Annual report 2024

Vowgreenmetals.com

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Vow Green Metals AS, and its subsidiaries, VGM Operatør AS and Vow Green Metals Follum AS, ("Vow Green Metals" or "the Company") is on a mission to accelerate the world's transition to renewable materials by offering viable green alternatives to replace fossil materials in the metallurgical industry.

ABOUT VOW GREEN METALS

Spearheading the development of a rapidly growing biocarbon industry

Vowgreenmetals.com

Spearheading the development of a rapidly growing biocarbon industry

Vow Green Metals' strategy is to be a leading producer of biocarbon and other carbon neutral products that enables the green transitions in hard-to-abate industries. We are on a mission to accelerate the world's transition to renewable materials by offering green alternatives to replace fossil reduction agents in the metallurgical industry. The core of the business is to build, own and operate biocarbon production plants using state-of-the-art pyrolysis technology to turn biomass and biomass waste-streams into our core product, biocarbon. With our standardized solutions, access to proprietary technology and key large-scale projects progressing, we are upholding our first mover position in a growing market.

Building a profitable business while meaningfully reducing emissions

Leading producer of advanced biocarbon and other green products enabling industrial emissions reductions at scale

Market leader in a rapidly growing market

First-mover advantage in a growing market with 100 percent offtake secured from first large-scale facility

Proven technology and standardized factory modules in place

Secured IP rights to standardized plant architecture and biocarbon factory modules and unique access to proprietary technology

Vow Green Metals at a glance

Effective CO_2 reduction

5 tons of CO_2 reduced per ton biocarbon used[1]

Production ongoing

Industrial scale production with 2,500 ton capacity[2]

Key projects portfolio

Ongoing projects with production capacity of >80,000 tons of biocarbon

Ambition

Realizing projects with 200,000 tons p.a. total production capacity

Abatement potential

~1 million tons of fossil CO_2[1]*. Equivalent to 2 percent of Norway's annual emissions*[1]

INVESTMENT HIGHLIGHTS

***Massive addressable market** in Europe with demand for 56 million tons of fossil coal annually*[3] *– high willingness to pay for sustainable reduction materials.*

***Opportunity** to realize more than 200,000 tons biocarbon production capacity with FIDs by 2028 requiring ~7 bn NOK in gross investment*[4]*.*

***Industrial-scale production** and R&D facility in place to deliver initial volumes of biocarbon to established partners and produce samples and develop recipes to mature new markets and new offtake partners.*

***Unique access** to proven and proprietary technology and IP – Vow Green Metals' large-scale process concept passed 3rd party technology verification conducted by Afry.*

***Vow Green Metals'** production facilities offers surplus energy and is not mainly dependent on grid capacity, making the concept a welcomed addition to any industrial hub seeking energy symbiosis.*

***Investment case thoroughly scrutinized** by review panel of governmental enterprises Siva and Eksfin, industrial and financial partners DNB, Skagerak and Vardar, and financial investor Hitec Vision.*

***100 percent offtake secured from the large-scale Hønefoss facility** through long-term supply agreements with Elkem, a world leader in silicon production, and Outokumpu, a leading global stainless steel producer.*

***Commercially de-risked market** with metallurgical producers racing to secure access to biocarbon as first-movers have already signed long-term biocarbon offtake agreements in the Nordics.*

Note: 1) Company analysis, assuming average annual emissions of Norway of ~50 million ton CO2eq and realizing short-term ambition of 200,000 ton pa.; 2) Design capacity at 24/7 operation; 3) IEA Coal report; 4) Equity and debt financing

What we do

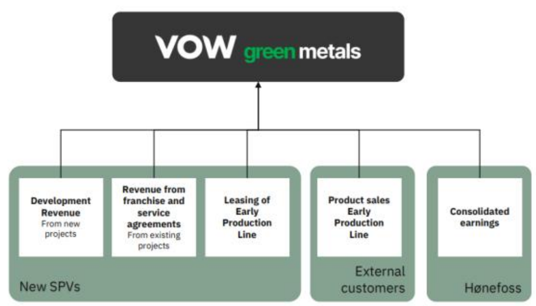
We’re building a pyrolysis-based industry to realize large-scale emissions reductions in hard-to-abate industries. With unique access to state-of-the-art pyrolysis technology, we turn biomass and biomass waste-streams into biocarbon, bio-oil and bioenergy enabling the decarbonization of several industries. The core of our business is to build, co-own and operate production plants to supply the metallurgical industry with biocarbon – a product that can easily be adopted by the industry with minimal switching costs. The metallurgical industry, recognized as a hard-to-abate industry, accounts for close to ten percent of global CO_2 emissions and is expected to source vast amounts of biocarbon over the coming years to reduce its emissions and meet pressing climate targets. Today’s industry mainly relies on fossil coal as a carbon source. Carbon is an essential part of the chemical production process as it is used as a reduction agent to purify the metal by removing the oxygen in the metal ores. Switching from fossil coal to biocarbon represents a critical step for the metallurgical industry towards future-proof metal production with net-zero emissions. Using biocarbon is one of few viable solutions to decarbonize this industry, and in some verticals of the industry, it is the only viable option to decarbonize.

Our business model

Vow Green Metals plans to bundle its portfolio of large-scale biocarbon production plants and fund separate SPV structures together with relevant strategic, financial, and industrial partners. In addition to originating, developing and co-owning projects together with partners, Vow Green Metals will serve as a competence hub for the SPVs, developing its products and related commercial markets including securing offtake agreements from the respective production plants in the structure. The Company will also provide shared services and unique access to state-of-the-art technology and IP enabling the portfolios to benefit from increasingly efficient operations as the Company’s standardization efforts and continuous improvements are progressing.

The structure and business model are designed to generate revenue streams from established and future projects:

1) Development revenue is generated as a share of CAPEX from origination and developing new projects where Vow Green Metals is taking the initial risk providing access to a profitable market with massive potential and high entry barriers. The fee is calculated as a percentage of total CAPEX for the SPV/project.
2) Providing essential and specialized services to the SPVs, the Company charges fees from shared service and franchise agreements, including product development services, process optimization, commercial contracts, access to IP and more. The fees are calculated as a share of the SPV revenue.



Revenue generation: Overview of key revenue streams for Vow Green Metals

Furthermore, the Company will generate revenue from the production of materials from the early production line, as well as consolidated earnings as a share of the profit from direct ownership in the large-scale biocarbon facility at Hønefoss.

Our production targets towards 2030

Vow Green Metals is in an important phase of scaling up its business, building new projects, and increasing its production capacity, with a target of reaching 200,000 tons of biocarbon production capacity by 2030. The Company has matured its key projects portfolio with clear paths to realizing production volumes exceeding 80,000 tons of production capacity.

Learnings and improvements identified at the early production line at Hønefoss de-risks future projects

The Company's early production line at Hønefoss, which entered operations in 2024, is a key enabler for expansion, improvements and product development. The industrial-scale R&D and test facility enables the implementation of key learnings and improvements to de-risk future large-scale projects.

A product development and testing laboratory has also been established at Hønefoss, reducing the need for a third-party lab facility providing flexibility while reducing time and cost. The laboratory is run by Vow Green Metals' experienced chemical engineers and metallurgists and is set up with instruments to conduct durability testing, volatiles and ash content analysis, viscosity, moisture and more, providing valuable insight and knowledge for further development of both biocarbon and bio-oil products.

The lab facility at Hønefoss progressing the Company's testing and product development efforts

Production campaigns completed throughout 2024 have provided operational experience, and products for testing, qualification and development purposes. In addition, design capacity and limitations has been tested, the production process has been optimized, and quality parameters has been identified and further followed up on Vow Green Metals' laboratory. Operating the early production line has resulted in key process steps being rebuilt and modified to ensure operational stability.

The construction of the large-scale facility at Hønefoss progressing well

Hønefoss Project

The Company's first large-scale facility, under construction at Hønefoss, is moving forward with a 100 percent offtake secured for years to come with global leaders in the metallurgical industry, Elkem and Outokumpu. Furthermore, the Company welcomed Vardar as a 33 percent owner in the large-scale Hønefoss project SPV, held in VGM Operatør Holding AS, and secured NOK 344 million green loan financing with DNB and Eksfin. This large-scale biocarbon production facility will become one of Europe's largest, with its 20,000 tons production capacity (10,000 tons in the first phase) and abatement potential of 100,000 tons of fossil CO2 p.a.

Illustration of the Viken Park Concept

Viken Park

The 30,000 tons Viken Park project in Eastern Norway will supply the Viken Park industrial area with bioenergy while producing biocarbon and bio-oil for industrial use, making it a key project in ensuring sustainable industries. Following a successful feasibility study of the project, a pre-study for a plant with annual production capacity of 30,000 tons of biocarbon is ongoing and has evolved also to include studies for a CCU concept together with Carbon Centric. Vow Green Metals has entered into several strategic partnerships with the signing of Letter of Intents for feedstock, CCU and energy offtake for the large-scale production facility at Viken Park. The regulatory plan for the area was approved by the city council of Fredrikstad in December 2024, after a few months delay. A minority of the city council have notified that they will appeal the decision. The processing of the appeal is expected to be completed by the end of Q2 2025.

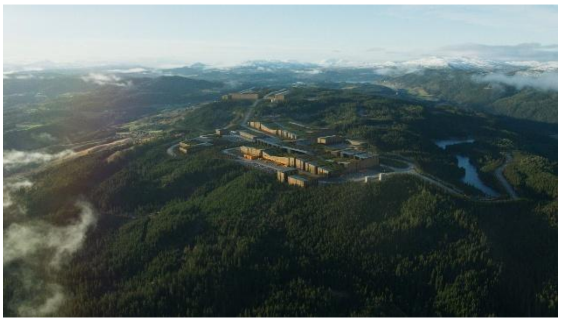


Illustration of the Eiktyr project

Eiktyr Industrial Park

In September 2024, Vow Green Metals announced a new large-scale project with a production capacity of 30,000 tons of biocarbon located at Eiktyr Industrial Park at Orkland, central Norway. The pre-study phase is initiated following the completion of a feasibility study for a 30,000 tons plant. The project is part of a circular green industry cluster together with several other industrial companies. Collaboration agreements for joint green industry development and energy and residual product utilization are signed.

Our products

Vow Green Metals will create new materials turning biomass and biomass waste-streams into biocarbon, bio-oil and bioenergy.

Biocarbon is Vow Green Metals' core product. We are currently targeting the metallurgical industry, specifically focusing on supplying steel, silicon and ferrosilicon producers with biocarbon to replace fossil-reducing agents.

The Company has established partnerships and supply agreements with Elkem, a global leader in advanced silicon-based materials, and Outokumpu, a European market leader in sustainable stainless steel. The two leading metallurgical companies requires different products and specifications. Elkem will receive an agglomerated biocarbon, while Outokumpu demands unagglomerated biochar requiring fewer process steps in Vow Green Metals' production process. Delivering different products opens for opportunities in the pyrolysis process to optimize product mix and reduce vulnerability in periods of down-time in parts of the production process, which is particularly favorable in a ramp-up phase.

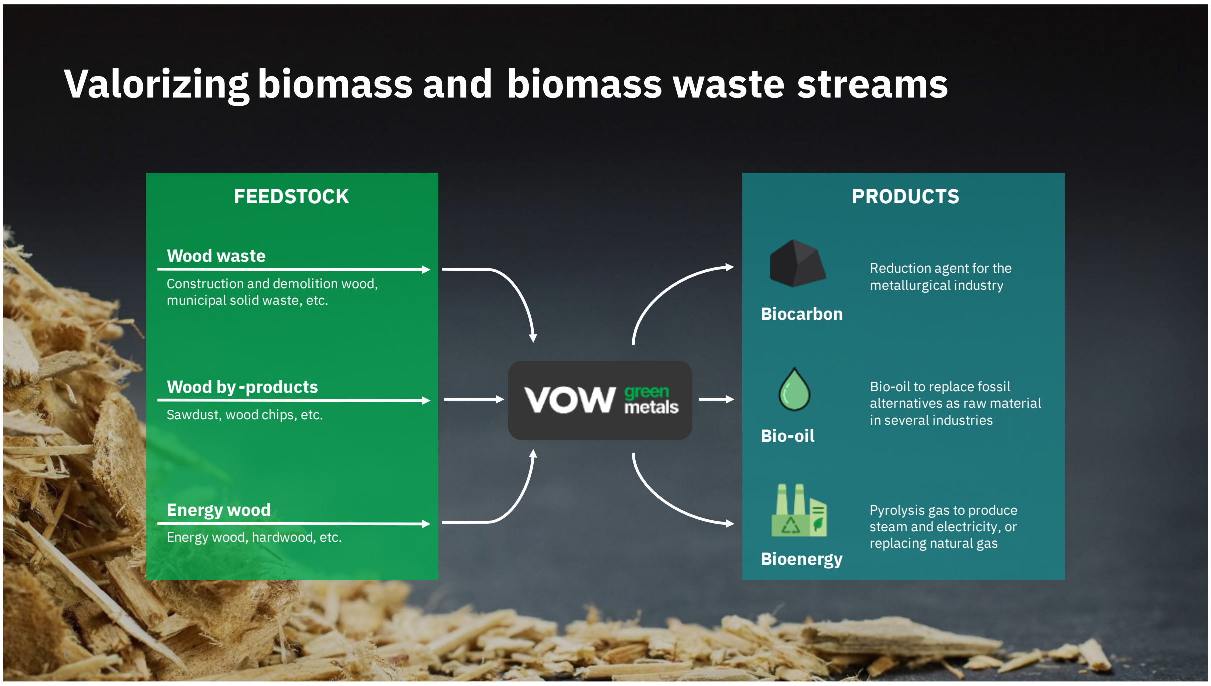
Our biocarbon facilities also produce bio-oil and bioenergy, and the markets for these products are being matured.

Bio-oil is a climate neutral oil with high energy density. It can substitute fossil alternatives enabling the decarbonization of several industries, and potential customers within industries such as asphalt and refineries have already expressed interest in the product.

Bioenergy is a product from the pyrolysis process and can supply adjacent industries with stable and clean energy. When pyrolyzing biomass, a share of the feedstock decomposes into a carbon neutral pyrolysis gas. The bioenergy from our biocarbon facilities can be used directly as an energy source or to generate electricity through a steam turbine.

Feedstock sourcing strategy

Obtaining access to sufficient and stable amounts of feedstock is essential in assessing potential projects. Energy wood, by-products from wood processing and wood waste are examples of attractive biomass feedstock. A significant amount



of this valuable biomass is not used to make new products today but instead incinerated.

Vow Green Metals' ambition is to reach a production capacity of 200,000 tons of biocarbon annually over the coming years. To reach this goal, around 800,000 tons of dry feedstock is needed. In Europe, around 200 million tons of industrial wood are produced annually, representing a tremendous potential to utilize the resulting side-streams from forestry and sawmill operations. In Norway alone, the addressable feedstock potential is about 6 million tons annually, constituting sawmill residues, energy wood, branches, tops and export. Furthermore, the wood waste generation in Europe is large, representing a significant potential feedstock source. Every year, 56 million tons of wood waste is generated in Europe, while Norwegian generation is 800,000 tons, almost all of this is currently incinerated.

Vow Green Metals is offering a solution to the under-utilization of biomass, as our pyrolysis plants give the biomass new life as industrial materials. We have partnered with feedstock providers such as waste managers, lumber producers and sawmill companies to source feedstock.

Filling the feedstock silo of the early production line at Hønefoss with wood pellets

Process installation: Installation of process equipment at the large-scale Hønefoss facility commenced in October 2024.

First-mover advantage in a growing market

The growing demand for biocarbon is by far exceeding the market's supply side as the metallurgical industry is striving to transition from fossil reduction materials to green alternatives. Succeeding in the transition from fossil reduction materials to biocarbon is critical for the industry to meet ambitious climate targets and shifting regulatory conditions with cost of CO2 emissions on the rise.

The fossil coal and coke consumption used in metals production in Europe exceeds 50 million tons annually. While the entire market for European coal and coke consumption is relevant for us, a significant part of this market has a particular interest in sourcing biocarbon as this is the only way to decarbonize and the switching cost is close to zero.

This is a natural starting point and consequently, we have defined an initial target group of customers, mainly consisting of silicon and ferrosilicon producers in addition to chrome, manganese and steel producers, where we expect to see strong demand and faster adoption of biocarbon.

Vow Green Metals has intellectual property rights to a standardized plant architecture which includes all core technology components and mechanical systems in one integrated architecture, ensuring reduced cost and lead time while improving safety. The Company is collaborating closely with its technology partner, Vow ASA, and has also built an organization with solid competence on product, process and pyrolysis technology.

Installation of process equipment progressing: All four pyrolysis reactors successfully installed inside the pyrolysis hall of the large-scale Hønefoss facility.

Regulatory developments

Regulatory and macroeconomic developments are supporting the projected growing demands for sustainable metals, and biocarbon. With a growing global population, and a growing middle-class in emerging markets – set to double over the next decade according to Oxford Economics, one will see continued demand for basic materials like steel and critical materials like silicon. According to the Norwegian Environment Agency, the energy transition alone will require vast amounts of metals, preferably sustainably produced. Around 7,5 tons of silicone is used for every MW of solar PV. A 50 MW wind farm requires around 6000 tons of steel, and the EU might need as much as 500 000 MW of wind power towards 2040. The Norwegian Environment Agency also recently announced biocarbon as a reduction agent in the metallurgical industry as one of the key levers to cut emissions for the upcoming five to ten years, estimating more than 1,4 million tons of reduced fossil CO2 emissions in Norway by 2030.

Since the launch of the European Green Deal in 2019, the metallurgical industry has been widely recognized as one of the most important strategic capacities of Europe, but at the same time as one of the most challenging sectors to decarbonize. The EU passed its Critical Raw Material Act (CRMA)in 2024 to ensure access to those materials along all stages of the value chain, including silicon metal, manganese and more. In addition, biocarbon is recently recognized as a permanent carbon removal under the EU Carbon Removals and Carbon Farming regulation (CRCF) which aims to facilitate investments in innovative carbon removal technologies. The EU ETS has continued to be volatile in 2024, but has risen to levels circling around 80 EUR per ton in the beginning of 2025, and is projected to increase significantly over the coming years. In its EU ETS market outlook, BloombergNEF expects a nominal price of 194 EUR per ton in 2035. The EU recently launched a Competitiveness Compass – a plan to revive Europe's competitiveness. Linking decarbonization and competitiveness is part of the compass, and launching a new Clean Industrial Deal and an industrial decarbonization accelerator act to promote circular business models.

WORDS FROM OUR CEO

Industrial and commercial foundations in place – with an exciting capital opportunity

The foundation for the scaling of a new green industry is in place

2024 was marked by several key milestones making the case for Vow Green Metals' ability to realize a new green and profitable industry based on pyrolysis technology, industrial competence and know-how. Pyrolysis technology and biocarbon are evidently gaining attention as important means for decarbonization, and with the offtake agreement signed with Elkem in the beginning of 2024, followed by another offtake agreement with Outokumpu in early 2025, our large-scale production facility under construction at Hønefoss is sold out for years to come. Vast amounts of green metals are needed to support our society when facing a growing population and a growing middle class paired with efforts to realize the green transition. With key financial and industrial partners onboard, we are well-positioned to deliver increasing amounts of high-yield drop-in solutions to hard-to-abate industries.

Dear reader,

In a blink of an eye, it seems, another year is behind us. We are looking back at a hectic year with important learnings from our industrial-scale test facility, with our competent team of metallurgists and engineers working side-by-side to develop products to fit our customers' needs and identify process improvements to be implemented at our large-scale projects. A long process to secure the necessary funding to achieve our strategy, in a very difficult equity market for such industries, culminated in an offer from Hitec Vision for all the shares in the Company. Our Board, Management and myself recommend that the shareholders of the Company accept the offer.

From the beginning of 2024, walking around the industrial plot of our large-scale facility at Hønefoss, to inspecting all four pyrolysis reactors successfully installed inside the massive pyrolysis hall in December the same year, makes me reflect on the speed it is possible to gain by joining forces with solid partners. With NOK 344 million green loan debt financing secured with DNB, 50 percent guaranteed by Eksfin, and close collaboration with our owners and partners, we have made important steps to realize one of Europe's largest biocarbon production facilities.

Our early production line, an industrial-scale R&D and test facility, entered operations in 2024 and is already bearing fruits. We have gained valuable production experience, which is already being implemented to improve future large-scale projects in general and the Hønefoss project in particular. Design capacity and limitations have been tested, quality parameters identified, and key process steps have been rebuilt or modified to ensure operational stability.

An important milestone was reached in the beginning of 2024 when we signed a long-term supply agreement for 15,000 tons of biocarbon with Elkem, one of the world's leading providers of advanced silicon-based materials. In line with our commercial strategy, the remaining 5,000 tons of our production capacity at Hønefoss were retained to further. Subsequently, in the beginning of January 2025, we signed a biocarbon supply agreement for the remaining volumes with the European market leader in stainless steel, Outokumpu. Partnering with such reputed metallurgical companies is a recognition of our ability to support several verticals within the metallurgical industry in reaching their ambitious emission reduction targets by supplying advanced reduction materials.

The world's population is growing, the middle-class is projected to double over the next decade, and new large-scale clean energy projects demand vast amounts of metals. Hence, one will see a continued demand for basic materials like steel and critical materials like silicon used in electric cars and smartphones. Pair this with the need to fight climate change, and it becomes clear that the future demand for sustainable metals will increase.

Biocarbon, being one of very few viable solutions to cut emissions in the metallurgical industry, is gaining attention worldwide. On the international policy agenda, biocarbon is recognized as a permanent carbon removal under the Carbon Removal Certification Framework (CRCF), equating emissions permanently chemically bound in products with geological storage. Just a few months ago, the Norwegian Environment Agency highlighted biocarbon as a key measure in its climate action knowledge base for 2025 – projecting emissions reductions of ~1,4 million tons of CO_2e in 2030. This aligns well with our ambitions in Norway for the coming years, targeting to reach a production capacity of 200,000 tons, enabling ~1 million tons of emissions reductions.

Realizing our ambitious targets over the next few years hinges on our ability to secure vast amounts of capital to fund further growth, scaling up our production capacity with new projects. The announced offer from Hitec Vision marks the end of more than a year of effort to securing such funding. We are pleased with this solution and believe it to represent the best available opportunity to realize our full potential.

With our industrial and commercial efforts progressing, paired with support from key partners and owners with solid industrial and financial competence and capabilities, it is safe to say that we have exciting years ahead of us.

Sincerely,

Cecilie Jonassen

CEO

Vow green metals

BOARD OF DIRECTOR'S REPORT 2024

Creating shareholder value through circular and sustainable solutions

Vow Green Metals AS ("Vow Green Metals" or "the Company") is looking back at a year with significant progress as the Hønefoss projects progresses and new commercial contracts being entered into.

The Company secured both equity and debt financing and started construction at Hønefoss. Furthermore, long term supply agreements with Elkem ASA and Outokumpu for delivery of biocarbon and Vardar Varme AS for excess energy was finalized. This shows the presence of a strong commercial market for the Company's products.

Overview of the business

Vow Green Metals produces biocarbon and other green products that enable industrial decarbonization. The Company will build, own and operate biocarbon production plants valorizing biomass and biomass waste streams, using biogenic material such as wood waste, by-products from wood processing and energy wood as feedstock. Biocarbon is Vow Green Metals' core product, and the Company is currently targeting the metallurgical industry, specifically focusing on supplying silicon and ferrosilicon producers with biocarbon to replace fossil reduction agents.

The biocarbon facilities also produce bio-oil and bioenergy, and the markets for these products are being matured. Bio-oil is a pyrolysis oil with high energy density that can substitute fossil alternatives, while bioenergy can supply adjacent industries with clean energy.

The Company's business model is two-fold, and includes originating, developing, and co-owning attractive projects with partners, and developing new products and markets, advancing operations according to best practice and securing feedstock and offtake agreements to the respective projects. Vow Green Metals plans to bundle its portfolio of large-scale biocarbon production plants and fund separate SPV structures together with relevant strategic, financial, and industrial partners and serve as a competence hub to bolster the projects industrially and commercially.

Vow Green Metals has intellectual property rights to a standardized plant architecture, including all core technology components and mechanical systems in one architecture integrating the pyrolysis reactors with critical systems and components such as pyrolysis gas scrubbers, controls, and feedstock dryer. Standardization ensures reduced cost and lead time while improving safety.

The Company's head office is located at Lysaker, near Oslo, Norway's capital.

Market and strategy

Vow Green Metals accelerates the green shift by producing advanced biocarbon and other green products that enables industrial decarbonization in hard-to-abate sectors. Vow Green Metals accelerates the green shift by producing advanced biocarbon and other green products that enables industrial decarbonization in hard-to-abate sectors. The Company is targeting the metallurgical industry, and has established partnerships and supply agreements with Elkem, a global leader in advanced silicon-based materials, and Outokumpu, a European market leader in sustainable stainless steel. The biocarbon price follows the price on feedstock, energy price and consumer price index, reducing the Company's risks related to changes in feedstock costs. The two leading metallurgical companies require different products and specifications. Elkem will receive an agglomerated biocarbon, while Outokumpu demands unagglomerated biochar requiring fewer process steps in Vow Green Metals production process. Delivering different products opens for opportunities in the pyrolysis process to optimize product mix and reduce vulnerability in periods of down-time in parts of the production process, which is particularly favorable in a ramp-up phase.

Vow Green Metals has established a close collaboration with its technology partner, Vow ASA. In addition, the Company holds IP rights to a standardized biocarbon plant architecture, and has one of Europe's largest biocarbon production facilities to date currently under construction, Vow Green Metals is well-positioned with a first-mover advantage in this growing market.

Several strategic measures are made to ensure access to feedstock, both short- and long-term. The Company is securing access to attractive sites to build new biocarbon facilities with proximity to feedstock sources, negotiating feedstock supply contracts, and entering strategic partnerships to exploit synergies and securing long-term access to available feedstock in relevant areas. These efforts are creating a competitive advantage in a growing market and raises the entry barrier for new competitors.

Key events

The construction of the first phase of the Hønefoss project, with a production capacity of 10,000 tons per annum, commenced. This phase will also include building and infrastructure to accommodate for phase 2, which will double the initial capacity. Building and infrastructure is closing on completion while production equipment is being installed.

The progress at Hønefoss was in part made possible with a 344 million green loan from DNB with a 50 percent loan guarantee from the Export Credit Agency, ECA, of Norway ("Eksfin"). The financing was announced in July 2024.

In addition to securing debt financing the project got a direct investment of 50 million from Vardar AS in April 2024.

In October 2024, Vardar acquired a further 8 percent stake from as the Company giving them an ownership of 33 percent of the project as per today.

The Viken Park project, a large-scale production facility close to Fredrikstad, Norway, is progressing well. The plant will have an annual production capacity of 30,000 tons of biocarbon, and the project is moving forward after a successful feasibility phase.

Subsequent events

In January, the Company and Outokumpu, signed a supply agreement with a duration of three years securing 25 percent of volumes produced at the Hønefoss plant. With this agreement 100 percent of the Hønefoss offtake is secured for the forthcoming years as Elkem ASA will take the remainder of the volumes.

In February, the Company announced a short-term loan of 15 million with DNB ASA and extended the duration of a 5 million revolving credit facility with Sparebank 1 Sør-Norge ASA. Both of which were guaranteed by Vow ASA, Vardar AS and R Investment Company AS, with a 10 million, 5 million and 5 million guarantee, respectively The guarantors received a 10 percent guarantee commission fee payable in cash. The financing was to bridge liquidity requirements until a long-term funding alternative was secured.

On May 16, 2025, the Company announced an agreement with HitecVision ("Hitec") on recommended voluntary offer to the shareholders. This in turn terminated the transaction with Obligo

Nordic Impact Fund AB (“ONCIF”), which was announced on April 17, 2025.

The Board unanimously resolved to recommend that the shareholders of the Company accept the offer and shareholders representing 67.2% will either continue as owners with Hitec or have pre-accepted an offer for their shares.

As part of the transaction ONCIF receives a termination fee of 22.5 million in cash. This was financed by a convertible loan from VOW ASA, the Company’s largest shareholder, maturing 20 August 2025.

The Board has been actively engaged with finding a long-term solution for the Company, and has explored several strategic and financial alternatives over the last months. Following these efforts, the Board believes that the offer represents the highest potential value for the shareholders compared to other solutions available which the Board has considered as part of its strategic and financial discussions, with emphasis on securing the Company sufficient long-term capital.

In reaching its conclusion to recommend the offer, the Board also considered the positive effects the Offer might have for the other stakeholders of the Company, including employees, customers and business partners.

In case of an unsuccessful completion of the transaction the Company will need to look at alternatives to secure financing and continue as a going concern.

Going concern

Based on the Company’s financial position as of the date of this report the Board has concluded that a material uncertainty exists that may cast significant doubt upon the Company’s ability to continue as a going concern.

The Board believes that with the successful completion of this offer the Company will be able to meet its obligations and continue operations. The likelihood of a successful completion is, in the Board’s opinion, high. Accordingly, the financial statements have been prepared under the going concern assumption.

Financial position and cash flow

In 2024, Vow Green Metals recorded an operating loss (EBITDA) of 31.6 million. The operating loss is a result of no significant income and employee expenses, expenses for the Euronext Growth Oslo stock exchange listing (arrangers fees and legal fees), and other operating expenses. Net loss after net financial items was NOK 39.9 million.

Total non-current assets as of 31 December 2024 was 353.3 million and consist mainly of the Hønefoss project and the capitalized, leased, Early Production Line asset. Total current assets were 83.1 million, of which cash and cash equivalents amounted to 70.5 million.

Total equity after retained earnings was 188.0 million. 140 million of the 344 million green loan with DNB was drawn as of 31 December 2024.

The Board proposes that the net loss of 39.9 million for Vow Green Metals AS for the fiscal year 2024 is allocated to the company’s equity.

Risk factors

Vow Green Metals is exposed to several risks, which are outlined below, and the Board and executive management are continuously monitoring the Company’s risk exposure, working to improve its internal control processes and mitigation efforts.

Development risk

Achieving the Company's objectives and fulfilling the strategy involves inherent risk and uncertainties, as is the situation for most other development projects, including volatility in the world economy and in its markets, difficulty, or delays in obtaining governmental permits, delays, higher costs and any force majeure.

The Follum plant will consist of industrial-scale machinery combining many integrated components which are intended to run continuous. Unexpected ware and malfunctions of the plant components may significantly affect the intended operational efficiency of the plant.

End-to-end engineering, close cooperation with key suppliers and strong focus on equipment testing are done to mitigate development risk at the Follum plant, as well as future facilities. Experience from the early production line at Follum, in addition to the Company's continuous standardization efforts is expected to further mitigate future development risk.

Operational risk

Operational performance and costs can be difficult to predict and is often influenced by factors outside of the Company's control, such as scarcity of natural resources, environmental hazards and remediation, labour disputes and strikes, damages or defects in electronic systems, leaks from pipelines, industrial accidents, fire, and natural disasters. As the Company is starting operations, several measures are taken to reduce the operational risk, including improving internal controls, further developing guidelines and policy framework, strong focus on training and building an HSE culture within the Company.

The Company's access to raw materials is affected by, among other, seasonal variations, cyclical markets, natural conditions, and climate change. To the extent there is a disruption in the supply of any raw materials, or if the raw materials are not of the required quality, the Company may not be able to obtain adequate supplies of these raw materials from alternative sources on favorable terms, or at all, which may in turn influence the Company's ability to produce its products.

Vow Green Metals' main operation will rely on complex machinery running 24 hours a day, seven days a week, which involves a significant degree of uncertainty and risk in terms of operational performance and costs.

Cyber and IT risk

Cyber and IT risk relates to any loss or damage following some sort of failure of a company's information technology systems. Good IT procedures and information to employees are actions taken by the Company to prevent these risks in collaboration with the Company's IT partner.

Market risk

The Company operates in an industry which is affected by changes and developments in product and technology. Such changes may be driven by the company, as well as its competitors. Failure by the Company to respond to changes in technology and innovations may have material adverse effects on its ability to stay competitive going forward.

The Company will supply a carbon-neutral alternative to fossil reduction materials. Hence, the cost of using current fossil reduction materials is dependent on the cost of CO_2 emissions, for example the EU ETS. If the EU ETS price decrease significantly, the price for biocarbon will be less competitive compared to fossil alternatives. Additionally, if metal producers are not going to reduce emissions, contrary to communicated ambitions, demand for biocarbon would decrease.

The biocarbon produced by Vow Green Metals must meet the customers' requirements for reduction materials and, therefore, must complete a qualification process together with each customer. The qualification process may delay biocarbon offtake until it is approved, impacting ramp-up and revenue. To reduce this risk, the Company are working closely with its potential customers, and will operate an early production line at Follum which will take part in the qualification process.

Climate risk

Climate change causes changes in temperature and precipitation patterns, which in turn causes more extreme weather. It is therefore assumed that natural disasters from such extreme weather phenomena will increase. Key risks include floods, landslide, droughts, extreme heat. These risks may impact feedstock supply with respect to price, volume and quality. Good warning routines or preventive measures can prevent natural damage.

Raw material risk

The Company's access to raw materials is affected by, among other, seasonal variations, cyclical markets, natural conditions, and climate change. To the extent there is a disruption in the supply of any raw materials, or if the raw materials are not of the required quality, the Company may not be able to obtain adequate supplies of these raw materials from alternative sources on favorable terms, or at all, which may in turn influence the Company's ability to produce its products.

The demand for woody biomass is expected to increase as biocarbon and other bio-based industries are emerging. This might restrict access or increase cost of sourcing the Company's raw materials. If the newly proposed EU regulations are not implemented, companies using the woody biomass for energy production might also increase demand.

Financial risk

Vow Green Metals is exposed to financial risks in various areas. Among these, the key risks are related to the currency, credit, and liquidity risks.

The continued war in Ukraine has caused a level of economic uncertainties. Various sanctions that have been imposed on parties involved directly or indirectly in the invasion is adding further potential risks.

The uncertainty related to the outcome of potential tariffs and other protectionary trade measures may impact the Company and the greater economy in forthcoming periods. The Company does not have any operational or financial ties to the U.S economy, but may be impacted by knock-on effects of the ongoing instability caused by the changes in the international political landscape.

Foreign exchange risk

Throughout 2024, Vow Green Metals was not exposed to foreign exchange transaction risk as the major cooperating partners are in Norway with NOK as currency. For 2025 it is expected that the majority of the production costs will be in NOK together with a large part of the Company's overhead expenses.

The company may in 2025 and in the future be exposed to expenses denominated in other currencies. The company has not secured any foreign exchange trades by the signing of the financial statements but is constantly monitoring the foreign exchange market and the Company's exposure. Translation risk may also arise due to the conversion of amounts denominated in foreign currencies to NOK, Vow Green Metals current reporting and functional currency.

Liquidity risk

The Company had available liquidity of 70.5 MNOK as of December 31, 2024.

A successful offer from Hitec Vision would result in added liquidity for the Company to realize its strategic ambitions and cover running expenses.

The Company's sale of biocarbon, bio-oil and bioenergy will affect the company's cash position once the facility is operational.

Interest risk

As of December 31, 2024, the Company has drawn 140.0 million on its 344.0 million green loan. With its current, and expected future, loan exposure the Company will be exposed to risk related to fluctuations in interest rates. The loans are tied to the Norwegian intra-bank interest with an applicable margin. The same applies for short-term loans to credit institutions.

Credit risk

Credit risk is the possibility of a loss resulting from a customer's failure to meet its contractual obligations. Although it is impossible to know exactly who will default on obligations, properly assessing and managing credit risk can lessen the severity of a loss. Vow Green Metals has no customers as per end of 2024 but has already established sufficient internal guidelines to minimize the risk of ending into such situations.

Risk related to regulations and political risk

Governmental regulations in the jurisdictions in which Vow Green Metals operates, relating to issues such as health, security, environment, and tax, will affect its business going forward. New or changing regulations may affect the market for products in the markets in which Vow Green Metals operates.

Risk related to key personnel and competence

Vow Green Metal's future will depend upon its abilities and efforts to retain key members of the management team, including recruiting, retaining, and developing skilled personnel for its current business and its ambitious future development plans. The Company's total number of employees is limited and retaining key personnel is therefore important.

Corporate responsibility

Vow Green Metals is not subject to corporate responsibility reporting requirements under section 3-3a and 3-3c of the Norwegian Accounting Act. Nevertheless, the Company has included a description of relevant topics in the separate Sustainability report, which is included in this annual report.

Working environment, HSE and equal opportunities

As of 31 December 2024, Vow Green Metals had nineteen employees, of which four women. The Board of Vow Green Metals AS consists of three persons, of which two are women.

The working environment is generally considered good. Absence due to illness was 0.7 percent in 2024.

Vow Green Metals has a strong focus on HSE (Health, Environment and Safety) internally and in its supply chain. The Company is also subject to strict HSE-routines from its business partners. No injuries or accidents causing material damages or personal injuries were reported during the year.

The Company is committed to promoting equality and equal treatment at all stages of the organization and other relationships.

Vow Green Metals has a diversified working environment in which employment, promotions, responsibility, and job enrichment are based on qualifications and abilities, and not on gender, age, race and political or religious views. Vow Green Metals believes in equal opportunity for men and women in the workplace.

Directors' & officers' insurance

Vow Green Metals has a board liability insurance with Tryg Forsikring for the Company (including the parent company and its subsidiaries). The insurance covers the board members, the CEO, and members of the management team. The insurance comprises personal legal liabilities, including defence and legal costs.

Outlook

Vow Green Metals' first project is within one year of completing its first phase, thereby setting the setting the stage for growing its biocarbon production capacity significantly over the coming years. The Company has already matured its key projects portfolio with clear paths to realizing near-term production volumes exceeding 50,000 tons of production capacity.

During the last two years several key strategic partnerships have been formed which provide a solid foundation for future growth. Governmental support for and incentives of measures to reduce emissions are expected to support the Company's growth strategy. Furthermore, interest from prospective customers have increased over time. Vow Green Metals have been able to secure 100% offtake for its first project (both the first and second phase, both of 10,000 tons p.a.) with Elkem ASA and Outokumpu OY. In addition, there are several ongoing discussions with potential future customers who are seeking to reduce their emissions.

With the successful completion of the current offer from Hitec, the Company will be positioned to make significant strides to scale up its operation. Supported by regulatory tailwinds, favorable industrial trends and strong commercial interest in its products, the Board of Vow Green Metals maintain a positive outlook for the company.

Lysaker, 28 May 2025

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Narve Reiten

Chairman

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Trude Sundset

Board member

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Kari Stine Tærum

Board member

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Cecile Jonassen

CEO

Financial statements 2024

Vow Green Metals Consolidated and Vow Green Metals AS – Financial statements and notes

Vowgreenmetals.com

CONSOLIDATED STATEMENT OF INCOME

(Amounts in 1000 NOK)	*Note*	**1.1-31.12 2024**	**1.1-31.12 2023**
Revenues		215	-
Employee expenses	*2*	(12 203)	(9 442)
Other operating expenses	*3*	(19 655)	(14 464)
EBITDA		**(31 643)**	**(23 906)**
Depreciation and amortisation	*4, 5, 6, 7*	(5 644)	(785)
EBIT		**(37 288)**	**(24 691)**
Finance income		110	1
Finance expense	*7*	(2 675)	(1 277)
Net financial items		**(2 565)**	**(1 276)**
Profit before tax		**(39 853)**	**(25 967)**
Income tax expenses	*14*	-	-
Profit for the period		**(39 853)**	**(25 967)**
Attributable to:			
Owners of the parent		(39 665)	-
Non-controlling interests		(188)	-
		(39 853)	**-**

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

(Amounts in 1000 NOK)	**2024**	**2023**
Profit for the period	(39 853)	(25 967)
Other comprehensive income that may be reclassified to profit or loss		
Other comprehensive income	-	-
Total other comprehensive income, net of tax	-	-
Total comprehensive income for the year	**(39 853)**	**(25 967)**
Earnings per share (NOK):		
- Basic	(0,20)	(0,16)
- Diluted	(0,20)	(0,16)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Balance Sheet - Assets

(Amounts in 1000 NOK)	*Note*	**31.12.2024**	**31.12.2023**
ASSETS			
Non-current assets			
Property, plant and equipment	*4*	315	196
Intangible assets	*5*	19 438	9 674
Assets under construction	*6*	285 272	126 153
Right-of-use assets	*7*	48 215	793
Total non-current assets		**353 239**	**136 817**
Current assets			
Inventories		-	65
Other receivables		12 839	4 966
Cash and cash equivalents	*8*	70 493	41 323
Total current assets		**83 331**	**46 354**
Total assets		**436 571**	**183 171**

Balance sheet – equity & liabilities

EQUITY AND LIABILITIES			
(Amounts in 1000 NOK)	*Note*	**31.12.2024**	**31.12.2023**
Share capital	*9*	1 318	1 074
Share premium		217 552	149 872
Other reserves		63 094	3 094
Accumulated losses		(93 971)	(54 067)
Equity attributable to owners of the parent		**187 994**	**99 974**
Attributable to:			
Non-controlling interest		56 358	-
Owners of the parent		131 635	-
Total equity		**187 994**	-
Liabilities			
Non-current liabilities			
Long term borrowings	*10, 11*	141 000	50 000
Non-current lease liabilities	*7*	34 476	575
Total non-current liabilities		**175 476**	**50 575**
Current liabilities			
Trade creditors	*11*	30 429	8 696
Current borrowings from associates	*11*	969	20 568
Public duties payable	*12*	1 929	1 466
Current lease liabilities	*7*	5 990	231
Other current liabilities	*11, 12*	33 784	1 662
Total current liabilities		**73 101**	**32 623**
Total liabilities		**248 577**	**83 197**
Total equity and liabilities		**436 571**	**183 171**

Oslo, 28 May 2025

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Narve Reiten

Chairman

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Trude Sundset

Board member

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Kari Stine Tærum

Board member

____

Cecile Jonassen

CEO

CONSOLIDATED CASHFLOW STATEMENT		1.1-31.12	1.1-31.12
(Amounts in 1000 NOK)	*Note*	**2024**	**2023**
Cash flow from operating activities			
Result before income tax 1)		(39 853)	(25 967)
Adjustments:		-	
Depreciation and amortisation	*4,5,7*	5 644	785
Valuation outstanding options		-	52
Changes in inventories		65	(65)
Interest paid		1 994	-
Changes in other receivables		(7 671)	(3 955)
Change in current liabilities		34 517	21 290
Net cash flow from operating activities		**(5 303)**	**(7 834)**
Cash flow from investing activities			
Investments in Property, plant and equipment	*4*	(246)	(191)
Proceeds from sales of tangbile asset		14	-
Investments in intangible assets	*5*	(10 346)	(4 932)
Investments in assets under construction	*6*	(159 118)	(45 790)
Net cash flow from investing activities		**(169 697)**	**(50 912)**
Cash flow from financing activities			
Proceeds from issuing stock		17 872	-
Proceeds from sale of interest in subsidiary without loss of control		60 000	
Payments for the principal portion of the lease liability		(12 709)	(297)
Payments for the interest portion of the lease liability		(1 994)	(26)
Long term borrowings	*10*	141 000	50 000
Proceeds from Enova Grant	*6*	-	7 842
Net cash flow from financing activities		**204 170**	**57 518**
Net change in cash and cash equivalents		**29 170**	**(1 228)**
Cash and cash equivalents at start of period		41 323	42 551
Cash and cash equivalents at end of period		**70 493**	**41 323**
Non-restricted cash		69 480	40 580
Restricted cash		1 013	743
Cash and cash equivalents at end of period		**70 493**	**41 323**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

31.12.2024 *(Amounts in 1000 NOK)*	**Share capital**	**Share premium**	**Other reserves**	**Other paid in capital**	Accumulated losses	**Total**	**Non-controlling interest**	**Total equity**
Equity at 31.12.2023	1 074	149 872	3 094	-	(54 067)	**99 974**	-	**99 974**
Profit for the period	-	-	-	-	(39 665)	**(39 665)**	(188)	**(39 853)**
Incorporation costs					(38)	**(38)**	(13)	**(51)**
Share capital increase[1, 2]	244	67 680	-	3 454		**71 378**	56 546	**127 924**
Equity at 31.12.2024	**1 318**	**217 552**	**3 094**	**3 454**	**(93 770)**	**131 648**	**56 345**	**187 994**

31.12.2023 *(Amounts in 1000 NOK)*	**Share capital**	**Share premium**	**Other reserves**	**Other paid in capital**	Accumulated losses	**Total**	**Non-controlling interest**	**Total equity**
Equity at 31.12.2022	1 074	149 872	3 043	-	(28 099)	**125 889**	-	**125 889**
Profit for the period	-	-	-	-	(25 967)	**(25 967)**	-	**(25 967)**
Share capital increase	-	-	-	-	-	**-**	-	**-**
Stock options[3]	-	-	52	-	-	**52**	-	**52**
Equity at 31.12.2023	**1 074**	**149 872**	**3 094**	**-**	**(54 067)**	**99 974**	**-**	**99 974**

[1] Share capital increase relates to the NOK 50 million and NOK 20 million investment in as the Company from Vardar AS and Skagerak Energi AS, respectively, and the NOK 50 million investment from Vardar AS in VGM Operatør AS. Please see note 9.
[2] Share capital increase relates to the establishment of Vow Green Metals Follum AS and VGM Operatør AS.
[3] Stock options were exercised in September 2022 in connection with employee stock option program.

NOTES

1 – SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES

Vow Green Metals AS was incorporated on 14 January 2021.

Vow Green Metals was demerged from Vow ASA on 09.07.2021 in a subsequent listing on Euronext Growth on 12.07.2021.

Vow Green Metals Follum AS, a wholly owned subsidiary of Vow Green Metals AS, was established in May 2022. In March 2023, VGM Operatør AS was established as a wholly owned subsidiary of Vow Green Metals AS. Vow Green Metals Follum AS was dropped down as a subsidiary of VGM Operatør AS. VGM Operatør AS and Vow Green Metals Follum AS are established to build, own and operate the infrastructure related to Vow Green Metals AS' production plant at Follum, Norway. Vow Green Metals AS' ownership in VGM Operatør AS was reduced to 75 percent through the investment from Vardar AS.

In July 2024, VGM Operatør Holding AS was established to build and operate Vow Green Metals AS' production plant through the subsidiaries VGM Operatør AS and Vow Green Metals Follum AS. Vow Green Metals AS owns 67 percent and Vardar 33 percent of VGM Operatør Holding AS.

The consolidated financial statements have been prepared in accordance with the Norwegian Accounting law and regulations for simplified International Financial Reporting Standards ® (IFRS). This generally implies that recognition and measurement are aligned with international accounting principles (IFRS), while presentation and disclosures are in accordance with the Norwegian Accounting Act and good accounting practice.

Revenues
Arising from sales of goods:

Goods sold by the Company will after the start of commercial operations in the biocarbon factory be biocarbon/biochar, bio-oil and excess energy to the district power grid.

Sales of goods are recognised when the goods are delivered, and title has passed to the customer. Revenue is measured at the fair value of the consideration received or receivable.

Arising from delivery of services:

Revenue is recognised when the service is performed. Revenue is measured at the fair value of the consideration received or receivable.

Services sold by the Company will be rent of the Early Production line.

Cash and cash equivalents
Cash and cash equivalents include cash, bank deposits and other monetary instruments with a maturity of less than three months at the date of purchase.

Cost of sales and other expenses

In principle, cost of sales and other expenses are recognised in the same period as the revenue to which they relate. In instances where there is no clear connection between the expense and revenue, the apportionment is estimated. Other exceptions to the matching criteria are disclosed where appropriate.

Transactions in foreign currency

The functional currency and the presentation of the Company is Norwegian kroner (Nok). Foreign currency transactions are translated into the functional currency using the exchange rates at the transaction date. Monetary balances in foreign currencies are translated into the functional currency at the exchange rates on the date of the balance sheet. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Income taxes

Tax expenses are matched with operating income before tax. Tax related to equity transactions e.g., group contribution, is recognised directly in equity.

Tax expense consists of current income tax expense and change in net deferred tax. The tax expense is allocated to ordinary income and the effect of extraordinary items in accordance with the respective taxable income. Deferred tax liabilities and deferred tax assets are presented net in the balance sheet.

Valuation and classification of assets and liabilities

Assets intended for permanent ownership or use in the business are classified as non-current assets. Other assets are classified as current assets. Receivables due within one year are classified as current assets. The classification of current and non-current liabilities is based on the same criteria.

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

Fixed assets are carried at historical cost but are written down to their recoverable amount if this is lower than the carrying amount and the decline is expected to be permanent. Fixed assets with a limited economic life are depreciated in accordance with a reasonable depreciation schedule.

Shares in subsidiaries and associates

Subsidiaries and investments in associates are carried at cost in the parent company accounts. A write-down to fair value will be performed if the impairment is not considered to be temporary, and an impairment charge is deemed necessary according to generally accepted accounting principles. Dividends and group contributions are recognised as other financial income.

Intangible fixed assets
Expenses relating to the development of intangible assets are recognised in the income statement as incurred.

Intangible assets that are acquired separately, are recognised at historical cost. Intangible assets acquired in a business combination, are recognised at historical cost when the criteria for balance sheet recognition have been met.

Intangible assets with a limited economic life are amortised on a systematic basis. Intangible assets are written down to the recoverable amount if the expected economic benefits are not covering the carrying amount and any remaining development costs.

At each year end, the Company assess whether there is any indication that the asset may be impaired. If there is any indication of impairment, an impairment test is performed, and the assets or the cash generating unit's recoverable amount is calculated. When the recoverable amount is less than the carrying amount, an impairment loss is recognised in the income statement.

Tangible assets
Tangible assets, with the exception of investment property and buildings, are valued at their cost less accumulated depreciation and impairment losses.

Assets under construction are classified as non-current assets and recognised at cost until the production or development process is completed. Assets under construction are not depreciated until the asset is taken into use.

Pension plans
The Company has a defined contribution plan for its employees. The Company's payments are recognised in the income statement as employee benefits expense for the year to which the contribution applies.

Share-based payments
The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The Company has a share-based option plan covering certain employees in senior positions. The method of settlement is at the discretion of the Company, and which is described in more detail in note 2. The share option plan is recognised as equity settled share-based payments as the practice of the Company is to settle in shares and not in cash.

Leases
The Company leases cars, properties and process equipment. Rental contracts are typically made for fixed periods of three to ten years but may have extension options. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the company under residual value guarantees
- the exercise price of a purchase option if the company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the company's exercising that option

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

Government grants
Government grants are recognised when it is reasonably certain that the Company will meet the conditions stipulated for the grants and that the grants will be received. Operating grants are recognised systematically during the grant period. Grants are deducted from the cost which the grant is meant to cover. Investment grants are capitalised and recognised systematically over the asset's useful life. Investment grants are recognised either as deferred income or as a deduction of the asset's carrying amount.

Use of Estimates
For items involving estimates, the degree of judgment is based on estimated assumptions. There is limited use of estimates in the financial statements.

Cash flow statement
The cash flow statement has been prepared and using the indirect method based on the liquidity position at the balance sheet date as of 31.12.2024. Cash and cash equivalents include cash, bank deposits, and other short-term credit facilities.

Changes in accounting policies and disclosures
The accounting policies adopted are consistent with those of the previous financial year. There are no standards or interpretations effective from 1 January 2024 that have had any

material effect on the financial statements. Nor are there any new standards or interpretations with a future effective date that are expected to have any material effect.

2 – EMPLOYEE EXPENSES

(Amounts in 1000 NOK)	**2024**	**2023**
Salaries	21 035	13 437
Social security tax	3 126	2 355
Pension cost	1 053	721
Other benefits	1 320	1 636
Total employee expenses	**26 534**	**18 148**
Employee expenses capitalised to investment projects	(14 331)	(8 706)
Total costs recognised as employee expenses	**12 203**	**9 442**

Capitalised employee expenses are primarily related to proof of concept and development of the Follum production site. These projects are recognised in the balance sheet as intangible asset and asset under construction, respectively. For further information see Note 5 and 6 below.

Vow Green Metals AS is required to have an occupational pension scheme in accordance with the Norwegian law of mandatory occupational pension ("lov om obligatorisk tjenestepensjon"). The Company's pension scheme fulfils the requirements of that law.

REMUNERATION TO THE CEO AND BOARD OF DIRECTORS IN 2024

(Amounts in NOK)	**Title**	**Salaries**	**Pension**	**Other**	**Total**
Management					
Cecilie Jonassen	CEO	2 041 481	97 932	142 684	2 282 096
Total		**2 041 481**	**97 932**	**142 684**	**2 282 096**

Cecilie Jonassen holds 720 000 options in Vow Green Metals AS.

There are no agreements for severance payments for CEO, Board Members or any other employees.

(Amounts in NOK)	**Title**	**Board work**	**Committee work**	**Total**
Board of directors				
Narve Reiten	Chair	375 000	40 000	415 000
Kari Stine Tærum	Director	250 000	15 000	265 000
Line Tønnessen	Director	250 000	60 000	310 000
Trude Sundset	Director	250 000	15 000	265 000

Total	**1 125 000**	**130 000**	**1 255 000**

Remuneration to the members of the board for 2023 of NOK 1 125 000 was paid in May 2024. Remuneration to the members of the board for 2024 will be determined in the annual general meeting in 2025.Remuneration to board members for committee work in 2023 of total NOK 130 000 was paid in May 2024. Line Tønnesen and Narve Reiten are members of the Audit Committee. Kari Stine Tærum and Trude Sundset are members of the Compensation Committee.

The Company's pension scheme covers all employees. The scheme is based on a defined contribution plan.

SHARE OPTION PLAN

Vow Green Metals has a share option plan covering certain employees in senior positions in the Company and in Vow group following the demerger of Vow Green Metals from Vow group. The option plan relates to the Vow Green Metals AS share. As of 31.12.2024, 10 employees are included in the option programmes. The options vests yearly over the remaining two years.

In 2021 a total of 1,546,666 options were granted in the option plan for the Vow Green Metals share, and 466,665 options were exercised. In addition to this, a total of 230,000 options were granted in the option plan for the Vow ASA share.

In 2022 no options were granted in the option plan for the Vow Green Metals share, and 333,333 options were exercised. 316,668 options were either terminated or expired.

In 2023, 4,320,000 options were granted with a strike price of 2,405 vesting over 3 years with 1/3 at each anniversary. 153,333 options were either terminated or expired.

In 2024, no options were granted in the option plan for the Vow Green Metals share, and no options were exercised. 276 666 options were either terminated or expired.

Method of settlement:

Options that have been exercised shall, at the discretion of the Company, be settled by either:

(i) the issuance by the Company of new shares to the option holder
(ii) the sale by the Company of treasury shares to the option holder; or
(iii) the transfer to the option holder of a NOK amount for each exercised option equal to the market price of the shares in the Company less the exercise price.

The method of settlement is at the discretion of the Company. The share option plan is therefore accounted for as an equity settlement.

Vesting requirements:

The options granted shall vest by 1/3rd on the anniversary one year after the grant each year. Final anniversary is 2026 for 4,320,000 options. Options can only be vested if the option holder at the vesting date is employed by the Company and the employment is not in a notice period. The option programme has a term of three years plus an exercise period of one month. Any option not exercised within this period shall terminate without any compensation being payable to the option holder.

Overview of outstanding options:	**2024**	**2023**
Outstanding options 1 January	4 596 667	430 000
Options granted	-	4 320 000
Options exercised	-	-
Options terminated		(73 333)
Options expired	(276 666)	(80 000)
Outstanding options 31 December	4 320 001	4 596 667
Of which is exercisable	4 320 001	4 596 667

The outstanding options are subject to the following conditions:

Expiry date	**Average strike price**	**Number of share options**
Dec-2026	2.405	4 320 000

Senior management holds following share options:

Name	**Title**	**Average strike price**	**Number of share options**	**Expiry date**
Cecilie Jonassen	Chief Executive Officer	2,405	720 000	Dec-2026
Jan Halvard Aas Møller	Chief Financial Officer	2,405	480 000	Dec-2026
Trond Forseth	Chief Technical Officer	2,405	480 000	Dec-2026
Gudmund Jenssen	MD Biocarbon Production	2,405	480 000	Dec-2026
Håkon Nøstvik	VP Commercial and BD	2,405	480 000	Dec-2026
Cathrine Adolfsen	VP Projects	2,405	480 000	Dec-2026
Total			**3 120 000**	

The fair value of the options has been calculated using Black & Scholes option-pricing model.

The calculations are based on the following assumptions:

Share price on the grant date:
The share price is set to the stock exchange price on the grant date.

The strike price per option:
The strike price is the share price on the grant date.

Volatility

It is assumed that historic volatility of comparable shares is an indication of future volatility. The expected volatility is therefore stipulated to be the same as the historic volatility, which equals a volatility of 40.0 percent.

The term of the option:
It is assumed that 100 percent of the employees will exercise the options once they are exercisable. Granted options as of 31.12.24 expires as above table.

Dividend
The estimated dividend per share is Nok 0 per annum.

Risk-free interest rate
The risk-free interest rate is set equal to a weighted average calculation of interest rate on government bonds during the term of the option and is set at 3.409 percent.

3 – OTHER OPERATING EXPENSES

(Amounts in 1000 NOK)	**2024**	**2023**
Legal	1 444	1 320
Audit fees	510	465
Consultant fees	8 343	8 796
Listing fees	499	450
Recruitment	742	-
Licences	710	657
Internal projects	4 065	12
Other expenses	3 343	2 764
Total other operating expenses	**19 655**	**14 464**

1)Include internal hours and expenses booked to internal expense projects

Remuneration to auditor is allocated as specified below:

(Amounts in 1000 NOK)	**2024**	**2023**
Statutory audits	510	335
Other assurance services	264	120
Other tax services 1)	346	1 005
Total excl. VAT	**1120**	**1 460**

1) In 2023 legal advice of 1 005 TNOK paid to EY Legal related to reorganization is reported under other tax services.

4 – PROPERTY, PLANT AND EQUIPMENT

31.12.2024

(Amounts in 1000 NOK)	**Office, furniture and equipment**
Cost:	
At 1 January 2024	267
Additions	246
Disposals	(14)

At 31 December 2024	**499**

Depreciation and impairment:	
At 1 January 2024	(71)
Depreciation this year	(113)
At 31 December 2024	**(184)**
Carrying amount 31 December 2024	**315**
Useful life	3 years
Depreciation method	Linear

31.12.2023

(Amounts in 1000 NOK)	**Office, furniture and equipment**
Cost:	
At 1 January 2023	76
Additions	191
At 31 December 2023	**267**
Depreciation and impairment:	
At 1 January 2023	(22)
Depreciation this year	(48)
At 31 December 2023	**(71)**
Carrying amount at 31 December 2023	**196**
Useful life	3 years
Depreciation method	Linear

5 – INTANGIBLE ASSETS

The company has acquired the value of the development cost for the new planned biocarbon plant at Hønefoss. Depreciation will start once the Hønefoss plant is starting production. The technical and system solutions know-how developed in the R&D project was acquired from Vow ASA with effect from 1 April 2021. The company implemented a new ERP system during 2022 with depreciations starting in 2Q23.

Additions to proof of concept are primarily internal manhours. Carrying amount of the Factory Module consist of both internal and external services to develop a standardized factory the Company will build at Hønefoss and in future projects. Depreciation on both items will be initiated upon completion of the project at Hønefoss.

31.12.2024

(Amounts in 1000 NOK)	Proof of Concept	Factory module	Computer software	Total
Cost:				
At 1 January 2024	2 833	3 194	3 647	9 674
Additions	10 422	(76)		10 346
At 31 December 2024	**13 255**	**3 118**	**3 647**	**20 020**
Depreciation and impairment:				
At 1 January 2024	-	-	(431)	(431)
Depreciation this year	-	-	(583)	(583)
At 31 December 2024		**-**	**(1 014)**	**(1 014)**
Carrying amount at 31 December 2024	**13 255**	**3 118**	**3 065**	**19 438**
Useful life	10 years	10 years	7 years	
Depreciation method	Linear	Linear	Linear	

31.12.2023 (Amounts in 1000 NOK)	**Proof of Concept**	**Factory module**	**Computer software**	**Total**
Cost:				
At 1 January 2023	743	969	3 462	5 173
Additions	2 090	2 225	617	4 932
At 31 December 2023	**2 833**	**3 194**	**4 078**	**10 105**
Depreciation and impairment:				
At 1 January 2023				
Depreciation this year		-	(431)	(431)
At 31 December 2023	-	-	**(431)**	**(431)**
Carrying amount at 31 December 2023	**2 833**	**3 194**	**3 647**	**9 674**
Useful life	10 years	10 years	7 years	
Depreciation method	Linear	Linear	Linear	

6 – ASSETS UNDER CONSTRUCTION

Vow Green Metals is currently building their first biocarbon plant, at Hønefoss, Norway. Vow ASA will deliver process equipment and engineering.

(Amounts in 1000 NOK)	**2024**	**2023**
Cost:		
At 1 January	126 153	82 406
Additions	159 118	51 589
Enova Grant	-	(7 842)
At 31 December	**285 272**	**126 153**
Carrying amount at 31 December 2024	**285 272**	**126 153**

Governmental grants

Government grants are recognised when it is reasonably certain that the company will meet the conditions stipulated for the grants and that the grants will be received. Operating grants are recognised systematically during the grant period. Grants are deducted from the cost which the grant is meant to cover. Investment grants are capitalised and recognised systematically over the asset's useful life. Investment grants are recognised either as deferred income or as a deduction of the asset's carrying amount.

Enova has confirmed a government grant to support the Company's project for industrial production of biocarbon for metallurgical industry at Follum. The grant is for 40 % of the total approved project cost but limited to MNOK 80.7. Grants will be paid in arrears based on agreed progress milestones in the project. 20% of the grant will be withheld until the final report has been submitted and approved by Enova. Grants of MNOK 38.5 has been received in June 2022 and grants of MNOK 7.8 has been received July 2023. This sums up to total grants of MNOK 46.3. No grants were withdrawn in 2024.

Vow Green Metals AS currently has two active and approved SkatteFUNN projects. The first project was approved in 2022, for an initial project period from 2022 to 2024. The project period has recently been extended to 2027. Expected total refundable tax credits from this project amounts to 4.1 million NOK. These are recognized in the financial statements as a reduction of book value in the intangible assets, and amounts to 0.3 million NOK booked in 2024. The second project was approved in 2024 for a project period from 2024 to 2027. Expected total refundable tax credits from this project amounts to 4.7 million NOK.

Test facilities
The Company is establishing a lab and related facilities to test products. These assets will be held in Vow Green Metals AS.

7 – ASSETS LEASE

Right of use assets

31.12.2024

(Amounts in 1000 NOK)	**Cars**	**Properties**	**Process equipment**	**Total**
At 1 January 2024	142	651	-	793
Additions	275	5 338	46 756	52 370
Depreciation	(142)	(911)	(3 896)	(4 949)
Carrying amount at 31 December 2024	**276**	**5 079**	**42 860**	**48 215**

Lower of remaining lease term or economic life	3-5 years	3-10 years	7 years
Depreciation method	Linear	Linear	Linear

In May 2024, Vow Green Metals AS secured leasing for the production equipment included in the "Early Production Line" at Hønefoss. The leasee is with SpareBank 1 SR-Bank and runs over 7 years.

31.12.2023

(Amounts in 1000 NOK)	**Cars**	**Properties**	**Total**
At 1 January 2023	284	183	467
Additions	-	632	632
Depreciation	(142)	(163)	(306)
Carrying amount at 31 December 2023	**142**	**651**	**793**

Lower of remaining lease term or economic life	2 years	3-10 years
Depreciation method	Linear	Linear

Lease liabilities

Summary of the lease liabilities *(Amounts in 1000 NOK)*	**Cars**	**Properties**	**Process equipment**	**Total**
At 1 January 2024	145	660	-	805
New lease liabilities recognised in the year	275	5 338	46 756	52 369
Cash payments for the principal portion of the lease liability	144	794	11 770	12 708
Cash payments for the interest portion of the lease liability	3	273	1 718	1 994
Total lease liabilities at 31 December 2024	**277**	**5 203**	**34 986**	**40 466**
Interest discount rate	3,3%	5,9%	8,1%	

Maturity analysis - contractual undiscounted cash flows *(Amounts in 1000 NOK)*	**Cars**	**Properties**	**Process equipment**	**Total**
Less than 1 year	143	1 520	6 972	8 635
1-2 years	143	1 520	6 972	8 635
2-3 years	13	1 520	6 972	8 505
3-5 years	-	3 040	13 644	16 684
After 5 years	-		7 553	7 553
Total undiscounted lease liabilities at 31 December 2024	**299**	**7 600**	**42 413**	**50 312**

Leases with a lease term less than 12 months are accounted for as short-term leases.

Summary of the lease liabilities 31.12. 2023 *(Amounts in 1000 NOK)*	**Cars**	**Properties**	**Total**
At 1 January 2023	286	178	**464**
New lease liabilities recognised in the year	-	638	**638**
Cash payments for the principal portion of the lease liability	141	157	**297**
Cash payments for the interest portion of the lease liability	7	19	**26**
Total lease liabilities at 31 December 2023	**145**	**660**	**805**
Interest discount rate	3,3%	5,8%	

Maturity analysis - contractual undiscounted cash flows *(Amounts in 1000 NOK)*	**Cars**	**Properties**	**Total**
Within 1 year	101	170	271
1-2 years	101	70	271
2-3 years	7	70	77
After 3 years	-	400	400
Total undiscounted lease liabilities at 31 December 2023	**209**	**710**	**919**

8 – CASH AND CASH EQUIVALENTS

(Amounts in 1000 NOK)	**2024**	**2023**
Bank deposits	69 480	40 580
Restricted cash[1)]	1 013	743
Total cash and cash equivalents	**70 493**	**41 323**
Total available cash, net of restricted	**69 480**	**40 580**

1) Restricted cash comprise of withheld taxes from employee salaries. KNOK 10 000 is held on a separate account to cover project liabilities.

9 – SHARE CAPITAL AND SHAREHOLDER INFORMATION

	2024	**2023**
Number of outstanding shares at 1 January	165 227 092	165 227 092
Share capital increase[1)]	37 573 805	0
Number of outstanding shares at 31 December	**202 800 897**	**165 227 092**

[1)] The share capital increase relates to the NOK 50 million investment from Vardar AS and the NOK 20 million investment from Skagerak Energi AS. The NOK 50 million investment from Vardar AS in the Company was through conversion of existing debt.

	2024	**2023**
Nominal value NOK per share at 31 December	0,0065	0,0065
Share capital NOK at 31 December	1 318 206	1 073 976

Vow Green Metals has one class of shares with equal rights of all shares.

Largest shareholders of Vow Green Metals AS at 31.12.2024

Shareholder	Number	% share
Vow ASA	50 173 890	24,7%
VARDAR AS	26 838 432	13,2%
R INVESTMENT COMPANY AS [1)]	22 849 307	11,3%
SKAGERAK ENERGIPARTNER AS	10 735 373	5,3%

DALER INN LIMITED	9 878 418	4,9%
SKØYEN INVEST AS	7 295 135	3,6%
NORDNET LIVSFORSIKRING AS	7 272 821	3,6%
CLEARSTREAM BANKING S.A.	5 474 803	2,7%
BADIN INVEST LIMITED	5 234 379	2,6%
TRETHOM AS	5 001 990	2,5%
FONDSAVANSE AS	3 000 000	1,5%
STIAN BERGSTÅ	2 500 000	1,2%
Citibank Europe plc	2 184 713	1,1%
Shareholders holding less than 1% of the shares	44 361 636	21,9%
Total	**202 800 897**	**100,0%**

Number of shares owned by company management and board of directors at 31.12.2024:

Name	Number	% share
R INVESTMENT COMPANY AS 1)	22 849 307	11,3%
Kari Stine Tærum, Director	179 000	0.1%
Limamo Invest AS2)	84 000	0.1%
Line Tønnessen 2)	17 660	0.1%
Total	**23 129 967**	**11.5%**

1) R INVESTMENT COMPANY AS is owned 92.14% by Narve Reiten, the Chairman of the Board of Vow Green Metals AS. Line Tønnessen, Board member of Vow Green Metals AS, is the Managing Director of R Investment Company AS.

2) Line Tønnessen, Board member of Vow Green Metals AS, is a close associate to Limamo Invest AS. Ms Tønnessen resigned as Board member in May 2025.

10 – LONG TERM BORROWINGS AND FINANCIAL INSTRUMENTS

Long term borrowings		
(Amounts in 1000 NOK)	**2024**	**2023**
Vardar AS	0	50 000
Scanship AS	1 000	
DNB ASA	140 000	
Total long term borrowings	**141 000**	**50 000**

In November 2023, Vow Green Metals secured a long-term loan from Vardar AS of NOK 50 million. In May 2024, Vardar AS converted the NOK 50 million loan. The conversion price was NOK 1.863 per share.

On July 11, 2024, VGM Operatør AS signed a green loan facility agreement with DNB. The DNB loan amounts to NOK 344 million in total, split into NOK 144 million as a construction loan for the building (facility B) and NOK 200 million as construction loan which will be converted to a term loan when the facility is in operation (facility B). The terms include a 50 percent loan guarantee from Eksfin (the official Export Credit Agency (ECA) of Norway).

(Amounts in 1000 NOK)	**<1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Facility A – Process equipment	-	31 948	42 075	125 977
Facility B – Building and infrastructure	144 000	-	-	-
Total payments due	**144 000**	**31 948**	**42 075**	**125 977**

Debt maturity is based on fully drawn facility with payments in accordance with facility agreement. Maturity is calculated from the balance sheet date.

Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating rates.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to fulfill its financial obligation as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation

The table below sets out the maturity profile of the Company's for financial liabilities based on contractual undiscounted payments. When a counterparty has a choice of when an amount is paid, the liability is included on the basis of the earliest date on which the entity can be required to pay. Financial liabilities that can be required to be repaid on demand are included in the "within 1 year" column.

Financial liabilities (non derivatives)	**<1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Bank loan	144 000	31 948	42 075	125 977
Trade and other payables	73 101			
Total payments due	**217 101**	**31 948**	**42 075**	**125 977**

The Company does not have active derivatives as of December 31, 2024.

Foreign currency risk
Foreign currency risk is the risk that the future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company may from time to time be exposed to changes in the value of NOK relative to other currencies, primarily to the Company's operating activities (i.e. when revenue or expense is dominated in a foreign

currency). As of December 31, 2024 there has not been material transactions individually or in aggregate in foreign currencies.

Credit risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is not exposed to credit risk from its operating activities as per December 31, 2024. Relevant credit risk relates to financing activities such as deposits with banks and financial institutions. The Company only uses reputable banks as its counterparty.

11 – RELATED PARTIES

a) Balance with related parties:

(Amounts in 1000 NOK)		**2024**	**2023**
Liabilities			
Scanship AS	Trade creditors	301	1 211
Vow ASA	Current borrowings from associates	969	20 568
Scanship AS	Long term borrowings	1 000	-
Scanship AS	Other current liabilities	10 559	-
Total payables to associates		**12 829**	**21 779**

Payables to Vow ASA is related to the acquisition of the development cost for the biocarbon plant at Hønefoss.

Other current liabilities to Scanship AS is related to loan agreements for postponed payment of invoiced amounts related to the building of Line 7 at the Follum site. Accumulated interest as of 31.12.24 amounts to KNOK 184.

Trade creditors are related to a service agreement entered into with Scanship AS. The service comprises of accounting and IT.

b) Transactions

In addition to the abovementioned balances the Company has had the following transactions with related parties:

A fee of MNOK 3.44 was paid to Reiten & Co , who is a related party to R Investment Company for the execution, strategic and financial advice related to the MNOK 344 loan from DNB ASA to VGM Operatør AS. Reiten & Co has a mandate agreement with the Company in which it is entitled to 1% of raised capital in the Group. The agreement was entered into in June, 2023, and the aforementioned payment was the first in relation to the contract.

In May, 2025, the 2023 mandate agreement was replaced with a new agreement where Reiten & Co is entitled to 1% of net proceeds received by the Company in capital raises where Reiten & Co is assigned as a financial advisor, including a termination clause. In the event of a change of control in the Company the agreement shall automatically terminate upon completion of such transaction, entitling Reiten & Co to a compensation of 0.5% of the net proceeds.

In May 2025, Hitec Vision, agreed on a voluntary cash offer to the shareholders of the Company (please see Note 15 for further details). If this transaction is completed Reiten & Co AS will be entitled to 9.65 million in remuneration as this constitutes a change of control event.

c) Overview of subsidiaries:

Company	Date of acquisition/incorporation	Country of incorporation
Vow Green Metals Follum AS	31.05.2022	Hønefoss, Norway
VGM Operatør AS	23.06.2023	Hønefoss, Norway
VGM Operatør Holding AS	05.07.2024	Hønefoss, Norway

Vow Green Metals Follum AS is a fully owned subsidiary of VGM Operatør AS and is the owner of the building and infrastructure at the Hønefoss project.

VGM Operatør AS is a fully owned subsidiary of VGM Operatør Holding AS. VGM Operatør AS is the owner of the Hønefoss project.

VGM Operatør Holding AS is owned 67% by VGM AS and 33% by Vardar AS. The company does not have any other operations than its holding of shares in VGM Operatør AS.

12 – PUBLIC DUTIES PAYABLE AND OTHER CURRENT LIABILITIES

(Amounts in 1000 NOK)	**2024**	**2023**
Public duties payable		
Employee witholding tax	1 013	743
Social security tax	916	723
Total public duties payable	**1 929**	**1 466**
Other current liabilities		
Accrued holiday pay	1 930	1 272
Other accrued expenses	31 855	390
Other current liabilities	**33 784**	**1 662**

13 – EARNINGS PER SHARE

Basic EPS is calculated by dividing the profit for the year attributable to the ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to the ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year, plus the weighted average number of ordinary shares that would be issued on exercise of the share options into ordinary shares.

The following table reflects the income and share data used in the basic and diluted EPS computations:

	2024	2023
Profit for the year *(Amounts in TNOK)*	(39 853)	(25 967)
Weighted average number of shares outstanding	202 800 897	165 227 092
Effects of dilution from:		
Weighted average number of shares adjusted for the effect of dilution	202 800 897	165 227 092
Earnings per share (NOK per share):		
- Basic	(0.20)	(0.16)
- Diluted	(0.20)	(0.16)

14 – TAX

Specification of income tax:

(Amounts in 1000 NOK)	2024	2023
Income tax payable	-	-
Change in deferred tax	-	-
Total income tax expenses	**-**	**-**

Specification of temporary differences and deferred tax:

(Amounts in 1000 NOK)	2024	2023
Fixed assets	(395)	(74)
Leasing	7 739	(48)
Tax loss carryforward	(95 299)	(50 821)
Total temporary differences	**(87 955)**	**(50 944)**
Not recognised tax loss carry forward	(87 955)	(50 944)
Total basis for deferred tax	-	-
Net deferred tax liability (22%)	**-**	**-**

Reconciliation of effective tax rate:

(Amounts in 1000 NOK)	2024	2023
Profit before income tax	(39 853)	(25 967)

Expected income tax assessed at the tax rate for the parent company (22%)	8 768	5 713
Adjusted for tax effect of the following items:		
Permanent differences	(625)	(6)
Unrecognised deferred tax assets	(8 143)	(5 707)
Total income tax expenses	**-**	**-**

15 – EVENTS AFTER THE REPORTING PERIOD

On January 8, 2025, 100 percent offtake secured from the Hønefoss facility with biocarbon supply agreement for the remaining 25 percent production capacity signed with Finnish stainless-steel giant, Outokumpu OY.

On February 18, 2025, the Company secured bridge financing with a loan of NOK 15 million with DNB ASA and the extension of the duration of a NOK 5 million revolving credit facility with Sparebank 1 Sør-Norge ASA. The DNB ASA loan was guaranteed by Vardar AS, R Investment Company AS and Vow ASA, with NOK 5 million each. The Sparebank 1 Sør-Norge ASA agreement was guaranteed by Vow ASA. The guarantors received 10% of guaranteed amount as a one-time fee. All guarantees are valid for 6 months from February 14.

In February, the Company announced a short-term loan of 15 million with DNB ASA and extended the duration of a 5 million revolving credit facility with Sparebank 1 Sør-Norge ASA. On April 9, board member Geir Kulås resigned from his position with immediate effect.

On April 9, the Company announced that, due to extraordinary costs incurred, its cash runway was shorter than announced in February and that financing would be required immediately.

On April 11, the Company announced an extension on its 5 million credit facility with Sparebank 1 SR until June 2 which extended its cash runway until the end of April 2025. In the same message it highlighted the requirement for additional funding improve its liquidity and that 85 million to 105 million would be necessary to fund 12 months of operation. Furthermore, an additional 100 million was required to fund the next phase of the Hønefoss project.

On April 17, the Company entered into a transaction agreement with Obligo Nordic Climate Impact Fund AB (ONCIF), managed by Obligo Investment Management AS, regarding the sale of 2,143 shares in its subsidiary, VGM Operatør Holding AS. The shares were sold at a price of NOK 42,000 per share, resulting in gross proceeds of 90 million to the Company.

On 20 May 2025, the Company announced that it had entered into a transaction agreement with Midas Industri AS (”Midas”), a company indirectly owned by HitecVision New Energy Fund 2 SCSp. Midas intends to make a recommended voluntary cash offer to acquire all outstanding shares in the Company not already held by certain major shareholders who have agreed to roll over their shares into Midas.

The offer price is NOK 0.95 per share. The Company’s Board of Directors has unanimously resolved to recommend that shareholders accept the Offer. The recommendation is supported by a fairness opinion issued by Clarksons Securities AS.

The Offer is subject to, among other conditions, a minimum acceptance level of 90% and regulatory clearances.

Concurrently with the HitecVision transaction, the Company terminated the previously announced Obligo transaction.

As a result of the termination, the Company became liable for transaction-related costs amounting to NOK 22.5 million, which are being financed through a convertible loan from VOW ASA, maturing on 20 August 2025. The loan gives the Company an option to convert to equity at NOK 0.40 per share if the Offer does not complete

At the time of completion of the offer Reiten Investment Company will receive a one-time payment of NOK 9.6 million for the termination of its mandate agreement. As part of the execution of this arrangement, Board Member Line Tønnessen resigned from the Board to ensure that the Board could form a quorum.

To ensure sufficient liquidity until the Offer closes or alternative financing is secured, the Company obtained the following funding:

- Extension of a NOK 5 million credit facility with SpareBank 1 Sør-Norge ASA.
- NOK 15 million facility from DNB Bank ASA.
- NOK 10 million bridge loan from DNB Bank ASA.
- Withdrawal of a NOK 35 million restricted cash obligation by DNB Bank ASA and Eksfin, subject to Offer completion.
- The above facilities are guaranteed by major shareholders including Vardar AS, R Investment Company AS, and VOW ASA.

4 – PROFIT & LOSS – VOW GREEN METALS AS

STATEMENT OF INCOME

(Amounts in 1000 NOK)	*Note*	1.1-31.12 **2024**	1.1-31.12 **2023**
Revenues		3 231	
Employee expenses	*2*	(12 203)	(9 442)
Other operating expenses	*3*	(15 771)	(14 374)
EBITDA		**(24 743)**	**(23 816)**
Depreciation and amortisation	*4, 5, 6, 7*	(5 644)	(785)
EBIT		**(30 388)**	**(24 601)**
Finance income		592	349
Finance expense	*7*	(5 820)	(187)
Net financial items		**(5 228)**	**162**
Profit before tax		**(35 616)**	**(24 439)**
Income tax expenses	*14*	-	-
Profit for the period		**(35 616)**	**(24 439)**

STATEMENT OF OTHER COMPREHENSIVE INCOME

(Amounts in 1000 NOK)	*Note*	**2024**	**2023**
Profit for the period		(35 616)	(24 439)
Other comprehensive income that may be reclassified to profit or loss		-	-
Other comprehensive income		-	(0)
Total other comprehensive income, net of tax		-	(0)
Total comprehensive income for the year		**(35 616)**	**(24 439)**

BALANCE SHEET – VOW GREEN METALS AS

(Amounts in 1000 NOK)	*Note*	**31.12.2024**	**31.12.2023**
ASSETS			
Non-current assets			
Property, plant and equipment	*4*	315	196
Intangible assets	*5*	16 373	6 027
Other intangible assets	*5*	3 065	3 647
Investment in subsidiaries	*13*	109 461	105 955
Assets under construction	*6*	18 214	5 244
Right-of-use assets	*7*	48 215	793
Total non-current assets		**195 642**	**121 862**
Current assets			
Inventories		-	65
Receivables from group companies	*11*	1 482	1 635
Other receivables		3 0 30	1 082
Cash and cash equivalents	*8*	12 572	38 341
Total current assets		**17 084**	**41 123**
Total assets		**212 726**	**162 985**

EQUITY AND LIABILITIES			
Equity			
Share capital	*9*	1 318	1 074
Share premium		217 552	149 872
Other reserves		3 094	3 094
Accumulated losses		(88 154)	(52 538)
Total equity		**133 810**	**101 502**
Liabilities			
Non-current liabilities			
Long term borrowings	*10*	1 000	50 000
Non-current lease liabilities	*7*	34 476	805
Total non-current liabilities		**35 476**	**50 805**
Current liabilities			
Trade creditors	*11*	1 618	3 509
Payables to group companies		3 437	3 124
Current borrowings from associates	*11*	969	969
Public duties payable	*12*	1 929	1 466
Current lease liabilities	*7*	5 990	-
Other current liabilities	*12*	29 497	1 611
Total current liabilities		**43 440**	**10 678**
Total liabilities		**78 916**	**61 483**
Total equity and liabilities		**212 726**	**162 985**

Oslo, 28 May 2025

Narve Reiten
Chairman

Trude Sundset
Board member

Kari Stine Tærum
Board member

Cecile Jonassen
CEO

CASH FLOW STATEMENT

(Amounts in 1000 NOK)	*Note*	**1.1-31.12 2024**	**1.1-31.12 2023**
Cash flow from operating activities			
Result before income tax		(35 616)	(24 439)
Adjustments:			
Depreciation and amortisation	*4,5,6,7*	5 644	785
Valuation outstanding options		-	52
Interest		1 994	26
Changes in inventories		65	(65)
Changes in other receivables		(1 795)	(1 724)
Change in current liabilities		26 772	5 561
Net cash flow from operating activities		**(2 935)**	**(19 804)**
Cash flow from investing activities			
Investments in property, plant and equipment	*4*	(246)	(191)
Proceeds from sales of property, plant and equipment		14	
Investments in intangible assets	*5*	(10 346)	(4 932)
Investments in assets under construction	*6*	(12 970)	69 123
Investment in subsidiaries		(3 506)	(105 925)
Net cash flow from investing activities		**(27 054)**	**(41 924)**
Cash flow from financing activities			
Proceeds from issuing stock		67 924	-
Payments for the principal portion of the lease liability		(12 708)	(297)
Payments for the principal portion of the lease liability		(1 994)	(26)
Long term borrowings	*10*	(49 000)	50 000
Proceeds from Enova Grant	*6*	-	7 842
Net cash flow from financing activities		**4 222**	**57 518**
Net change in cash and cash equivalents		**(25 767)**	**(4 210)**
Cash and cash equivalents at start of period		38 341	42 538
Cash and cash equivalents at end of period		**12 572**	**38 341**
Non-restricted cash		11 559	37 597
Restricted cash		1 013	743
Cash and cash equivalents at end of period		**12 572**	**38 341**

[1]Transferred to subsidiary as part of drop-down merger

STATEMENT OF CHANGES IN EQUITY

31.12.2024 *(Amounts in 1000 NOK)*	Share capital	Share premium	Other reserves	Accumulated losses	Total equity
Equity at 31.12.2023	1 074	149 872	3 094	(52 538)	**101 502**
Profit for the period				(35 616)	**(35 616)**
Share capital increase 1)	244	67 680			**67 924**
Stock options exercised 2)					
Stock options					
Equity at 31.12.2024	**1 318**	**217 552**	**3 094**	**(88 154)**	**133 810**

31.12.2023 *(Amounts in 1000 NOK)*	Share capital	Share premium	Other reserves	Accumulated losses	Total equity
Equity at 31.12.2022	1 074	149 872	3 043	(28 099)	**125 890**
Profit for the period				(24 439)	**(24 439)**
Share capital increase					
Stock options exercised 2)					
Stock options			52		**52**
Equity at 31.12.2023	**1 074**	**149 872**	**3 094**	**(52 538)**	**101 502**

2) Stock options were exercised in September 2023 in connection with employee stock option program.

NOTES

1 – SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES

Vow Green Metals AS was incorporated on 14 January 2021.

Vow Green Metals was demerged from Vow ASA on 09.07.2021 in a subsequent listing on Euronext Growth on 12.07.2021.

Vow Green Metals Follum AS, a wholly owned subsidiary of Vow Green Metals AS, was established in May 2022. In March 2023, VGM Operatør AS was established as a wholly owned subsidiary of Vow Green Metals AS. Vow Green Metals Follum AS was dropped down as a subsidiary of VGM Operatør AS. VGM Operatør AS and Vow Green Metals Follum AS are established to build, own and operate the infrastructure related to Vow Green Metals AS' production plant at Follum, Norway. Vow Green Metals AS' ownership in VGM Operatør AS was reduced to 75 percent through the investment from Vardar AS.

In July 2024, VGM Operatør Holding AS was established to build and operate Vow Green Metals AS' production plant through the subsidiaries VGM Operatør AS and Vow Green Metals Follum AS. Vow Green Metals AS owns 67 percent and Vardar 33 percent of VGM Operatør Holding AS.

The consolidated financial statements have been prepared in accordance with the Norwegian Accounting law and regulations for simplified International Financial Reporting Standards ® (IFRS). This generally implies that recognition and measurement are aligned with international accounting principles (IFRS), while presentation and disclosures are in accordance with the Norwegian Accounting Act and good accounting practice.

Revenues
Arising from sales of goods:

Sales of goods are recognised when the goods are delivered, and title has passed to the customer. Revenue is measured at the fair value of the consideration received or receivable.

Arising from delivery of services:

Revenue is recognised when the service is performed. Revenue is measured at the fair value of the consideration received or receivable.

Cash and cash equivalents
Cash and cash equivalents include cash, bank deposits and other monetary instruments with a maturity of less than three months at the date of purchase.

Cost of sales and other expenses
In principle, cost of sales and other expenses are recognised in the same period as the revenue to which they relate. In instances where there is no clear connection between the expense and revenue, the apportionment is estimated. Other exceptions to the matching criteria are disclosed where appropriate.

Transactions in foreign currency
The functional currency and the presentation of the Company is Norwegian kroner (Nok). Foreign currency transactions are translated into the functional currency using the exchange rates at the transaction date. Monetary balances in foreign currencies are translated into the functional currency at the exchange rates on the date of the balance sheet. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Income taxes
Tax expenses are matched with operating income before tax. Tax related to equity transactions e.g., group contribution, is recognised directly in equity.

Tax expense consists of current income tax expense and change in net deferred tax. The tax expense is allocated to ordinary income and the effect of extraordinary items in accordance with the respective taxable income. Deferred tax liabilities and deferred tax assets are presented net in the balance sheet.

Valuation and classification of assets and liabilities
Assets intended for permanent ownership or use in the business are classified as non-current assets. Other assets are classified as current assets. Receivables due within one year are classified as current assets. The classification of current and non-current liabilities is based on the same criteria.

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

Fixed assets are carried at historical cost but are written down to their recoverable amount if this is lower than the carrying amount and the decline is expected to be permanent. Fixed assets with a limited economic life are depreciated in accordance with a reasonable depreciation schedule.

Shares in subsidiaries and associates
Subsidiaries and investments in associates are carried at cost in the parent company accounts. A write-down to fair value will be performed if the impairment is not considered to be temporary, and an impairment charge is deemed necessary according to generally accepted accounting principles. Dividends and group contributions are recognised as other financial income.

Intangible fixed assets
Expenses relating to the development of intangible assets are recognised in the income statement as incurred.

Intangible assets that are acquired separately, are recognised at historical cost. Intangible assets acquired in a business combination, are recognised at historical cost when the criteria for balance sheet recognition have been met.

Intangible assets with a limited economic life are amortised on a systematic basis. Intangible assets are written down to the recoverable amount if the expected economic benefits are not covering the carrying amount and any remaining development costs.

At each year end, the Company assess whether there is any indication that the asset may be impaired. If there is any indication of impairment, an impairment test is performed, and the assets or the cash generating unit's recoverable amount is calculated. When the recoverable amount is less than the carrying amount, an impairment loss is recognised in the income statement.

Tangible assets
Tangible assets, with the exception of investment property and buildings, are valued at their cost less accumulated depreciation and impairment losses.

Assets under construction are classified as non-current assets and recognised at cost until the production or development process is completed. Assets under construction are not depreciated until the asset is taken into use.

Pension plans
The Company has a defined contribution plan for its employees. The Company's payments are recognised in the income statement as employee benefits expense for the year to which the contribution applies.

Share-based payments
The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The Company has a share-based option plan covering certain employees in senior positions. The method of settlement is at the discretion of the Company, and which is described in more detail in note 2. The share option plan is recognised as equity settled share-based payments as the practice of the Company is to settle in shares and not in cash.

Leases
The Company leases cars, properties and process equipment. Rental contracts are typically made for fixed periods of three to ten years but may have extension options. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the company under residual value guarantees
- the exercise price of a purchase option if the company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the company's exercising that option

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

Government grants
Government grants are recognised when it is reasonably certain that the Company will meet the conditions stipulated for the grants and that the grants will be received. Operating grants are recognised systematically during the grant period. Grants are deducted from the cost which the grant is meant to cover. Investment grants are capitalised and recognised systematically over the asset's useful life. Investment grants are recognised either as deferred income or as a deduction of the asset's carrying amount.

Use of Estimates
For items involving estimates, the degree of judgment is based on estimated assumptions. There is limited use of estimates in the financial statements.

Cash flow statement
The cash flow statement has been prepared and using the indirect method based on the liquidity position at the balance sheet date as of 31.12.2024. Cash and cash equivalents include cash, bank deposits, and other short-term credit facilities.

Changes in accounting policies and disclosures

The accounting policies adopted are consistent with those of the previous financial year. There are no standards or interpretations effective from 1 January 2024 that have had any material effect on the financial statements. Nor are there any new standards or interpretations with a future effective date that are expected to have any material effect.

2 – EMPLOYEE EXPENSES

See note 2 in the consolidated financial statements.

3 – OTHER OPERATING EXPENSES

(Amounts in 1000 NOK)	**2024**	**2023**
Legal	1 384	1 320
Audit Fees	344	402
Consultant fees	4 626	8 786
Listing fees	499	450
Recruitment	742	0
Licences	709	657
Internal projects	4 137	96
Other expenses	3 330	2 663
Total other operating expenses	**15 771**	**14 374**

Remuneration to auditor is allocated as specified below:

(Amounts in 1000 NOK)	**2024**	**2 023**
Statutory audits	344	231
Other assurance services	132	120
Other tax services 1)	174	1005
Total excl. VAT	**650**	**1 356**

1) In 2023 legal advice of 1 005 TNOK paid to EY Legal related to reorganization is reported under other tax services.

4 – PROPERTY, PLANT AND EQUIPMENT

See note 4 in the consolidated financial statements.

5 – INTANGIBLE ASSETS

See note 5 in the consolidated financial statements.

6 – ASSETS UNDER CONTRUCTION

31.12.2024		
(Amounts in 1000 NOK)	**2024**	**2023**
Cost:		
At 1 January 2024	5 244	82 209
Additions	12 970	20 684
Effect from demerger		(89 807)
Enova Grant		(7 842)
At 31 December 2024	**18 214**	**5 244**
Carrying amount at 31 December 2024	**18 214**	**5 244**

In Q2 2024 the In May 2023 the Company announced that it was evaluating strategic funding alternatives. Since then, the Company has significantly de-risked the commercial side of its business, matured key projects and entered into partnerships adding key strategic capabilities and financial capacities to support its growth-ambitions. In October the legal reorganizing of the Company, with a drop-down demerger of the large-scale Hønefoss project was completed to prepare for strategic partnerships, where regional renewable energy producer, Vardar subsequently acquired a 25 percent stake.

In July 2024 the grant was moved from Vow Green metals AS to VGM Operatør AS, which owns and operates the process equipment.

Governmental grants

Government grants are recognised when it is reasonably certain that the company will meet the conditions stipulated for the grants and that the grants will be received. Operating grants are recognised systematically during the grant period. Grants are deducted from the cost which the grant is meant to cover. Investment grants are capitalised and recognised systematically over the asset's useful life. Investment grants are recognised either as deferred income or as a deduction of the asset's carrying amount.

Enova has confirmed a government grant to support the Company's project for industrial production of biocarbon for metallurgical industry at Follum. In July 2024 the grant was moved from Vow Green metals AS to VGM Operatør AS, which owns and operates the process equipment. The grant is for 40 % of the total approved project cost but limited to MNOK 80.7. Grants will be paid in arrears based on agreed progress milestones in the project. 20% of the grant will be withheld until the final report has been submitted and approved by Enova. Grants of MNOK 38.5 has been received in June 2022 and grants of MNOK 7.8 has been received July 2023. This sums up to total grants of MNOK 46.3. No grants were withdrawn in 2024.

Vow Green Metals AS currently has two active and approved SkatteFUNN projects. The first project was approved in 2022, for an initial project period from 2022 to 2024. The project period has recently been extended to 2027. Expected total refundable tax credits from this project amounts to 4.1 million NOK. These are recognized in the financial statements as a reduction of book value in the intangible assets, and amounts to 0.3 million NOK booked in 2024. The second project was approved in 2024 for a project period from 2024 to 2027. Expected total refundable tax credits from this project amounts to 4.7 million NOK.

7 – ASSETS LEASE

See note 7 in the consolidated financial statements.

8 – CASH AND CASH EQUIVALENTS

(Amounts in 1000 NOK)	**2024**	**2023**
Bank deposits	11 559	37 597
Restricted cash1)	1 013	743
Total cash and cash equivalents	**12 572**	**38 341**

1) Restricted cash comprise of withheld taxes from employee salaries. 10 000 is held on a separate account to cover project liabilities.

9 – SHARE CAPITAL AND SHAREHOLDER INFORMATION

See note 9 in the consolidated financial statements.

10 – LONG TERM BORROWINGS

Long term borrowings		
(Amounts in 1000 NOK)	**2024**	**2023**
Vardar AS	0	50 000
Scanship AS	1 000	
Total long term borrowings	**1 000**	**50 000**

In November 2023, Vow Green Metals secured a long-term loan from Vardar AS of NOK 50 million. In May 2024, Vardar AS converted the NOK 50 million loan. The conversion price was NOK 1.863 per share~~.~~

Loan from Scanship relates to milestone 2 for the Early Production Equipment due for payment in June 2026.

11 – RELATED PARTIES

Balance with related parties:

(Amounts in 1000 NOK)		**2024**	**2023**
Receivables			
Vow Green Metals Follum AS	Current loan	1 190	1 081
VGM Operatør AS	Current loan	450	555
Vow Green Metals Follum AS	Trade	-287	
VGM Operatør AS	Trade	129	
Total receivables from associates		**1 482**	**1 635**

Liabilities			
VGM Operatør AS	Long term borrowings	3 437	3 124
Scanship AS	Trade creditors	301	-
Vow ASA	Current borrowings from associates	969	969
Scanship AS	Long term borrowings	1 000	-
Scanship AS	Other current liabilities	10 559	-
Total payables to associates		**16 266**	**4 092**

All balances for loans and borrowings include accrued interest

Receivables:
Loan to Vow Green Metals Follum AS is related to the drop-down merger in 2023

Liabilities:
Payables to Vow ASA is related to the acquisition of the development cost for the biocarbon plant at Hønefoss.
Long term liabilities to VGM Operatør relates to adjustments from the drop down merger in 2023.
Long term and current liabilities to Scanship AS is related to loan agreements for postponed payment of invoiced amounts related to the building of Line 7 at the Follum site.

Trade creditors to related parties are related to a service agreement entered into with Scanship AS. The service comprises of accounting and IT.

12 – PUBLIC DUTIES PAYABLE AND OTHER CURRENT LIABILITIES

See note 12 in the consolidated financial statements.

13 - INVESTMENT IN SUBSIDIARIES

31.12.2024 *(Amounts in 1000 NOK)*						
Company	**Date of acquisition/ incorporation**	**Country of incorporation**	**% Equity and voting share**	**Book value**	**Equity at 31. Dec. 2024**	**Profit for the year 2024**
VGM Operatør Holding AS	05.07.2024	Hønefoss, Norway	67 %	172 488	172 261	(1 303)

In July 2024, VGM Operatør Holding AS was established to build and operate Vow Green Metals AS' production plant through the subsidiaries VGM Operatør AS and Vow Green Metals Follum AS. Vow Green Metals AS owns 67 percent and Vardar 33 percent of VGM Operatør Holding AS.

14 – TAX

Specification of income tax:

(Amounts in 1000 NOK)	**2024**	**2023**
Income tax payable		-
Change in deferred tax	-	-
Total income tax expenses	**-**	**-**

Specification of temporary differences and deferred tax:

(Amounts in 1000 NOK)	**2024**	**2023**
Fixed assets	(395)	(74)
Leasing	7 739	(48)
Tax loss carryforward	(89 534)	(49 293)
Total temporary differences	**(82 190)**	**(49 415)**
Not recognised tax loss carry forward	(82 190)	(49 415)
Total basis for deferred tax	-	-
Net deferred tax liability (22%)	**-**	**-**

Reconciliation of effective tax rate:

(Amounts in 1000 NOK)	**2024**	**2023**
Profit before income tax	(35 616)	(24 439)
Expected income tax assessed at the tax rate for the parent company (22%)	7 836	5 377
Adjusted for tax effect of the following items:		
Permanent differences	(625)	(6)

Unrecognised deferred tax assets	(7 210)	(5 371)
Total income tax expenses	**-**	**-**

15 – EVENTS AFTER THE REPORTING PERIOD

On January 8, 2025, 100 percent offtake secured from the Hønefoss facility with biocarbon supply agreement for the remaining 25 percent production capacity signed with Finnish stainless-steel giant, Outokumpu OY.

On February 18, 2025, the Company secured bridge financing with a loan of NOK 15 million with DNB ASA and the extension of the duration of a NOK 5 million revolving credit facility with Sparebank 1 Sør-Norge ASA. The DNB ASA loan was guaranteed by Vardar AS, R Investment Company AS and Vow ASA, with NOK 5 million each. The Sparebank 1 Sør-Norge ASA agreement was guaranteed by Vow ASA. The guarantors received 10% of guaranteed amount as a one-time fee. All guarantees are valid for 6 months from February 14.

In February, the Company announced a short-term loan of 15 million with DNB ASA and extended the duration of a 5 million revolving credit facility with Sparebank 1 Sør-Norge ASA. On April 9, board member Geir Kulås resigned from his position with immediate effect.

On April 9, the Company announced that, due to extraordinary costs incurred, its cash runway was shorter than announced in February and that financing would be required immediately.

On April 11, the Company announced an extension on its 5 million credit facility with Sparebank 1 SR until June 2 which extended its cash runway until the end of April 2025. In the same message it highlighted the requirement for additional funding improve its liquidity and that 85 million to 105 million would be necessary to fund 12 months of operation. Furthermore, an additional 100 million was required to fund the next phase of the Hønefoss project.

On April 17, the Company entered into a transaction agreement with Obligo Nordic Climate Impact Fund AB (ONCIF), managed by Obligo Investment Management AS, regarding the sale of 2,143 shares in its subsidiary, VGM Operatør Holding AS. The shares were sold at a price of NOK 42,000 per share, resulting in gross proceeds of 90 million to the Company.

On 20 May 2025, the Company announced that it had entered into a transaction agreement with Midas Industri AS (”Midas”), a company indirectly owned by HitecVision New Energy Fund 2 SCSp. Midas intends to make a recommended voluntary cash offer to acquire all outstanding shares in the Company not already held by certain major shareholders who have agreed to roll over their shares into Midas.

The offer price is NOK 0.95 per share. The Company’s Board of Directors has unanimously resolved to recommend that shareholders accept the Offer. The recommendation is supported by a fairness opinion issued by Clarksons Securities AS.

The Offer is subject to, among other conditions, a minimum acceptance level of 90% and regulatory clearances.

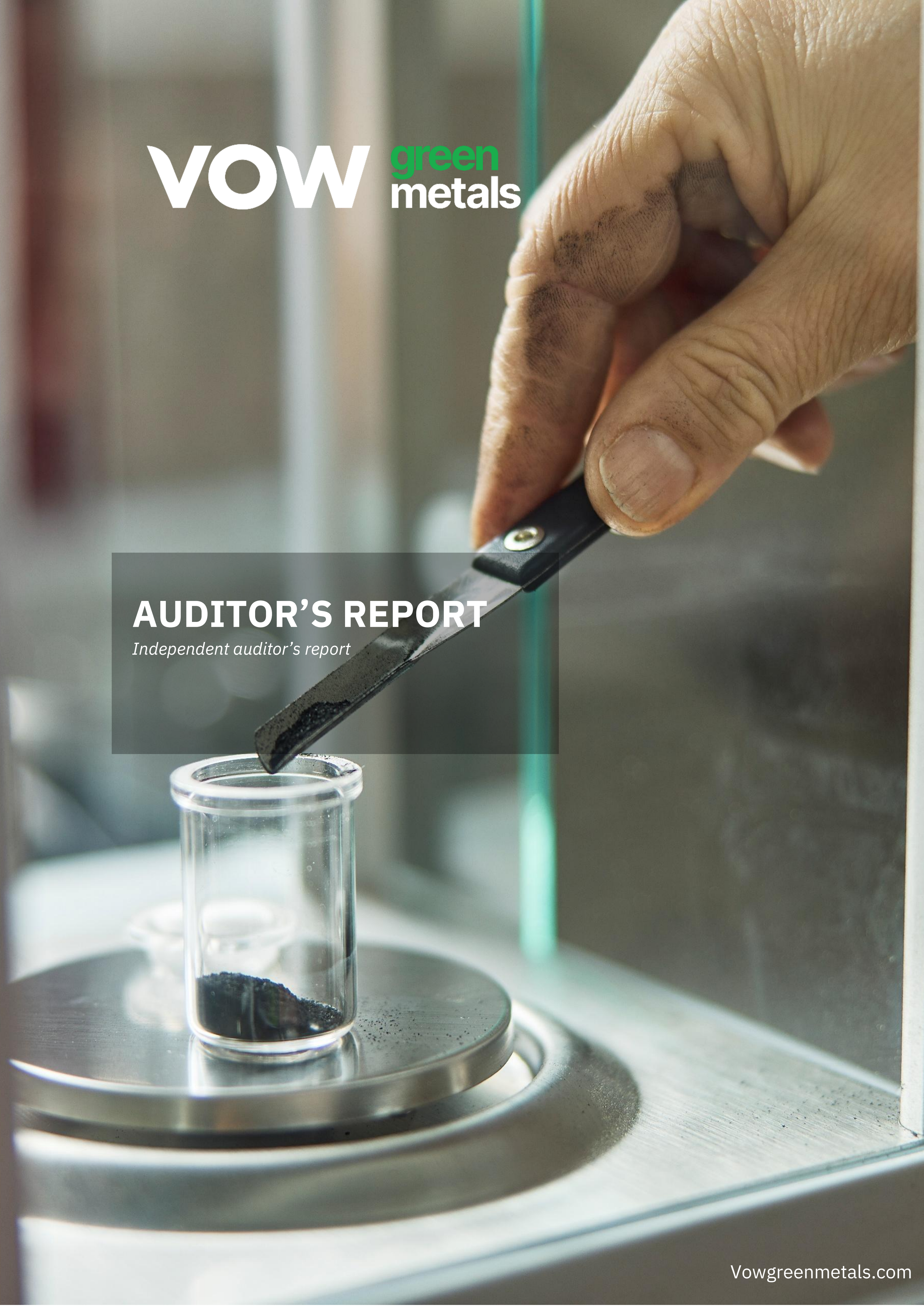
Concurrently with the HitecVision transaction, the Company terminated the previously announced Obligo transaction.

As a result of the termination, the Company became liable for transaction-related costs amounting to NOK 22.5 million, which are being financed through a convertible loan from VOW ASA, maturing on 20 August 2025. The loan gives the Company an option to convert to equity at NOK 0.40 per share if the Offer does not complete

At the time of completion of the offer Reiten Investment Company will receive a one-time payment of NOK 9.6 million for the termination of its mandate agreement. As part of the execution of this arrangement, Board Member Line Tønnessen resigned from the Board to ensure that the Board could for a quorum.

To ensure sufficient liquidity until the Offer closes or alternative financing is secured, the Company obtained the following funding:

- Extension of a NOK 5 million credit facility with SpareBank 1 Sør-Norge ASA.
- NOK 15 million facility from DNB Bank ASA.
- NOK 10 million bridge loan from DNB Bank ASA.
- Withdrawal of a NOK 35 million restricted cash obligation by DNB Bank ASA and Eksfin, subject to Offer completion.
- The above facilities are guaranteed by major shareholders including Vardar AS, R Investment Company AS, and VOW ASA.



AUDITOR’S REPORT

Independent auditor’s report

Vowgreenmetals.com

Statsautoriserte revisorer
Ernst & Young AS

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Medlemmer av Den norske Revisorforening

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To the General Meeting in Vow Green Metals AS

INDEPENDENT AUDITOR'S REPORT

Opinion

We have audited the financial statements of Vow Green Metals AS (the Company) which comprise:

- The financial statements of the Company, which comprise the balance sheet as at 31 December 2024, profit & loss and cash flow for the year then ended and notes to the financial statements, including a summary of significant accounting policies, and
- The financial statements of the Group, which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of income, consolidated statement of other comprehensive income, consolidated cash flow statement and consolidated statement of changes in equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024 and its financial performance and cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2024 and its financial performance and cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

Basis for opinion

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

Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. The board of directors and CEO (management) are responsible for the other information. Our opinion on the financial statements does not cover the information in the Board of Directors' report and the other information presented with the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the information in the Board of Directors' report. The purpose is to consider if there is material inconsistency between the information in the Board of Directors' report and the financial statements or our knowledge obtained in the audit, or otherwise the information in the Board of Directors' report otherwise appears to be materially

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misstated. We are required to report if there is a material misstatement in the Board of Directors' report. We have nothing to report in this regard.

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

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

Responsibilities of management for the financial statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or 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.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Oslo, 28 May 2025
ERNST & YOUNG AS

The auditor's report is signed electronically

Alexandra van der Zalm Bristol
State Authorised Public Accountant (Norway)

VOW green metals

SUSTAINABILITY

Promoting responsible business practises and respect for the environment, people and society

Vowgreenmetals.com

Environmental, Social and governance

Vow Green Metals' business is climate friendly at the core, as the Company paves the way for increased biocarbon supply to the metallurgical industry, enabling large-scale decarbonization of this critical hard-to-abate industry. Alongside progressing its core activities, Vow Green Metals promotes responsible business practices with respect to both the environment, people, and society. This means that the company works systematically on issues such as HSE (Health, safety and environment), non-discrimination, human and labour rights, anti-corruption, responsible sourcing, and responsible marketing practices. The Company respects fundamental human rights as described in international human rights conventions such as the UN Convention on Human Rights and the labour rights conventions of the International Labour Organization (ILO). To promote responsible business practices throughout the value chain, Vow Green Metals is facilitating good dialogue with its stakeholders.

Accelerating the green shift

Vow Green Metals is on a mission to accelerate the world's transition to renewable materials by offering viable green alternatives to replace fossil materials in the metallurgical industry. This industry accounts for close to ten percent of global CO_2 emissions and is recognized as a hard-to-abate industry. Sourcing biocarbon is one of few viable solutions to decarbonize this industry. In some parts of the industry, biocarbon is the only available and viable option to decarbonize. Vow Green Metals enables the metallurgical industry to join the green transition and achieve CO_2 neutrality by replacing fossil carbon with biocarbon derived from biomass and biomass waste streams such as wood waste and demolition wood.

UN Sustainable Development Goals

The United Nations' Sustainable Development Goals (SDGs) are a global call of action to end poverty, protect the planet and ensure that all people enjoy peace and prosperity. Vow Green Metals recognizes the importance of all 17 SDGs and aspires to contribute to all of them. Anchored in the Company's core business and corporate strategy, Vow Green Metals naturally prioritizes and puts special emphasis on the following four SDGs:

SDG 7 Affordable and clean energy
Vow Green Metals' circular biocarbon process produces significant amounts of clean energy, which can help decarbonize several industries, or be re-used in the Company's biocarbon production process.

SDG 9 Industry, innovation, and infrastructure
Vow Green Metals is leading the way in building a biocarbon industry which enables the metallurgical industry to replace fossil reduction materials with valuable biocarbon in their metal making processes

SDG 12 Responsible consumption and production
With our environmentally friendly and circular biocarbon production process, we add value to the biomass life cycle, and thus we are enhancing circular economy. We also use SDG 12 as guidance in our procurement practices.

SDG 13 Climate action
We are producing biocarbon and other green products to combat climate change by enabling hard-to-abate industries to decarbonize their production processes

Health, safety and environment (HSE)

Vow Green Metals works actively with health, safety, and environment (HSE). The Company is focusing on building a strong HSE culture within the organization to ensure the highest quality and safety standards. Vow Green Metals has good internal controls with a systematic, well-documented and targeted approach to HSE with the purpose of preventing undesirable incidents and ensuring a good working environment, low absence due to illness rate, good profitability, and keeping emissions to a minimum. The Company has strict requirements for HSE in selecting suppliers, and numerous instructions and procedures have been implemented throughout 2024 in the daily operational work to further support the Company's HSE performance.

Vow Green Metals has established clear targets for its HSE efforts, laid down in the Company's HSE handbook:

- No injuries or accidents of any kind
  - Injuries with absence = 0 per calendar year
  - Injuries without absence < 5 per calendar year
- Sickness leave below 5 percent
- The work tasks shall be meaningful, and we must have a productive working environment
- Processing of deviation reports and improvement proposals shall be completed within 30 days
- Waste sorting rate > 80 percent

In 2024 , absence due to illness was 0.7 percent, and no injuries were recorded.

Recycling rate exceeding 90 percent at the Hønefoss construction site

Vow Green Metals has a large-scale production facility under construction at Hønefoss. Minimizing the environmental footprint while building the production plant is a key target for the Company, and waste handling is monitored closely together with key suppliers. In 2024, more than 45 tons of waste was handled at site, and the project reached a recycling rate of 90,6 percent contributing to circularity of used materials.

Close collaboration: Vow Green Metals is collaborating closely with contractors and suppliers at the Hønefoss site.

Diversity and equal opportunities

The Company is working to prevent discrimination and to ensure equal opportunities for its employees regardless of gender, age, ethnicity, religion, belief, disability, pregnancy, parental leave, care responsibility, sexual orientation, gender identity, gender expression, or combinations of these grounds.

Gender and age composition

As of 31 December 2024, the Company had 19 employees, of which 4 women.

Employees per 31.12.24	Female	Male	Total
< 30	0	0	**0**
30-50	3	9	**12**
> 50	1	6[1]	**7**
Total	**4**	**15**	**19**

'[1] Include a > 50 in a 20 percent position

The board of Vow Green Metals AS consists of 5 persons, of whom 3 are women.

Board of directors	Female	Male	Total
30-50	1	0	**1**
> 50	2	2	**4**
Total	**3**	**2**	**5**

Materiality assessment

In January 2025 Vow Green Metals conducted a materiality assessment, highlighting the Company's view on what is considered the material impacts, risks and opportunities related to ESG for the business. In the following, material impacts, risks and opportunities are outline along the three categories, environmental, social and governance.

Environmental:

<u>Material impacts</u>

Carbon emissions: Reducing greenhouse gas (GHG) emissions in the metallurgical industry by replacing fossil-based reduction agents with biocarbon

Clean energy: Producing and utilizing clean energy as a byproduct of the biocarbon production facility enables further decarbonization of adjacent industries or cities

Biodiversity and land use: Under European market regulations, all biomass will be traceable to its origins. This will ensure sustainable sourcing of woody biomass to avoid deforestation, habitat destruction, and biodiversity loss.

Resource efficiency: Ensuring valorization of biomass, efficiently using biomass inputs to create high-value products, minimize waste and promote a circular economy.

Risks

Regulatory risks: Potential changes in environmental regulations on biomass utilization, emissions, and energy production could increase operational costs and affect the Company's ability to scale its production capacity with new production facilities.

Climate risk: Climate change causes changes in temperature and precipitation patterns increasing the risk of extreme weather conditions and related natural disasters. Key risks include floods, landslides, droughts, and extreme heat, which may impact feedstock supply with respect to price, volume, and quality.

Opportunities

Resource utilization and circular economy: Expanding operations may in the future also open for expanding the company's ability to utilize a wider range of biomass, e.g. lower-tier woody biomass, increasing the access to feedstock, reducing risk and cost in addition to increasing the Company's positive impact on the environment.

Broadening the decarbonization scope: Pyrolysis technology has a broad opportunity space and can be the starting point for bolstering the decarbonization of several industries, such as agriculture, special products, and more.

Social:

Material impacts

Community engagement: Positive contributions to the communities in which the Company operates, e.g. creating jobs utilizing industrial symbiosis and energy utilization.

Workforce safety: Ensuring safe operations and adherence to occupational health and safety standards.

Risks

Social license to operate: Potential opposition from communities if operations are perceived to harm local environments or disrupt livelihoods.

Opportunities

Job creation and increased economic activity: Supporting local economies through employment opportunities, purchasing of goods and services by the company, or partnering with local industry in relevant initiatives creating economic activity.

Stakeholder collaboration: Building long-term trust with communities, suppliers, and regulators through transparency and sustainable practices.

Governance:

Material impacts

Accountability: Good overview of the Company's ability to adhere to laws and regulations demonstrating accountability in its operations limiting the opportunity for adverse impacts

Risks:

Non-compliance: As the Company grows, failure to meet relevant regulations may lead to reputational or financial risks. Misrepresentation of environmental benefits could erode trust with investors and other key stakeholders

Opportunities:

Increased investor confidence: Further attracting ESG-focused investments and improving access to sustainable financing options

OUR APPROACH TO SUSTAINABILITY

With high ambitions within the area of sustainability, Vow Green Metals is committed to develop its approach to this important area as the business grows. The Company's efforts within the sustainability area will be progressed further in 2025 with a renewed materiality assessment to ensure that the sustainability work is focused on material issues based on business trends, potential risks, the interest of key stakeholders and the opportunities the business is facing. The Company will continue its efforts to get its policy framework in place to ensure that the sustainability work is implemented widely in the business.

BOARD OF DIRECTORS

Experienced Board actively supporting business growth

Narve Reiten

Chairman - dependent

Mr. Reiten is the founder of Reiten & Co and holds extensive investing and operational experience in the Nordic market. Mr. Reiten holds a Master of Business and Economics degree from BI Norwegian Business School and is a Certified Financial Analyst (CFA) from the Norwegian School of Economics (NHH). . He has holds several Board positions in private companies and is the main shareholder of R Investment Company AS.

Kari Stine Tærum

Board member - independent

Mrs. Tærum has broad experience from various positions within the renewable sector. She currently holds the position as Senior Engineer for R&D in REC Solar (previously Elkem Solar) where she also has held the positions as Operations Manager and Head of Production. Mrs. Tærum also has 17 years' experience from the cellulose industry with Hunsfos Fabrikker, where she inter alia held the positions as Production Manager and Technical Director. Tærum holds a degree in pulp technology from the Norwegian Institute of Technology and Science and a degree in analytical chemistry from the Agder District College.

Trude Sundset

Board member - independent

Mrs. Sundset has more than 30 years of experience from working within the energy sector, with a specific focus on technology, environment, and climate issues. Her extensive management experience includes business development, field development in the oil and gas sector and research management and development. Sundset has held various leading positions in Equinor and has been the CEO of Gassnova – the Norwegian state enterprise for CCS. Sundset holds a Master of Science degree in Technology Physical Chemistry from the Norwegian University of Science and Technology.

About Us

Decades of experience from project development and industrial operations

Vowgreenmetals.com

Cecilie Jonassen

Chief Executive Officer | CEO

Cecilie Jonassen has broad experience from valorising biomass on an industrial scale, and she shares Vow ASA's ambition on developing a company which will help entire industries decarbonise. Cecilie Jonassen has been a Director of Operations Support in the Norwegian paper manufacturing company Norske Skog, where she has held various positions in Germany and Norway since 2005. She has a Master of Science degree in chemical engineering from 2005 from NTNU, the Norwegian University of Science and Technology.

Jan Halvard Aas Møller

Chief Financial Officer | CFO

Jan Halvard Aas Møller has over 18 years of experience in finance and accounting. He has worked in managerial and executive positions in audit/consulting, shipping, and production. Most recently he was the CFO for Biozin, a company facilitating the production of renewable products from biomass. Mr. Møller holds a Master in Audit and Accounting from NHH, Norwegian School of Economics.

Trond Forseth

Chief Technical Officer | CTO

Trond Forseth has, from various manager positions at different Norske Skog mills, in Norway and Austria, extensive experience in developing and operating large process plants. Trond has breaking experience in developing and operating market-developing machines for 3D-printing of Titanium parts for aerospace. All positions have focused on reducing material use, cost, and environmental impact. He has a Doctor of Engineering Science degree in chemical engineering, 1997 at NTNU, the Norwegian University of Science and Technology, co-member of patents in 3D-printing, and is the author of scientific papers in paper making.

Gudmund Jensen

Managing Director Biocarbon Production Norway

Gudmund Jenssen has extensive operational and development experience from the Pulp and Paper industry valorising biomass. He has previously held the position as Head of Development at Norske Skog Saugbrugs, and has experience from working with biocarbon and carbon capture. He holds a Master of Science (MSc) in Chemical Engineering.

Håkon Nøstvik

VP Commercial and BD

Håkon Nøstvik has experience in developing growth strategies for industrial scale-ups, implementing commercial strategies and comprehensive market analysis from his time as a management consultant. He holds a Master of Science in Industrial Economics and Technology Management from NTNU, the Norwegian University of Science and Technology.

Cathrine Adolfsen

VP Projects

Cathrine Adolfsen has more than 20 years of experience from the process industry. She holds a B.Sc. in Chemical and process engineering from NTNU and is currently working on an MBA degree from Edinburgh Business School. Cathrine's project portfolio includes large scale industrial projects, including greenfield construction of an industrial production site, where she held a central role in following up all installation work, commissioning and ramp up of the production.


VOW green metals
Spearheading the development of a rapidly growing biocarbon industry
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