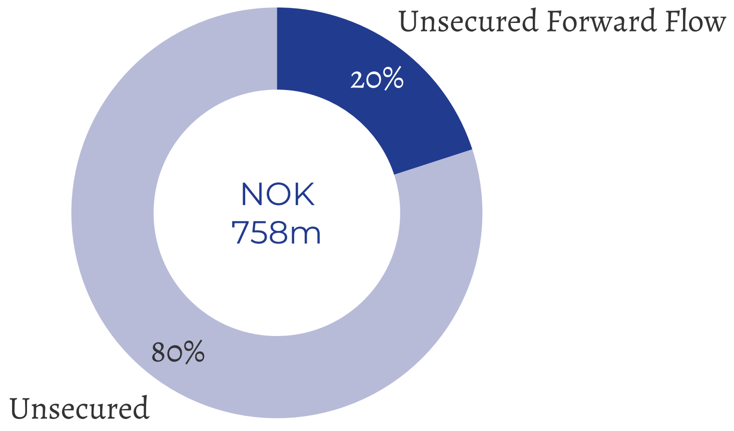


Portfolio investments in Q2

Geographical distribution

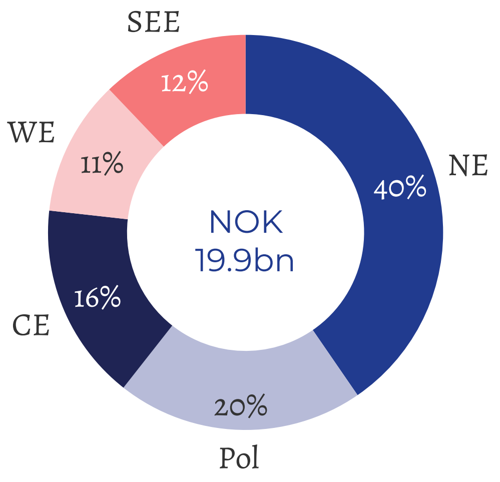


Asset class distribution

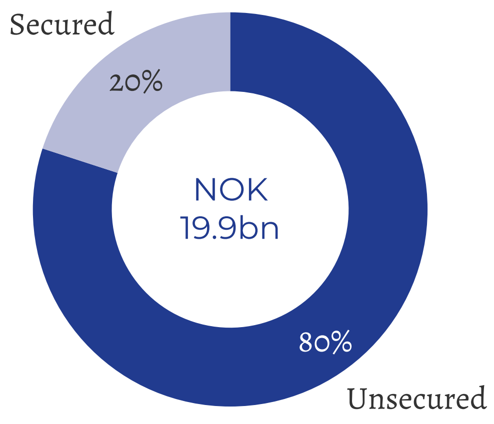


Total ERC as of Q2

Geographical distribution

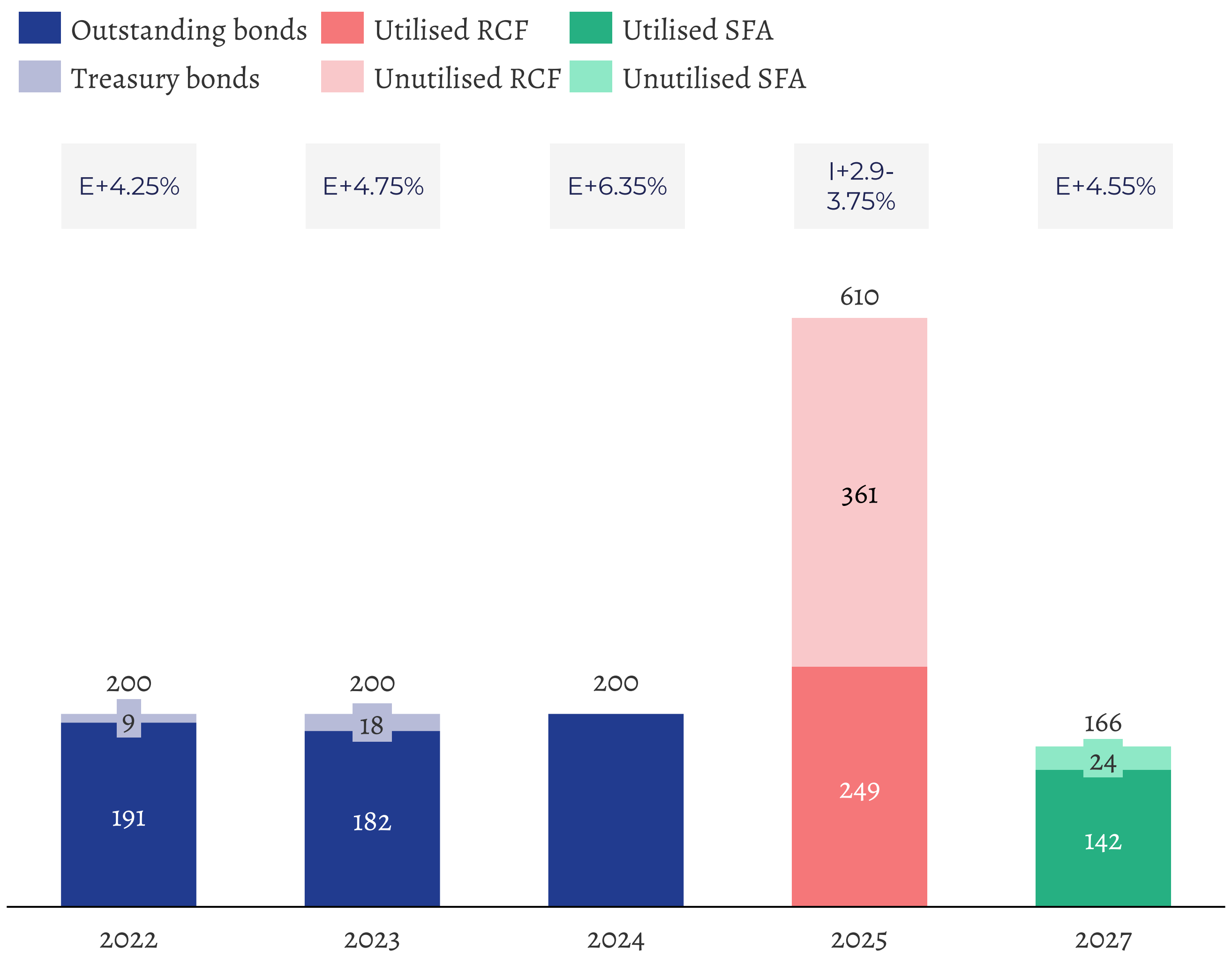


Asset class distribution



New capital structure post funding

Debt maturity profile, EURm



Improved flexibility and liquidity

- Refinancing of the RCF[1] was completed in Q2
- Senior Financing Agreement closed
  - EUR 166m in Facility Line of which EUR 142m is currently drawn
- Bulgaria impact on capital structure
  - EUR 48.4m cash (expected October) will be used to repay RCF
- Available liquidity of around EUR 500m including Bulgaria
- Interest rate hedging ratio of 83%

1)Committed reduction on RCF by 100mEUR on 31 Dec 2023

Financial risk management

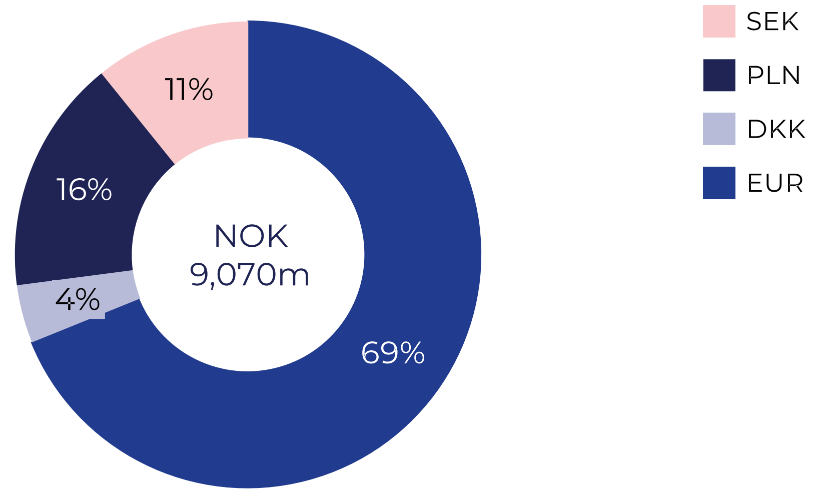
Currency risk

- Translational balance sheet exposure to main currencies hedged by Currency derivatives
- Currency derivatives are used to:
  - Obtain a balanced currency basket
  - Designed to utilize zero interest cap in RCF
- Cashflow hedging not performed due to high uncertainty in timing of cash flows

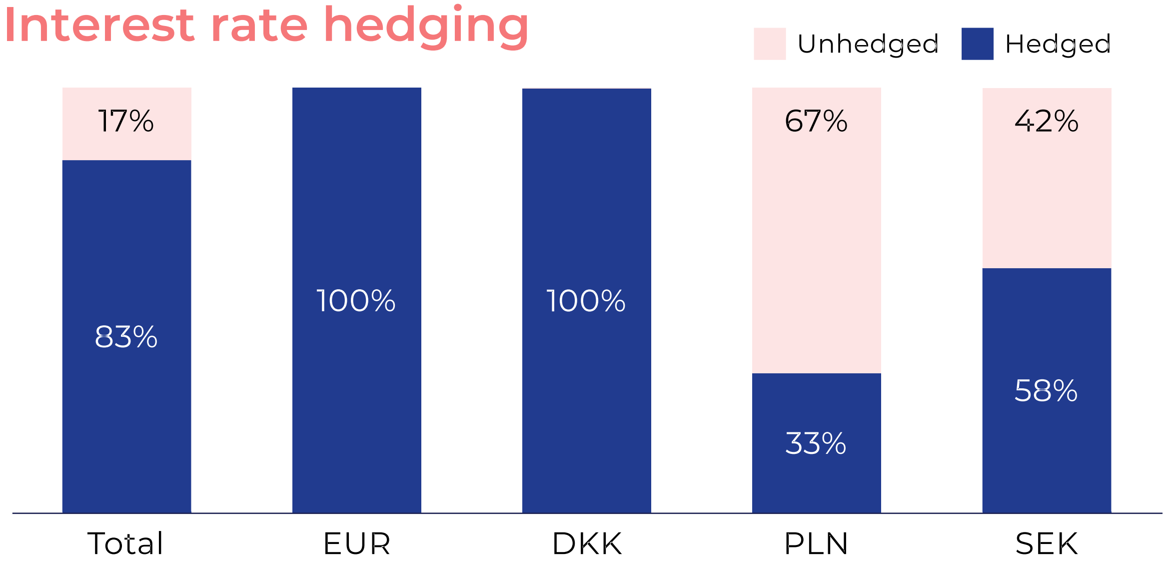
Interest rate risk

- Interest rate swaps and caps are used to reduce interest rate exposure
  - Interest Rate Swap is Back-to-back
  - Cap: Strike is set 1 % above floating rate (IBOR floor 0%)
- The strategy is to hedge between 60% and 120% of net borrowings (split as basket) up to a maximum period of 5 years
  - The hedging ratio at Q2 2022 was 83 % with a duration between 1-2 years

Net borrowing basket



Interest rate hedging



Summary

Key takeaways

Collections and recoveries continue on a positive trend

Improved scalability across markets

Increased market activity and volumes

Strong cash flow and proven ability to deleverage

Closed senior financing agreement and extended RCF

Risk factors

Risk factors (1/9)

An investment in the Bonds involves risks. If any of the events described below actually occurs, our business, results of operations, financial condition or prospects could be materially adversely affected and, accordingly, the value and the trading price of the Bonds may decline, resulting in a loss of all or part of any investment in the Bonds. Furthermore, the risks and uncertainties described herein may not be the only ones that we face. Additional risks and uncertainties not presently known to us or that we currently consider to be immaterial may also have a material adverse effect on our business, results of operation or financial condition.

The order in which the risks are presented does not reflect the likelihood of their occurrence or the magnitude of their potential impact on our business, financial condition, results of operations, cash flows and/or prospects. The risks mentioned herein could materialize individually or cumulatively.

RISKS RELATED TO OUR BUSINESS AND THE INDUSTRY IN WHICH WE OPERATE

We may not be able to collect the expected amounts on our portfolios.

A large part of our assets consists of portfolios made up of purchased consumer receivables (mainly unsecured claims, but also includes secured claims) which were non-performing at the time when they were acquired by us, i.e., previous creditors have already attempted and failed to collect amounts due following an initial or numerous non-payments. Amounts recovered on our credit portfolios may be less than expected and may even be less than the total amount paid for such portfolios for various reasons. Any condition or event that causes our purchased portfolios to lose value, such as a decrease in expected collections or regulatory changes, will have a material adverse effect on our business, results of operation and financial condition.

Our purchasing patterns and the seasonality of our business may lead to volatility in our cash flow.

Our business depends on the ability to collect on our debt portfolios and purchase portfolios of debt. Debt collection is affected by seasonal factors, including the number of workdays in a given month, the propensity of customers to take holidays at particular times of the year and annual cycles in disposable income. The combination of seasonal collections and costs and uneven purchases may result in low cash flow at a time when attractive debt portfolios become available. There can be no assurances that in the future we will be able to obtain interim funding by making other borrowings. A lack of cash flow could prevent us from purchasing otherwise desirable debt portfolios or prevent us from meeting our obligations under any forward flow agreements we may enter into, either of which could have a material adverse effect on our business, results of operation and financial condition.

Acquisitions that we have entered or may enter into in the future may prove unsuccessful or strain or divert our resources and we may not be able to manage our growth effectively.

The success of acquisitions is dependent upon, inter alia, appropriate due diligence having been conducted, such transactions having been negotiated on favourable terms and successful integration of the acquired businesses. There can be no assurances that we will be able to manage our growth effectively and that our infrastructure, facilities and personnel will be adequate to support our future operations or to effectively adapt to future growth. Any of these developments could lead to operational risks or have a material adverse effect on our business, results of operation and financial condition.

The statistical models and analytical tools we use may prove to be inaccurate.

We have developed and use models to project the remaining cash flow generation from our credit portfolios and assess alternative strategies for improving the collectability of the credit portfolios. At the time of purchase, however, we have imperfect information about the precise age of the receivables, the ability of the customer to pay, the time at which the customer will pay, and the cost required to service and collect such debt. In addition, our statistical models and analytical tools assess information which to some extent is provided to us by third parties, such as credit agencies and other mainstream or public sources, or generated by software products, which may be inaccurate or become unavailable in the future. Consequently, there can be no assurance that we will be able to achieve the recoveries forecasted by the models used to value the portfolios. If we are unable to achieve the forecasted levels of collections, valuation impairments may be recognized, and revenue and returns on portfolio purchases may be reduced.

Risk factors (2/9)

Our operations are highly dependent upon access to, and the functioning and integrity of, our core IT applications, systems and infrastructure.

Our success depends in large part on our ability to record and process significant amounts of data quickly and accurately to access, maintain and expand the databases we use for pricing and collection activities. We also use our systems to identify large numbers of customers, store personal data of our customers, analyse and segment accounts and monitor the results of collection efforts. These and other systems could be interrupted by events, including telecommunications and network failures, power losses, physical or electronic security breaches, fraud, identity theft, process failures, deficiencies or errors in internal processes and control routines, human errors, IT systems failure, computer viruses, computer hacking attacks, malicious employee acts, terrorist attacks, natural disasters or similar events. Any material disruption to, or failure of, our systems, the systems of our third party providers or the systems of the banking and other sectors that are integral to our business, especially if it also impacts our backup or disaster recovery systems, would disrupt our operations materially and adversely affect our business. Any security or privacy breach of our systems could expose us to liability and regulatory scrutiny, increase expenses relating to the resolution of these breaches and harm our reputation.

Deficiencies or errors in internal processes and control routines, human errors, IT systems failure or external events that affect operations may occur. This could result in a material adverse effect on our business, results of operations or financial condition and the Company's ability to make payments due under the Bonds.

Furthermore, we may be unsuccessful in anticipating, managing or adopting technological changes within the debt purchase and collection industry on a timely basis, which could reduce profitability or disrupt operations and harm our business.

Improper disclosure of our clients' sensitive data, customer data or a breach of data protection laws could negatively affect our business or reputation.

We collect, handle, process and retain large amounts of potentially sensitive or confidential information, such as personal information of customers, including names and account numbers, locations, contact information and other account specific data. Failure to comply with data protection and privacy obligations may result in financial penalties, regulatory oversight, significant brand and reputational damage, legal action (class action or breach of contract) and shareholder divestment. Consequently, a significant violation of data protection laws could have a material adverse effect on our business, results of operation and financial condition.

Market developments and the development of the economy in general and in the markets in which we operate may negatively affect our operations and financial performance.

We are exposed to the economic, market, fiscal, regulatory, legislative, political and social conditions in all the markets in which we operate. Changes in basic market conditions may affect us and lead to increased losses and reduced profitability. As a result, total collections may decline and the timing of receipt of payments may lengthen, which may have a material adverse effect on our business, results of operation and financial condition.

We are exposed to significant reputational risk and are subject to voluntary codes of conduct.

Negative attention and news regarding the debt purchase and collection industry and individual debt purchasers or collectors, including us, may have a negative impact on a debtor's willingness to pay a debt owed to us and may diminish our attractiveness as a counterparty for debt sellers and other third parties. We are exposed to the risk that negative publicity may arise from the activities of legislators, pressure groups and the media, on the basis of real or perceived abusive collection practices for example, which may tarnish our reputation in the market. Additionally, we are increasingly becoming subject to voluntary codes of conduct, which require us to adhere to "good business" practices, such as in Finland, Norway and Sweden. There can be no assurances that our business model or collection strategy will continue to adhere to these codes of conduct, which may result in the loss of opportunity for us.

Risk factors (3/9)

The value of our existing portfolios may deteriorate, or we may not be able to collect sufficient amounts on our portfolios to take advantage of opportunities for portfolio purchases as they arise in the market.

As the length of time involved in collecting on our existing portfolios may be extensive and the factors affecting debt collection rates may be volatile and outside of our control, we may be unable to identify economic trends or make changes in our purchasing strategies in a timely manner.

There can be no assurances that any of the claims in our portfolio of purchased loans and receivables will eventually be collected. If the cash flows from our existing portfolios (and the debt portfolios we purchase in the future) are less than anticipated, we may be unable to purchase all of the new portfolios that we would like to purchase, we may have to pay a higher interest rate to finance the purchase of new portfolios or we may have to accept lower returns, which could in turn have a material adverse effect on our business, results of operation and financial condition.

We are exposed to risk relating to assumption of ownership of collateral provided under our secured debt portfolios.

We may, in order to secure our claim, assume ownership of collateral provided under any secured debt. There can be no assurance that we will be able to divest such collateral in a manner and price that will result in collection of the underlying debt. Further, we may incur costs, i.e., maintenance and insurance costs, and we may be exposed to liability (such as insurance obligations and claims for damages) relating to collateral for which we have assumed ownership.

We may not be able to purchase portfolios at appropriate prices or of sufficient quality.

If we are unable to identify sufficient levels of attractive portfolios and generate an appropriate return on purchased loans and receivables, we may experience difficulties covering the expenses of our business operations and may, as a consequence, have to reduce the number of our collection personnel or take other measures to reduce costs. These developments could lead to disruptions in our operations, loss of efficiency, low employee loyalty, fewer experienced employees and excess costs associated with unused space in our facilities. Any of these developments may have a material adverse effect on our business, results of operation and financial condition.

Failure to successfully manage our forward flow agreements or replace terminated forward flow agreements may adversely affect our revenue.

A forward flow agreement is an arrangement in which we agree to purchase claims based on specific parameters from a third-party supplier on a periodic basis at a set price over a specified time period. If we fail to successfully manage our forward flow agreements or replace terminated forward flow agreement, this may adversely affect our business, results of operation and financial condition, as fluctuations may exceed our expectations and debt purchased under forward flow agreements may have been priced incorrectly.

We rely on third parties to collect amounts under our credit portfolios.

We outsource certain collection and litigation activities on accounts in our credit portfolios to debt collection agencies, law firms and other external agents. Any failure by third parties to adequately perform services for us could materially reduce our cash flow, income and profitability or affect our reputation. Any deterioration in or loss of any key relationships may have a material adverse effect on our business, results of operation and financial condition.

Our risk management procedures may fail to identify or anticipate future risks.

We continually review our risk management policies and procedures. Failure, or the perception that we have failed, to develop, implement, monitor and when necessary, pre-emptively upgrade our risk management policies and procedures could give rise to reputational issues for us and may result in breaches of our contractual obligations, for which we may incur substantial losses. Risks that we fail to anticipate and/or adequately address could have a material adverse effect on our business, results of operation and financial condition.

Risk factors (4/9)

Our senior management team members and key employees are important to our continued success and the loss of one or more members of our senior management team or one or more of our key employees could have a material adverse effect on our business.

Our performance is to a large extent dependent on highly qualified personnel and management, and our continued ability to compete effectively and implement our strategy depends on our ability to attract new and well qualified employees and retain and motivate existing employees. Any loss of the services of key employees, particularly to competitors, or the inability to attract and retain highly skilled personnel could have a material adverse effect on our business, results of operation and financial condition.

We may not be able to obtain or maintain adequate insurance cover.

No assurances can be given that we will continue to maintain current levels of insurance coverage. A successful claim of sufficient magnitude that is not covered by insurance, could have a material adverse effect on our business, results of operation and financial condition.

We may not be able to hire and retain enough sufficiently trained personnel to support our operations.

The debt collection industry is labour intensive, and we compete for qualified personnel with companies in our industry and in other industries. There can be no assurances that we will be able to continue to hire, train and retain a sufficient number of qualified personnel or be flexible enough to react to changing market environments. A lack of qualified personnel could have a material adverse effect on our business, results of operation and financial condition.

Increases in labour costs, potential labour disputes and work stoppages could negatively affect our business.

Labour disputes could disrupt our operations, and an increased demand for our employees from competitors could increase costs associated with employee compensation. Such developments could have a material adverse effect on our business, results of operation and financial condition.

A material failure in banking systems could negatively affect our business.

A systematic shutdown of the banking industry would impede our ability to process funds on behalf of clients and to collect on claims and could have a material adverse effect on our business, results of operation and financial condition.

The consequences of the outbreak of COVID-19 (and possibly other contagious diseases) have had, and may continue to have, an adverse impact on our business.

Measures implemented by governmental authorities in the jurisdictions we operate to contain the outbreak of COVID-19, such as school and university closings, business closings, travel and commuting restrictions, border closings and controls and quarantines, bans on public gatherings, social distancing and other measures to discourage or prohibit the movement and gathering of people, have had in 2020 and 2021, and are expected to continue to have, a material and adverse impact on the level of economic activity in the countries we operates and on our business. At present, it is difficult to ascertain how long the outbreak of COVID-19 may last or how severe it may become. There is a risk that the COVID-19 pandemic will continue for a long time, and that the measures being taken throughout the world to limit the spread of the pandemic, and the negative impact that the pandemic has on the general economic conditions, may have a material adverse effect on our business, results of operation and financial condition.

Our operations in multiple jurisdictions expose us to local risks in a number of European jurisdictions.

We currently have local platforms, offices and/or portfolios in several European jurisdictions. We are subject to applicable laws, regulations and licensing requirements of those jurisdictions, which differ between jurisdictions. Any failure to comply with applicable legislation or regulation of the debt purchase and collections sector and the broader consumer credit industry could result in the suspension, termination or impairment of our ability to conduct business. This could in turn have a material adverse effect on our business, results of operation and financial condition.

Risk factors (5/9)

Our collections may decrease and/or the timing on when we collect may be delayed if the number of consumers becoming subject to personal insolvency procedures increases.

We recover on claims that may become subject to insolvency procedures under applicable laws and we also purchase portfolios containing claims that are currently subject to insolvency proceedings. We are generally unable to collect on portfolios under insolvency procedures involving the sale of a person's assets. As a result, our ability to successfully collect on portfolios may decline or the timing on when we collect on portfolios may be delayed with an increase in personal insolvency procedures, which could have a material adverse effect on our business, results of operation and financial condition.

We may purchase portfolios that contain accounts which are not eligible to be collected, and it may not be possible for us to bring successful claims pursuant to purchase contracts or otherwise.

Some of the portfolios that we purchase may include some individual accounts which are not eligible to be collected, often due to the inadequate quality and completeness, or total lack, of historical customer documentation needed for servicers to collect on those accounts. If we purchase portfolios containing too many accounts that are not eligible for collection and/or that are unenforceable and if we are unable to return those accounts to, or have recourse against, the relevant debt sellers, servicers may not recover anticipated returns or anything at all from such accounts, which could make such purchases unprofitable and consequently have a material adverse effect on our business, results of operation and financial condition.

A portion of the collections from debt portfolios depends on successful legal proceedings and such proceedings may not always be successful.

Our future revenues will depend on the success of such legal proceedings and should any such proceedings or a higher proportion of such proceedings in comparison to past experience fail to succeed, we may not obtain the expected returns on our investments, which may have a material adverse effect on our business, results of operation and financial condition.

We are subject to prevailing tax laws in every jurisdiction we operate and there can be no assurance that our understanding of applicable tax laws is correct, and any misapprehension of such may adversely affect its profitability

We conduct our operations through companies in a number of countries in Europe, and will be subject to changes in tax laws, treaties or regulations or the interpretation or enforcement thereof in various jurisdictions, possibly with retrospective effect. If applicable laws, treaties or regulations change or other tax authorities do not agree with our and/or any of our subsidiaries' assessment of the effects of such laws, treaties and regulations, this could have a material adverse effect on our business, results of operation and financial condition.

RISKS RELATED TO OUR FINANCIAL PROFILE

Our substantial leverage and debt service obligations could adversely affect our business and prevent us from fulfilling our obligations with respect to the Bonds.

We have a significant amount of outstanding debt with substantial debt service requirements. In addition, we may incur substantial additional debt in the future. We may not be able to generate sufficient cash flow from operations or obtain enough capital to service our debt or to fund our future acquisitions or other working capital expenditures.

Any inability to comply with the terms of our existing debt and to refinance any existing debt as it comes due and payable or an increase in interest rate levels may have a negative effect on our financial condition.

We are subject to certain restrictive covenants under our debt arrangements, which may limit our ability to engage in other transactions or otherwise place us at a competitive disadvantage to our competitors that have less debt. In addition, non-compliance with the terms of our debt arrangements could have a negative effect on our business. Further, certain of our debt arrangements are subject to floating interest rates and our finance cost will accordingly be affected by an increase in interest rate levels. Any of these developments could have a material adverse effect on our business, financial condition and results of operation.

Risk factors (6/9)

We will require a significant amount of cash to meet our obligations under our indebtedness, a substantial amount of which will mature prior to the Bonds, and to sustain our operations, which we may not be able to generate or raise.

Our ability to make principal or interest payments when due on our indebtedness, a substantial amount of which will mature prior to the Bonds, and to fund our ongoing operations, will depend on our future performance and our ability to generate cash, which is subject to general economic, financial, competitive, legislative, legal, regulatory and other factors discussed in these "Risk Factors," many of which are beyond our control.

We are subject to covenants under our financing arrangements that limit our operating and financial flexibility.

Our financing agreements contain or will contain certain covenants which, subject to certain exceptions and qualifications, impose significant restrictions on the way we can operate. In addition, we will be subject to the affirmative and negative covenants contained in the respective agreements. Such arrangements require us to maintain specified financial ratios under certain circumstances. Our ability to meet these financial ratios can be affected by events beyond our control, and we cannot assure you that we will meet them. A breach of any of those covenants, ratios or restrictions could result in an event of default under any of such agreements. Any default under any of such agreements could lead to an event of default and acceleration under other debt instruments that contain cross default or cross-acceleration provisions. Even if we carefully monitor the key financial indicators and ratios, there is no assurance that we will be able to comply with financial covenants in the future. Failure to do so may have a material adverse effect on our business, results of operation and financial condition.

We are exposed to the risk of currency fluctuations.

We are exposed to both translation and transaction risk. Furthermore, in each of the jurisdictions in which we are present, all revenues and the majority of the expenses are in local currency. To the extent that foreign exchange rate exposures are not hedged, any significant movements in the relevant exchange rates may have a material adverse effect on our business, results of operation and financial condition.

We are exposed to interest rate risk.

Fluctuations in market interest rates may affect our financial performance. A substantial portion of our indebtedness will bear interest at per annum rates equal to applicable EURIBOR, adjusted periodically, plus a spread. These interest rates could rise significantly in the future, thereby increasing our interest expenses associated with these obligations, reducing cash flow available for capital expenditures and hindering the Company's ability to make payments on the Bonds.

We employ hedging strategies such as interest rate swaps and interest rate caps which enable us to monitor or reduce our interest rate risk exposure. There is no guarantee that we will be able to successfully hedge all of our interest rate risk or be able to maintain our current hedging policy in the future on commercially acceptable terms.

Our hedging agreements may expose us to credit default risks and potential losses if our hedging counterparties fall into bankruptcy.

We are party to interest rate swaps, interest rate caps and other derivative financial instruments and we may enter into additional hedging agreements to hedge our exposure to fluctuations in currency or interest rates. Under any such agreements, we are exposed to credit risks of our counterparties. If one or more of our counterparties falls into bankruptcy, claims we have under the swap agreements or other hedging arrangements may become worthless. In addition, in the event that we refinance our debt or otherwise terminate hedging agreements, we may be required to make termination payments, which would result in a loss.

Risk factors (7/9)

RISKS RELATED TO THE OFFERING AND THE BONDS

The Company is a holding company and is dependent upon cash flow from its subsidiaries to meet its obligations, in general and under the Bonds.

The Company currently conducts its operations through, and most of its assets are owned by, its subsidiaries. As such, the cash that the Company obtains from its subsidiaries is the principal source of funds necessary to meet its obligations. Contractual provisions or laws, including laws or regulations related to the repatriation of foreign earnings, corporate benefit and financial assistance, as well as its subsidiaries' financial condition, operating requirements, restrictive covenants in their debt arrangements and debt requirements, may limit the Company's ability to obtain cash from its subsidiaries that they require to pay their expenses or meet their current or future debt service obligations.

The inability of the Company's subsidiaries to transfer cash to the Company may mean that, even though the Company may have sufficient resources on a consolidated basis to meet its obligations under its debt agreements, it may not be able to meet such obligations. A payment default by the Company, or any of its subsidiaries, on any debt instrument may have a material adverse effect on our business, results of operation and financial condition.

Risk of being unable to pay interest and principal on its indebtedness, including the Bonds

During the lifetime of the Bonds, the Company is required to make scheduled interest payments on the Bonds. The Company's ability to generate cash flow from operations and to make scheduled payments on and to repay its indebtedness, including the Bonds, will depend on the future financial performance of the Group. If the Group is unable to service its indebtedness, it will be forced to adopt an alternative strategy that may include actions such as reducing or delaying capital expenditures, selling assets, restructuring or refinancing indebtedness or seeking equity capital. The Group cannot assure investors that any of these alternative strategies could be achieved on satisfactory terms, if at all, or that they would yield sufficient funds to make required payments on or to repay the Bonds and the Group's other indebtedness.

Your right to receive payments under the Bonds will be effectively subordinated to claims of our existing and future secured creditors.

Initially, the Bonds will not be secured by any of our assets. As a result, the indebtedness represented by the Bonds will be effectively subordinated to any existing and future secured indebtedness we may incur and certain hedging obligations to the extent of the value of the assets securing such indebtedness. Accordingly, in the event of a bankruptcy, insolvency, liquidation, dissolution, reorganization or similar proceeding affecting the Company, your rights to receive payment will be effectively subordinated to those of secured creditors up to the value of the collateral securing such indebtedness. Holders of the Bonds will participate rateably with all holders of our unsecured indebtedness that is deemed to be of the same class as the Bonds, and potentially with all of our other general creditors, based on the respective amounts owed to each holder or creditor, in our remaining assets. In addition, if the secured lenders were to declare a default with respect to their loans and enforce their rights with respect to their collateral, there can be no assurance that our remaining assets would be sufficient to satisfy our other obligations, including our obligations with respect to the Bonds. In any of the foregoing events, we cannot assure you that there will be sufficient assets to pay amounts due on the Bonds. As a result, holders of the Bonds may receive less, rateably, than holders of secured indebtedness.

Risk factors (8/9)

The Bonds will be structurally subordinated to the liabilities and preference shares (if any) of our subsidiaries that do not guarantee the Bonds.

Initially, none of our subsidiaries will guarantee or have any obligations to pay amounts due under the Bonds or to make funds available for that purpose. Generally, claims of creditors of a subsidiary, certain hedge providers, trade creditors, and claims of preference shareholders (if any) of the subsidiary, will have priority with respect to the assets and earnings of the subsidiary over the claims of creditors of its parent entity, including by holders of the Bonds. In the event of any foreclosure, dissolution, winding-up, liquidation, reorganization, administration or other bankruptcy or insolvency proceeding of any of our subsidiaries, holders of their indebtedness and their trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to its parent entity. Our creditors (including the holders of the Bonds) will have no right to proceed against the assets of such subsidiary. As such, the Bonds will be structurally subordinated to the creditors (including trade creditors) and preference shareholders (if any) of our subsidiaries.

The Bond Terms will provide that the Bond Trustee may accept any guarantee and/or security offered to the bondholders in accordance with the exception from the applicable financial support restrictions, on substantially the same terms as any guarantee granted as security for financial indebtedness with maturity date after the final maturity date of the Bonds.

However, there is no obligation on the Company to grant or procure any guarantees as security for the obligations under the Bonds, and as a result, you should not rely on such potential guarantees as a basis of your investment decision.

We may not be able to finance a put option redemption.

The Bond Agreement will require us to make an offer to repurchase the Bonds at 101% of their aggregate principal amount if we experience certain change of control events or a de-listing event (a bondholder put option). Our failure to effect a put option when required would constitute an event of default under the Bond Agreement. In addition, our ability to repurchase the Bonds as may be required by the Bond Agreement will depend on our access to funds at such time, and we may not be able to secure access to enough cash to finance the repurchase. Upon a change of control event or a de-listing event, we may be required to mandatorily prepay the outstanding loans under the Revolving Credit Facility Agreement. It cannot be assured that there will be sufficient funds available upon a change of control or a de-listing event to make these repayments and repurchases of tendered Bonds.

An active trading market may not develop for the Bonds, in which case you may not be able to resell the Bonds.

There is no existing trading market for the Bonds and we cannot assure you that an active or liquid trading market will develop for the Bonds. No market-making agreement has been made for the Bonds. We will apply for listing of the Bonds on Oslo Børs or another reputable stock exchange. Future liquidity will depend, among other things, on the number of holders of the Bonds, our financial performance, the market for similar securities and the interest of securities dealers in making a market in the Bonds. In addition, changes in the overall market for high yield securities and changes in our financial performance or in the markets where we operate may adversely affect the liquidity of the trading market in the Bonds and the market price quoted for the Bonds. As a result, we cannot assure you that an active trading market will actually develop for the Bonds. Historically, the markets for non-investment grade debt such as the Bonds have been subject to disruptions that have caused substantial volatility in their prices. The market, if any, for the Bonds may be subject to similar disruptions. Any disruptions may have an adverse effect on the holders of the Bonds.

Risk factors (9/9)

Transfer of the Bonds will be restricted, which may adversely affect the value of the Bonds.

Because the Bonds have not been, and are not required to be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, they may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and all other applicable laws. These restrictions may limit your ability to resell the Bonds. It is your obligation to ensure that your offers and sales of the Bonds within the United States and other countries comply with applicable securities laws.

The Bonds may be subject to optional redemption by the Company, which may have a material adverse effect on the value of the Bonds.

The terms and conditions of the Bond Agreement will provide that the Bonds shall be subject to optional redemption by the Company at their outstanding principal amount, plus accrued and unpaid interest to the date of redemption, plus a premium calculated in accordance with the terms and conditions of the Bond Agreement. This is likely to limit the market value of the Bonds. It may not be possible for bondholders to reinvest proceeds at an effective interest rate as high as the interest rate on the Bonds.

Credit ratings may not reflect all risks, are not recommendations to buy or hold securities and may be subject to revision, suspension or withdrawal at any time.

One or more independent credit rating agencies may assign credit ratings to the Bonds. The ratings may not reflect the potential impact of all risks related to the structure, market, additional risk factors discussed herein and other factors that may affect the value of the Bonds. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal by the rating agency at any time. No assurance can be given that a credit rating will remain constant for any given period of time or that a credit rating will not be lowered or withdrawn entirely by the credit rating agency if, in its judgment, circumstances in the future so warrant. A suspension, reduction or withdrawal at any time of the credit rating assigned to the Bonds by one or more of the credit rating agencies may adversely affect our access to capital, the cost and terms and conditions of our financings and the value and trading of the Bonds, which could have a material adverse effect on our business, financial condition and results of operations.

The terms and conditions of the Bond Agreement will allow for modification of the Bonds or waivers or authorizations of breaches and substitution of the Company which, in certain circumstances, may be affected without the consent of bondholders.

The Bond Agreement will contain provisions for calling meetings of bondholders. These provisions permit defined majorities to make decisions affecting and binding all bondholders. The Bond Trustee may, without the consent of the bondholders, agree to certain modifications of the Bond Agreement and other finance documents which, in the opinion of the Bond Trustee, are proper to make.

Appendix

Recently renewed management and streamlined organization

CEO
Erik J. Johnsen
10 yrs

CFO
André Adolfsen
9 yrs

Investments
Endre Solvin-Witzø
11 yrs

Legal & Compliance
Cecilie Kjelland
3 yrs

Commercial Strategy & IR
Rasmus Hansson
8 yrs

Risk
Jeremi Bobowski
9 yrs

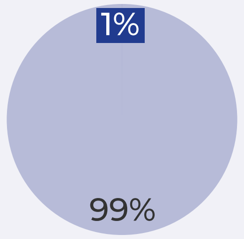
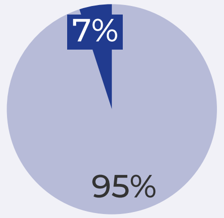
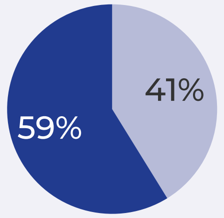
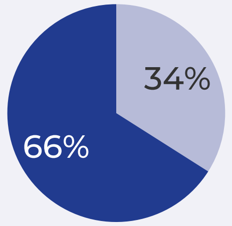
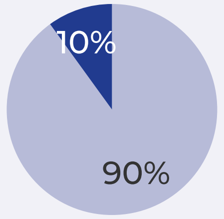
Corporate Development
Maria Haddad
16 yrs

Secured AM
George Christoforou
9 yrs

Unsecured AM
Adam Parfiniewicz
6 yrs

Years experience in the industry

Pan-European exposure with large share of unsecured NPLs[1]

	Northern Europe	Poland	Western Europe	Central Europe	South East Europe
					
Market position	Top 3	Top 3	Top 10	Top 3	Top 3
ERC (NOK 19.7bn)	NOK 7.9bn	NOK 4.0bn	NOK 2.3bn	NOK 3.2bn	NOK 2.5bn
% of ERC ● **Secured vs.** ● **Unsecured**	 1% 99%	 7% 95%	 59% 41%	 66% 34%	 10% 90%
Third Party Collection	✓		✓	✓	✓
Other	Credit Information	Consumer lending	Telemarketing		

1) Numbers as of Q2 2022

Debt collection 1.0.1

The Credit Management Services value chain

Credit services → Invoicing services → Invoice purchase and financing → 3rd party debt collection → Portfolio investments & collection

Adjacent activities

Consumer credit | Savings accounts

Portfolio investments and collection/ debt purchase

- Among the European players, Arrow Global, Cabot, Hoist Group and PRA are typical portfolio buyers. The vast majority of their collections stem from purchased portfolios
- The majority of the large vertically integrated Credit Management Services (CMS) companies, e.g. EOS Group, Intrum Justitia and Arvato, invest in under-performing and non-performing debt, but the relative size of this activity varies between the companies
- Vendors of debt portfolios are typically banks, in-store credit providers, credit card companies, micro finance, car leasing agencies, utilities (electricity bills) and telecom companies

Selected debt vendors in the Nordics

FINANCIAL SERVICES					OTHER
Banks	In-store credit	Credit cards	Micro loans	Leasing	Utilities, telecom etc.
Nordea	Klarna	EnterCard	GE Money	LeasePlan	Vattenfall
DNB	Resurs Bank	Eurocard	Folkia	SG Equipment Finance	Hafslund
SEB	Cresco	Santander	Ferratum	Toyota Financial Services	Fortum
Handelsbanken	Leasy	Ikano Bank	Finaref	BMW Financial Services	Ørsted
Danske Bank	GE Money	Cresco	RealFinans	Volkswagen Finans	Telenor group

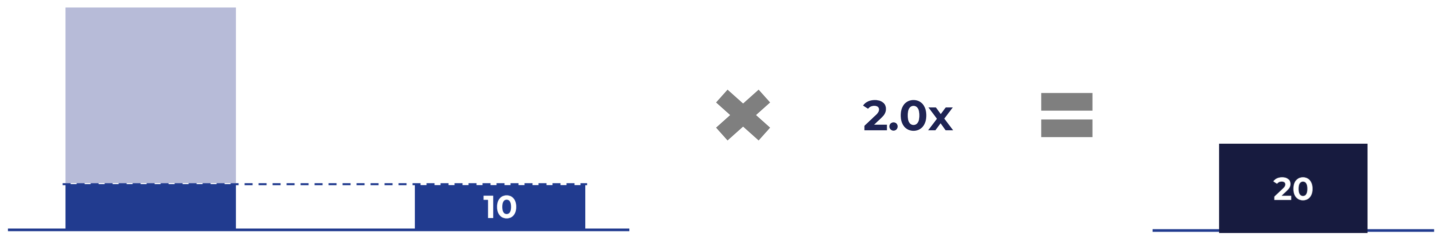
The debt purchase and collection process

Preliminary negotiations → Valuation → Negotiation → Offer → Agreement → Collection

Simplified view of the business (illustrative only)

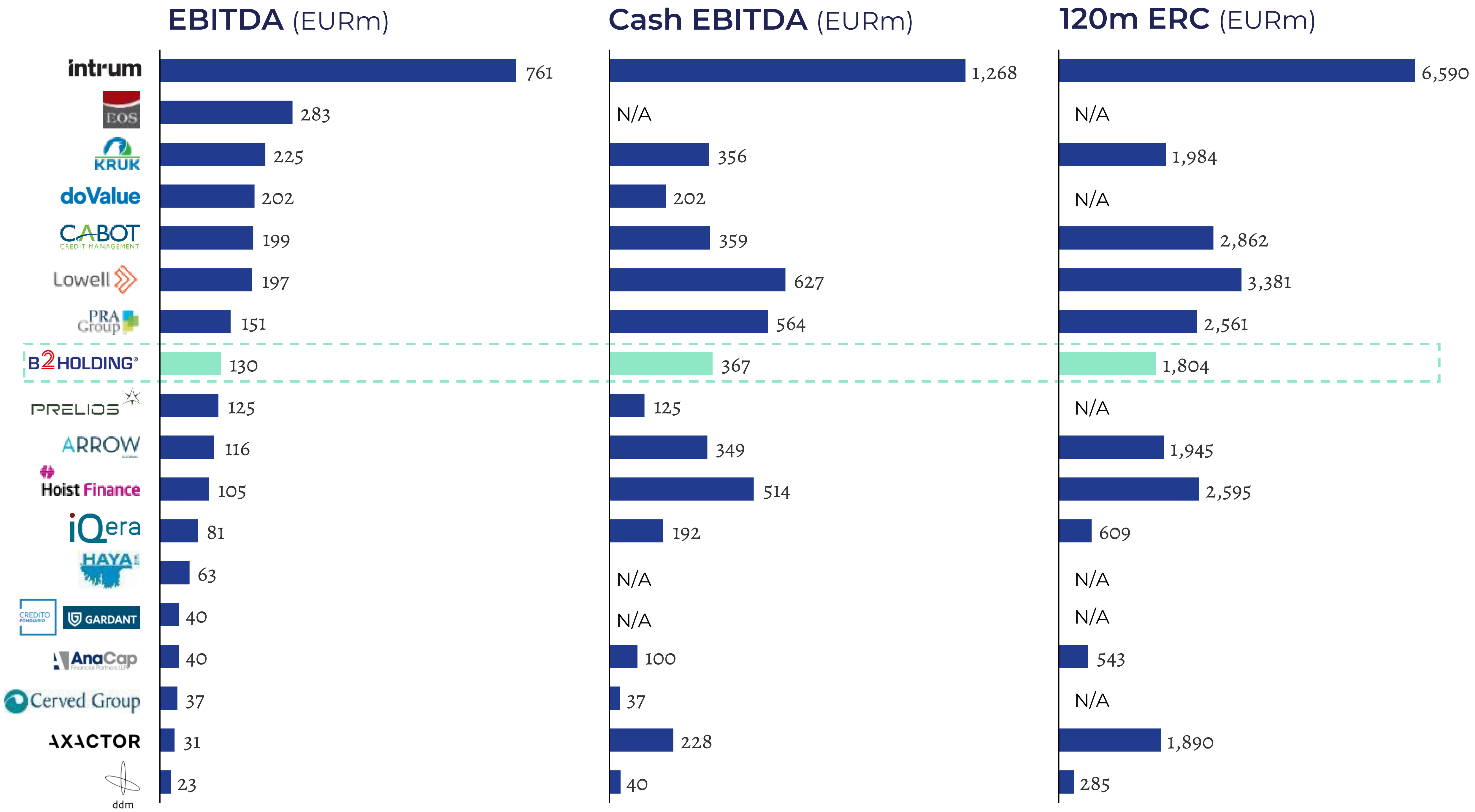
1. Buy portfolios at a major discount

2. Collect a multiple of the purchase price



Face value | Purchase price | Expected money multiple | Collections

One of the leading pan-European debt collectors



1)1. JPMorgan Credit Service Management Valuation Update 4 August 2022

Committed to ESG

Highlights

- Reviewed materiality analysis for 2020
- Annual report 2020 included the first sustainability report based on GRI standards
- Initiated solicited ESG rating process (Sustainalytics)
- UN Global Compact participant
- Rating improved from F to C on the ESG 100[1)], rating the 100 largest companies at Oslo Stock Exchange

Prioritized Sustainable Development Goals (SDGs)

6 ESG strategic lines

01 Improvement of debtor knowledge and satisfaction

02 Responsibility in our value chain

03 Reinforcement of the ESG performance

04 Corporate governance & transparency

05 Proactive agent in the sector and the society

06 Attractive and sustainable work environment

1) ESG 100 rating by The Governance Group, published 7 September 2021

A disciplined and interacting investment decision process

Transparent information for decision makers

- Constant pipeline update
- Available data on all portfolios

Forward looking process – starting with pipeline on day 1

- Fixed weekly pipeline review day
- Discussion with Risk Office at early stage
- Screening with IC members for large and complex transactions

Four eyes valuation principal

- Country valuation
- Valuations reviewed by Risk Office
- Shadow valuation performed for all transactions

Collaborative process and clear responsibilities

Defined ownership and collaboration between business lines, country and Group functions

97% of portfolio transactions reviewed by the Group has been presented to the relevant committees

Investment Decision Mandate

EUR 20m +
BoD

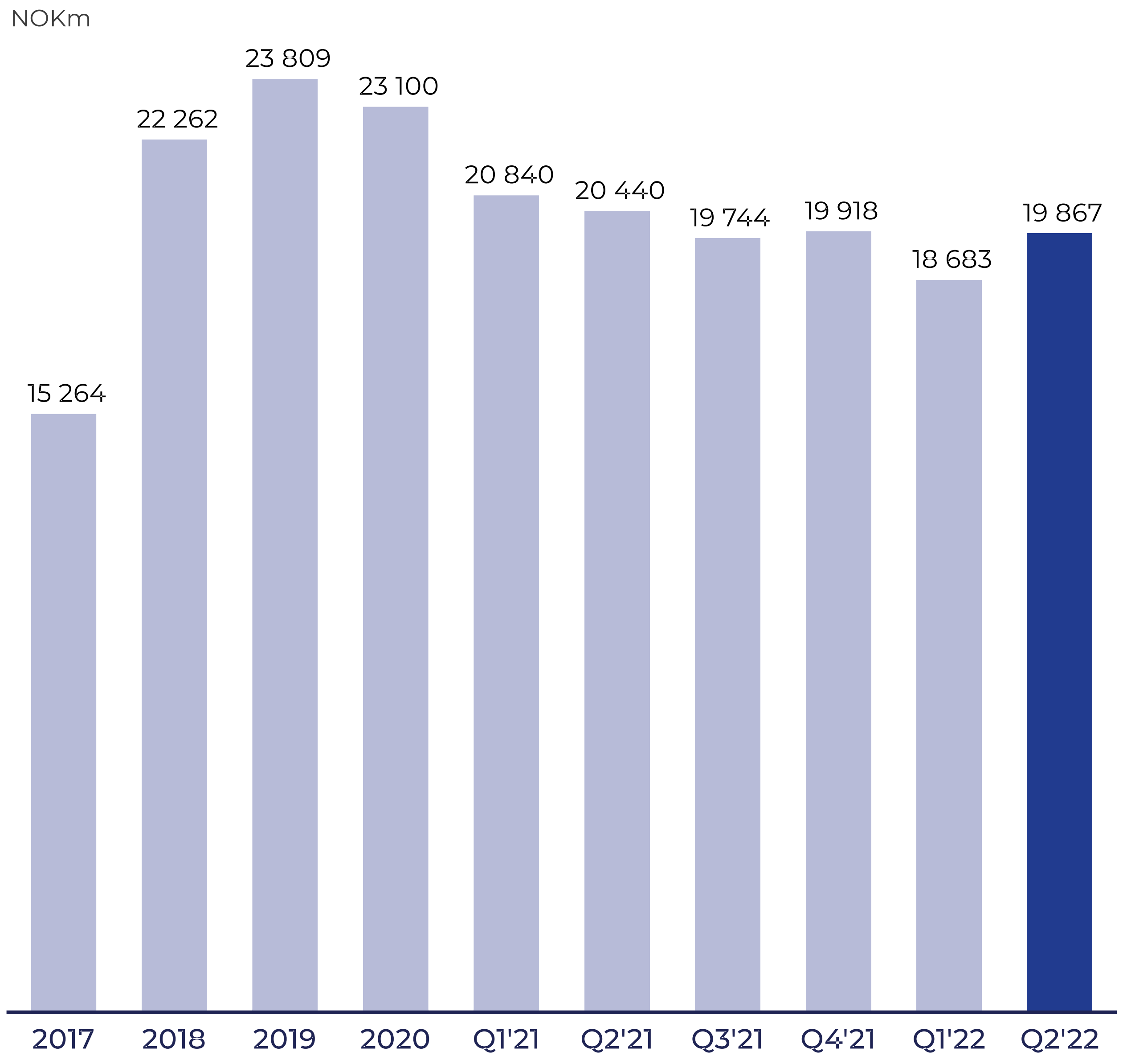
Up to EUR 20m
Investment Committee

Up to EUR 10m
Small Investment Committee

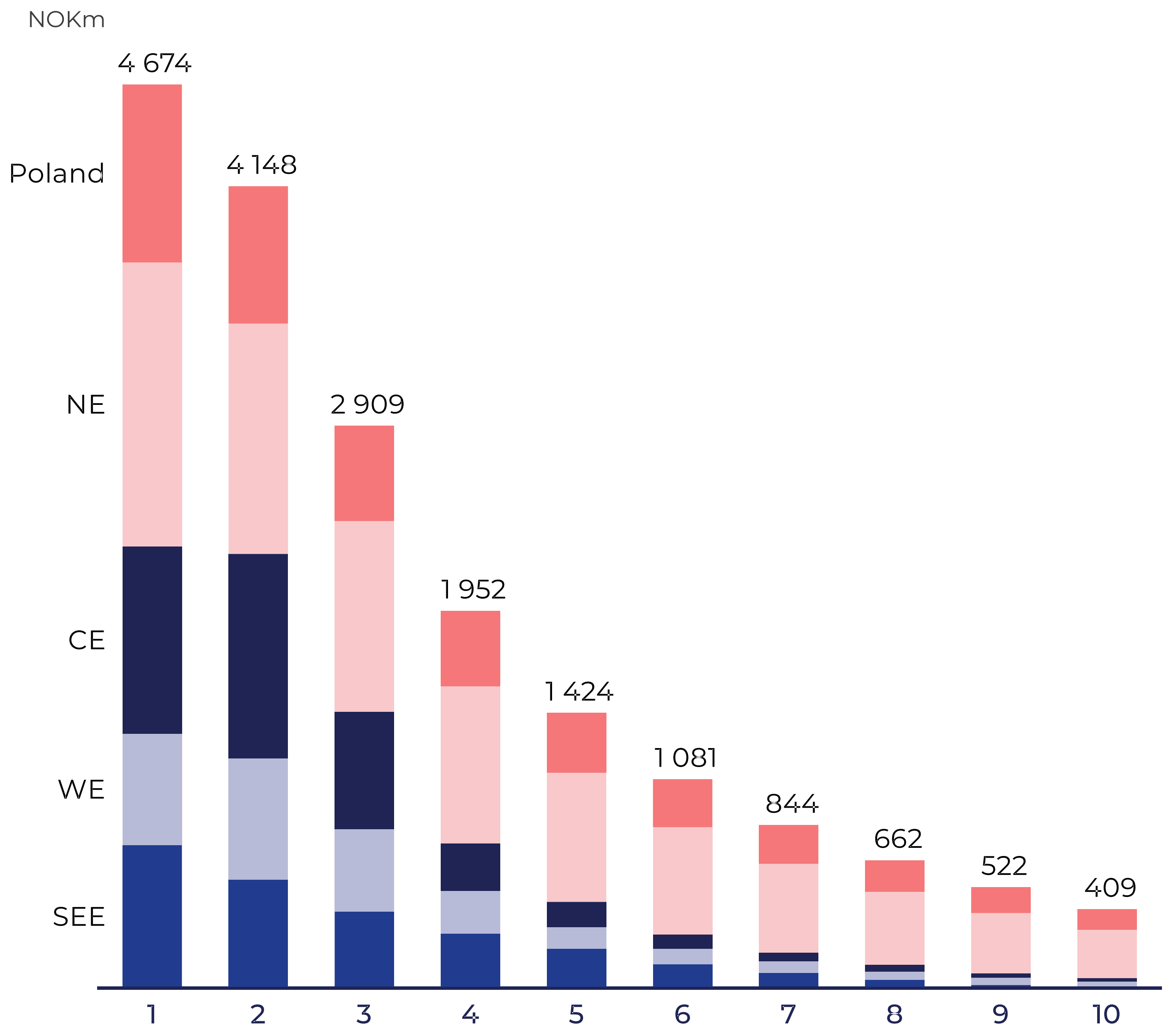
Up to EUR 1m
Local Mandate

ERC development

Development in total gross ERC[1)]



Forward 120m ERC profile by year[1)]

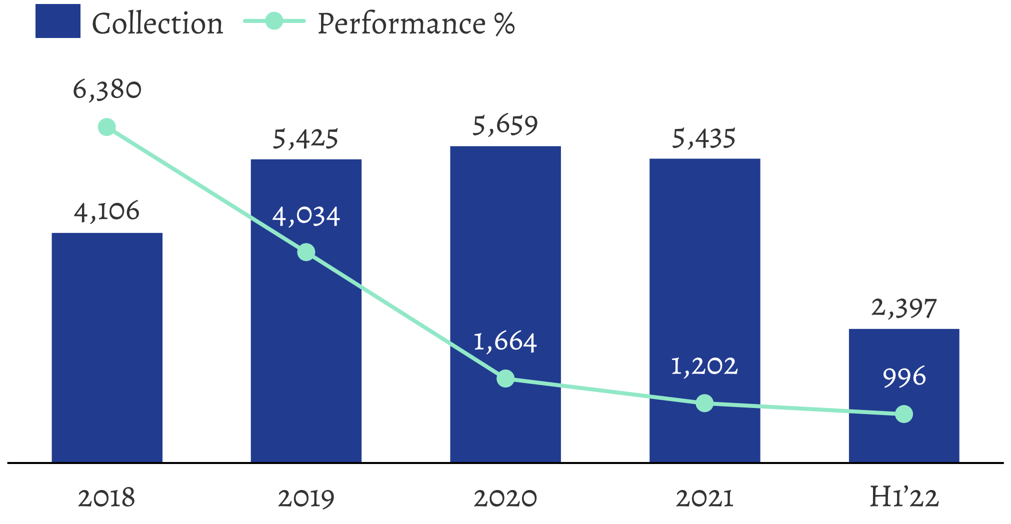


1)Including the Company's share in JVs

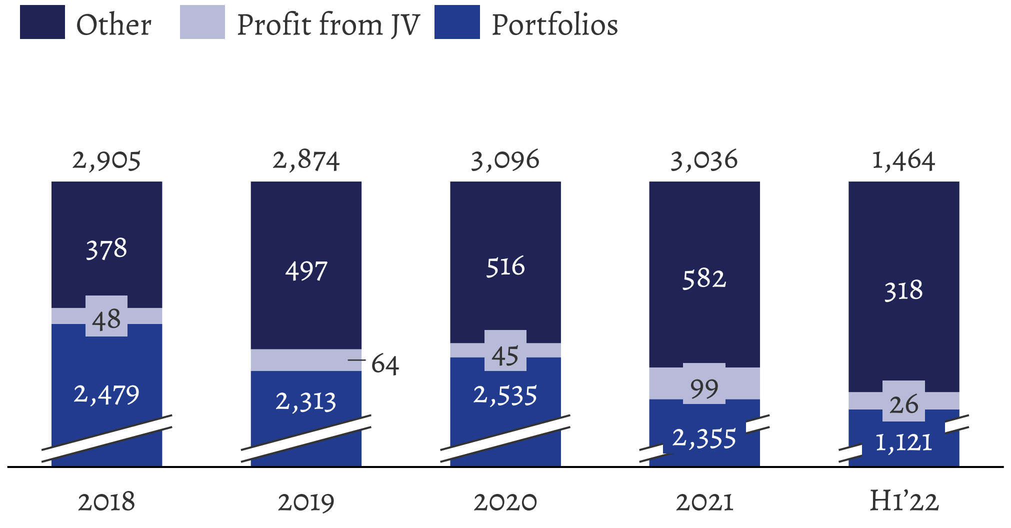
Strong historical financial performance

- Strong collection performance in all asset classes
- Continued revenue growth throughout Covid-19 despite low investments
- Margin improvements driven by sustainable lower cost base and improved collection efficiency

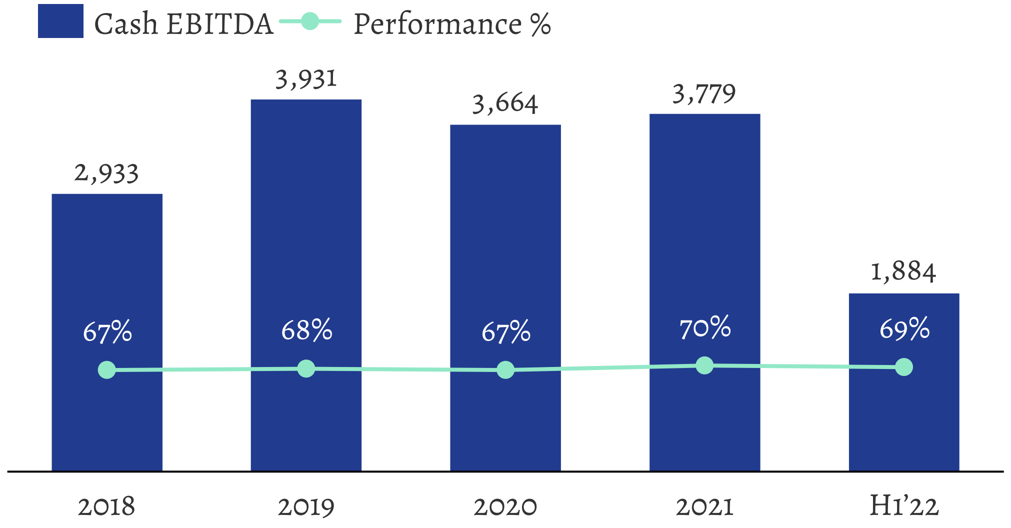
Gross collections[1]



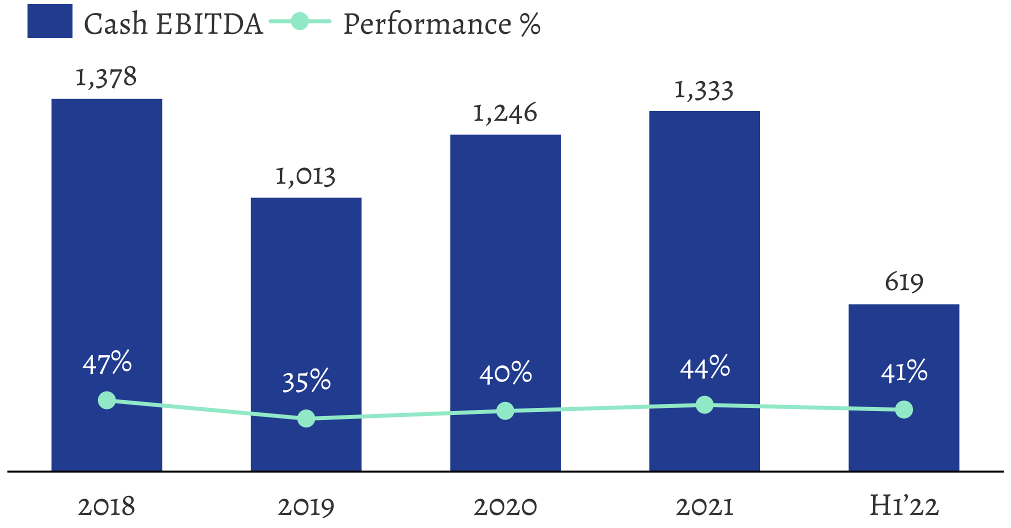
Net revenue[1]



Cash EBITDA[1]



Adjusted EBIT[1]



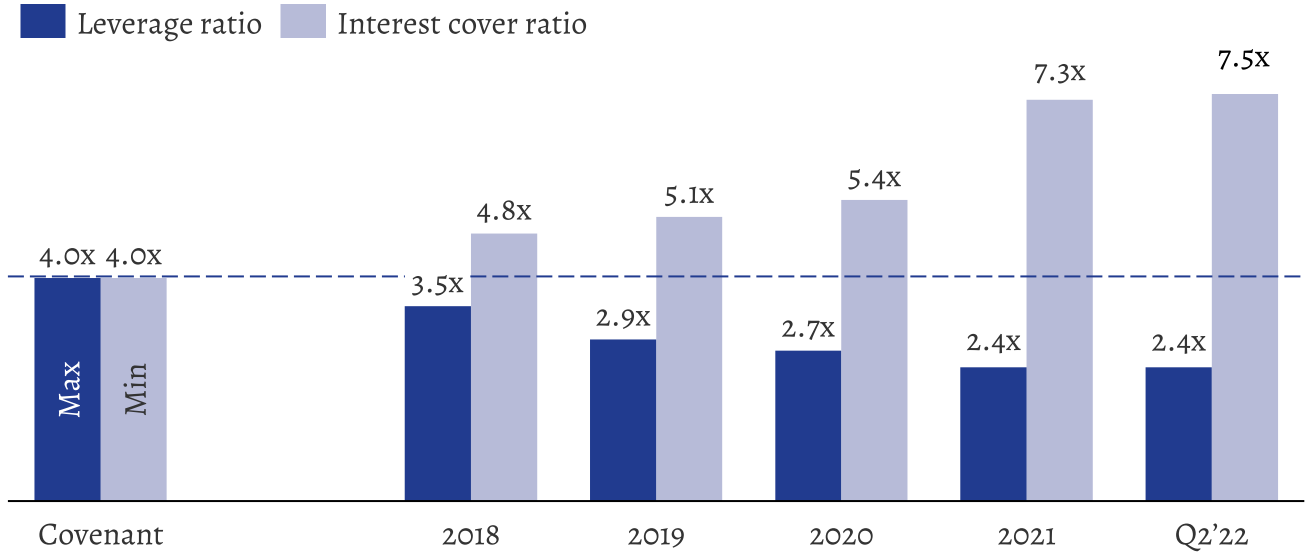
All numbers in NOK million
1)Including JVs

Favourable development in headroom to covenants

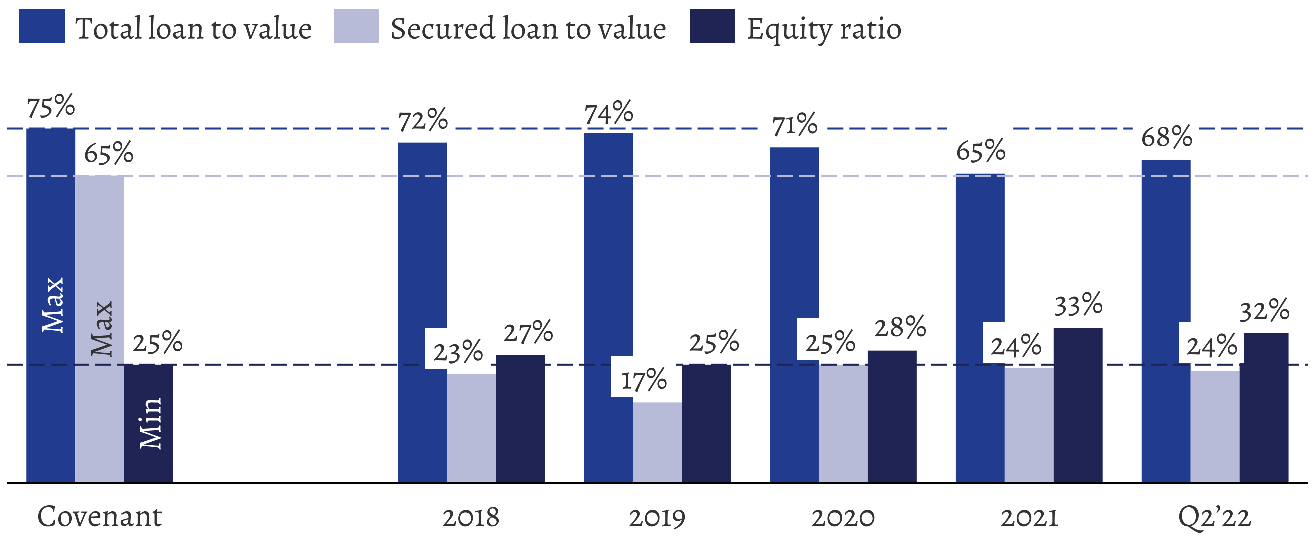
Comments

- B2Holding will continue to uphold a solid headroom to both earnings- and value-based covenants and headroom has increase significantly over the latest years
- Bond maintenance covenants:
  - Leverage ratio <4x (NIBD to cash EBITDA)
  - Interest coverage ratio >4x (cash EBITDA to net interest expenses)
  - Secured loan to value <65% (secured NIBD plus any Vendor Loan to total book value)

Leverage ratio and ICR covenants



Loan-to-value covenants



Portfolio diversification

Unsecured ERC	Year 1	2	3	4	5	6	7	8	9	10	120m ERC	Total ERC
Poland	825	618	483	389	308	247	199	162	132	105	3 469	3 810
NE	1 464	1 187	982	809	666	554	458	377	311	251	7 058	7 869
CE	267	221	169	135	101	70	44	32	23	16	1 079	1 098
WE	196	165	121	98	82	63	48	39	34	32	878	938
SEE	612	505	373	272	186	120	80	44	17	2	2 210	2 210
Total	**3 363**	**2 695**	**2 128**	**1 703**	**1 343**	**1 055**	**828**	**654**	**518**	**405**	**14 693**	**15 925**

Secured ERC	Year 1	2	3	4	5	6	7	8	9	10	120m ERC	Total ERC
Poland	96	92	10	2	1	1	1	1	0	0	202	203
NE	6	5	4	3	2	2	2	2	1	1	28	32
CE	701	837	436	111	29	3	1	3	0	0	2 122	2 123
WE	380	461	307	123	30	15	12	3	3	2	1 336	1 340
SEE	128	58	24	11	18	5	0	0	0	0	245	245
Total	**1 311**	**1 453**	**780**	**249**	**81**	**26**	**16**	**8**	**5**	**4**	**3 933**	**3 942**

Total	**4 674**	**4 148**	**2 909**	**1 952**	**1 424**	**1 081**	**844**	**662**	**522**	**409**	**18 626**	**19 867**

ERC including the Group's share of portfolios acquired and held in SPVs and joint ventures.
Disclaimer: B2Holding ASA emphasizes that every assessment of future conditions necessarily involves an element of uncertainty.

Income statement

Income statement, NOKm	2018	2019	2020	2021	LTM Q2'22
Interest income from purchased loan portfolios	2,537	2,713	2,765	2,344	2,196
Profit from shares in associated parties/joint ventures and participation loan/notes	-58	-400	-230	99	83
Net credit gain/(loss) from purchased loan portfolios	48	64	45	11	91
Other revenues	378	497	594	702	837
Total revenues	2,906	2,874	3,174	3,155	3,207
External expenses of services provided	-363	-447	-454	-420	-414
Personnel expenses	-692	-888	-893	-870	-864
Other operating expenses	-417	-446	-411	-350	-497
Cost of collateral assets sold, including impairment	0	0	-78	-119	-224
Depreciation and amortisation	-56	-107	-108	-85	-83
Impairment losses	0	-27	-6	-3	-99
Operating profit/(loss)	1,378	959	1,224	1,308	1,025
Financial income	5	13	56	1	3
Financial expenses	-618	-794	-805	-572	-489
Net exchange gain/(loss)	44	-12	-64	5	-17
Net financial items	-570	-794	-814	-566	504
Profit/(loss) before tax	808	165	411	742	521
Income tax expense	-159	-58	-102	-169	-118
Profit/(loss) after tax	649	107	309	573	403

Balance sheet

Balance Sheet, NOKm	2018	2019	2020	2021	Q2'22
Deferred tax asset	97	189	323	279	322
Goodwill	785	778	824	787	720
Tangible and intangible assets	274	363	330	295	283
Investments in associated companies and joint ventures	12	387	349	349	352
Purchased loan portfolios	13,346	13,420	13,033	10,921	11,034
Loan receivables	358	345	235	206	225
Participation loan/notes	589	542	522	505	478
Other non-current financial assets	35	5	3	54	135
Total non-current assets	15,496	16,027	15,620	13,396	13,549
Other short-term assets	161	240	253	260	359
Collateral assets	120	319	873	1,284	1,305
Cash and short-term deposits	398	356	423	376	734
Total current assets	678	914	1,549	1,920	2,397
Total assets	**16,174**	**16,942**	**17,169**	**15,315**	**15,946**
Equity attributable to parent company's shareholders	4,355	4,236	4,718	4,992	5,022
Equity attributable to non-controlling interests	1	1	1	1	1
Total equity	4,355	4,237	4,719	4,993	5,023
Deferred tax liabilities	163	171	295	291	276
Long-term interest bearing loans and borrowings	10,769	10,141	10,116	6,825	7,600
Other non-current liabilities	98	160	131	93	83
Total non-current liabilities	11,029	10,472	10,542	7,208	7,960
Short-term interest bearing loans and borrowings	0	1,498	1,153	2,400	1,974
Bank overdraft	59	97	222	219	196
Account payables and other payables	301	265	154	173	401
Income taxes payable	47	29	39	13	45
Other current liabilities	382	345	339	309	348
Total current liabilities	789	2,233	1,908	3,114	2,964
Total equity and liabilities	**16,174**	**16,942**	**17,169**	**15,315**	**15,946**

Cash flow statement

Cash flow, NOKm	2018	2019	2020	2021	LTM Q2'22
Cash flows from operating activities					
Profit for the period before tax	808	165	411	742	522
Adjustment for non-cash items:					
Amortisation/revaluation of purchased loan portfolios	1,518	2,889	2,743	2,714	2,367
Repossession of collateral assets			-619	-559	-354
Disposal of REOs sold, including write-downs			74	119	225
Share of profit in associated parties/joint ventures/participation notes			-45	-99	-83
Interest expense on interest bearing loans	611	802	796	568	496
Unrealised foreign exchange differences	18	-15	-208	44	-32
Other non-cash items	127	124	199	170	394
Operating cash flows:					
Income tax paid	-176	-194	-112	-153	-145
Change in working capital	-30	-292	-83	5	27
Change in non-current financial assets/liabilities	-60	131	92	-84	-168
Net cash from operating activities	**2,816**	**3,609**	**3,193**	**3,505**	**3,171**
Cash flows form investing activities					
Purchase of loan portfolios	-5,879	-3,117	-1,756	-1,192	-1,568
Investments/divestments in subsidiaries, joint ventures and associated companies	-288	-371	64	100	122
Net investments in intangible and tangible assets	-86	-49	-45	-50	-81
Payment of contingent consideration	-21	-88	-22	-14	-14
Net cash from investing activities	**-6,274**	**-3,624**	**-1,760**	**-1,155**	**-1,541**
Cash flow form financing activities					
Payment buy-back share programme	0	0	0	0	-84
Proceeds from issue of new shares, net of transaction costs	753	8	0	-31	-31
Capital contribution from non-controlling interests	0	0	0	0	0
Net receipts/(payments) on interest bearing loans and borrowings	3,356	851	-808	-1,654	-393
Interest paid on interest bearing loans & borrowings	-525	-737	-736	-581	-548
Termination of issued options	0	0	0	-10	-10
Dividends paid to parent company's shareholders	-122	-184	0	-61	-229
Dividends paid to non-controlling interests	0	0	0	0	0
Net cash from financing activities	**3,461**	**-63**	**-1,489**	**-2,385**	**-1,316**
Net increase/(decrease) in cash and cash equivalents	**3**	**-77**	**-56**	**-35**	**313**
Cash and cash equivalents at the beginning of the period	326	339	259	201	214
Exchange rate difference on cash and cash equivalents	10	-2	-2	-9	11
Cash and cash equivalents at the end of the period	**339**	**259**	**201**	**157**	**538**
Cash and cash equivalents comprised of:					
Cash and short-term deposits	398	356	423	376	734
Bank overdraft	-59	-97	-22	-219	-196

Share price development

Successful public listing

- The shares were listed on NOTC, the Norwegian Over-The-Counter Market in December 2014
- In June 2016, the company listed on the Oslo Børs at a price of NOK 12.0 per share with a market cap of ca. NOK 4,400m
- In December 2016 B2Holding was included in the Oslo Stock Exchange Benchmark Index (OSEBX)

Current market cap of NOK 3.7bn[1]

Share price performance since listing

Top shareholders[1]

#	Shareholder	Percentage
1	PRIORITET GROUP AB ●	12.91 %
2	RASMUSSENGRUPPEN AS[1] ●	12.53 %
3	VALSET INVEST AS	6.34 %
4	STENSHAGEN INVEST AS	6.00 %
5	DNB MARKETS AKSJEHANDEL/-ANALYSE	5.13 %
6	B2HOLDING ASA	3.64 %
7	SKANDINAVISKA ENSKILDA BANKEN AB	2.95 %
8	VERDIPAPIRFONDET ALFRED BERG GAMBAK	2.69 %
9	DUNKER AS	2.00 %
10	RUNE BENTSEN AS	2.00 %
11	VERDIPAPIRFONDET STOREBRAND NORGE	1.60 %
12	VERDIPAPIRFONDET DNB NORGE	1.53 %
13	GREENWAY AS	1.42 %
14	VPF DNB AM NORSKE AKSJER	1.39 %
15	VERDIPAPIRFONDET ALFRED BERG NORGE	1.23 %
16	VERDIPAPIRFONDET ALFRED BERG AKTIV	1.11 %
17	LIN AS	0.85 %
18	VERDIPAPIRFONDET ALFRED BERG NORGE	0.82 %
19	F2KAPITAL AS	0.73 %
20	RANASTONGJI AS	0.69 %
	OTHER	32.43 %
	TOTAL	**100.00 %**

1) As of 12 September 2022
2) Total shareholdings of Rasmussengruppen AS includes shareholdings of its fully owned subsidiaries Portia AS, Cressida AS and Viola AS
● indicates BoD representation

Definitions

- **Actualisation:** Actualisation is the difference between actual and forecasted collections for purchased loan portfolios for the reporting period.
- **Adjusted EBIT (Adj. EBIT):** Adjusted EBIT consists of Operating profit/(loss) (EBIT) adjusted for Non-recurring items.
- **Adjusted EBIT % (Adj. EBIT %):** Adjusted EBIT % is Adjusted EBIT expressed as a percentage of Net revenues excluding Non-recurring items.
- **Adjusted Net profit (Adj. Net profit):** Adjusted Net profit consists of Profit/(loss) after tax adjusted for Non-recurring items impacting EBIT reduced by the tax rate for the period.
- **Administration & management costs:** Administration and management cost include Head Office and other Group costs such as Investment Office.
- **Amortisation:** Amortisation is the amount of the gross collections that are used to reduce the book value of the purchased portfolios.
- **Available investment capacity/Liquidity reserve:** Cash and short-term deposits (less NOK 200 million to cover working capital) plus unutilised credit facility lines, plus fair value of treasury bonds and less short-term vendor loans. Cash flow from future operations is not included in the number.
- **Cash collections:** Cash collections include unsecured collections, secured cash recoveries, cash received from SPVs and joint ventures, and REO sales proceeds.
- **Cash EBITDA:** Cash EBITDA consists of EBIT added back amortisation and revaluation of purchased loan portfolios, depreciation, amortisation and impairment of tangible and intangible assets and cost of collateral assets sold, adjusted for repossession of collateral assets and the difference between cash received and recognised profit from shares in associated parties/joint ventures and participation loan/notes. Cash EBITDA is a measure of actual performance from the collection business (cash business) and other business areas. Cash EBITDA is adjusted for Non-recurring items.
- **Cash margin:** Cash margin consists of cash EBITDA expressed as a percentage of cash revenue.
- **Cash revenue:** Cash revenue consists of Total revenues added back amortisation and revaluation of purchased loan portfolios and adjusted for repossession of collateral asset and the difference between cash received and recognised profit from shares in associated parties/joint ventures and participation loan/notes. Cash revenue is a measure of actual revenues (cash business) from the collection business and other business areas. Cash Revenue is adjusted for Non-recurring items.
- **Collateral asset:** In connection with the acquisition and recovery of purchased loan portfolios, the Group may become owner of assets such as land, buildings or other physical goods. These assets are only acquired as part of the recovery strategy for the purpose of being divested within the Group's ongoing operations to maximize the value of recoveries. Such assets are classified as inventories and recognised in the balance sheet at the lower of cost and net realisable value in accordance with IAS 2 Inventories.
- **Cost other revenues:** Cost other revenues is all external and internal operating costs excluding Administration and management costs and not related to the collections of B2Holding's purchased loan portfolios.
- **Cost to collect:** Cost to collect is all external and internal operating costs related to the collections of B2Holding's purchased loan portfolios.
- **EBITDA:** Operating profit before depreciation and amortisation (EBITDA) consists of operating profit (EBIT) adding back depreciation, amortisation and impairment of tangible and intangible assets.
- **Estimated Remaining Collections (ERC):** Estimated remaining collections (ERC) expresses the gross collections in nominal values expected to be collected in the future from the purchased loan portfolios owned at the reporting date and the Group's share of gross collections on portfolios purchased and held in joint ventures. ERC includes ERR.
- **Estimated Remaining Recoveries (ERR):** Estimated remaining recoveries (ERR) expresses the gross collections in nominal values expected to be recovered in the future from the purchased secured loan portfolios owned at the reporting date and the Group's share of gross collections on secured portfolios purchased and held in joint ventures.
- **Forward flow agreements:** Forward flow agreements are agreements where the Group agrees with the portfolio provider that it will, over some period in fixed intervals, transfer its non-performing loans of a certain characteristics to the Group.
- **Gross collections:** Gross collections are the actual cash collected and assets recovered from purchased portfolios.
- **Interest income from loan receivables:** Interest income from loan receivables is the calculated amortised cost interest revenue from the loan receivable using the original effective interest rate.

Definitions (cont'd)

- **Interest income from purchased portfolios:** Interest income from purchased loan portfolios is the calculated amortised cost interest revenue from the purchased loan portfolios using the credit-adjusted effective interest rates set at initial acquisition.

- **Leverage ratio:** Net interest-bearing debt over Cash EBITDA calculated for the last 12 months.

- **Liquidity reserve**: Cash and short-term deposits (less NOK 200 million to cover working capital) plus unutilised credit facility lines, plus fair value of treasury bonds and less short-term vendor loans. Cash flow from future operations is not included in the number.

- **Net debt:** Net debt consists of nominal value of interest-bearing loans and borrowings plus utilised bank overdraft less cash and short-term deposits.

- **Net interest-bearing debt:** Net interesting-bearing debt consist of carrying value of interest-bearing loans and borrowings plus utilised bank overdraft less cash and short-term deposits.

- **Net credit gain/(loss) from purchased loan portfolios:** The Group's exposure to credit risk from the purchased loan portfolios is related to actual gross collections deviating from collections estimates and from changes in future collections estimates. The Group regularly evaluates the current collections estimates at the individual portfolio level and the estimate is adjusted if collections is determined to deviate from current estimate over time. The adjusted collections estimate is discounted by the initial rate of return at acquisition of the portfolio. Changes from current estimate adjust the book value of the portfolio and are included in the profit and loss statement in the line item "Net credit gain/(loss) from purchased loan portfolios". Collections above collections estimates and upward adjustments of future collections estimates increase revenue. Collections below collections estimates and downward adjustments of future collections estimates decrease revenue. Net credit gain/(loss) equals net actualisation/revaluation.

- **Net credit gain/(loss) from loan receivables:** The Group's exposure to credit risk from loan receivables is related to actual instalments deviating from loan schedules. The Group measures the impairment loss on loan receivables using a 3-stage model for expected credit loss (ECL) according to IFRS 9. Changes from current estimate adjust the book value of the loan receivables and are included in the profit and loss statement in the line item "Net credit gain/(loss) from loan receivables".

- **Non-recurring items:** Significant profit and loss items that are not included in the Group's normal recurring operations, which are difficult to predict and are considered to have low forecast value for the future earnings trend. Non-recurring items may include but are not limited to restructuring costs, acquisition and divestment costs, advisory costs for discontinued acquisition projects, integration costs, termination costs for Group Management and country managers, non-portfolio related write offs, unusual legal expenses, extraordinary projects, and material income or expenses relating to prior years.

- **Net revenues:** Net revenues are the Total revenues reported less the Cost of collateral assets sold, including impairment.

- **Operating cash flow per share:** Operating cash flow per share is operating cash flow from consolidated statement of cash flows divided on the weighted average number of shares outstanding in the reporting period. Operating cash flow per share is a measure on actual cash earned from operating business per share.

- **Other revenues:** Other revenues include revenue from external collections, as well as subscription income for credit information, telemarketing and other services which is recognised proportionately over the term of the underlying service contract which is usually one year.

- **Participation loan/notes:** Participation loan/notes consist of investment agreements with co-investors for the purchase of loan portfolios through SPVs. The contractual arrangement of the participation loan/notes are directly related to the performance of the portfolios purchased in the SPVs.

- **Portfolio purchases:** Portfolio purchases are the investments for the period in secured (with collateral) and unsecured (without collateral) loan portfolios.

- **Profit margin:** Profit margin consists of operating profit (EBIT) expressed as a percentage of total operating revenues.

- **Return on equity (ROE):** Return on equity is calculated based on rolling 12-months profit/(loss) attributable to parent company shareholders divided by the average equity attributable to parent company shareholders, with average equity calculated as a simple average based on opening and closing balances for the respective 12-month period.

- **Revaluation:** Revaluation is the period's increase or decrease in the carrying value of the purchased loan portfolios attributable to changes in forecasts of future collections.

- **Total Loan to Value (TLTV):** Total loan to value is net debt adjusted for vendor loan, earn out and FX hedge MTM over assets (portfolio, JV, loan receivables, real estate owned and goodwill).

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