

## Independent Auditor's Report

### To the General Meeting in Pioneer Property Group ASA

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Pioneer Property Group ASA.

<p>The financial statements comprise:</p> <ul style="list-style-type: none"> <li>• The financial statements of the parent company, which comprise the balance sheet as at 31 December 2019, income statement, statement of changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and</li> <li>• The financial statements of the group, which comprise the balance sheet as at 31 December 2019, and income statement, statement of comprehensive income, statement of changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.</li> </ul>	<p>In our opinion:</p> <ul style="list-style-type: none"> <li>• The financial statements are prepared in accordance with the law and regulations.</li> <li>• The accompanying financial statements give a true and fair view of the financial position of Pioneer Property Group ASA as at 31 December 2019, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.</li> <li>• The accompanying financial statements give a true and fair view of the financial position of the group Pioneer Property Group ASA as at 31 December 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.</li> </ul>
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#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of 2019. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of the key audit matter	How the key audit matter was addressed in the audit
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<p><b>SALE OF PIONEER PUBLIC PROPERTIES AS AND PIONEER MANAGEMENT AS</b></p>	
<p>On October 9th 2019, Pioneer Property Group ASA (PPG) entered into a sale agreement related to 100% of the shares in Pioneer Public Properties AS (PPP) and Pioneer Management AS (PM) with Odin Bidco AS. The agreed price was MNOK 2 734. In addition, PPG is entitled to an earn out of up to MNOK 100 conditional upon future development of the PPP Group. A part of the settlement was obtained ownership of 10 % of the shares in Odin Bidco AS for PPG. The transaction was closed 24 October 2019.</p> <p>The materiality of the transaction lead us to identify this as an important aspect of the audit. We refer to the descriptions in notes 2,4, 8, 9 and 22 to the consolidated financial statements.</p>	<p>Our audit procedures with regards to the sale of PPP and PM included, amongst others, review of the management’s assessment of the accounting treatment as at December 31, 2019. We have also performed review of the sales contract, review of the calculated results from the transaction, and review of the estimated expected earnout related to the future development of PPP and PM. This to ensure that the values are appropriately measured as at 31 December 2019.</p>

**Other information**

Management is responsible for the other information. The other information comprises the Board of Directors’ report -

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

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

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

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

The Board of Directors and the Managing Director (management) are responsible for the preparation and fair presentation of the financial statements for the parent company in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for the preparation of the group in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s and the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements of the parent company use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations. The financial statements of the group use the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to:

<https://revisorforeningen.no/revisjonsberetninger>

## **Report on Other Legal and Regulatory Requirements**

### **Opinion on the Board of Directors' report**

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

### **Opinion on Registration and Documentation**

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

BDO AS

Sven Aarvold  
State Authorised Public Accountant  
(This document is signed electronically)

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## Sven Mozart Aarvold

### Partner

På vegne av: BDO AS

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