

Who should submit the Shareholder register statement

The Shareholder register statement must be submitted by all Norwegian private and public limited companies, as well as savings banks with equity certificates. This will apply even if the private limited company only has foreign owners. Generally, the companies have an independent duty to submit the Shareholder register statement, see section 7-7 of the Tax Administration Act.

Companies that are registered with Euronext VPS, formerly known as the Norwegian Central Securities Depository (VPS) do not have to submit this statement. In such cases, the VPS will be responsible for submitting the shareholder register statement.

Tax-free private limited companies, etc. generally do not have to submit the statement. If the company has taxable income, the statement must be submitted.

The duty to submit a statement for companies that have ceased trading

Companies that ceased trading (liquidated, bankrupt or similar) during 2023 must nevertheless submit the statement.

The following are **not** required to submit the statement:

- Limited liability housing companies
- Norwegian-registered foreign company (NUF)
- Sole proprietorships

Foreign companies that are listed on the Oslo Stock Exchange do not submit statements themselves. The VPS will submit statements on their behalf.

The purpose of the Shareholder Register

Information from the companies will provide the Tax Administration with a basis to prepare and issue the "Shareholder's tax report 2023" (RF-1088) to the shareholders. If a statement is accepted, the taxable amounts that are declared will also be RF-1087E

pre-filled in the shareholders' tax returns. Regarding the protection of privacy, see <https://www.skatteetaten.no/en/about-the-tax-administration/security-and-privacy/privacy-policy/>

If a Shareholder register statement is not accepted, no statement will be prepared for the shareholders concerned and no taxable amounts from the shares will be pre-filled in the tax return. This will not constitute a submission exemption for the shareholder with regards to the tax return. The shareholder must then submit the form "Gain, loss, dividend and capital value of shares and other financial products" (RF-1159). If the shareholder receives the electronic tax return in the new format, she must make the changes directly in the new tax return. In this case, the shareholder does not have to submit form RF-1159.

Deadline for submission

The deadline for submitting the statement is
31 January 2024.

If the company has submitted the Shareholder register statement for previous income year, there will be a pre-filled statement in Altinn. Read more about electronic submission on www.altinn.no and skatteetaten.no/RF1086e

Feedback from the Shareholder Register

Following the electronic submission, the company will receive an email stating that the statement has been accepted, or that the statement contains errors that must be corrected within a given deadline.

If the statement is submitted on paper, the company will either receive an acceptance letter or a letter stating that the statement contains errors.

Statements containing errors

If the statement contains errors, the Tax Administration will lack the basis for issuing the "Shareholder's tax report

2023" (RF-1088) to the company's shareholders.

This means that the shareholders receive less help to check their tax returns.

Note! The company should submit the Shareholder register statement RF-1086 in sufficient time before the submission deadline, so that any errors or omissions may be corrected before the Tax Administration issues the Shareholder's tax report to the shareholders. This will enable more shareholders to receive the "Shareholder's tax report 2023" (RF-1088) and have their taxable amounts pre-filled in their tax returns.

Statements not submitted - charging enforcement fines

If the Shareholder register statement for 2023 is not submitted, the company will be charged with a daily accruing enforcement fine. If the statement for 2023 is not submitted by the deadline, you will receive a notification and decision that you have been charged with an enforcement fine after a few days. The decision will contain information about the date from which the fine will start accruing.

For the shareholder register report, a daily fine of 1/2 a court fee can accrue for up to 20 days. In the 2024 National Budget, it is proposed that 1 court fee will be NOK 1,277. Based on these rates, the maximum amount for the enforcement fine is NOK 12,770.

Companies that were established before 2023 and that did not submit their shareholder register statements for one or more previous years, must also submit a statement for these years in order to have this year's statement accepted.

Examples of completed statements

You will find these at skatteetaten.no/RF1086e

Content and subdivision of the statement

The statement has two parts: the first part concerns company information, and the second part concerns shareholder information. The shareholder information from and including item 19 must be completed for each shareholder in the company.

Company information, items 1 to 18

Under items 1-7, you enter the capital-related circumstances of the company at the start and end of the year.

The total distributed taxable dividend, including taxable shareholder loans, must be entered under item 8.

Company events that took place during the income year must be entered under items 9 to 18.

In the case of newly issued shares, use item 9 or 10, while in the case of deleted shares, use item 11 or 12.

In the event of changes in share capital/premium without new issue or deletion of shares, use items 13-18.

Shareholder information, items 19 to 30

Items 19 to 20 identify the shareholder and show the number of shares for this shareholder. In the case of personal shareholders, it is important to identify them with their full national identity number or d-number (11 digits). These two items must always be completed.

One copy must be completed for each shareholder who either is or has been an owner in the company during the income year (page 3 of the paper statement may be copied as necessary).

If the statement is submitted electronically, one attachment form must be completed for each shareholder. You do this by clicking on the "Overview – form and attachment" tab in the main form. Use the "Attach" dropdown list, and bring up "RF-1086U Shareholder register statement for 2023" for each shareholder.

If changes in ownership occurred during the year, information must be provided about both the former and the new shareholder.

Taxable dividends distributed to the shareholder must be entered under item 21.

For shares in acquisitions, use item 23 or 24, while for shares in disposals, use item 25 or 26.

In the event of changes in share capital/premium without new issue or deletion of shares, use items 27 to 30.

Most company events that are reported under items 8 to 18 must also be reported at the shareholder level under the corresponding items 21 to 30. Reference to these is made in the relevant items.

If the information at the company level does not correspond to the information at the shareholder level, the statement will not be accepted.

Several share classes

If the company has several share classes, separate statements must be submitted with company and shareholder information for each class.

When submitting a statement for a company that has several share classes, all RF-1086 statements for the company must be submitted on the same day in order to avoid error messages linked to the individual statements. If you do not submit the statements on the same day, you will continue to receive error messages until all statements have been submitted. These error messages can be disregarded if the correct statements are submitted for all classes of shares.

If the company has only one share class, enter "ordinary" in the share class field.

Date and time

It is necessary to fill in the date and time for when the events occurred during the year. Exactly the same date and time must be specified at both the shareholder level and the company level for a particular event. If there are any discrepancies or omissions, the statement will not be accepted when checked in the Shareholder Register. Statements in which errors are identified during the check must be corrected and resubmitted. Nor will statements be accepted if the date and time for an event is missing.

Several events during the income year

In such cases, it may be necessary to fill in a particular item several times. This could for example be relevant for items 8 and 21 concerning "Total dividend distributed". If dividends were distributed on several occasions during the income year, these items must be completed for each dividend payment.

If you submit electronically, you must add a new item (separate button).

In the paper form, this is done by completing one form per event. This must be done at both the company level (items 1 to 18) and the shareholder level (items 19 to 30).

Several events in one day

In such cases, one item must be completed for each event. All events must have a different time. To ensure proper processing in the Shareholder Register, the company must always state the time of a particular event in the format dd.mm.yyyy hh:mm:ss (e.g. 20.05.2023 12:15:30). It is important to make sure that the events are reported with times in the correct sequence (e.g. next event 20.05.2023 12:20:20).

Effective times for company events

Most company events (changes in capital and redistribution) are considered to take place at the time the event is registered in the Register of Business Enterprises. This applies to increases in share capital in connection with new shares issues (section 10-10 of the Companies Act) and in connection with bonus issues (section 10-22 of the Companies Act) reductions in share capital (section 12-6 (3) of the Companies Act), mergers (section 13-16 of the Companies Act) and demergers (section 14-8 of the Companies Act; see section 13-16). The establishment of the company takes effect from when the articles of association are signed by all founders (section 2-9 of the Companies Act).

If the company has been liquidated, the event will be considered to be carried out in the year in which the funds are distributed (section 16-9 of the Companies Act).

Which companies must report information in the event of a merger or demerger?

Examples of the completion of RF-1086 in the case of mergers and demergers can be found at skatteetaten.no/RF1086e

The information must be reported by the company in which the event happens.

In the case of a tax-free merger/demerger, the transferring company must report at the company and shareholder level, for example under items 12 and 26, if the shares are deleted in this company (item 18 must only be used if the nominal value is reduced). In addition, the acquiring company must report at the company

and shareholder levels, under items 10 and 24 respectively, if consideration shares are issued in this company (items 15 and 29 if the nominal value is increased).

However, in the case of a corporate merger where consideration shares are issued in the parent company of the acquiring company, the parent company (the issuing company) must report the issue and the capital circumstances surrounding it. This is because an adjustment factor is calculated on the basis of the share circumstances in the transferring company and the issuing company.

In cases where consideration shares are issued, the information on the statement for the transferring and acquiring companies must correspond in order for the adjustment factor to be calculated correctly.

The statement will not be accepted unless corresponding information is provided.

The statements for all companies should be submitted on the same date. If you do not submit statements for all the companies involved in the merger/demerger on the same date, you will continue to receive error messages until all statements have been submitted. These error messages can be disregarded if the correct statements are submitted for all companies.

Which companies are obliged to report events/transactions that occurred **before** the merger or demerger?

Merger

In the event of a merger, it will normally be the acquiring company that is responsible for reporting what happened in the involved companies before the merger (this also applies where the acquiring company is newly established in connection with the merger). In the case of a corporate merger, the parent company of the acquiring company must report what happened before the merger. This is because the parent company is issuing the consideration shares in a corporate merger.

Demerger

In the event of a demerger where one of the companies is considered to be the transferring company, this company will be responsible for the events that occurred before the demerger. The same will apply in the case of corporate

mergers. In the case of a demerger where the transferring company is dissolved, agreement will have to be reached through the demerger agreement as to which company will be responsible for the aforementioned reporting.

If the company is newly established in connection with a demerger, the event type “demerger” must be used, rather than “establishment”.

Demerger to existing company (demerger-merger)

In the event of a demerger to an existing company (demerger-merger), the transferring company must report what happened to the demerged company before the demerger. The acquiring company will be responsible for reporting what happened in this company prior to the demerger. A demerger-merger is registered as a demerger in both companies.

Companies that have been de-registered from VPS during the income year

Correction of share class/ISIN

This is an event type under item 10 concerning companies that have been de-registered from VPS. The company registers the previously used ISIN, or a new share class. It is not possible to choose both. Such companies can continue to report using the ISIN. The event is only used in cases when you wish to report for share classes rather than ISIN.

COMPANY INFORMATION

General information

The company must be identified by its organisation number, name and address. You must also specify the share class for which the reporting concerns. **If the company has only one share class, enter “ordinary” in the share class field.**

Special note on reduction in share capital

If, for example, you reduced the share capital from NOK 100,000 to NOK 30,000 during 2023, you must report this in several places in the shareholder register statement. The change in share capital is entered under item 1. If you implemented the share capital reduction by writing down the nominal value of the

shares, you must enter the reduction under items 17 and 27. If you have deleted shares, enter the reduction under items 11 and 25.

Item 1: Share capital for the entire company

Enter the book share capital for the entire company, that is, collectively for all share classes in the company as of 31 December 2022 and 2023.

In case of a capital expansion, the date and time of registration in the Register of Business Enterprises must be used as a basis for the effective time for the capital expansion.

Item 2: Share capital in this share class

Enter the share capital in the company distributed per share class as of 31 December 2022 and 2023. This item **must** be completed, even if the amount is the same as under item 1. (The amount under this item will only differ from the amount under item 1 if the company has *several share classes*).

Item 3: Nominal value per share

Enter the nominal value per share as of 31 December 2022 and 2023.

Item 4: Number of shares in this share class

Enter the number of shares in the company as of 31 December 2022 and 2023.

Item 5: Paid-up share capital in this share class

Enter the **paid-up** share capital in the company as of 31 December 2022 and 2023.

Paid-up equity includes amounts that have actually been paid (in the form of cash payments and contributions in kind). This applies regardless of whether or not the share capital is retained. Repayments to shareholders reduce the paid-up capital. Under this item, enter the sum of the tax position ‘paid-up capital’ for all shareholders. Paid-up capital will not normally include any increase in share capital without a new subscription (bonus issue). Among other things, this means that when a bonus issue is carried out with previously earned equity, the capital increase (under items 1 and 2) will not affect the amount under this item.

If the company has both paid-up and fund-issued share capital, the fund-issued share capital must be considered to be repaid before the paid-up capital (section 10-11 (5) of the Taxation Act).

If the fund-issued capital consists entirely of earned capital, distributions from the company in connection with a reduction in share capital will constitute a consideration-free transfer from the company to the shareholders, and trigger dividend taxation on shares that existed at the time of the bonus issue under section 10-11 (2) of the Taxation Act. Dividend tax will only be levied on shares that existed at the time of the bonus issue.

The term "paid-up share capital" does not necessarily mean the same as "contributed share capital" (see section 6-2 of the Accounting Act). In the case of a merger/demerger, the sum of paid-up share capital will be the same before and after the merger/demerger. In the case of a demerger, paid-up capital in the demerging company must be allocated between the companies after the demerger.

Item 6: Paid-up premium in this share class

Only **paid-up** premium as of 31 December 2022 and 2023 must be entered under this item.

Paid-up premium includes amounts that have actually been paid (in the form of cash payments and contributions in kind). This applies even if establishment costs, etc. are deducted from the premium.

Item 7: Total capital value for the company

This item must only be completed if the company during 2023

- is newly established
- increased or reduced the share capital through a payment from or to the shareholders.

Enter the company's total tax value of capital as of 1 January 2024 under this item.

If the company's tax value is not available in the above mentioned cases (at the submission date of this statement) and the company does not enter the value under item 7, the personal shareholders will not receive their share capital from this company pre-filled in their tax returns. The shareholders must enter the tax value of capital from the private limited company in their tax returns and submit them.

These shareholders will receive a new Shareholder's tax report (RF-1088) after the private limited company has

submitted its tax return. This will show the capital value that is not pre-filled in the tax return and the shareholder must correct their own tax assessment (change submitted tax return).

From and including the income year 2019, shares in newly established companies must be valued at the tax value of capital as of 1 January in the assessment year. (The rule on nominal value and premium is abolished). If the company has this value available before submitting the shareholder register statement, the tax value is entered under item 7.

Item 8: Dividends distributed according to tax law

This includes everything that is classified as dividends for tax purposes (not just dividends with regard to company law). Reporting must also include dividends to foreign shareholders and dividends to Norwegian company shareholders in accordance with the exemption method.

Enter all consideration-free transfers from the company to shareholders (section 10-11 (2) of the Taxation Act). Taxable shareholder loans must also be entered here.

Specify the dividends distributed per share class, dividends distributed per share and the date and time. The date and time will be the same as the date and time of the general meeting's resolution to distribute the dividend. In cases where the board of directors has been given authority by the general meeting to authorise distributions, the date and time of the board's decision concerning the distribution of dividends must be specified. Information must be provided concerning each individual dividend distribution.

The repayment of previous fund-issued share capital (which is not paid-up) must be treated as a dividend and the amount must also be included here.

Repayments of premiums that are **not** considered to be paid-up are considered dividends, and the amount must be included here. In the case of several distributions during the income year, see above in the guidance on page 2 under "Date and time" and the heading "Several events during the income year".

Shareholder loans

Loans from companies to personal shareholders are considered to be dividends received by the shareholder.

The loan must be reported as a separate event under item 8 at the company level (Shareholder loans). At the shareholder level, the loan must be reported as a dividend under item 21.

Loans from subsidiaries to personal shareholders in parent companies must be reported as a loan from the parent company.

Example: A personal shareholder owns company A, which in turn owns company B. The personal shareholder receives a taxable shareholder loan from company B. Company A must report the taxable shareholder loan.

The repayment of loans that have previously been subject to dividend taxation is treated as the deposit of new capital by the shareholder. This means that the amount that is repaid will be divided and added to the input value of the shareholder's shares. This type of repayment is reported under item 22.

Exceptions for the taxation of shareholder loans

Loans provided by an employer should not be considered a dividend for the employee if the employee does not own more than 5 percent of the shares in the company or another company in the same group. Credit under NOK 100,000 from a company to a shareholder will not be taxed as a dividend if the credit is redeemed within 60 days after it was granted.

See more exemptions in section 10-11-1 of the Regulations relating to the Taxation Act (Exemptions from the rule that loans from companies to shareholders must be regarded as dividends)

Remember to fill in item 21 for each shareholder who has received a taxable dividend. If the information provided at the company and shareholder level does not correspond, the statement will not be accepted.

INFORMATION AT THE COMPANY LEVEL IN THE EVENT OF CHANGES IN COMPANY CAPITAL, ITEMS 9 TO 18

Item 9: Newly issued shares

State the number of newly issued shares in the company during the income year that are not linked to redistribution cases (see item 10 for these cases).

Under "Event type", enter the type of event that led to the issue. The following events may be relevant:

- establishment
- new share issue (issue through new subscription)
- new share issue through conversion of receivable
- new share issue through intragroup transfer - (the issuing of shares as a consideration for transferred assets; see section 11-21-7 of the Ministry of Finance's Regulations relating to the Taxation Act (FSFIN))
- taxable merger
- taxable demerger
- tax-free conversion of a sole proprietorship/businesses assessed as partnerships to a private limited company/public limited company
- relocation of company to or from Norway
- establishment/new share issue with income deduction
- new issue of employee shares

You must also state the number of shares after the issue, the date and time of issue, nominal value per share and any paid-up premium in connection with the issue.

In the case of taxable mergers/demergers where the company's own shares are used as a consideration, you must state the number of own shares that are transferred.

The corresponding information must be filled in at the shareholder level under item 23. If the information provided at the company and shareholder level does not correspond, the statement will not be accepted.

Relocation of company to or from Norway

This event must be used when the company moves to Norway. The shareholders must themselves check and make any necessary corrections to ensure that their input value is correct in the Shareholder's tax report (RF-1088).

New issue of employee shares

Paid-up capital must be entered in the field nominal value per share and any excess in paid-up premium per share. For input value, see item 23.

The event is not relevant for employment-related options.

Establishment/new share issue with income deduction

Personal taxpayers can claim a deduction from their general income of up to NOK 1,000,000 per year for contributions to start-up companies. Private limited companies cannot receive more than NOK 5,000,000 per year in deductible contributions. Contributions may also be made via a private limited company in which the investor is an owner (holding company). For more information about the scheme and the detailed conditions applicable to deductions, see this topic (sktl. § 6-53) at skatteetaten.no and the guide Skatte-ABC (in Norwegian only) under the topic Aksjer-aksjeinnskudd i oppstartsselskap" (Shares - share contributions in start-up companies).

This event type must be used to ensure that shareholders have this information pre-completed in their tax returns.

The corresponding information must be filled in at the shareholder level under item 23. If the information provided at the company and shareholder level does not correspond, the statement will not be accepted.

Item 10: Newly issued shares (redistribution)

State the number of newly issued shares in the company during the income year that are linked to redistribution cases.

Under "Event type", enter the type of event that led to the issue. The following events may be relevant:

- bonus issue
- split
- tax-free merger
- tax-free demerger
- merging/splitting of share classes
- tax-free merger/demerger with foreign company
- correction of share class/ISIN

You must also state the number of shares after the issue, the date and time of issue and the nominal value per share at the time of the issue.

Tax-free merger/demerger

Examples of the completion of RF-1086 in the case of mergers and demergers can be found at skatteetaten.no/RF1086e

The company that issues the consideration shares must report the capital increase. This is normally the

acquiring company (in the case of corporate mergers/demergers, this concerns the acquiring company's parent company). The reporting may be somewhat different, depending on how the capital reduction is implemented in the transferring company.

If the capital increase is implemented in the form of an increase in nominal value, this must be reported under item 15.

In the case of ordinary tax-free mergers/demergers, the transferring company's organisation number, share class, number of redeemed shares and nominal value per redeemed share must also be stated.

In cases where the issuing company is not the acquiring company (corporate merger/demerger), the issuing company must also state the acquiring company's organisation number.

Where the transferring company implements the capital reduction through a reduction in nominal value in the company, the acquiring company must state the number of shares in the transferring company and the nominal value of the shares in the transferring company after the demerger. The number of shares in the transferring company (which is the same before and after the demerger) must be entered in the "Number of redeemed shares" field. The nominal value of the shares in the transferring company after the demerger must be entered in the "Nominal value per redeemed share" field.

Tax-free merger/demerger with foreign company

When using this event, you must use the following fields: "Number of deleted shares", "Number of shares after", "Date and time" and "Nominal value per share". For more information on tax-free mergers and demergers across national borders, see the guide Skatte-ABC (in Norwegian only) under the topics "Fusjon over landegrensene" (Merger across national borders) and "Fisjon over landegrensene" (Demergers across national borders).

Reverse parent/subsidiary merger

In a reverse parent/subsidiary merger, the subsidiary is the acquiring company.

The parent company must report the event as an ordinary merger. The subsidiary reports the event under item 10 as a normal merger, but instead

of "Number of newly issued shares", the "Number of own shares transferred" must be completed. The number of shares that the parent company owned in the subsidiary at the time of the merger must be entered under this item. If shares are also issued in connection with the merger, these must be entered in the "Number of newly issued shares" field.

In addition, the subsidiary must state under item 25 that the parent company is no longer a shareholder in the subsidiary. In this case, the transaction type "Disposal of own in connection with merger/demerger" must be used.

If no shares are issued in connection with the merger, "0" must be entered in the "Number of newly issued shares" field in order for the statement to be accepted in the Shareholder Register.

Merging/splitting of share classes

In the case of the merging/splitting of share classes, items 10, 12, 24 and 26 are of relevance. The number of newly issued shares within a share class must be entered under item 10.

Example:

In the event of a switch from ten ordinary shares to five A shares and five B shares (splitting), you must submit three shareholder register statements, because disposals/acquisitions have taken place in three different share classes.

For the "ordinary" share class, a statement must be submitted that shows the first five deleted shares under item 12 (must also be entered at the shareholder level under item 26). The number of deleted will then be five, and the number after this will then be five. The share class to which the five deleted shares were transferred must be entered in the "ISIN/share class" field – in this example to A shares. In addition, item 12 must be completed once for the next five deleted shares that switch to being share class B shares. The number of deleted will then again be five here, whilst the number after will be zero. Enter share class B in the "ISIN/share class" field.

For the share class "A", a statement must be submitted that specifies five newly issued A shares under item 10 (item 24 must be completed at the shareholder level). In the "ISIN/share class" field, state where the newly issued shares originate from - in this

example, the share class "ordinary shares". Finally, a statement must be submitted for share class "B", which must also specify five newly issued shares under item 10 (item 24 must be completed at the shareholder level), while "ordinary shares" must be entered in the "ISIN/share class" field.

The principle of entry will be the same in the case of a merger as for splitting. If you switch from having five A shares and five B shares to having ten ordinary shares, you must also submit three shareholder register statements. The statement for share class "B" will, for example, then show five deleted shares under item 12 (and five deleted under item 26 at the shareholder level), while "ordinary shares" (the share class to which the deleted shares are transferred) must be entered in the "ISIN/share class" field.

The corresponding information must be filled in at the shareholder level under item 24.

Correction of share class/ISIN

This event type applies to companies that have withdrawn from VPS.

The company registers the previously used ISIN for this share class.

Such companies can continue to report using the ISIN. The event is only used in cases when you wish to report for share classes rather than ISIN.

Item 11: Deleted shares

State the number of deleted shares in the company during the income year that are not linked to redistribution cases (see item 12 for these cases). Under "Event type", enter the type of event that led to the shares being deleted. The following events may be relevant:

- liquidation
- equally divided partial liquidation
- unequally divided partial liquidation
- taxable merger
- taxable demerger
- deletion of own shares to cover loss and provisions to funds
- taxable redemption in connection with tax-free merger/demerger
- relocation of company to or from Norway

In addition, the number of shares in the company after the deletion, date and time and nominal value per share at the

time of deletion must be stated. Where applicable, state the average paid-up premium per deleted share and the consideration that was paid in connection with the deletion of the shares.

In the case of equally divided partial liquidation, a dividend must be entered under item 8, and the repayment of paid-up capital must be entered in the field "Total consideration/Paid from paid-up capital". Equally divided partial liquidation is not considered to be a realisation, and when this event type is used, only the repayment of paid-up capital must be entered in the field.

Ordinary liquidation and unequally divided partial liquidation are considered to be liquidation and the total consideration paid must then be entered in the field.

Relocation of company to or from Norway

This item must be used when the company relocates from Norway and the relocation does not trigger realisation taxation. In the case of taxable relocation, the event type "Liquidation" must be used. For more information on relocating a company out of Norway, see the guide Skatte-ABC (in Norwegian only) under the topic "Utland – utflytting av selskap fra Norge" (International – relocation of company from Norway).

In the case of the distribution of payments in kind, the value must be set to the market value. If the value is zero, then zero must be entered in the field.

Reductions in paid-up premiums must also be declared under item 6.

Taxable demergers involving a reduction in nominal value must be reported under item 17.

The corresponding information must be filled in at the shareholder level under item 25. If the information provided at the company and shareholder level does not correspond, the statement will not be accepted.

Item 12: Deleted shares (redistribution)

State the number of deleted shares in the company during the income year that are linked to redistribution cases.

Under "Event type", enter the type of event that led to the shares being

deleted. The following events may be relevant:

- splicing
- tax-free merger
- tax-free demerger
- merging/splitting of share classes
- tax-free merger/demerger with foreign company
- merger, tax-free to parent or demerger, section 14-11(b) of the Companies Act

The number of shares after the time of deletion and the nominal value per share must also be stated.

Tax-free merger/demerger

It is the transferring company which deletes the shares that must report the capital reduction.

If the capital reduction is implemented through a reduction in nominal value, this must be reported under item 18.

In the case of ordinary tax-free mergers/demergers, the acquiring company's organisation number, share class, number of consideration shares issued in the acquiring company and the nominal value of the consideration shares must be stated. In cases where no consideration shares are issued in a parent/subsidiary merger, you must use a new event type "Merger tax-free to parent or demerger, Companies Act, Section 14-11(b)". This event type should also be used in connection with demergers when the acquiring companies own all shares in the transferring company. Here, you fill in the number deleted, number after and the date/time.

In the case of mergers where consideration shares are issued in the acquiring company's parent company, the field for number of consideration shares must be completed with the number of shares in the acquiring company at the time of the merger. When the transferring company reports information concerning the acquiring company, the "Acquiring company's org. no." field must be used (not the field called "Acquiring parent company's org. no.").

In these cases, the merger must **not** be reported under the acquiring company.

In cases where the issuing company is not the acquiring company, the transferring company must not use the fields for acquiring company, but the fields for the acquiring company's parent company.

Tax-free merger/demerger with foreign company

When using this event, you must use the following fields: "Number of deleted shares", "Number of shares after", "Date and time" and "Nominal value per share". For more information on tax-free mergers and demergers across national borders, see the guide Skatte-ABC (in Norwegian only) under the topics "Fusjon over landegrensene" (Merger across national borders) and "Fisjon over landegrensene" (Demergers across national borders).

Merging/splitting of share classes

See the procedure under item 10.

The corresponding information must be filled in at the shareholder level under item 26. If the information provided at the company and shareholder level does not correspond, the statement will not be accepted.

Item 13: Reduction in paid-up premium with repayment to shareholders during the income year

State the reduction in paid-up premium with repayment to shareholders, as well as the date and time of the repayment. The paid-up premium is the amount that is actually paid.

The premium can consist of both paid-up and earned capital. Only the part of the distribution that can be considered to be linked to previously paid-up premium should be entered here.

The corresponding information must be filled in at the shareholder level under item 28. Item 6 must be reduced by the amount that has been paid back.

Any reduction in premium that is not considered to be paid-up must be treated as a taxable dividend and entered under items 8 and 21.

If the information provided at the company and shareholder level does not correspond, the statement will not be accepted.

Item 14: Increase in share capital through increase in nominal value per share in connection with bonus issue

State the increase in share capital in the company through bonus issues, increase in nominal value per share following the bonus issues and the date and time of the bonus issue.

The event should not be reported at the shareholder level.

Item 15: Increase in share capital and premiums through increase in nominal value per share in connection with new share issues, mergers and demergers

Under "Event type", enter the type of event that led to the increase in share capital. The following events may be relevant:

- demerger through an increase in nominal value
- merger through an increase in nominal value
- new share issue through an increase in nominal value
- simplified merger in accordance with section 13-24 of the Companies Act
- merger/demerger abroad through an increase in nominal value
- new share issue through conversion of receivable through increase in nominal value

In addition, the increase in nominal value per share, the nominal value per share after the capital increase and the date and time of the capital increase must also be stated.

Simplified merger in accordance with section 13-24 of the Companies Act may be used when merging two private limited companies with the same owner, where the owner owns all the shares in the companies. The input values for the shares in the transferring company will then be redistributed between the shares in the acquiring company.

In the event of a tax-free merger/demerger, the transferring company's organisation number and share class must also be stated.

In the case of a taxable merger/fission where the share capital is increased through an increase in nominal value, the event type "New share issue through increase in nominal value" must be used.

Merger/demerger abroad through an increase in nominal value

This is used when a Norwegian company increases its share capital through a merger or demerger with/from a foreign company.

When using this event, you must use the fields "Increase in share capital", "Increase in nominal value per share", "Date and time" and "Nominal value per

share after”.

For more information on tax-free mergers and demergers across national borders, see the guide Skatte-ABC (in Norwegian only) under the topics "Fusjon over landegrensene" (Merger across national borders) and "Fisjon over landegrensene" (Demergers across national borders).

The input value of the shares is considered to have been increased by the amounts paid-up.

‘Paid-up premium’ only includes amounts that have actually been paid-up (premium can consist of both paid-up and earned capital).

The corresponding information must be filled in at the shareholder level under item 29. If the information provided at the company and shareholder level does not correspond, the statement will not be accepted.

Item 16: Reduction in share capital through reduction in nominal value per share to cover losses and transfers to funds

State the reduction in paid-up and fund-issued share capital in the company through a reduction in nominal value per share, which has been used to cover losses in the company, or which have been transferred to a fund.

You must also state the reduction in nominal value per share, the nominal value per share after the reduction and the date and time of the reduction. In the case of a reduction, the offset must first be made against fund-issued capital and then against paid-up capital.

The event should not be reported at the shareholder level.

Item 17: Reduction in share capital through reduction in nominal value per share with payment to the shareholders

State the total reduction in share capital in the company, the reduction in nominal value per share, the nominal value per share after the reduction and the date and time of the reduction.

This item must also be used in the event of a taxable demerger through a reduction in nominal value.

Repaid previous fund-issued capital is considered to be a dividend under tax law. The amount must therefore also be entered under item 8 at the company level and under item 21 at the

shareholder level with the same date and time as the fund-issued capital under item 27.

The corresponding information must be filled in at the shareholder level under item 27. If the information provided at the company and shareholder level does not correspond, the statement will not be accepted.

Item 18: Reduction in share capital through reduction in nominal value per share in connection with tax-free demergers (redistribution)

This item contains two event types.

"Demerger through reduction in nominal value" is used in the case of a demerger to a single acquiring company.

"Demerger through splitting of company" is used when the demerger takes place to several acquiring companies.

State the reduction in the company's share capital through a reduction in nominal value in the case of a tax-free demerger, including the reduction in nominal value per share, the nominal value per share after the demerger and the date and time of the demerger.

In the case of a demerger out to a single acquiring company, state the acquiring company's organisation number, the share class of the shares that are being received as consideration shares in the acquiring company, the number of consideration shares issued in the acquiring company and the nominal value of the consideration shares.

If the issuing company is the acquiring company's parent company (corporate demerger), the issuing company's organisation number, the share class of the shares being received as consideration shares in the acquiring company's parent company, the number of consideration shares and the nominal value of the consideration shares must be stated.

When demerging to several acquiring companies, information about the acquiring company must not be entered under item 18. Information about the acquiring companies must only be entered under item 30.

The corresponding information must be filled in at the shareholder level under item 30. If the information provided at the company and shareholder level does

not correspond, the statement will not be accepted.

SHAREHOLDER INFORMATION

General information

Items 19 and 20 must be completed for each shareholder. This applies both to shareholders who own shares at the end of the year and to shareholders who have been owners during the 2023 income year.

It is important that the number of shares reported under item 20 for each shareholder corresponds with the company's total number of shares. If this information does not correspond, the Shareholder's register statement will not be accepted, and the company will have to submit a new statement.

Item 19: Shareholder's name, address, Norwegian national identity number, organisation number, foreign shareholder ID and any country code

Natural persons who are resident in Norway must state their national identity number, name and address. (This also applies to entrepreneurs who run a sole proprietorship).

Persons who are not resident in Norway for tax purposes and who have been assigned a D number must state this number.

Shareholders who have been assigned a foreign shareholder ID from the Shareholder register must use this ID.

Shareholders who do not have a national identity number, D number or foreign shareholder ID must state their name, address and country code. It should be clear whether the shareholder is a natural person or a company. This can be done, for example, by writing "company" in the name field in addition to the name of the company.

Such shareholders will be allocated a shareholder ID for use when reporting in subsequent years.

It will have the form UTLxxxxxxxxx.

Legal entities domiciled in Norway must normally use their organisation number as their shareholder identity.

Businesses assessed as a partnership with an organisation number must use this number as their shareholder identity. Joint owners under property law who act as such owners externally and run a business will be considered to be a shared liability partnership.

In the case of joint owners who do not have an organisation number and where several people jointly own shares, the joint owners will be considered under tax law as being co-owners in the jointly owned property's assets/shares and must be assessed on a gross basis. The property's shareholding must be registered under one representative for the property.

Other entities that do not have an organisation number include entities that do not carry on commercial activity and cases where the entity has members, e.g. associations, clubs, teams, etc. The identification of such entities will depend on the reality behind the organisational form that is declared.

If the entity is actually a jointly owned property (that is not a business assessed as a partnership), the property's share acquisitions must be registered under one representative for the whole property. If the members are not considered to own the shares jointly because they have limited liability in relation to the entity and their rights are limited to capital shares in or income shares from the entity, the entity will be considered to be the owner of the shares for tax purposes. The entity must then be identified by its name and address.

Item 20: Number of shares per shareholder

The number of shares that the shareholder owns at the end of 2022 and at the start of 2023 must be stated under this item.

Item 21: Dividends distributed to the shareholder for this share class

This includes everything that is classified as dividends for tax purposes (not just dividends with regard to company law). Reporting must also include dividends to foreign shareholders and dividends to Norwegian company shareholders in accordance with the exemption method.

Enter the total dividend that the shareholder has received in connection with each individual distribution and the date and time of the decision to distribute the dividend (the date and time of the general meeting's resolution).

Shareholder loans taken out from and including 7 October 2015

Loans from companies to personal shareholders are considered to be dividends received by the shareholder. The loan must be reported as a separate

event under item 8 at the company level (Shareholder loans). At the shareholder level, the loan must be reported as a dividend under item 21.

If the shareholder has previously received a taxable loan from the company, subsequent dividend distributions will automatically be offset against the loan balance, so that the dividends will not be subject to taxation. This assumes that dividends are not received but used to repay the loan. If the dividend is not used to repay the loan, but is actually received by the shareholder, it must be taxed as an ordinary dividend. In such cases, you must tick the box for "Retain share loan". The repayment of previous fund-issued share capital (that is not paid-up) must be treated as a dividend, and the amount that is repaid to the individual shareholder must be included here.

The corresponding information must be filled in at the company level under item 8. If the information provided at the company and shareholder levels does not correspond, the statement will not be accepted.

Withholding tax

Enter the withholding tax rate that is used as a basis for the taxation of shareholders domiciled abroad under section 10-13 of the Taxation Act. Enter the percentage rate and the amount of withholding tax that has been deducted, as well as the country in which the shareholder was resident at the time the dividend was distributed.

If the withholding tax rate is to be zero, the number 0 must be entered in the fields "Withholding tax (%)" and "Withholding tax (NOK)".

Item 22: Repayment of previous paid-up equity and repayment of taxable loans

This item contains the following three types of transactions:

- repayment of previous paid-up equity
- repayment of taxable loans
- waiving of shareholder loans

Repayment of previous paid-up equity

Concerns the situation where a company has previously converted paid-up share capital/premiums to other equity and subsequently pays out dividends pursuant to company legislation. Also applies when the company repays paid-

up equity as a consequence of previously paid taxable shareholder loans.

See the example below.

When the company implements this type of distribution, the field must be completed for shareholders who for tax purposes have reason to classify the distribution as previously paid-up capital. The amount will then reduce the input value of the shares.

Example of withdrawal of funds taxed as a loan and repaid in full or in part.

A borrows NOK 100,000 from the company in December in year 1 (taxable loan). In year 2, he repays NOK 70,000 of the loan. The input value of A's shares increases by NOK 70,000. In year 4, A wants to withdraw NOK 70,000 tax-free from the company. A must then enter NOK 70,000 under item 22, so that the input value of the shares is reduced by NOK 70,000.

Repayment of taxable loans

The repayment of loans that have previously been subject to dividend taxation is treated as the deposit of new paid-up capital for the shareholder's shares. This means that the amount that is repaid will be divided and added to the input value of the shares.

Waiving of shareholder loans

The waiving of loans must also be entered under this item. This does not affect the input value of the shares.

Item 6 must be corrected in accordance with the amount that is registered in item 22, with the exception of the waiving of shareholder loans.

Item 23: Number of shares in acquisition (purchases)

Provide information concerning new shares that the shareholder acquired in the company during the income year.

In the "Transaction type" field, state whether the shareholder acquired the shares through:

- purchase
- inheritance without tax continuity
- gift without tax continuity
- inheritance/gift with tax continuity (also used in connection with transfers between spouses)
- taxable inheritance/gift with tax continuity
- establishment

- new share issue (issue through new subscription)
- new share issue through conversion of receivable
- new share issue through intragroup transfer
- intragroup transfer
- merger (taxable)
- demerger (taxable)
- tax-free conversion of a sole proprietorship/business assessed as partnerships to a private/public limited company
- transfer with tax continuity
- swapping of shares to/from companies outside Norway
- taxable dividend share
- relocation of company to or from Norway
- allocation between spouses in the event of divorce
- establishment/new share issue with income deduction
- deduction for investment in start-up companies
- tax-free dividend share
- new issue of employee shares

State the number of shares being acquired and the date and time of acquisition. Shares acquired through new subscription will be considered to have been acquired when the capital increase is registered in the Register of Business Enterprises. Shares acquired through establishment will be considered to have been acquired when the company is established. If the company knows the shareholder's acquisition value, this can be stated for the entire shareholding.

In the case of shares acquired through purchase, the acquisition value must set to what the new owner actually paid for the share, including any costs. In the case of shares acquired through the establishment of a private limited company or through a subsequent expansion in share capital, the acquisition value must be set to the paid-up capital, including the paid-up premium.

The item does not exist at the company level for purchases, inheritance/gifts or transfers with tax continuity, as these are only applicable to transactions between shareholders.

Inheritance/gifts

In the case of inheritance and gift transactions, it is important that the company reports the transaction under the correct transaction type.

In case of the receipt of shares and equity certificates through inheritance or gifting, the beneficiary will normally take on the testator's/donor's tax values. This means that the heir/beneficiary takes over the testator's input value. The general rule whereby the beneficiary takes over the testator's/donor's tax values is known as 'tax continuity'.

If the input value to be taken over from the testator/donor exceeds the basis on which the beneficiary pays inheritance tax or gift tax, the beneficiary's input value will be limited to the basis for the tax. This limitation will not apply if the inheritance/gift is not taxable. Inheritance tax must only be paid on inheritance in cases where the testator died before 2014.

Nyemisjon ansattaksjer

Employees may, as part of their salary, receive shares at a discount. The difference between the market price and the cost price must be taxed as salary. The input value (total purchase value) is therefore the total amount of what the shareholders have paid plus the taxed benefit

Use of transaction types for inheritance and gifts:

Inheritance without tax continuity

This transaction type must be used under items 23 and 25 when the conditions for application of the rules concerning continuity are not met. This will typically be inheritance from or to a person who is resident abroad for tax purposes. In such cases, the rules concerning continuity do not apply, and the estimated sale value of the shares/equity certificates must therefore be entered in the acquisition value field under item 23. The fields "Donor's/testator's national ID no." is not to be completed.

Gift without tax continuity

Here, the same principles apply as under the item above concerning "inheritance without tax continuity".

Taxable inheritance/gift with tax continuity

The Inheritance Tax Act was abolished in respect of deaths from 2014 onwards and in respect of gifts donated from 2014 onwards.

Taxable inheritance/gifts with tax continuity must therefore only be used in cases where the testator died before 2014.

The transaction type is used under items 23 and 25 for all inheritance and gift transfers between natural persons resident in Norway who are taxable under the Inheritance Tax Act. The acquisition value field under item 23 is not to be completed, because if this transaction type is used, the tax values registered for the testator/donor will automatically be transferred to the receiving shareholder. The field "Donor's/testator's national ID no." must be completed. Under item 25, the field "Total consideration/Paid from paid-up capital" is not to be completed. The "Recipient's national ID no." under item 25 must be completed.

Inheritance/gift without tax continuity

The Inheritance Tax Act was abolished in respect of deaths from 2014 onwards and in respect of gifts donated from 2014 onwards.

The transaction type is used under items 23 and 25 in connection with all gifts received during 2023 or where shares are received as an inheritance and the testator died after 2013. The transaction type must also be used for all transfers between spouses. The acquisition value field under item 23 is not to be completed, because if this transaction type is used, the tax values registered for the testator/donor will automatically be transferred to the receiving shareholder. The field "Donor's/testator's national ID no." must be completed. Under item 25, no consideration is to be entered in the "Total consideration" field. The "Recipient's national ID no." under item 25 must be completed.

Swapping of shares to/from companies outside Norway

This transaction is used in connection with the exchange of shares when at least 90 percent of the shares in a foreign company are transferred to a company domiciled in Norway. This can be done without taxation of the shareholders in the foreign company if the transaction is executed with tax continuity. Norwegian shareholders must ensure that the input value of the foreign shares is carried over to the Norwegian shares in form RF-1088. See more in the guide Skatte-ABC (in Norwegian only) under the topic "Aksjer-aksjebytte" (Shares - share swapping).

Relocation of company to or from Norway

This item must be used when the company moves to Norway. The shareholders must themselves check and make any necessary corrections to ensure that their input value is correct in the Shareholder's tax report (RF-1088).

Allocation between spouses in the event of divorce

Such transfers do not trigger any tax obligation and there must be continuity in the input values.

Example

Ola owns four shares that he acquired on two separate occasions. He bought two shares in 1990 for NOK 200 per share and two shares in 2002 for NOK 100 per share. Under his divorce settlement, Ola has to transfer one share to Kari. When this type of transaction is selected, Kari will receive one share with an input value of NOK 150.

Transfer with tax continuity

This transaction type is used when the transferring company transfers shares to the acquiring company in connection with a demerger or merger (the acquiring company becomes the owner of the shares instead of the transferring company). The transaction type can also be used in the case of conversion from self-employment to a private limited company if shares are transferred as part of the conversion.

Income deduction in connection with investments in start-up companies

Reporting when personal shareholders invest directly in a start-up company: The start-up company must use the transaction type "Foundation/new share issue with income deduction" for each personal shareholder who makes such a tax-deductible contribution. The fields that must be completed are: "Number of shares in acquisitions", "Date and time" and "Total acquisition value". In the acquisition value field, enter the shareholder's deductible contribution.

Reporting in cases when a personal taxpayer makes Contributions through a private limited company in which he or she owns shares (holding company): The start-up company must use the transaction type "Foundation/new share issue with income deduction". The fields that must be completed are: "Number of shares in

acquisitions", "Date and time" and "Total acquisition value".

The holding company must use the transaction type "Deduction for investment in a start-up company" for each personal shareholder covered by the scheme. The fields that must be completed are: "Date and time", "Total acquisition value" and "Sender's organisation number".

By the sender's organisation number, we mean the start-up company in which the holding company has invested.

Tax-free dividend share

This transaction type is used in cases where the company distributes its own shares to the shareholders. The distribution of such shares will not be subject to dividend taxation if the shares are distributed to all shareholders in proportion to their respective shareholdings. When using this type of transaction, the shareholder's input values will be re-allocated between original shares and dividend shares.

Example:

A owns 20 shares with an input value of NOK 1,000 per share. A receives five dividend shares. After this, A will then have 25 shares with an input value of NOK 800 per share (total input value of NOK 20,000/number of shares 25).

Taxable dividend share

The transaction must only be used when the company distributes own shares as taxable dividend. Dividend may be distributed as both shares and cash. The total received dividend must be declared under item 21. This value will be pre-filled as taxable dividend in the shareholders' tax return. The input value of the dividend shares amounts to the total received dividend reduced by the cash dividend.

The company reports the distribution of own shares as a disposal under item 25.

Item 24: Shares in acquisitions in connection with redistribution

State the number of shares issued for this shareholder due to redistribution cases.

State the type of transaction that led to the shares being acquired.

The following events may be relevant:

- bonus issue
- split
- tax-free merger
- tax-free demerger

- merging/splitting of share classes
- tax-free merger/demerger with foreign company

State the date and time of the acquisition.

In the event of a tax-free merger/demerger, the transferring company's organisation number, share class and the transferring company's nominal value per share must be stated.

Tax-free merger/demerger with foreign company

For this type of transaction, the fields "Number of shares in acquisitions" and "Date and time" must be completed. Norwegian shareholders must ensure that the input value of the foreign shares is carried over to the Norwegian shares in the Shareholder's report that they receive from the Tax Administration (RF-1088).

Merging/splitting of share classes

See the procedure under item 10.

The corresponding information must be filled in at the company level under item 10. If the information provided at the company and shareholder levels does not correspond, the statement will not be accepted.

Item 25: Shares in disposal

State the number of shares that the shareholder has realised or transferred to others, or that were deleted during the income year (also applies to corporate shareholders who are covered by the exemption method).

In the field "Transaction type", state the type of event that triggered the deletion or realisation:

- sale
- inheritance without tax continuity
- gift without tax continuity
- inheritance/gift with tax continuity (also used in connection with transfers between spouses)
- taxable inheritance/gift with tax continuity
- liquidation
- equally divided partial liquidation
- unequally divided partial liquidation
- taxable merger
- taxable demerger
- redemption in connection with tax-free merger/demerger
- disposal own merger/demerger

- intragroup transfer
- deletion of own (the company's) shares
- transfer with tax continuity
- swapping of shares to/from companies outside Norway
- relocation of company to or from Norway
- allocation between spouses in the event of divorce
- tax-free dividend share
- taxable dividend share

State the date and time of the realisation.

If the company knows the shareholder's realisation consideration, this can be stated for the entire shareholding if desired.

In the case of equally divided partial liquidation, a dividend must be entered under item 21, and the repayment of paid-up capital must be entered in the field "Total consideration/Paid from paid-up capital". Equally divided partial liquidation is not considered to be a realisation, and when this event type is used, only the repayment of paid-up capital must be entered in the field.

Ordinary liquidation and unequally divided partial liquidation are considered to be liquidation and the total consideration paid must then be entered in the field.

The item does not exist at company level for sales, inheritance/gifting or transfer with tax continuity, as these are only applicable to transactions between shareholders.

In the case of other transactions, corresponding information must be filled in at the company level under item 11. If the information provided at the company and shareholder levels does not correspond, the statement will not be accepted.

Swapping of shares to/from companies outside Norway

This transaction is used in connection with the exchange of shares when at least 90 percent of the shares in a company domiciled in Norway are transferred to a foreign company. This can be done without taxation of the shareholders in the Norwegian company if the transaction is executed with tax continuity. Norwegian shareholders must ensure that the input value of the Norwegian shares is carried over to the foreign shares in the Shareholder's report that they receive from the Tax

Administration (RF-1088). See more in the guide Skatte-ABC (in Norwegian only) under the topic "Aksjer-aksjebytte" (Shares - share swapping).

Relocation of company to or from Norway

This item must be used when the company relocates from Norway and the relocation does not trigger realisation taxation. In the case of taxable relocation, the event type "Liquidation" must be used. For more information on relocating a company out of Norway, see the guide Skatte-ABC (in Norwegian only) under the topic "Utland – utflytting av selskap fra Norge" (International – relocation of company from Norway).

Inheritance/gifts

See the procedure under item 23.

Transfer with tax continuity

See the procedure under item 23.

Allocation between spouses in the event of divorce

See the procedure under item 23.

Tax-free dividend share

See the procedure under item 23.

Taxable dividend share

See the procedure under item 23.

Item 26: Shares in disposals in connection with redistribution

State the number of deleted shares in the company during the income year that are linked to redistribution cases.

State the type of transaction that led to the shares being deleted.

The following events may be relevant:

- splicing
- tax-free merger
- tax-free demerger
- merging/splitting of share classes
- tax-free merger/demerger with foreign company
- merger, tax-free to parent or demerger, section 14-11(b) of the Companies Act

State the date and time of the deletion.

In the case of a tax-free merger/demerger, state the acquiring company's organisation number, share class and the nominal value of the consideration shares.

In the case of a tax-free merger/demerger where the company

that issues consideration shares is the acquiring company's parent company (corporate merger/demerger), the issuing company's organisation number, share class and the nominal value of the consideration shares must be stated.

Tax-free merger/demerger with foreign company

For this type of transaction, the fields "Number of shares in disposals" and "Date and time" must be completed. Norwegian shareholders must ensure that the input value of the Norwegian shares is carried over to the foreign shares in form RF-1159. The corresponding information must be filled in at the company level under item 12. If the information provided at the company and shareholder levels does not correspond, the statement will not be accepted. See the guide Skatte-ABC (in Norwegian only) under the topics "Fusjon over landegrensene" (Merger across national borders) and "Fisjon over landegrensene" (Demergers across national borders).

Merger, tax-free to parent or demerger, section 14-11(b) of the Companies Act

In cases where no consideration shares are issued in a parent/subsidiary merger, you must use a new event type "Merger, tax-free to parent or demerger, Companies Act, Section 14-11(b)". This transaction type should also be used in connection with demergers when the acquiring companies own all shares in the transferring company.

Merging/splitting of share classes

See the procedure under item 10.

Item 27: Repaid paid-up share capital (total amount) and paid fund-issued share capital following reduction in nominal value per share

State the repaid/paid-up amount to the shareholder in the case of a reduction in the company's share capital through a reduction in nominal value per share. At the shareholder level, state whether the reduction concerns previously paid-up or fund-issued share capital. State the reduction in nominal value per share and the date and time of the reduction. The company cannot use paid-up share capital as a payment to the shareholders until all fund-issued share capital has been paid out. (The repayment of paid-up share capital reduces the share's input value).

The corresponding information must be filled in at the company level under item 17. If the information provided at the company and shareholder levels does not correspond, the statement will not be accepted.

Under tax law, the repayment of previous fund-issued share capital (that is not paid-up) is regarded as a dividend, and the amount must therefore also be entered under item 21 (and item 8 at the company level).

Item 28: Repaid previously paid-up premium for the shares

State the reduction in paid-up premium with repayment to the shareholder. Enter the total amount that the individual shareholder receives per repayment, as well as the date and time of the repayment. (The repayment of paid-up premium reduces the share's input value). The repayment of premiums not paid-up must be treated as a dividend and entered under item 21 (and item 8 at the company level).

The corresponding information must be filled in at the company level under item 13. If the information provided at the company and shareholder levels does not correspond, the statement will not be accepted.

Item 29: Increase in share capital and premiums through increase in nominal value per share in connection with new share issues, mergers and demergers

The shareholder's share of any increase in capital on share capital and premiums through new share issues, demergers and mergers must be entered under this item.

Under "Transaction type", enter the type of transaction that triggered the increase in share capital.

The following events may be relevant:

- demerger through an increase in nominal value
- merger through an increase in nominal value
- new share issue through an increase in nominal value

- simplified merger in accordance with section 13-24 of the Companies Act
- merger/demerger abroad through an increase in nominal value
- new share issue through conversion of receivable through increase in nominal value

The action "Simplified merger in accordance with section 13-24 of the Companies Act" may be used when merging two private limited companies with the same owner, where the owner owns all the shares in the companies. The input values for the shares in the transferring company will then be redistributed between the shares in the acquiring company.

In the case of an increase in share capital, the shareholder's share in the increase must be stated.

The increase in nominal value per share and the date and time of the capital increase must also be stated.

In the case of an increase in premium, the shareholder's share in the increase must be stated.

'Paid-up premium' only includes amounts that have actually been paid-up (premium can consist of both paid-up and earned capital).

In the case of a tax-free merger/demerger, the transferring company's organisation number and share class must also be stated.

The input value of the shares is considered to have been increased by the paid-up amounts.

Merger/demerger abroad through an increase in nominal value

This is used when a Norwegian company increases its share capital through a merger or demerger with/from a foreign company.

When using this transaction type, you must use the fields "Increase in share capital", "Increase in nominal value per share" and "Date and time". For more information on tax-free mergers and demergers across national borders, see the guide Skatte-ABC (in

Norwegian only) under the topics "Fusjon over landegrensene" (Merger across national borders) and "Fisjon over landegrensene" (Demergers across national borders).

The corresponding information must be filled in at the company level under item 15. If the information provided at the company and shareholder levels does not correspond, the statement will not be accepted.

Item 30: The shareholder's share of reduction in share capital in connection with reduction in nominal value following a demerger

This item contains two transaction types.

"Demerger through reduction in nominal value" is used in the case of a demerger to a single acquiring company.

"Demerger through splitting of company" is used when the demerger takes place to several acquiring companies.

Here you enter the shareholder's share of the reduction in share capital and the date and time of the demerger. Enter the acquiring company's organisation number and share class for the shares received as consideration shares in the acquiring company, or alternatively the ISIN.

If a shareholder wishes to allocate his or her demerged share between several companies, one transaction per company must be used.

If the issuing company is the acquiring company's parent company (corporate demerger), the issuing company's organisation number and the share class for the shares that are received as consideration shares in the acquiring company's parent company, or alternatively the ISIN, must be stated.

The corresponding information must be filled in at the company level under item 18. If the information provided at the company and shareholder levels does not correspond, the statement will not be accepted.