VOW

ANNUAL AND SUSTAINABILITY REPORT 2023

In Vow and our subsidiaries Scanship, C.H. Evensen and Etia we are passionate about preventing pollution. Our world leading technology and solutions convert biomass, sewage sludge, organic waste and end-of-life tyres into purified water, renewable energy and circular carbon products for a wide range of industries.

ABOUT VOW

World leading technology and solutions which bring value of waste and decarbonise industry

Vow's advanced technologies and solutions enable industry decarbonisation and material recycling. Biomass, sewage sludge, plastic waste and end-of-life tyres can be converted into clean energy, low carbon fuels and renewable carbon that replace natural gas, petroleum products and fossil carbon. The solutions are scalable, standardised, and thoroughly documented, and the company's capability to deliver is well proven.

Vow is a market leader in wastewater purification and valorisation of waste for the cruise industry. The company also has strong niche positions in the food safety, and in heat-intensive industries with a strong decarbonising agenda.

Located in Oslo, the parent company Vow ASA is listed on the Oslo Stock Exchange (ticker VOW).

VOW

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Vow ASA delivered advanced technologies for processing waste and purifying water to a number of cruise ships in 2023.

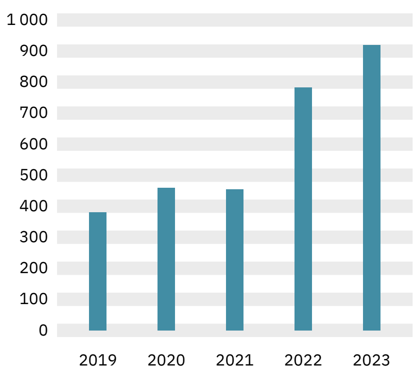
HIGHLIGHTS 2023

- Record high revenues, with all three business segments experiencing growth.
- Financial results impacted by reassessments of ongoing projects due to cost increases and inflation. The company has implemented a comprehensive cost savings program for 2024.
- Sale of Ascodero completed generating net cash proceeds of EUR 1.8 million.
- Significant demand for C.H. Evensen's large-scale pyrolysis solutions, which is increasingly being embraced beyond the metalurgic industry.
- Scanship announced several important contract wins, which signify the cruise industry's commitment to embracing clean technology.
- Extension order received from Vow Green Metals effectively doubling their production capacity at their biocarbon production plant in Hønefoss, Norway. The order is an extension of the equipment order received in October 2021, resulting in a new total contract value of NOK 332 million.
- Order backlog at the end of 2023 remained strong at NOK 1.0 billion.
- During the year, Vow has continued to demonstrate significant potential in industrial scale-up projects which have attracted the interest of several global industry players.
- Vow ASA was the winner of the Capgemini Nordic Sustainability Tech Award for its pyrolysis technology.

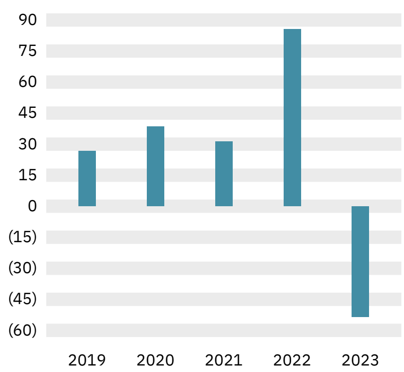
SUBSEQUENT EVENTS

- C.H. Evensen awarded contracts for a combined value of NOK 45 million with major European and Norwegian customers, of which several recurring.
- Scanship awarded contract with major European shipyard for combined value of EUR 19.3 million for delivery to one ship and option for a second. In addition, Scanship secured change order of EUR 2.1 million related to two other existing contracts in the backlog towards the same customer.

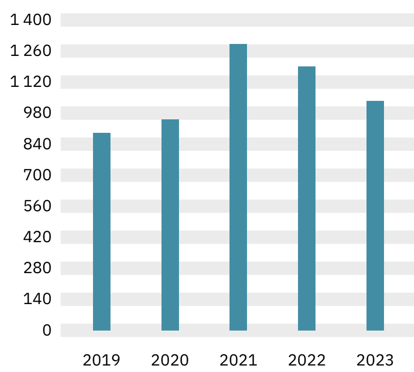
REVENUES
NOK million



EBITDA
NOK million



BACKLOG (at the end of the year)
NOK million



LETTER FROM THE CEO

Dear fellow shareholders,

As we reflect on the past year, it has been a period of significant challenges and opportunities. Despite our best efforts, we faced unexpected hurdles that led to additional costs in our projects and operating expenses soaring beyond our projections. While we experienced growth in certain areas, we also had to contend with the harsh reality of recording negative results.

The year 2023 was a challenging year for the company. Albeit this, we continued to grow our business and reached record high revenues. We have over the years and also in 2023 made investments in new technology and noted significant advancements across many markets. But, as we all know and as the report for the year shows, it has come with high costs. Still, we feel stronger than ever and we expect to see strong returns in the investments and processes initiated.

In parallel with our growth – we tripled our business from 2019 to 2023 – we have expanded the company in several dimensions. We have invested in people, in expertise, in technology, and in tools and infrastructure that improve our ability to manage risks, and which support more effective collaboration.

We are undergoing a tremendous transformation. The Vow that emerges is so much more relevant for green transformation of industries, a Vow which will mean so much more for our markets, our customers, and our investors.

A BUSY YEAR

In Maritime Solutions, we delivered 18 systems to cruise newbuilds and another 12 systems in commissioning. The Aftersales business continued to grow on the back of the large and increasing number of Scanship systems installed.

Several new cruise newbuild and retrofit contracts were awarded in 2023, including two wastewater purification systems and waste handling systems for three ships with delivery scheduled in 2024, 2025 and 2026 respectively.

In early 2024, Vow secured a further contract with a major European shipyard to deliver technology on what will be one of the world's largest cruise ships under construction. Delivery is scheduled for 2024. This contract includes options for similar deliveries to a sister ship in 2025.

In Industrial Solutions, revenues in heat solutions more than doubled from the year before, as high energy costs and costs of emissions drove heat intensive industries across Europe to intensify their efforts to decarbonise and electrify their processes.

With all permits in place, activity picked up on the Rhode Island biochar project with Quonset Soil Solutions from mid-year, and Vow Green Metals progressing with Phase II at its Hønefoss (Follum) plant with additional substantial delivery of pyrolysis technology.

FINANCIAL RESULTS

Despite the high activity and record high revenues, the financial results for 2023 were far from satisfactory. We saw inflation and increased costs affect ongoing projects. We had to cope with supply chain constraints. And we spent a substantial amount of time and resources on tenders and business development activities, only to experience that interest rates and higher cost of capital caused our partners and prospective customers to postpone final investment decisions.

Fortunately, a strong foundation for the future is still in place. We have undertaken a thorough and critical review of our project portfolio. We have implemented a comprehensive cost savings programme for 2024, and together with signing new contracts we are now cautiously and with determination navigating towards our target of delivering a 15 per cent EBITDA margin from 2025.

Vow ASA is working with Green Development LLC and Quonset Soil Solutions to build a new state-of-the-art biochar and renewable energy facility. CEO Henrik Badin (left) and COO Jonny Hansen visited the plant in 2023.

MARKETS AND PROSPECTS

2023 brought about significant development in our markets, both in cruise, which has been the backbone of our business for many years, and in new industries.

We are pleased, and honoured, that cruise operators are increasingly keen to invest in Vow's zero emission technologies. Our clean ship solutions have been available and high in demand for many years. With our most recent technology, trendsetting customers are able to valorise residues from wastewater and food waste into biochar and energy, bringing the cruise industry one step closer to full circularity.

There are trendsetters in other industries, too. In metals, Outokumpu, a global leader in sustainable stainless steel, has committed to extensive use of biocoke, and acquired an equity stake in Envigas, a Swedish producer of biocoke. In Norway, Elkem, a leading provider of advanced silicon-based materials has confirmed a long-term supply agreement for biocarbon with Vow Green Metals. We note with pride that both Envigas and Vow Green Metals are relying on Vow's technology.

We continue to pursue opportunities within end-of-life tyres (ELT). Together with Itochu subsidiaries ETEL and Murfitts Industries, we are completing design of the first ELT recovery plants, likely to be built in the UK. For an international customer, we are designing a plant for treatment of sewage sludge and elimination of PFAS pollution as basis for the customer's investment decision. Similarly, we are waiting for our partner and potential customer to make its investment decision and proceed with the Caribbean Carbon Refinery® project announced last year.

Where we previously had an addressable market equivalent to what we delivered in revenue last year, our opportunities are now multiplied. Today, we are developing new projects with the potential to increase our current order book tenfold in the coming years.

MAKING US MORE RESILIENT

While we wait for our customers and partners to make their investment decisions and initiate projects that we have developed together, we adjust and streamline our company to what our project portfolio and order backlog provide in terms of expected margins and cashflows.

Our uncompromising review of our project backlog has resulted in much improved visibility and certainty of the future. We have intensified project reviews with focus on risks, supply chain management, and cost control to ensure timely delivery of technology, systems and services at agreed costs and quality.

We are training staff and have streamlined and simplified our procedures and our operational setup, all to ensure a more efficient delivery model. We have invested in technology and become much more relevant across a wide range of industries.

We enjoy the trust of highly valued customers and have committed teams of first class and resourceful people. We are supported by Norway's largest bank and long-term strategic shareholders who provide much welcome and constructive feedback and discussions in the board room.

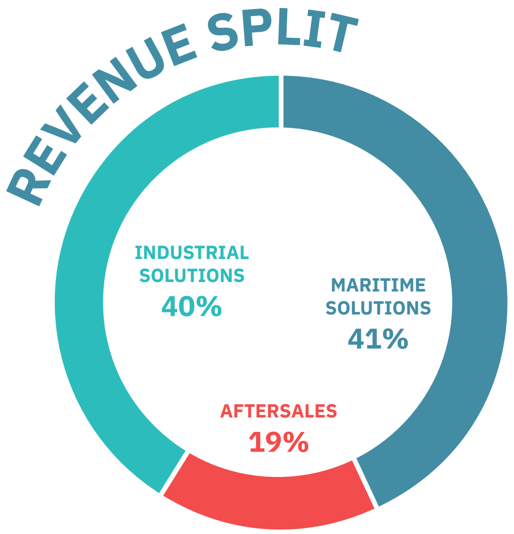
We thank you all for your continued support.

Best regards,

Henrik Badin
CEO of Vow ASA

BUSINESS SEGMENTS

Vow's operations are organised across three business segments: Industrial Solutions, Maritime Solutions and Aftersales.



INDUSTRIAL SOLUTIONS

The Industrial Solutions segment consists of the subsidiaries Etia and C.H. Evensen. The segment offers proven solutions for turning waste into valuable green products and climate friendly energy, solutions for food sterilisation, and systems for mineral processing.

Etia provides a solid foundation for delivering solutions to rapidly growing segments such as biocarbon and end-of-life tyres. Through Etia's operations and specific landbased activities in Norway, Vow's Industrial Solutions segment designs and provides systems to valorise biomass residues and waste into renewable products, chemicals and fossil free energy through pyrolysis solutions.

In 2022, Vow acquired C.H. Evensen, a specialist in energy efficient solutions for heat treatment processes. C.H. Evensen develops, designs and fabricates industrial furnaces and equipment. C.H. Evensen delivers the large-scale pyrolysis reactor (5mt) which is revolutionary of its kind.

MARITIME SOLUTIONS

The Maritime Solutions segment is mainly based on Scanship's operations and includes the sale of wastewater purification, garbage handling, food waste treatment and sludge processing solutions for the cruise industry. Systems are sold either to shipyards for newbuild constructions or as retrofits to operating ships. When delivering to shipyards, the yard installs the systems with supervision from Vow, through the Scanship operations.

When systems are delivered to shipowners for operating ships, they are delivered as retrofit solutions, where Scanship is responsible for installation. All systems delivered are commissioned by Scanship personnel undergoing complete compliance testing. Production of Scanship systems is outsourced to subcontractors.

Vow is a market leader within wastewater purification and valorisation of waste for the cruise industry.

AFTERSALES

The Aftersales segment is mainly related to the Maritime Solutions segment and the Scanship operations, and comprises all activities related to the sale of spares and consumables, as well as service on systems delivered. Scanship has an increasing base of systems installed on the fleet of cruise vessels worldwide, which in turn strengthens and builds the recurring revenue stream from the Aftersales segment.

Scanship offers service and operational assistance on board cruise ships through its service department with experienced engineers and senior personnel, covering the complete lifecycle of its systems and assisting cruise owners in achieving cost efficient operations. The Aftersales and service department is handled both through the operations in Norway and through Scanship Americas Inc. in Fort Lauderdale, USA.

Vow ASA's Maritime Solutions segment include the sale of wastewater purification, garbage handling, food waste treatment and sludge processing solutions for the cruise industry.

BOARD OF DIRECTORS' REPORT 2023

In 2023, high activity levels in all business segments generated record-high revenues for Vow. Regrettably, the year was also characterised by reassessments of project accounts, inflation and balance sheet items which had a significant impact on profitability. We experience that market fundamentals remain strong, and several new contracts were awarded during the year resulting in an order backlog of NOK 1.0 billion at year-end. During the year, Vow launched a comprehensive cost savings programme for 2024, and the company is currently adapting and streamlining its operations to position Vow for the future.

In 2023, Vow reported record high revenues of NOK 918.5 million, corresponding to a 17 per cent increase from 2022. All business segments contributed to the progress, in particular Aftersales and Industrial Solutions. The Aftersales segment benefited from higher demand as cruise ships around the world continued to ramp up operations throughout 2023. The Industrial Solutions segment reported good progress driven by the extended order with Vow Green Metals for delivery of equipment and engineering to the Follum plant and Rhode Island project with Quonset Soil Solutions. In addition, C.H. Evensen has continued its strong order intake.

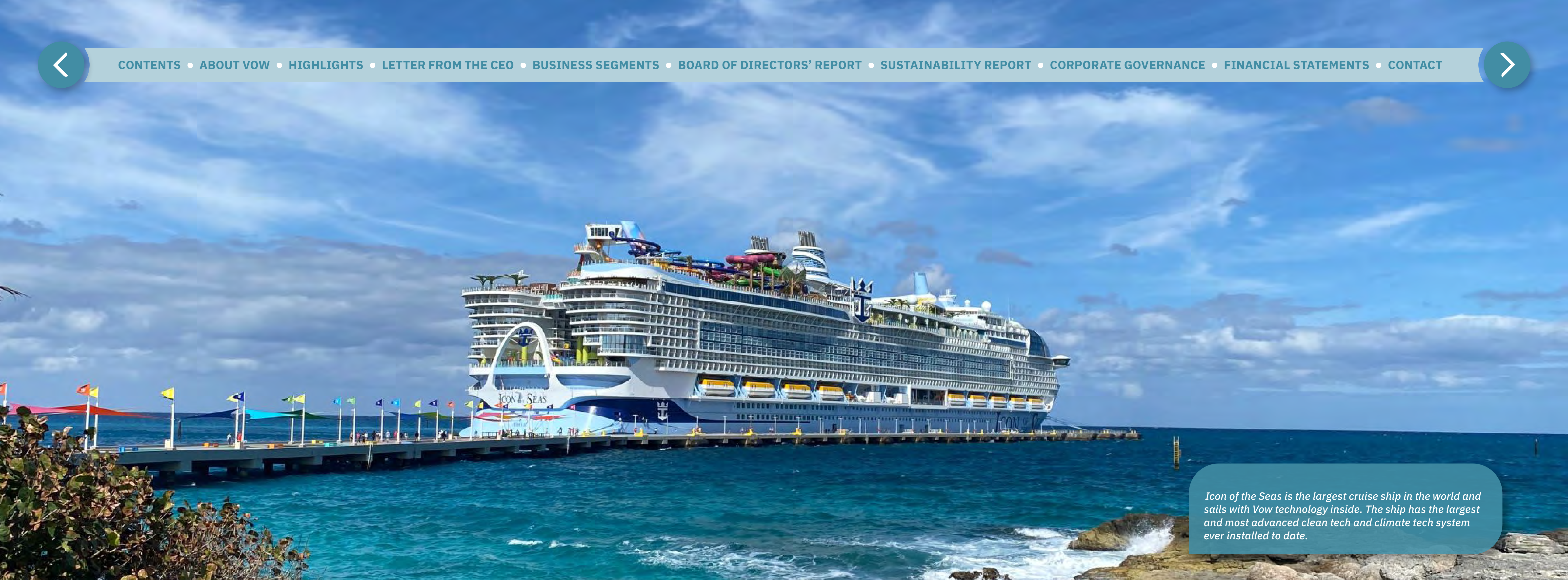
Aftersales recorded an improved EBITDA for 2023 compared with 2022, whereas the Maritime Solutions and Industrial Solutions segments had negative developments. For Maritime Solutions, the lower revenue level in the second half of the year was primarily related to the phasing of the newbuilding and retrofit projects and the timing of equipment deliveries from Scanship, as well as reassessments of project accounts. Cost prognosis for the company's contract portfolio was adjusted due to inflation and cost increase, in effect elevating costs and reversing revenue. While the adjustment led to a reduced margin in the second half of 2023, it has established a normalised margin for future periods. For Industrial solutions, the overall profit was impacted by costs related to tendering, project development and building capacity in anticipation of orders in new industry verticals.

For the full year, EBITDA came in at negative NOK 54.7 million, representing a margin of negative 6.0 per cent, compared with NOK 85.5 million and a margin of 11.0 per cent for 2022.

During the past year, significant new signals have been heard and seen from leading industrial players, which confirm the rationale behind the decisions and investments made to position Vow for the future. The company continues to experience high activity on technology scale-up, project development and feasibility studies together with potential customers and partners, which are expected to result in significant business opportunities in the coming years.

All in all, Vow has identified a pipeline of around 80 large projects, with total investments exceeding NOK 25 billion, that can drive future growth and value creation. The company is well positioned and is currently adapting and streamlining its operations to ensure that it can capture as many of these opportunities as possible.

Even if growth opportunities are significant, the company is now executing on a comprehensive cost saving program. This in turn will create value for Vow's customers, profitable and meaningful job opportunities and return on investments for shareholders. 2023 and 2024 will be years of transition.



Icon of the Seas is the largest cruise ship in the world and sails with Vow technology inside. The ship has the largest and most advanced clean tech and climate tech system ever installed to date.

OVERVIEW OF THE BUSINESS

The board of directors' report for the Vow Group ("Vow" or "the group") encompasses Vow ASA ("the parent company") and all subsidiaries and associated companies.

Business and location

Vow develops and delivers world-leading technology and solutions to bring an end to waste and help industries decarbonise – solutions that are required to combat climate change and create a cleaner world.

Vow's solutions purify wastewater and convert biomass and waste into valuable resources, generating CO_2-neutral energy and biocarbon that decarbonise industrial processes. Customers are represented in maritime and a wide range of landbased industries and utilities. Vow's solutions are scalable and standardised, and the company has proven its delivery capabilities. Many of the group's solutions are also patented.

The Vow Group is headquartered in Lysaker, just outside Oslo, Norway. The parent company, Vow ASA, is a Norwegian public limited liability company listed on the Oslo Stock Exchange (ticker: VOW), with employees in Norway, France, Poland, the US and Italy. The group has offices in Tønsberg (Norway), Fredrikstad (Norway), Davie in Florida (USA), Troutdale in Oregon (USA), Gdynia (Poland), Compiègne (France) and Bouzincourt (France), and warehouse facilities in Tønsberg, Bouzincourt and Davie.

The group's main activities are engineering, procurement, and project management, R&D, sales & marketing.

The group is organised across three operating segments:

- Industrial Solutions
- Maritime Solutions
- Aftersales

Maritime Solutions and Aftersales are mainly based on Scanship operations, while the Industrial Solutions segment is based on specific landbased operations in Norway (through Scanship), ETIA and C.H. Evensen.

Maritime Solutions includes the sale of wastewater purification, garbage handling, food waste treatment and sludge processing solutions for the cruise industry. Systems are sold either to shipyards for newbuild constructions or as retrofits for operating ships. When delivering to shipyards, the yard installs the systems with supervision from Vow through the Scanship operations. When systems are delivered to shipowners for ships in operation, they are delivered as retrofit solutions, where Scanship is responsible for installation. All delivered systems are commissioned by Scanship personnel undergoing complete compliance testing. Production of Scanship systems is outsourced to subcontractors. Vow is a market leader within wastewater purification and valorisation of waste for the cruise industry.

The Aftersales segment is related to the sale of spare parts and consumables, as well as service on delivered systems. As the number of delivered systems increases, the market for Aftersales grows.

Industrial Solutions is based on specific landbased operations in Norway (through Scanship), ETIA and C.H. Evensen, and designs and provides systems to valorise biomass residues and waste into renewable products, chemicals, and fossil free energy through pyrolysis solutions. In addition, the segment offers proven solutions for turning waste into valuable green products and climate friendly energy, food sterilisation and debacterisation, and plants for mineral processing, which are used throughout the industry.

Vision, values, and target markets

Vow has a profound passion for climate change mitigation and the prevention of pollution.

The group has strong values as guidelines for its business conduct:

- Trust is a key building block of the Vow culture
- Responsible business conduct is fundamental for all we do

- Inclusive towards each other, partners, and stakeholders
- Passionate about preventing pollution, giving waste value, and mitigating climate change

Subsidiaries in the Vow Group jointly target all markets where pyrolysis can be deployed to convert organic waste, biomass, plastic, and polymers into energy, fuels, biogenic materials, or molecules to decarbonise energy, capture carbon, valorise waste and create end-of-waste solutions.

IMPORTANT EVENTS

New CFO
In March 2023, it was announced that Tina Tønnessen had been appointed chief financial officer (CFO) 1 May 2023.

Sale of Ascodero
During the period, Vow completed the sale of Ascodero, a specialised robotics company owned by the French subsidiary ETIA. Net cash proceeds from the transaction were used to prepay debt in January 2024.

Extension with VGM
Vow received an order from Vow Green Metals (VGM) to enhance production capacity at its biocarbon production plant in Hønefoss, Norway. This is an extension to the equipment order received in October 2021, resulting in a new total contract value of NOK 332 million. The expansion includes the addition of a new process line, effectively doubling the factory's capacity to up to 20 000 tons of biocarbon annually.

In November, the first biocarbon was successfully produced at the Hønefoss plant as part of the hot commissioning of the early production line. This marked an important milestone for the project. The plant is built around Biogreen pyrolysis reactors from Vow's subsidiary ETIA. Also important for Vow as shareholder was that VGM confirmed partnerships with and funding from energy producer Vardar and governmental enterprise Siva.

Carbon Refinery in the Caribbean
Vow signed a long-term cooperation agreement and equipment supply agreement and has been selected to be the exclusive provider for large-scale Carbon Refinery projects expected to break ground in the Caribbean in 2024. The agreements are entered into with Circon Energy LLC and its sister company ReCO_2 LLC, respectively. The first of multiple projects under development will deploy 19 lines of Vow's equipment, including the C.H. Evensen large-scale pyrolysis reactor, to process feedstocks into low-carbon fuels, biochar and recovered carbon black without any direct emissions.

End-of-life tyres progressing
The end-of-life tyres scale-up, in collaboration with ETEL subsidiary Murfitts Industries, is progressing as planned with design work ongoing for the first ELT plants, likely to be in the UK. The test facility in Lakenheath continues to produce recovered black for qualification with big tyre manufacturers.

US milestone
Vow's agreement with US-based Quonset Soil Solutions, LLC, an affiliate of Green Development, for delivery of a complete biochar and renewable energy system valued at USD 27 million, reached a major milestone in July 2023. This is the second largest single contract signed by Vow to date, and a significant breakthrough in circular biochar solutions.

Renewed financing
In the third quarter, Vow secured NOK 620 million in long-term funding to expand operations for large-scale industry projects. The debt package was being used to refinance existing loans and support the company's planned growth and working capital needs.

EVENTS AFTER THE BALANCE SHEET DATE

Vow subsidiary C.H. Evensen continues to prove its relevance in the heat intensive industry sector. In first quarter 2024, it has been awarded contracts for a combined value of NOK 45 million with undisclosed blue chip recurring customers in Europe, as well as Norwegian industrial groups Norsk Hydro and SINTEF.

Vow subsidiary Scanship AS was awarded a contract with a major European shipyard, for delivery of technology on what will be one of the world's largest cruise ships under construction. The combined value is EUR 19.3 million for delivery to the first ship in 2024 and the option to deliver to a second ship in 2025. In addition, Scanship secured EUR 2.1 million change order to two existing contracts in the company's backlog towards the same customer. The change order was related to existing contracts in the company's order backlog. With this change order, the total scope of the largest contract now amounts to EUR 10.4 million, ranking it as the largest single technology supply contract ever awarded to Scanship for a cruise ship under construction.

The long-term financing secured during Q3 2023 was amended in February 2024 with updated covenants and repayment schedule (please see note 13 for further details).

PROJECT ORDER BACKLOG

Vow had a total order backlog of NOK 1 034 million at 31 December 2023, compared with NOK 1 145 million at the end of the first half of the year and NOK 1 190 million at the end of 2022. Of the total backlog, NOK 584 million relates to the Maritime Solutions segment, while the remainder, NOK 450 million, relates to the Industrial Solutions segment.

GOING CONCERN

The annual financial statements for 2023 have been prepared on the assumption that Vow is a going concern under section 3-3a of the Norwegian Accounting Act. The assumption is based on the group's backlog, financial position, forecasts for the years ahead and ability to comply with requirements set out in the loan agreement. In the board's opinion, the group's financial position is adequate and the conditions required for continuation as a going concern are hereby confirmed to exist.

FINANCIAL REVIEW

The following financial review is based on the consolidated financial statements of Vow ASA and its subsidiaries. The statements have been prepared in accordance with the IFRS Accounting Standards as adopted by the European Union (EU) and in accordance with the Norwegian Accounting Act. In the view of the board, the income statement, the statements of comprehensive income, changes in equity and cash flow, the statement of financial position, and the accompanying notes provide sufficient information about the operations, financial results and position of the group and the parent company at 31 December 2023. Vow reports its operations in three segments: Maritime Solutions, Aftersales and Industrial Solutions. Further comments are provided under each of the business segments.

Consolidated statement of income
Revenues for the group amounted to NOK 918.5 million for 2023, up from NOK 782.8 million recorded for 2022. The increase in revenue is driven by growth in all segments, with significant progress in all segments. In the Maritime Solutions segment, revenues grew 5 per cent to NOK 375.5 million. The Aftersales segment grew revenues by 49 per cent to NOK 178.5 million in 2023 and continued its strong post-pandemic recovery. In the Industrial Solutions segment, revenues grew 20 per cent from 2022 to NOK 364.5 million. The revenue development is further described under the description for each of the business segments below.

Gross margin was recorded at 28.1 per cent for 2023, down from 37.8 per cent in 2022. The decrease in gross margin is mainly related to reassessment of ongoing projects due to cost increases and inflation.

The Vow Group has seen significant revenue growth over the past few years. This has resulted in a general increase in the operating expenses, following a larger and more complex organisation, as well as investments in future growth.

Vow improved its operational efficiency considerably over several years, however the companywide EBITDA margin declined from 2022 to 2023.

While Aftersales recorded an improved EBITDA for 2023 compared with 2022, the Maritime Solutions and Industrial Solutions segments had negative developments.

For Industrial solutions, the overall profit was impacted by costs related to tendering, project development and building capacity in anticipation of orders in new industry verticals.

For Maritime Solutions, the lower revenue level in the second half of the year was primarily related to the phasing of the newbuilding and retrofit projects and the timing of equipment deliveries from Scanship. Cost prognosis for the company's contract portfolio was adjusted due to inflation and cost increase, in effect elevating costs and reversing revenue.

For the full year, EBITDA came in at negative NOK 54.7 million, representing a margin of negative 6.0 per cent, compared with NOK 85.5 million and a margin of 11.0 per cent for 2022. The decline is related to the change in project prognosis and higher cost of operations.

Depreciation and amortisation amounted to NOK 52.2 million for the full year of 2023, compared with NOK 32.2 million for 2022. The increase in 2023 is related to the new office rental agreement in Tønsberg, and depreciation of new ERP system and finalised development projects.

Net financial items for 2023 were recorded with a net financial expense of NOK 51.3 million, compared with a net financial expense of NOK 31.1 million for 2022. The net financial items include Vow ASA's share of net profit from the associated company VGM excluding internal gain effects, recorded as a financial cost of NOK 21.2 million, compared with a financial cost of NOK 22.1 million for 2022.

Net other financial items in 2023 were recorded with a financial cost of NOK 30.1 million, compared with a financial cost of NOK 8.9 million for the same period in 2022. The increase in 2023 is mainly related to is increased interest payments as well as currency effects.

The result before tax for the Vow Group came in at negative NOK 158.2 million for 2023 compared with NOK 22.3 million for 2022.

The group had income tax gain of NOK 6.0 million for 2023, compared with income tax expenses of NOK 7.9 million for 2022. In sum, this provided the group with a loss for the year of NOK 152.3 million, compared to a profit for the year of NOK 14.4 million in 2022.

Cash flow

Operating activities generated a net cash outflow of NOK 0.6 million for 2023, compared with an outflow of NOK 72.2 million for 2022. The increase in 2023 is mainly due to release of working capital (work in progress).

Investing activities in 2023 generated a cash outflow of NOK 99.9 million, compared with a cash outflow of NOK 142.1 million in 2022. The cash outflow in 2023 was primarily related to investments in R&D and intangible assets to further strengthen and develop the Industrial Solutions segment, which were partly offset by net proceeds from the sale of Ascodero of approximately NOK 20.0 million. For the full year 2023, investments made within intangible assets and fixed assets amounted to NOK 120.3 million compared with NOK 117.1 million for the full year 2022.

Financing activities in 2023 generated a positive cash flow of NOK 115.2 million, following the renewed long-term financing drawn up in August. In 2022, financing activities generated a positive cash flow of NOK 114.6 million.

Financial position

At 31 December 2023, Vow had total assets of NOK 1 535.1 million, compared with NOK 1 452.4 million at the end of 2022. The increase in the total balance sheet of the group follows the significant increase in the activity and revenue level in all business segments during 2023.

The issued share capital of Vow ASA is NOK 10 737 621.4385 consisting of 114 840 871 fully paid shares, each with a par value of NOK 0.09350.

In August 2023, Vow secured NOK 620 million long-term financing with DNB. The debt package consists of a NOK 380 million term loan, a NOK 160 million overdraft facility and a NOK 80 million trade finance facility. The debt package was used to refinance existing loans and support the company's planned growth and working capital needs. The facilities have been amended with updated covenants and repayment profile (please see note 13 for further details). In addition to the above, C.H. Evensen has a bank overdraft facility with a limit of NOK 25 million.

The term loan will be classified as "green financing" within the DNB Sustainable Product Framework. This framework includes a verification by DNV, the assurance and risk management company, and is based on the international Green Loan Principles (GLP).

By providing such green financing, DNB is supporting Vow's contribution to the energy transition and transformation of industry.

At the end of December 2023, Vow had total equity of NOK 396.4 million, representing an equity share of 25.8 per cent, compared with NOK 530.6 million at the end of 2022, representing an equity share of 36.5 per cent.

The board is of the opinion that the group has adequate funds to meet its financing needs for further growth in the next 12 months.

Segments

The Vow Group is organised across three operating segments: Industrial Solutions, Maritime Solutions and Aftersales. The segment Maritime Solutions includes sales of systems to shipyards for newbuild constructions or to ships in operations as retrofits, while Aftersales are related to the sale of spares and consumables, as well as service on delivered systems. Industrial Solutions designs and provides systems to valorise biomass residues and waste into renewable products, chemicals, and fossil free energy through pyrolysis solutions. In addition, the segment offers proven solutions for turning waste into valuable green products and climate friendly energy, food sterilisation and debacterisation, and plants for mineral processing, which are used throughout the industry.

At the Biochar Summit 2023, Vow ASA brought a manual batch pyrolysis system to demonstrate the amount of energy produced in a pyrolysis process – and to create coal for the bbq party. See also picture on page 4.

Industrial Solutions

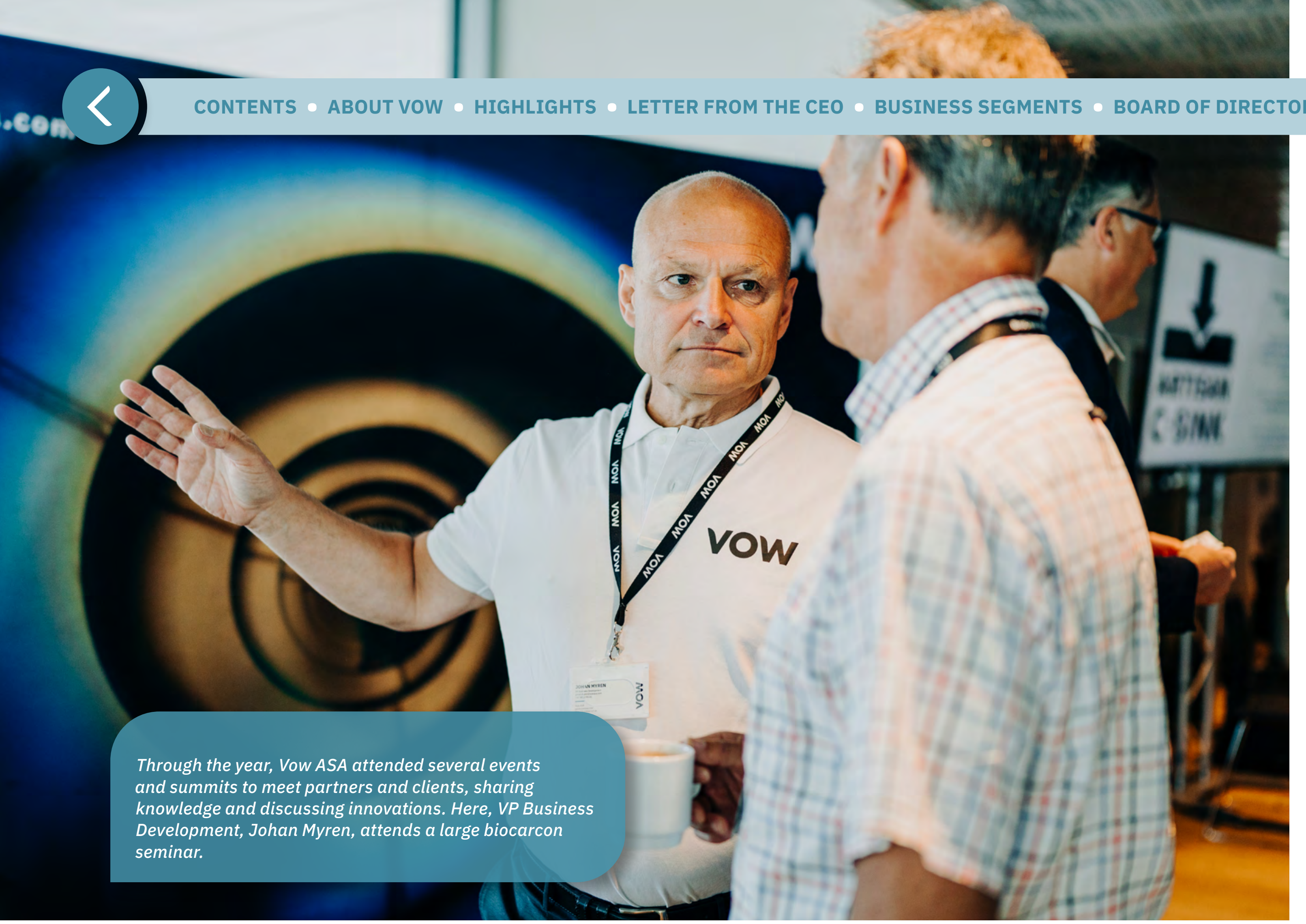
NOK million	**2023**	2022
Revenues	**364.5**	304.3
EBITDA before non-recurring items	**-12.5**	37.7
EBITDA before non-recurring items margin (%)	**-3.4%**	12.4%
Backlog	**450**	441

Revenues for the Industrial Solutions segment amounted to NOK 364.5 million for 2023, up from NOK 304.3 million for 2022. The progress is driven by the extension of the order with Vow Green Metals for delivery of equipment and engineering to the Follum plant and Rhode Island project with Quonset Soil Solutions.

The acquisition of C.H. Evensen has significantly increased the revenue base for Vow's Industrial Solutions segment. Vow has also made substantial investments in the ETIA operations, operating expenses, and R&D investments in order to grow both the revenue base and the profitability of the segment.

EBITDA for the segment came in at negative NOK 12.5 million, compared with NOK 37.7 for 2022.

Order backlog for the Industrial Solutions segment amounted to NOK 450 million at the end of 2023, compared with NOK 441 million at the end of 2022.



Through the year, Vow ASA attended several events and summits to meet partners and clients, sharing knowledge and discussing innovations. Here, VP Business Development, Johan Myren, attends a large biocarcon seminar.

Maritime Solutions

NOK million	**2023**	2022
Revenues	**375.5**	358.6
EBITDA before non-recurring items	**11.8**	76.9
EBITDA before non-recurring items margin (%)	**3.1%**	21.4%
Backlog	**584**	749

Revenues in the Maritime Solutions segment amounted to NOK 375.5 million for 2023, compared to NOK 358.6 million in 2022. Revenues from Maritime Solutions continue to grow on a long-term basis as the cruise industry is regaining speed and cruise liners place new orders for Vow to deliver solutions for cleaner oceans. The revenue level within Maritime Solutions is primarily related to the phasing of the newbuilding and retrofit projects and the timing of equipment deliveries from Scanship, as well as reassessments of project accounts.

EBITDA before non-recurring items for the segment came in at NOK 11.8 million for the year, representing a margin of 3.1 per cent, compared with NOK 76.9 million for 2022, equivalent to a margin of 21.4 per cent.

Order backlog for segment Maritime Solutions was NOK 584 million at the end of the year, compared with NOK 749 million at year-end 2022.

Operational activity for Vow's subsidiary Scanship AS continued on a high level in 2023, with major system deliveries to 18 cruise newbuilds and 3 retrofit projects. In addition, Scanship commissioned 12 newbuild projects in the year.

Aftersales

NOK million	**2023**	2022
Revenues	**178.5**	119.9
EBITDA before non-recurring items	**22.2**	14.0
EBITDA before non-recurring items margin (%)	**12.5%**	11.7%

Revenues for the Aftersales segment came in at NOK 178.5 million for 2023, a 49 per cent increase from the NOK 119.9 million reported for 2022. The increase was driven by continued recovery in the cruise industry after the covid-related travel restrictions, as ships around the world have resumed normal operations. With more newbuilds being delivered to the market with Vow systems, the market for sales of spares, consumables and service grows.

EBITDA before non-recurring items for the segment showed an improvement from last year's profit of NOK 14.0 million, to a profit of NOK 22.2 million in 2023. The improvement was driven by the higher revenue base in the year.

Parent company and allocation of net profit

The parent company, Vow ASA, primarily has administrative costs related to the listing at Oslo Stock Exchange, audit and legal fees, remuneration of the board and certain operating costs related to the development of the Industrial Solutions business segment. The operating result for 2023 was recorded at a loss of NOK 29.5 million compared with a loss of NOK 27 million for 2022. The main reasons for the higher operating costs in 2023 are the costs incurred to further strengthen and develop the landbased operations.

Net financial items for 2023 were recorded with a net financial income of NOK 6.2 million, compared with a net financial cost of NOK 6.8 million for 2022.

The result for the year ended at negative NOK 43.9 million for 2023, compared with negative NOK 27.5 million for 2022. The parent company had total assets booked at a value of NOK 951 million at 31 December 2023, compared with NOK 923.5 million at the end of 2022. The parent company had total equity of NOK 561.6 million at 31 December 2023, representing an equity ratio of 59 per cent.

The board proposes the following allocation of the net result of negative NOK 43.9 million for the parent company (Vow ASA):

Retained earnings: Negative NOK 43.9 million.

RESEARCH AND DEVELOPMENT (R&D)

The majority of Vow's development work in 2023 have been projects and investments made to further strengthen and develop the Industrial Solutions segment. These are investments made towards several industry verticals – the metallurgical industry, end-of-life tyres, the plastics area, and industry decarbonisation in general. The development work done is also a significant value for the best configuration of the process equipment which is now in preparation to be delivered to Vow Green Metals plant at Follum. Vow has also made significant R&D investments towards the cruise industry in 2023, most notably for the continued development of the shipboard pyrolysis system. During 2023, Vow invested NOK 104.1 million on its product development activities, compared with NOK 99.2 million in 2022. Intangible assets from product development activities were as of 31 December 2023 booked at NOK 416.5 million, up from NOK 332.8 million at the end of 2022, the increase primarily being a result of the investments made within the Industrial Solutions segment.

RISKS AND RISK MANAGEMENT

The Vow Group is subject to several risks, including operational and financial risks. The board and executive management are continuously monitoring the group's risk exposure and the group constantly strives to improve its internal control processes. Below is a summary of the key financial risks for the group. More details on the risk factors are included in the notes to the financial statements.

Financial risks

The group is exposed to financial risks in various areas. Among these, the key risks are related to the market, currency, credit, and liquidity risks.

Vow's operations have continued mostly as planned in 2023, without significant changes in delivery schedules to the cruise industry. The geopolitical situation has however caused macroeconomic uncertainty and inflationary pressure, which has impacted profitability and delayed customers investment decisions.

Vow does not have any operations in Russia or Ukraine, however development relating to Russia's invasion of Ukraine could adversely affect global and regional economic conditions and trigger volatility in the prices of energy.

Market risk

There is a risk for Vow that increased competition in the market space for supplies of advanced wastewater purification and waste management systems may have a negative effect on future revenues. If the cruise industry experiences overcapacity and pressure on consumer pricing, newbuild activities may slow down. If the overall financial markets would slow down, shipowners may have reduced capacity to finance newbuilds and retrofits with the effect of lowering newbuild constructions.

Currency risk
The group has earnings mainly in NOK, EUR, and USD. The operating and administration expenses are mainly in NOK, EUR, and USD. The group is reducing the currency exposure by applying instruments for hedging the net foreign currency exposure in connection with major projects. The group has bank deposits, receivables, and short-term liabilities in foreign currencies.

Credit risk
The group is exposed to credit risk related to trade receivables. The customers are primarily large cruise shipowners, shipyards in Europe, and industrial customers for the ETIA and C.H. Evensen systems. Due to the nature of the business and the size of its customers, the group is predominantly working with customers with a satisfactory credit history. The credit risk is mainly related to newbuilding contracts where a few yards are counterparts. This is increasing the credit risk. However, due to the nature of newbuilding financing, the management considers the overall risk of loss on receivables to be relatively low. The group has not provided any guarantees for third parties' liabilities. The actual losses on trade receivables have historically been very low, and no significant losses were incurred on trade receivables in the period 2020-2023. The group has a credit risk insurance agreement ("kredittforsikring") on its trade receivables with two different Nordic insurance companies, Tryg Garanti and Allianz Trade. These agreements covers the potential losses incurred by Scanship AS on its trade receivables, subject to certain restrictions, and reduces the ultimate credit risk for the group substantially. This insurance agreement is entered into as an additional risk-mitigating factor.

Liquidity risk
Liquidity risk is the risk of being unable to pay financial liabilities as they fall due. The group has fluctuations in working capital due the timing of the deliveries and payments in the projects. The liquidity risk for the group is primarily related to the timing of the payments on its trade receivables from the shipyards in Europe on the Newbuild projects. Certain shipyards exercise longer payment terms than others. For many years, Vow has had close and regular contact with all its shipyard customers. Managing this relationship is one of the key factors for the group in the daily management of its liquidity risk. Historically, the group has had very limited losses on its accounts receivable. Though payments from shipyards have been delayed beyond the agreed credit term during specific periods, they have historically always paid their liabilities. Vow also has a certain flexibility in its own supplier base and longer payment terms are sometimes agreed upon with suppliers in periods where customer payments are delayed. The Vow management considers the management of liquidity risk a priority.

Compared to retrofit projects, for which payments are received after meeting certain milestones, newbuild projects for which the group receives payments late in the process give the group a different structure of liquidity risk. Given the shorter time cycle on retrofit projects from when the contract is signed to the initiation, the supplier payments incur earlier. Therefore, although the milestones are set up to enable a positive net cash flow on the projects, a delay in the retrofit projects will naturally also increase liquidity risk.

Management monitors rolling forecasts of the group's financial performance and liquidity to ensure that it has sufficient headroom towards covenants set out in the loan agreement and satisfactory liquidity to meet operational needs.

Estimation risk
The preparation of the financial statements in accordance with IFRS Accounting Standards requires the management to make judgements, use estimates and assumptions that affect the reported amounts of assets and liabilities, income, and expenses.

The uncertainty is highest in relation to the project evaluations and the following factors:

- Total hours estimated
- Total estimated costs
- Technical complexity that may impact total costs

These estimates have a direct influence over the amount of revenue recognised.

Directors' and officers' insurance
Vow ASA has a board liability insurance with Tryg insurance company for the group, including the parent company and its subsidiaries. The insurance comprises personal legal liabilities, including defence and legal costs.

CORPORATE GOVERNANCE

Good corporate governance provides the foundation for long-term value creation that benefit shareholders, employees, and other stakeholders. The board of Vow has established a set of governance principles to ensure a clear division of roles between the board, the executive management, and the shareholders. The principles are based on the Norwegian Code of Practice for Corporate Governance.

Vow is subject to annual corporate governance reporting requirements under section 3-3b of the Norwegian Accounting Act and the Norwegian Code of Practice for Corporate Governance, cf. Oslo Rule Book II – Issuer Rules section 4.4 under Continuing obligations for Issuers of Shares. The Accounting Act may be found (in Norwegian) at www.lovdata.no. The Norwegian Code of Practice for Corporate Governance, which was last revised on 14 October 2021, may be found at www.nues.no. The annual statement on corporate governance for 2023 has been approved by the board and can be found on page 59 of this annual report.

CORPORATE RESPONSIBILITY AND SUSTAINABILITY

Vow is subject to corporate responsibility reporting requirements under section 3-3a and 3-3c of the Norwegian Accounting Act. The detailed reporting on all relevant topics can be found in the Sustainability Report, which is included on page 30 of this annual report and on www.vowasa.com. The Sustainability Report is prepared in accordance with the Global Reporting Initiative (GRI) Standards.

Responsible business practices
Since 2020 Vow has been a member of UN Global Compact. By participating in the UN Global Compact, Vow is committed to the UN Global Compact's ten principles in the areas of human rights, labour, environment, and anti-corruption.

Vow's business depends on the trust of customers, contractual parties, the authorities, shareholders, employees, and society in general. To gain trust, the group is dependent upon professionalism, expertise, and high ethical standards in all aspects of the group's work.

Vow's Employee Code of Conduct sets forth the basic principles for business practices and personal behaviour for employees and persons/entities holding a position of trust with the group and hired consultants acting on behalf of the group.

Vow is promoting responsible business practices in the supply chain and sets ethical standards for its suppliers and business partners through Vow's Supplier Code of Conduct. Environmental, social and governance (ESG) criteria are integrated in supplier due diligence processes. Both the Employee and Supplier Code of Conduct are available on www.vowasa.com.

Environment and climate action
The entire business of Vow is built on the fundamental belief that we need to take better care of the world. Vow's technology and solutions enable our customers to manage their waste and energy challenges in a sustainable manner. Our waste to energy carbon capture technology reduces the use of fossil fuels and lower CO_2 emissions.

Vow started reporting in accordance with the Greenhouse Gas (GHG) protocol in 2021. The reporting comprises GHG emissions in Scope 1 and Scope 2 as well as Scope 3 emissions under the operational control approach. The climate accounts are included in the Sustainability Report on page 45 of this annual report.

Diversity and equal opportunities
At 31 December 2023, the group had 240 employees, of which 25 per cent were women. The board of Vow ASA consists of five people, of which two are women. Vow is committed to promoting equality and equal treatment at all stages of the organisation and other relationships. A statement on equality and non-discrimination in accordance with the Norwegian Equality and Anti-Discrimination Act will be published in May 2024. Numbers on equality and diversity are presented in the Sustainability Report on page 46.

Working environment, sickness absence, incidents, and injuries
The group has a relatively low absence due to illness with 2.0% per cent in 2023 and 2.3 per cent in 2022. The group has a strong focus on HSEQ (Health, Safety, Environment and Quality) and adheres to strict HSEQ-routines. No injuries or accidents causing material damages or personal injuries were reported during the year. Vow has a vision of zero harm to people and is continuously working to improve HSEQ procedures.

SHARE AND SHAREHOLDER MATTERS

Vow ASA is listed on Oslo Stock Exchange (ticker: VOW). Vow has one class of shares, and all shares carry equal rights. Each share has a face value of NOK 0.0935 and carries one vote at the general meetings. The company emphasises equal treatment of its shareholders and the shares are freely negotiable. No restriction on negotiability is included in the Articles of Association.

The share capital of Vow ASA was NOK 10 737 621 divided into 114 840 871 shares at year-end 2023. During 2023, the Vow share traded between NOK 15.88 and NOK 26.74 per share, with a closing price of NOK 11.64 per share at 31 December 2023.

At 31 December 2023, the company had a total of 6 153 shareholders, of which the 20 largest shareholders held a total of 73.7 per cent of the shares.

OUTLOOK

During the past year, significant new signals have been heard and seen from leading industrial players, which confirm the rationale behind the decisions and investments made to position Vow for the future.

Large players in the metals industry, such as Outokumpu and Elkem, have committed to extensive use of biocarbon for replacing fossil carbon in their production processes.

With high energy costs and increasing climate gas emission costs, heat-intensive industries are intensifying the search for low-carbon solutions, which in most cases mean electrification of their heating processes. As a result, demand for C.H. Evensen technology has grown substantially and is likely to continue growing.

Leading cruise companies, widely recognised for having adopted pioneering clean ship solutions, have already taken further steps to valorise waste and to generate renewable energy – by introducing advanced pyrolysis technology from Vow on board their ships.

In other industry verticals, leading companies are forging ahead with plans to roll out multiple end-of-life tyre plants for recovery of carbon black, large-scale carbon refineries and sophisticated plants for safe treatment of sewage sludge and contagious PFAS components therein. Pyrolysis technology from Vow plays a key role in all the above, and concrete projects are being lined up.

All in all, Vow has identified a pipeline of 80 large projects, with total investments exceeding NOK 25 billion, that can drive future growth and value creation.

Vow is well positioned, and the company is currently adapting and streamlining its operations to ensure that it can capture as many of these opportunities as possible. Even if growth opportunities are significant, the company is now executing on a comprehensive cost saving program.

This in turn will create value for Vow's customers, profitable and meaningful job opportunities and return on investments for shareholders. 2023 and 2024 will be years of transition, as the company gears up for "15 from 25": achieving a sustainable EBITDA margin of 15 per cent from 2025 as a first goal.

Lysaker, Norway, 29 April 2024
The board of directors and CEO – Vow ASA

Narve Reiten *Chair*	**Bård Brath Ingerø** *Director*	**Susanne L. R. Schneider** *Director*
Egil Haugsdal *Director*	**Cecilie Lind** *Director*	**Henrik Badin** *CEO*

Waste from nearly 10.000 people will be used to decarbonize operations for Royal Caribbean Group's latest newbuild the Icon of the Seas with Vow ASA's advanced waste and wastewater technology.

THE BOARD OF DIRECTORS

NARVE REITEN
Chair

Mr. Reiten is the founder of the private equity firm Reiten & Co in 1992. He has extensive investing and operational experience in the Nordic market. Prior to Reiten & Co, he was employed by a ship owning company, working on project development and M&A.

Mr. Reiten holds a Master of Business and Economics degree from the Norwegian School of Management and is a Certified Financial Analyst (CFA) from the Norwegian School of Economics.

Mr. Reiten currently serves on the board of several of Reiten & Co's portfolio companies.

Mr. Reiten owns Ingerø Reiten Investment Company AS together with Mr. Ingerø which holds 31 145 000 shares in Vow ASA.

Mr. Reiten attended 15 of 15 board meetings in 2023.

Mr. Reiten is not independent of the company's main shareholders.

SUSANNE SCHNEIDER
Director

Ms. Schneider is a practicing lawyer and partner with the Norwegian law firm Skagastøl DA in Oslo.

Ms. Schneider has a law degree from the University of Oslo (UiO), Norway, and a Master in Business Administration from the International Institute for Management Development (IMD) in Lausanne, Switzerland. Her main areas of expertise include contract law, capital markets and M&A transactions.

Ms. Schneider has previously held the position as legal counsel with Elkem ASA, head of legal of Aker Yards ASA, and head of legal of Tandberg Data ASA.

Ms. Schneider has extensive director/board member experience from various industries and companies.

Ms. Schneider holds 40 000 shares in Vow ASA.

Ms. Schneider attended 15 of 15 board meetings in 2023.

Ms. Schneider is independent of the company's main shareholders.

BÅRD BRATH INGERØ
Director

Mr. Ingerø has been a partner with the private equity firm Reiten & Co since 1993 and currently serves as managing partner. He has extensive financial transaction and private equity experience from most of Reiten's investments.

Mr. Ingerø holds a degree in Economics from the University of Oslo, and has also completed an Executive Master Module in sustainable business strategy in 2022 at NHH (Norwegian School of Economics). He serves on the board of several of Reiten & Co's portfolio companies.

Mr. Ingerø owns Ingerø Reiten Investment Company AS together with Mr. Reiten which holds 31.145.000 shares in Vow ASA.

Mr. Ingerø attended 15 of 15 board meetings in 2023.

Mr. Ingerø is not independent of the company's main shareholders.

EGIL HAUGSDAL
Director

Mr. Haugsdal is president of Kongsberg Renewables Technologies, part of Kongsberg Gruppen, a renowned global technology corporation headquartered in Norway.

Mr. Haugsdal has since 1985 had several leading roles in Kongsberg, including president of Kongsberg Maritime, head of business development in the Kongsberg group, and head of Kongsberg Oil & Gas Technologies, and Kongsberg Protech Systems respectively.

Mr. Haugsdal has a bachelor's degree in mechanical engineering from Gjøvik University College (HiG).

Mr. Haugsdal holds 38 000 shares in Vow ASA.

Mr. Haugsdal was appointed as new non-executive director on the company's board of directors May 22nd, 2023, and attended 11 of 15 board meetings in 2023.

Mr. Haugsdal is independent of the company's main shareholders.

CECILIE LIND
Director

Cecilie Lind is the managing director of Handelsens Miljøfond and has also been managing director of Avfall Norge and various positions at Ragns-Sells AS.

Ms. Lind has background from environment and sustainability, knowledge of business policy and framework conditions, as well as organisation and HR.

Ms. Lind holds 0 shares in Vow ASA.

Ms. Lind was appointed as new non-executive director on the company's board of directors November 29th, 2023 and attended 1 of 15 board meetings in 2023.

Ms. Lind is independent of the company's main shareholders.

MANAGEMENT TEAM

HENRIK BADIN
Chief executive officer

Mr. Badin has 30 years of experience related to environmental engineering onshore and in the maritime industries. After joining Scanship in 2001 and serving various management positions in Scanship Environmental, he was appointed CEO of Scanship in 2006.

Mr. Badin holds a Master of Science degree in civil engineering from NTH (NTNU).

Mr. Badin holds 9 973 333 shares privately and through his holding company Badin Invest Limited in Vow ASA.

TINA TØNNESSEN
Chief financial officer

Ms. Tønnessen joined Vow from DNB, Norway's largest bank, where she has worked in corporate banking and DNB Markets' Investment Banking Division. Prior to joining DNB, she was an auditor in KPMG.

Ms. Tønnessen is a Certified European Financial Analyst (CEFA), and has a Master's degree in Business Analysis and Performance Management from the Norwegian School of Economics (NHH).

Ms. Tønnessen holds 0 shares in Vow ASA.

JONNY HANSEN
Chief operating officer

Mr. Hansen joined Scanship in 2006 and became COO in 2007 until the end of 2012. Coming out of employment as COO in Vissim and VP supply chain in OceanSaver, he rejoined Scanship in 2017 as responsible for strategic initiatives. In April 2018 he returned to the COO position.

Mr. Hansen holds a mini MBA DIP from Probana Business School adding to his management experience in addition to his automation engineering education from technical college.

Mr. Hansen holds 10 040 000 shares privately and through his holding company Exproco Limited in Vow ASA.

MALENA MORSBACH
Chief of staff

Ms. Morsbach has more than 10 years of experience working with HR both in Germany and Norway. Her most recent experience before joining Vow was as HR advisor in Scatec ASA.

Ms. Morsbach has a Master of Arts in Management and Entrepreneurship from Leuphana University in Lüneburg, Germany.

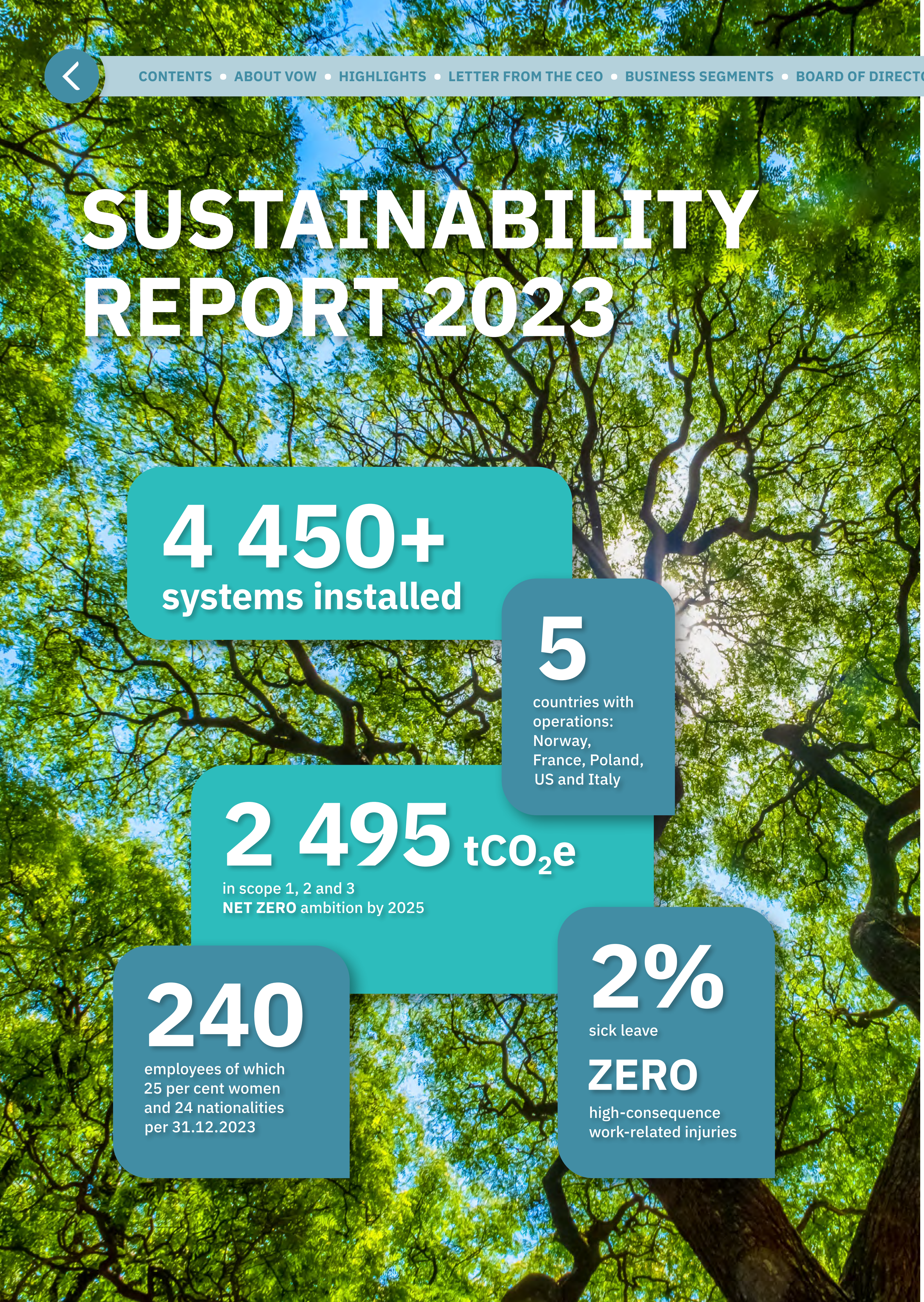
Ms. Morsbach holds 0 shares in Vow ASA.

PER CARLSSON
Chief technical officer

Dr. Carlsson has a more than 15 years research and development experience of thermal conversion process including combustion, gasification, pyrolysis and torrefaction.

Dr. Carlsson holds a MSc in mechanical engineering and a PhD in energy engineering and has previously worked as researcher, senior business developer and research manager. He joined the Vow group in August 2021.

Dr. Carlsson holds 0 shares in Vow ASA.



SUSTAINABILITY REPORT 2023

4 450+ systems installed

5 countries with operations: Norway, France, Poland, US and Italy

2 495 tCO_2e in scope 1, 2 and 3 **NET ZERO** ambition by 2025

240 employees of which 25 per cent women and 24 nationalities per 31.12.2023

2% sick leave

ZERO high-consequence work-related injuries

INTRODUCTION

The world is facing multiple sustainability challenges. Increasing biodiversity loss, pollution, climate change, ocean acidification, and land use change are among the changes that are threatening the Earth's resilience and ability to sustain life. Vow is determined to be a part of the solution and sees it as its mission to continuously develop and improve solutions to maximise environmental sustainability impact.

Vow and its subsidiaries are providing solutions that purify wastewater and convert biomass and waste into valuable resources, generating CO_2 neutral energy and biocarbon that decarbonise industrial processes for customers in cruise, and a wide range of landbased industries. To deliver on this in day-to-day operations and to further grow and develop, Vow's values are central. The values create good corporate culture and act as a compass that guides Vow employees on the TRIP towards a sustainable future. Vow's values are:

T – **TRUST** is a key building block of the Vow culture

R – **RESPONSIBLE** business conduct is fundamental for all we do

I – **INCLUSIVE** towards each other, partners, and stakeholders

P – **PASSIONATE** about preventing pollution, giving waste value, and mitigating climate change

This report is prepared with reference to the GRI Standards. The information covers all consolidated subsidiaries within the Vow group. The main practice is that subsidiaries are fully consolidated from the date on which control is transferred to the group, and that they are deconsolidated from the date that control ceases. HR-related topics are however consolidated on a quarterly basis, whereas GHG emissions are consolidated for the whole year.

The report is structured with reference to the material sustainability topics which is presented in the next chapter.

GENERAL

MATERIALITY ASSESSMENT

Material topics are those that reflect an organisation's significant economic, environmental, and social impacts. The process of identifying material topics for Vow includes involvement from relevant employees, management, and the board of directors. The following eight topics are identified for Vow:

ENVIRONMENTAL	SOCIAL	GOVERNANCE
• Climate action • Circular economy • Pollution prevention	• Occupational health and safety • Human capital development • Diversity, equality, and inclusion	• Responsible value chain • Partnerships

The material environmental topics reflect the core of Vow's mission and solutions. Vow provides its customers with innovative technology that can contribute to climate change mitigation, promotion of circular economy, and pollution prevention. The material topics addressing environment, social and governance, all have important roles to play in supporting Vow and its mission. The table below provides further explanation to each of the material topics.

ENVIRONMENT	SOCIAL	GOVERNANCE
Climate action Mitigating climate change through industry decarbonisation and taking responsibility for Vow's direct and indirect emissions.	**Occupational health and safety** Ensuring good health and safety for employees through having strict requirements for health and safety. Vow strives to achieve a vision of zero harm to people.	**Responsible value chain** Promoting responsible business conduct throughout the value chain focusing on the environment, human rights, labour rights and anti-corruption.
Circular economy Enabling customers to turn waste into valuable resources and clean energy, and in addition, having a circularity mindset in Vow's own operations.	**Human capital development** Developing people while developing business. Vow's employees are the group's most important resources.	**Partnerships** Partnerships enable Vow to pursue its mission to maximise environmental sustainability impact, as well as social impact.
Pollution prevention Providing customers with solutions that eliminates pollution and working to prevent pollution in the value chain.	**Diversity, equality, and inclusion** A diversified workforce promotes new perspectives, innovation, and resilience.	

The material topics are, at a minimum, reviewed by the executive management team and the board of directors once a year. In 2023, Vow has consolidated some of the topics to solidify the group's priorities. The changes are described on the company's web site.

Vow is planning to initiative a double materiality assessment in accordance with the EU Corporate Sustainability Reporting Directive (CSRD). Double materiality emphasis both impact from an organisation's economic activity and impact the organisation itself and the environment and society. Conducting a double materiality analysis can have significant effects on the sustainability strategy going forward.

STAKEHOLDER GROUPS

Vow has identified several stakeholder groups. This includes key stakeholders which have a great and immediate impact on Vow operations, and other stakeholder groups whose influence is also clear. The identified stakeholders are listed below.

KEY STAKEHOLDERS	OTHER STAKEHOLDERS	
Customers	Authorities	Local communities
Current and future employees	Board of directors	Media
Shareholders and investors	Business and research partners	NGOs
	Classification society	Unions
	Competitors	Policy makers
	Corporate management	Public funding agencies
	Lenders	Suppliers

Customers, employees, shareholders, and investors are identified as Vow's key stakeholder groups. For Vow to reach its mission, customer's motivation and demand for environmental solutions are crucial. In cooperation with the customers, Vow employees are developing and customising solutions suited for each unique customer's needs. Employees are furthermore essential in day-to-day operations and are ensuring good customer relationships and customer satisfaction.

STAKEHOLDER	FORUM FOR COMMUNICATION	TYPE OF INTEREST
CUSTOMERS	Conferences, physical/digital meetings, web page, LinkedIn, e-mail, telephone, podcast, questionnaires, grievance mechanism	Customers demand circular solutions for industry decarbonisation and pollution prevention, value partnerships and expect responsible business conduct throughout value chain
EMPLOYEES	Intranet, town hall meetings, performance and development dialogues, employee engagement surveys, e-mail, telephone, Teams, whistleblowing channel, HSEQ reports, social events	Employees find meaning in work that contributes to climate change mitigation, pollution prevention and a circular economy. They value a safe and inclusive working environment with equal opportunities, where they have opportunities to develop.
SHAREHOLDERS AND INVESTORS	Corporate reporting, webcasts, roadshows, presentations, stock exchange notifications, LinkedIn, podcast, e-mail, telephone, grievance mechanism	Investors want to see profitable and circular solutions for industry decarbonisation and pollution prevention. In addition, they expect responsible business conduct throughout the value chain.

Vow is in daily contact with members of the key stakeholder groups. Through conversations about Vow solutions, Vow gets to know the customers and their areas of interest. Vow is continuously working to maintain and improve its good culture and working environment for its employees that enable cooperation across business units and promoting low threshold for seeking advice and raising concerns. Vow has quarterly presentations for its shareholders and are available for questions in between.

The most frequently used channels for stakeholder dialogue are meetings, e-mail, and telephone. However, Vow also finds it valuable and efficient to communicate widely with stakeholders through Vow's web site and LinkedIn. The group aims to continuously improve stakeholder dialogue as Vow grows and develops as a company.

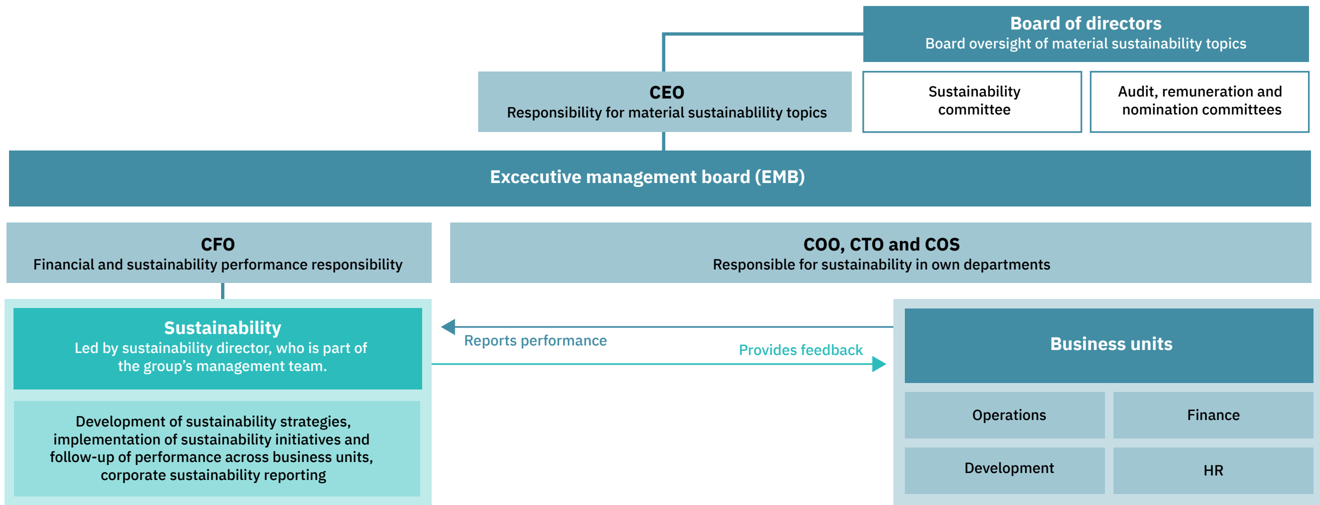
SUSTAINABILITY GOVERNANCE

Vow recognises that successful management of material sustainability topics requires a tailored governance structure with clear division of responsibility, and puts therefore special emphasis on developing good processes and monitoring their eligibility.

The highest governance body in Vow with responsibility for sustainability is the board of directors. The board's main responsibilities are to give the sustainability work direction, including final approval of strategy, and overseeing and providing feedback on progress.

The highest management level in Vow responsible for sustainability is the executive management team. The executive management team consists of the chief financial officer (CFO), chief operating officer (COO), chief technology officer (CTO) and chief of staff (COS), and is led by the chief executive officer (CEO). The CFO is responsible for financial and sustainability performance for the whole group. The sustainability director, who reports to the CFO, is responsible for sustainability strategy and reporting, as well as overseeing sustainability integration processes.

An important part of the board of directors' sustainability work is done by the sustainability committee, which was established in 2021 to strengthen board oversight and integration on sustainability matters. The sustainability committee consists of 2 board directors who either hold a professional qualification or experience within the sustainability field which contributes to informed decisions. In most cases, sustainability matters reported from the CFO, CEO or sustainability director are reviewed in the sustainability committee before they are addressed by the board. Sustainability is on the agenda for board meetings about 3-4 times during the course of a year, often in combination with other topics such as group strategy, financial planning, annual report and sustainability report.



Executive pay is not linked to ESG performance. Vow will consider implementing ESG-linked executive pay in its work to further integrate sustainability in all business units and core processes.

ESG-related policies and statements

- Employee code of conduct
- Supplier code of conduct
- Anti-corruption program
- HSE policy
- Equality statement
- Norwegian transparency act statement
- Taskforce on Climate-Related Financial Disclosures (TCFD) statement

CONTRIBUTION TO THE UN SUSTAINABLE DEVELOPMENT GOALS

The United Nations' sustainable development goals (SDGs) set forward an action plan to overcome the grave challenges the world is facing. The 17 SDGs with their 169 targets demonstrate that the challenges are interlinked and that they must be solved simultaneously.

Businesses undoubtedly have responsibility to contribute to the achievement of the SDGs. Vow acknowledges this and is continuously working to ensure that customers are provided with solutions that maximise environmental sustainability impact as well as ensuring that the supporting activities in bringing these solutions together are sustainable.

As illustrated below, Vow contributes to several of the SDG targets through its solutions and supporting activities. More details on how Vow contributes to the SDGs are provided in the subsequent chapters.

PRIORITISED SDGS – GREATEST AREA OF IMPACT

SDGS	RELEVANT SDG TARGETS	VOW MATERIAL TOPICS WITH IMPACT ON SDG TARGETS
5 GENDER EQUALITY	• End all forms of discrimination against women (5.1) • Ensure women's full and effective participation and equal opportunities for leadership (5.5)	• Diversity, equality, and inclusion
7 AFFORDABLE AND CLEAN ENERGY	• Increase the share of renewable energy (7.2)	• Climate action • Circular economy • Partnerships
8 DECENT WORK AND ECONOMIC GROWTH	• Decent work for all women and men, including for young people and persons with disabilities, and equal pay for work of equal value (8.5) • Protect labour rights and promote safe and secure working environments for all workers (8.8)	• Occupational health and safety • Human capital development • Diversity, equality, and inclusion • Responsible value chain
12 RESPONSIBLE CONSUMPTION AND PRODUCTION	• Ensure sustainable consumption and production patterns (12) • Environmentally sound management of chemicals and all wastes (12.4) • Reduce waste generation through prevention, reduction recycling and reuse (12.5)	• Circular economy • Responsible value chain
13 CLIMATE ACTION	• Action to combat climate change (13)	• Climate action • Circular economy • Partnerships
14 LIFE BELOW WATER	• Reduce marine pollution (14.1)	• Pollution prevention
16 PEACE, JUSTICE AND STRONG INSTITUTIONS	• Reduce corruption and bribery in all their forms (16.5) • Promote non-discriminatory laws and policies (16.b)	• Responsible value chain • Diversity, equality and inclusion

Vow ASA was the proud winner of Capgemini Sustainability Tech Award 2023 for its solutions to convert biomass and waste into valuable resources and clean energy for a wide range of industries. Former head of sustainability, Maria Kringlen Halvorsen (left), and CFO, Tina Tønnessen, received the award.

ENVIRONMENT AND CLIMATE ACTION

Vow's mission to maximise environmental sustainability impact has resulted in solutions for decarbonisation, waste valorisation and pollution prevention. During the past year, Vow has experienced continuing high activity in developing pipeline in biocarbon and recovered carbon black, prospects emerging in biochar for soil improvement, permanent carbon storage, and sewage treatment. At the same time, Vow recognises the importance of taking responsibility for Vow's own emissions, and have a net zero ambition for 2025.

Vow has further increased its efforts to map out and report on the group's environmental footprint in accordance with the Greenhouse Gas (GHG) Protocol. Vow has expanded Scope 3 reporting with 2 categories this year including climate gas emissions from upstream and downstream transportation. Vow is on track with the objective of full Scope 3 reporting by 2025.

2023 HIGHLIGHTS

- Nordic and Norwegian winner of Capgemini Nordic Sustainability Tech Award 2023
- Expanded climate accounts with climate gas emissions from upstream and downstream transportation and distribution across the group
- Introduced new circular waste management systems on board cruise ships by implementing pyrolysis technology, facilitating recovery of valuable commodities

PRIORITISED SDGS – GREATEST AREA OF IMPACT

7 AFFORDABLE AND CLEAN ENERGY

Delivering solutions that convert biomass, organic waste, polymers, and plastics into CO_2 neutral energy

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

Powering the circular economy with solutions for valorisation of waste and promoting corporate responsibility in the value chain

13 CLIMATE ACTION

Enabling industry to reduce the use of fossil fuels, capture CO_2 and lower emissions, as well as taking climate action in Vow's own operations

14 LIFE BELOW WATER

Preventing pollution with technologies for wastewater purification and waste valorisation onboard cruise ships

Vow is contributing to several of the UN sustainable development goals with its solutions. Vow's mission to maximise environmental sustainability impact has resulted in solutions for decarbonisation to mitigate climate change, waste valorisation to enhance circular economy and clean ship solutions to prevent pollution. Innovation is vital for Vow's business development and delivery on the mission to maximise environmental substantiality impact.

CARBON FOOTPRINT ACCOUNTS

Vow started reporting in accordance with the Greenhouse Gas (GHG) protocol in 2021. The reporting comprises GHG emissions in Scope 1 and Scope 2 as well as Scope 3 emissions under the operational control approach. Vow aims to calculate emissions based on primary data, which is data collected directly from company-specific activities, instead of relying on estimations or data derived from secondary sources. In cases where primary data is difficult to retrieve, secondary data from recognised sources are used. In 2023, emissions are calculated using activity-based data, except from waste emissions where secondary data are applied. In this year's carbon footprint accounts, we have reported Scope 3 emissions for the following categories: waste, business travel, fuel-and-energy-related activities, employee commuting, upstream and downstream transportation and distribution. The inclusion of 2 new Scope 3 categories, led to an alteration of the base year from 2022 to 2023.

Vow's Scope 3 screening process has identified 13 material emission categories in Scope 3 including the categories mentioned above. Vow will expand its Scope 3 reporting each year with an objective to reach complete Scope 3 reporting by the end of 2025.

The carbon accounting for Vow resulted in a total of 2 495.2 tCO_2e. This is a significant increase from 2022. The company is expanding with increased activity. This year, we have included 2 new scope 3 categories, in addition to continuously working with improving data quality and reporting routines. The new Scope 3 categories of the year are upstream and downstream transportation and distribution. Upstream transportation and distribution are organised by Vow, while downstream transportation and distribution are organised by Vow's customers.

The greenhouse gas separated into Scope 1, 2, and 3 had the following distribution:

Scope 1:
223.3 tCO_2e
9% of total emissions

Direct GHG emissions from sources owned or controlled by Vow

Scope 2:
34.7 tCO_2e
1% of total emissions

Indirect GHG emissions from purchased electricity, steam, heat, and cooling

Scope 3:
2 237.2 tCO_2e
80% of total emissions

All other indirect GHG emissions that occurs in Vow's value chain

Emissions in Scope 1 stem from mobile combustion from use of company cars and stationary combustion on sites. In Scope 2, emissions stem from electricity consumption in buildings and electric company vehicles where the consumption total was 1012 MWh. The largest share of emissions stem from Scope 3 where upstream transportation and distribution make up 50 per cent of all emissions. Business travel amounts to 25 per cent of total emissions. Please refer to the table below for further details.

(tCO_2e)	**2023**	2022
Scope 1		
Propane	**4.4**	3.2
Diesel	**29.8**	44.2
LPG	**0.0**	6.4
Natural gas	**11.4**	9.2
Stationary combustion total	**45.7**	63.0
Diesel	**124.8**	107.5
Petrol	**41.1**	23.9
Transportation total	**165.9**	131.4
Refrigerants	**11.7**	0.0
Refrigerants total	**11.7**	0.0
Scope 1 total	**223.3**	194.4
Scope 2		
Electricity buildings	**32.6**	32.9
Electric vehicles	**0.4**	0.003
Electricity total (location-based)	**33.0**	32.9
District heating	**1.6**	0.0
District heating total	**1.6**	0.0
Scope 2 total	**34.7**	32.9
Scope 1 and 2 total	**258.0**	227.3
Scope 3 [1)]		
Fuel-and-energy-related activities	**63.0**	54.3
Upstream transportation and distribution	**1 237.7**	Not calculated
Waste generated in operations	**8.2**	47.4
Business travel	**617.4**	522.7
Employee commuting	**260.4**	274.0
Downstream transportation and distribution	**50.5**	Not calculated
Scope 3 total	**2 237.2**	898.4
Scope 1, 2, and 3 total	**2 495.2**	1 125.7

1) More categories to be included

Emissions intensity (Scope 1, 2, and 3)	**2023**	2022
tCO_2e per net turnover	**2.7**	1.4*

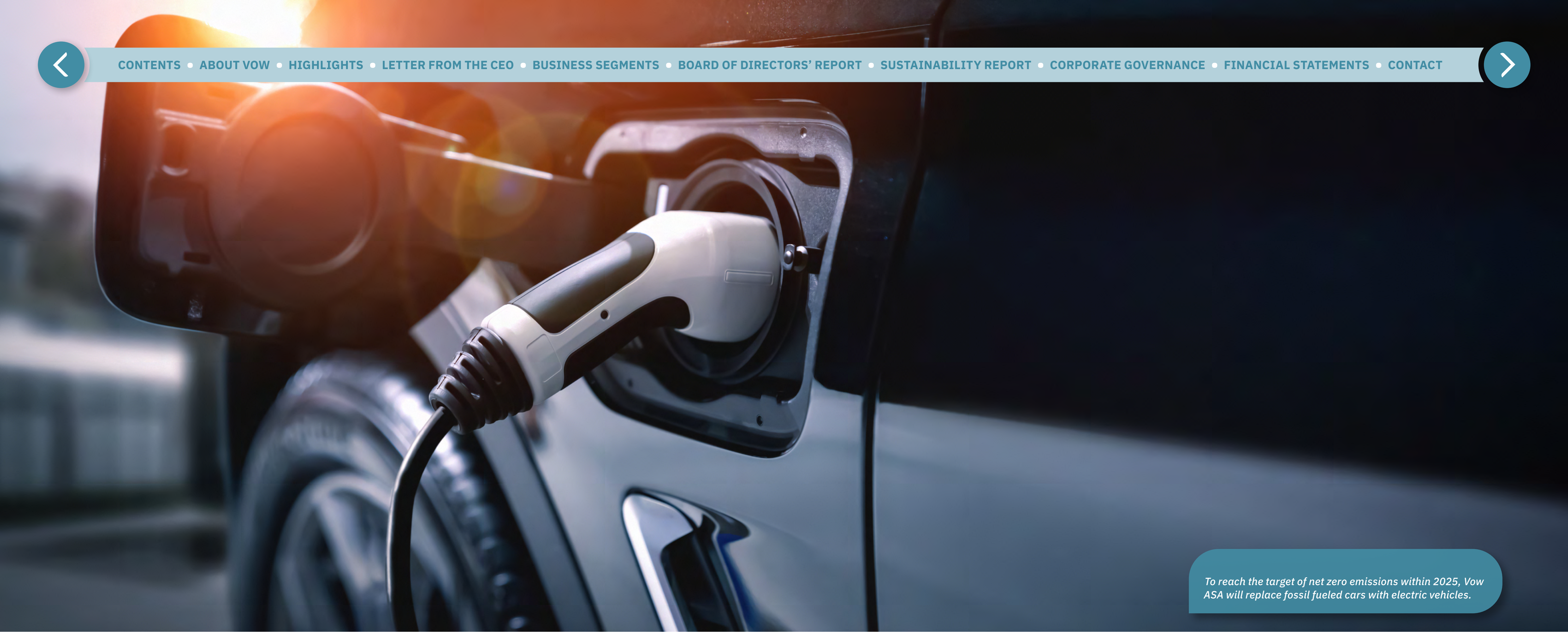
** Upstream and downstream transportation and distribution not included in 2022 accounts*

Emission intensity (Scope 1 and 2)	**2023**	2022
tCO_2e per net turnover	**0.3**	0.3

Emissions intensity is defined as tCO_2e per net turnover, where net turnover corresponds to revenues in the consolidated statement of income on page 70. The emissions intensity for Scope 1 and 2 is 0.3 in both 2023 and 2022. Including emissions from upstream and downstream transportation and distribution in 2023, the emissions intensity for Scope 1, 2, and 3 has increased from 1.4 in 2022 to 2.7 in 2023.

EMISSIONS REDUCTION

Vow's emission reduction target was set in 2021 and the target objective is to reach net zero in Scope 1 and 2 within 2025. To reach this target Vow will:



To reach the target of net zero emissions within 2025, Vow ASA will replace fossil fueled cars with electric vehicles.

1. Replace fossil-fueled cars with electric cars
2. Replace fossil fuels with renewables in development activities
3. Obtain certificates of origin for 100% of electricity usage
4. Purchase carbon offsets to reduce remaining emissions to net zero

Vow will work to reduce its emissions before offsetting. To achieve the emission target, the group has started the process of sourcing electric company cars and replacing fossil fuels with biofuels in development activities. As a result of fossil fuels replacements, stationary combustion is reduced from 63.0 in 2022 to 45.7 in 2023. Currently, the group has 35 per cent electric company cars, compared to 33 per cent in 2022. Vow is looking into energy-saving measures and is currently purchasing RECs for a share of its energy consumption. In 2023, renewable energy certificates (RECs) were purchased for 10.6 per cent i.e., 95 MWh of total electricity consumption.

35%
of Vow's cars are electric (2022: 33%)

10%
of Vow's cars are hybrid (2022: 7%)

CLIMATE RISK AND OPPORTUNITIES

Identifying and managing climate risk is increasingly important for Vow. To act as an enabler for climate change mitigation through various solutions provided by the group, Vow must understand how climate-related risks and opportunities affect Vow. Vow therefore reports on climate risk according to the Task Force on Climate Related Financial Disclosure (TCFD) framework.

The framework comprises disclosure recommendations to help companies provide enhanced information to support informed capital allocation. Through this work, Vow improves both internal and external understanding and capabilities that support the green transition, promote transparency, and enhance climate action. As an ongoing process, Vow is continuously working to improve risk management processes, the strategy on climate-related issues, as well as climate risk reporting practices. Vow's TCFD report follows 10 out of 11 disclosure recommendations. The report does currently not disclose a scenario analysis, however we aim to conduct a scenario analysis within the next few years. The full TCFD report is available at www.vowasa.com.

VOW'S ENVIRONMENTAL SOLUTIONS

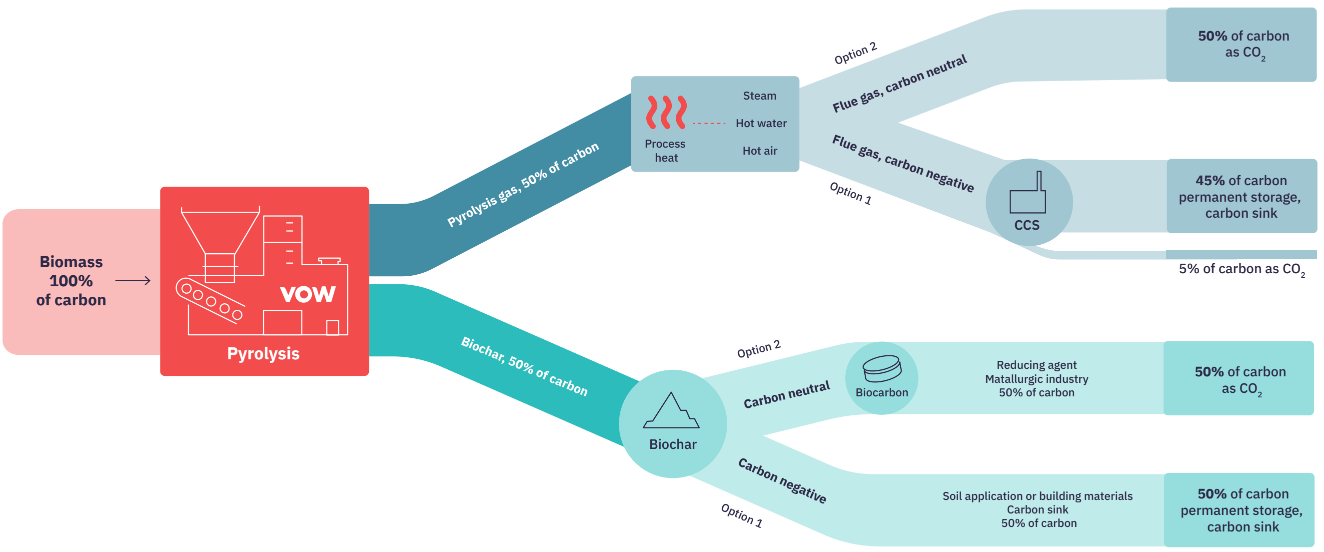
Circular solutions for industry decarbonisation

Vow provides technologies that can help industries decarbonise and reduce their CO_2 emissions from fossil sources. Feedstock processed by Vow pyrolysis technology will produce 2 main products, biochar and pyrolysis gas. Pyrolysis is a process of heating organic materials, in the absence of oxygen to break them down into smaller molecules. Biochar can be further valorised in several applications' contributing to long-time carbon storage (pyrogenic carbon capture and storage) or fossil carbon substitution. The pyrolysis gas can be converted to renewable thermal heat or replace natural gas.

Fossil carbon substitution

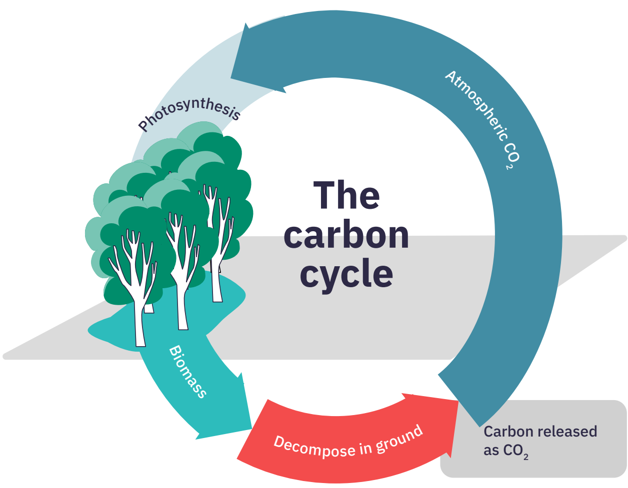
Many carbon-intensive industries are looking for ways to decarbonise and replace their fossil carbon with biogenic carbon. An example is the metallurgical industry, where fossil carbon serve as a reducing agent in its production processes. The biochar produced in the Vow pyrolysis process can be further processed into a biocarbon that can be used for this purpose, replacing fossil coal as a reduction agent, and giving the industry a carbon neutral option for its process.

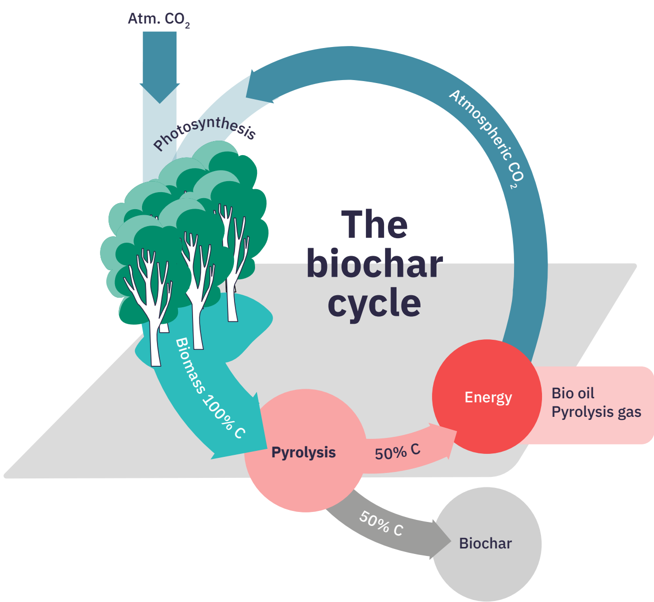
PYROGENIC CARBON CAPTURE AND STORAGE (PYCCS)



Trees and plants have the capacity to capture CO_2 from the air and store it through the process of photosynthesis. Therefore, biomasses contain a large fraction of carbon. When biomass decays or is burned for energy production, almost all carbon is converted into CO_2 and emitted to the atmosphere again, as a part of what we call the traditional carbon circle. Decay or burning of biomass is considered carbon neutral and will not further increase the concentration of CO_2 in the atmosphere nor will it reduce it.

Pyrogenic carbon capture and storage, by contrast, is considered a carbon negative technology, contributing to reduce the CO_2 concentration in the atmosphere. By applying Vow pyrolysis technology, around half of the carbon in the biomass will be captured in the produced biochar, taking the carbon out of the traditional carbon circle. The carbon rich biochar can then be stored safely for decades if incorporated in soil and acts as a soil enhancer by improving soil structure, promoting microbial activity, reducing fertiliser requirements and improving crop yields.





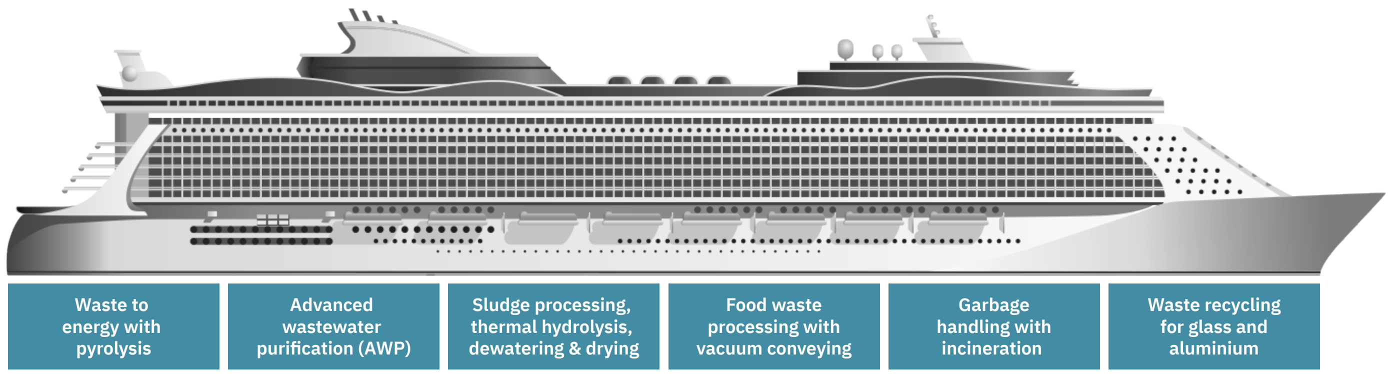
CLEAN SHIP SOLUTIONS

Vow provides advanced technologies for processing waste and purifying water for cruise ships. These systems are designed to meet the highest international discharge standards. The company takes pride in providing tailor-made solutions that allows operators to improve and succeed with their ongoing initiatives for sustainable operations.

Vow provides retrofit solutions for ships in operation, either with the intention to upgrade the treatment capabilities of the existing system(s) or by replacing them with new and improved systems. For newbuilds, total waste management systems that take care of all waste streams from the hotel operation are offered. Residuals from the processes in such systems can be recovered, recycled, or reused.

With Vow's pyrolysis systems installed onboard, a further improvement can be achieved where latent energy from the waste can be recovered and used onboard. Carbon is captured in the sable form of biochar, which represents a valuable product that can be used in several applications onshore.

Through the lifetime of the systems, Vow offers tailor-made service and maintenance to ensure longevity, efficiency, and reliability of the systems. Spare parts and chemicals are supplied to both new and existing installations. The installations are designed for optimal process performance with limited use of chemicals. Vow seeks to provide spare parts for all components of the systems, playing a crucial role in extending the life of the systems and fostering a circular economy.



Scanship's waste and wastewater handling systems are built to the IMO-MARPOL pollution regulations and certified after the EU Marine Equipment Directive (MED). Moreover, Scanship was one of the first suppliers of advanced wastewater plants (AWP) to obtain the ultra-strict Alaska-discharge approval back in 2003, and first to obtain IMO MARPOL 227(64) sec. 4.2 approval for extensive nitrogen removal in Special Areas/Baltic Sea in 2013. Scanship systems are built to IMO MEPC 269(68) and EU regulation 1257/2013 working against the use of hazardous materials and promoting safe and environmentally sound ship recycling.

Commitments and frameworks:

- MO-MARPOL pollution regulations
- EU Marine Equipment Directive (MED)
- Standards of Underwriters Laboratories Inc. (UL)
- IMO Hong Kong International Convention for the Safe and Environmentally Sound Recycling of Ships (HKC)
- Regulation (EU) No. 1257/2013 of the European Parliament and of the Council of 20 November 2013 on Ship Recycling (EU SRR)

EU TAXONOMY ASSESSMENT

The EU Taxonomy is a classification system that defines environmentally sustainable economic activities. Vow is monitoring the progress of the EU Taxonomy and is currently assessing its operations to determine eligibility and alignment for the following EU Taxonomy activities:

- Manufacture of renewable energy technologies
- Manufacture of other low carbon technologies
- Material recovery from non-hazardous waste
- Sale of spare parts

Vow will seek to comply with substantial contribution criteria and "do no significant harm" (DNSH) criteria, in addition to complying with minimum safeguards.

Vow ASA has set a target of at least 25 per cent women in leadership positions by 2025 and 25 per cent female employees across the group. In 2023 women held 25 per cent of the positions in Vow ASA.

SOCIAL

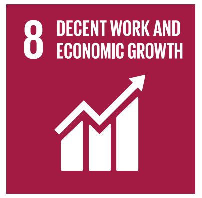
Vow's employees are the group's most important resource. It is therefore central that the principles of diversity, equality and inclusion are embedded in Vow practice and culture, and that the development of the employee's knowledge and skills are well facilitated. All activities that Vow conducts shall be carried out without harm to people, the external environment, or materials. Vow is moreover committed to respecting fundamental human and labour rights, both in own operations and throughout the value chain.

2023 HIGHLIGHTS

- Reached target of 25 per cent women employees across the Vow group and working towards a target of at least 25 per cent women in management positions by 2025
- Launched employee engagement survey with conduction of 2 surveys in 2023
- Target of zero incidents of serious injuries was met and HSE procedures improved

PRIORITISED SDG – GREATEST AREA OF IMPACT

Diversity and equal opportunities among employees and management



Positive and inclusive working environment with a skilled and growing workforce

Occupational health and safety for employees and throughout the value chain

DIVERSITY, EQUALITY AND INCLUSION

A diversified workforce is important for Vow as it promotes new perspectives and innovation which enforces Vow's decision making, resilience, and path towards maximising environmental sustainability impact. Ensuring equality and inclusion are also fundamental principles. Vow defines equality as equal opportunities for all regardless of gender, age, ethnicity, religion, belief, disability, pregnancy, parental leave, care responsibility, sexual orientation, gender identity, gender expression, or combinations of these. Vow's work related to diversity, equality and inclusion is led by the HR-department.

Employment 2023

	Women	Men	Total
Permanent	60	180	**240**
Temporary	4	7	**11**
Full time	64	185	**249**
Part time	0	0	**2**
New hires (full time)	6	3	**9**
Turnover	3	27	**30**
Parental leave	3	0	**3**

Female ratio per country

	Women	Men	Total
Norway	45 (28%)	116 (72%)	**161**
France	12 (27%)	32 (73%)	**44**
US	5 (38%)	13 (62%)	**18**
Poland	1 (8%)	12 (92%)	**13**
Italy	0	4 (100%)	**4**
Total	63	177	**240**

Employees by age group 2023

	Women	Men	Total
Below 30	6	21	**27**
30-50	38	95	**133**
Above 50	16	64	**160**
Total	60	180	**240**

Employees by employee category 2023

	Women	Men	**Total**
Executive management board	2 (40%)	3 (60%)	**5**
Group management team	2 (29%)	5 (71%)	**7**
Other management	7 (14%)	43 (86%)	**50**
Staff	49 (28%)	129 (72%)	**178**
Total	60 (25%)	180 (75%)	**240**
Total	50 (20%)	201 (80%)	**251**

Gender equality

A key diversity priority for Vow is gender equality. Vow has therefore set a target of at least 25 per cent women in leadership positions by 2025 and 25 per cent female employees across the group. In 2023 women held 25 per cent of the positions in Vow. Of the management positions, women accounted for 21 per cent. The management positions include the following employment categories: C-level, director, manager and lead. A manager is an employee with leadership responsibility whereas a lead has responsibility for a function but not employee responsibility. Vow will reach the gender equality targets through:

- employer branding towards women
- promotion of gender equality in recruitment processes
- usage of a diversity and inclusion guidelines for recruitment agencies
- development of female talents already employed in the company

Vow focuses on continuous improvement of internal recruitment processes to ensure a diverse way of recruitment. The goal is to mitigate potential bias in the screening and interview process. Recruitment agencies play an important role in Vow's journey to enable a robust and diverse workforce. Vow has therefore developed principles that lay out the company's expectations towards inclusive hiring processes. With these actions, Vow seeks to not only increase the proportion of women in management positions, but also increase the group's total proportion of women and close the pay gap between genders.

Pay equality and compensation ratio

	2023	2022
Average salary for women as a percentage of average salary for all employees	**99%**	93%
Average salary for men as a percentage of average salary for all employees	**100%**	105%

Nationalities among employees

	2023	2022
Number of nationalities among employees	**24**	28

Non-discrimination

	2023	2022
Detected incidents of discrimination	**0**	0

There have been no detected incidents of discrimination in 2023, nor in 2022. Prevention of discrimination is an important part of the diversity and equality work. The group seeks to prevent all types of discrimination and harassment in the workplace. Employees can and are encouraged to report incidents of discrimination and other concerns through the whistleblowing channel for employees. Employees raising genuine concerns relating to malpractice or impropriety through whistleblowing are acting responsibly and appropriately.

Board of directors

The Vow ASA board of directors has a 40 per cent gender balance, and all directors are over 50 years old. The constitution of the board balances specific industry experience with a combination of financial background, management experience and industrial experience.

Board of directors:

Women	2 (40%)
Men	3 (60%)
Over 50 years old	5 (100%)

HUMAN CAPITAL DEVELOPMENT

With a growing HR department, efforts are carried on to both strengthen diversity performance and human capital development. Vow focuses on professionalising internal processes such as recruitment and internal employee development. Several initiatives are considered to contribute to human capital development. In 2023, Vow held a culture awareness workshop and several management meetings focused on leadership development. Vow has professionalised an on-the-job onboarding training, where employees are onboarded by colleagues through a structured onboarding week. On-the-job training is considered an important topic of HR management.

With Vow ASA's policies and values, Vow puts occupational health and safety first.

Key figures

	2023	2022
Average hours of training that employees have undertaken	**22**	22
Percentage of employees that have completed regular performance and development review	**95%**	72%
Percentage of employees that have completed employee engagement survey	**64%**	NA

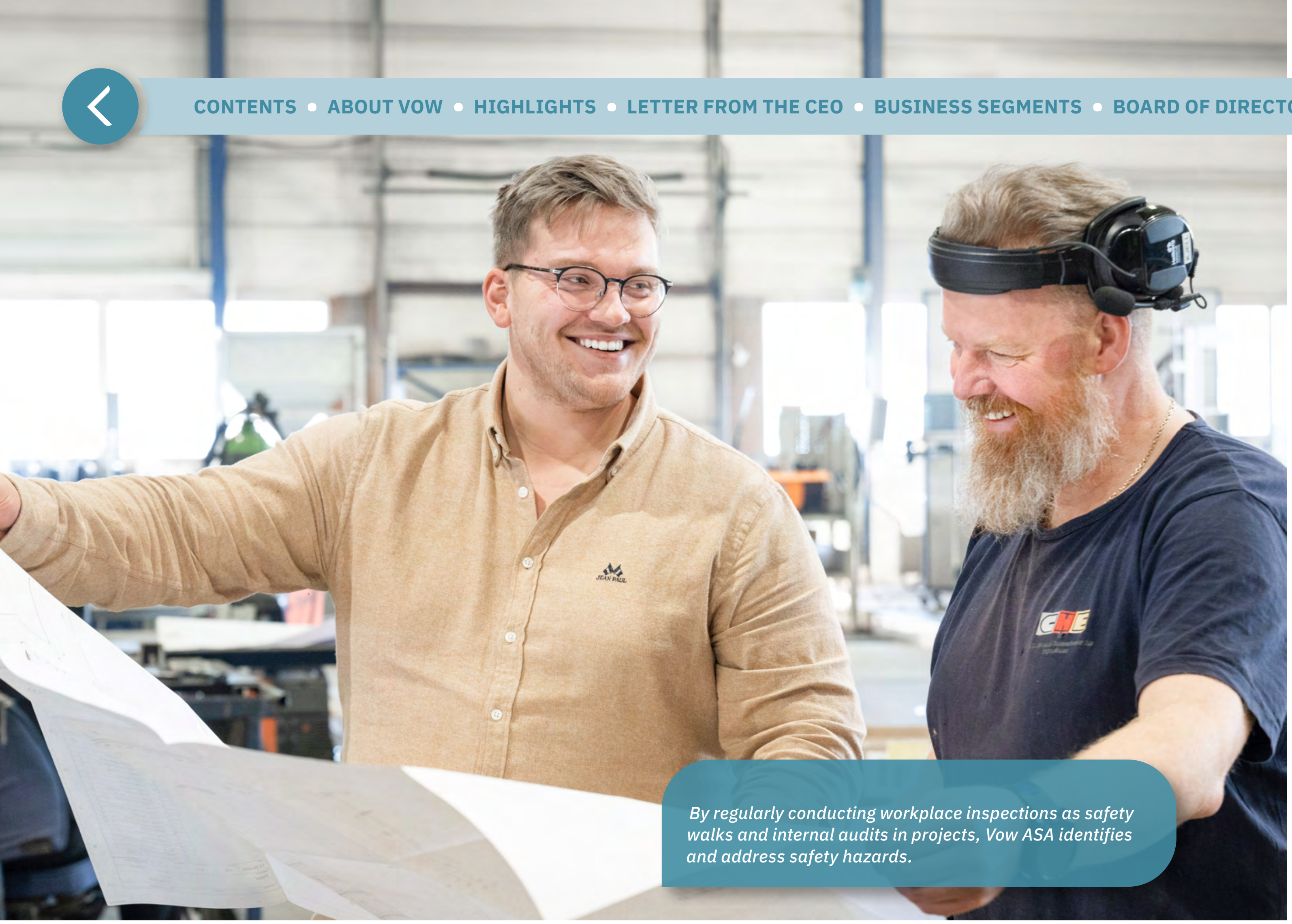
In June 2023, Vow distributed its first employee engagement survey to all employees in the group using the Eletive survey tool. A second survey was conducted in October 2023. These surveys serve as crucial instruments for measuring and enhancing employee engagement and well-being within the company. Results are shared with all employees and provide valuable feedback to managers, teams, and individuals. Employees can review their own and the company's results, as well as receive guidance on strategies to improve their well-being and engagement. Regarding learning and development, the latest survey reveals that employees generally find their work stimulating and perceive opportunities for learning and development. However, there is room for improvement in communication on development between employees and their managers or other relevant parties. Vow is committed to addressing this issue moving forward and will continue to conduct quarterly employee engagement surveys.

Collaboration with academia

Vow values collaboration and partnerships with academia and students. The new generation is encouraged to do research on the vast opportunities linked to Vow's technical solutions. Vow has partnered with students on several levels across different universities in Norway, including 4 master students and 3 PhD students.

OCCUPATIONAL HEALTH AND SAFETY

With Vow's policies and values, Vow puts occupational health and safety first. All activities that Vow conducts shall be carried out without harm to people, the external



By regularly conducting workplace inspections as safety walks and internal audits in projects, Vow ASA identifies and address safety hazards.

environment, materials, or systems. Vow has a vision of zero harm to people, and a key contributor to health and safety is to promote an open corporate culture that fosters interaction and reflects the company's core values. We see that a safe and healthy working environment not only protects employees from harm but also contributes to increased productivity, reduced absenteeism, and positive organisation culture. We see health and safety as an investment in the wellbeing of employees and the long-term success of the organisation.

To manage Vow's increased ambitions within health and safety (HS), we work in line with the group's health and safety management system, where both employees and external workers working on Vow's sites are covered. The H&S management system is implemented based on legal requirements, hazard identification, risk assessment, incident investigation, recognised risk management, management system standards and guidelines as Vow HSE policy, risk assessment and Vow safety standard. The safety standard identifies factors related to Vow's scope of work e.g., hot work, lifting/loading operations, hazardous energy, confined space, hazardous substances, and its set of mitigating actions to reduce health and safety risks on all sites and projects across the group.

Hazard identification, risk assessment, and incident investigation

By regularly conducting workplace inspections as safety walks and internal audits in projects, we identify and address safety hazards early. Inspections that we carry out usually include physical inspections of the premises, equipment, and work processes. The benefits from safety walks in projects are proactive, preventive measures that helps protect the wellbeing of workers, ensures compliance, and enhances overall project performance.

Key roles that usually participate in safety walks:

- Representants from management
- Contractors and sub-Contractors
- Site managers
- Safety representatives
- HSEQ
- Project managers
- Site engineers and technicians
- External experts if necessary

Mandatory HSE reporting is part of Vow's health and safety system. Vow is therefore continuously working to increase the reporting frequency, including positive observation and unsafe situations that can lead to a High Potential (HiPo) incident to align with Vow's HSE Policy and Employee Code of Conduct.

All employees at any level are obliged to report or even stop any unsafe situations. Vow's whistleblowing channel is established to promote transparency, accountability, and ethical behaviour within the organisation without fear of retribution to the whistleblower, and to equally protecting both the whistleblower and the person being subject of the whistleblowing.

After receiving work related reports, Vow conducts a root cause analysis (RCA) by using the "5 Whys" as a problem-solving technique to help uncover the underlaying factors contributing to the issue, which allows for the development of effective solutions. Based on the findings in the RCA, corrective actions are implemented to address the root causes and hazards identified, as well as to prevent repetition of the same case. Vow sees this as a key to improve efforts to reduce accidents.

WORKER PARTICIPATION, CONSULTATION, AND COMMUNICATION

Health and safety topics are communicated through the group's intranet, where updates and documents are posted. Employees as site managers and technicians have mandatory training for their scope of work. Vow's safety standard is a part of onboarding for all employees. Templates for use in every project is available for all employees. Vow's HSE plan in projects are communicated and distributed to all Vow employees and hired personnel and subcontractors which is involved in the project. If Vow's clients have higher requirements, the requirements are implemented in the project's HSE plan.

As required by Norwegian law, Vow has a working environment committee where the employer, employees, safety representatives and the occupational health services (OHS) representative participate. The committee complete mandatory health and safety training. Vow HSEQ is not a part of the working environment committee.

WORKING ENVIRONMENT, SICKNESS ABSENCE, INCIDENTS, AND INJURIES

The group has absence due to sick leave with 2.0 per cent in 2023 and 2.3 per cent in 2022. Vow has occupational health and safety services in Norway through an external service provider that's required by Norwegian Law.

For 2023, there were zero (0) fatalities as a result of work-related injury or high-consequence work-related injuries. It's reported 3 lost time incidents related to finger cut (required protective equipment was not used), muscle strain / back pain due to manual handling, and fracture in elbow due to fall from higher level. Additional, 24 work related hazards were identified and reported, indicating a high potential (HiPo) risk. Although no injuries or material damage occurred, there is a possibility of adverse outcomes under different conditions. Vow sees that addressing these HiPo's is a proactive and strategic approach that not only prevents immediate harm but also contributes to overall organisational well-being and resilience.

Vow is continuously working to improve reporting routines and an ongoing campaign initiated in November 2022 targets to increase the reporting frequency by 25 per cent (including positive observation, unsafe situations/near misses that can lead to a HiPo etc.).

Key figures

	2023	2022
Fatalities as results of work-related injury	**0**	0
High-consequence work-related injuries (more than 6 months)	**0**	0
Recordable work-related injuries/LTI/LTIR	**3** (7.9 per mill. work hours)	1 (2.5 per mill. work hour)
Hours worked	**465 650**	376 500
High-potential work-related incidents identified (HiPo)	**24**	5
Sick leave	**2.0%**	2.3%

Vow continuously updates risk assessment for the workplace and conduct safe job analysis to break down each job into individual tasks and assessing the associated risks and hazards and that reflects Vow' Safety Standard.

For 2023, there were zero (0) fatalities as a result of work-related injury or high-consequence work-related injuries for Vow ASA employees.

GOVERNANCE

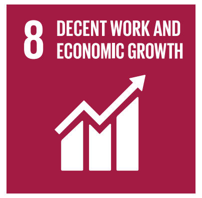
Vow recognises that successful management of material sustainability topics requires a tailored governance structure with clear division of responsibility, and puts therefore special emphasis on both developing good processes and monitoring their eligibility.

To advance Vow's solutions for maximising environmental sustainability impact, Vow continues to strengthen and develop its partnerships. Vow is committed to be responsible and to ensure high ethical standards throughout its practices, including sourcing and procurement practices and product quality and compliance.

2023 HIGHLIGHTS

- ESG criteria targeting supplier audits were reviewed and improved
- Anti-corruption program and training for all employees commenced
- New strategic partnerships to further maximise environmental sustainability was launced

PRIORITISED SDG – GREATEST AREA OF IMPACT



Respecting fundamental human and labour rights throughout the value chain

Taking responsibility for social and environmental impact in sourcing and procurement

Complying with laws and regulations, behaving with integrity and being transparent in communications

RESPONSIBLE VALUE CHAIN

From initial contact with the customer to the hand-over of a complete solution, multiple activities and services are required. Vow's solutions are customised to the customers' unique needs, and each project consist of 7 main phases, sales to service, shown by the figure below.

Sales → Design & engineering → Production → Transport → Installation → Comissioning → Service

Vow ASA asks its suppliers to agree and comply with Vow's supplier code of conduct which specifies the minimum standards expected of all suppliers.

The phases of a project are typically carried out by Vow subsidiaries themselves, apart from transport which is outsourced for all subsidiaries, and production which is outsourced for Scanship and ETIA. Assembly is, by contrast, handled internally for all subsidiaries, both in the subsidiaries' own facilities and on-site in relation to installation. The outsourced production-sites are located in Norway, Sweden, and Poland for Scanship, and France for ETIA. Vow conducts regular visits to the production sites to ensure product quality and safe working conditions. Vow subsidiaries mainly have customers in the private sector.

COMMITMENTS AND FRAMEWORKS

- UN Global Compact principles
- OECD Guidelines for Multinational Enterprises
- The UN Guiding Principles on Business and Human Rights
- The International Bill of Human Rights
- International Labour Organization (ILO) Core Conventions
- Standards of Underwriters Laboratories Inc. (UL)
- ISO 9001

Vow seeks compliance with comparable applicable regulations. The Vow subsidiary, Scanship, hold an ISO 9001 certified management system since 2016. Looking ahead, Vow will implement key elements of this standard in the other subsidiaries of the group as well.

ETHICAL GUIDELINES

Vow has established ethical guidelines for both its employees and suppliers, including its business partners. The guidelines are approved by the executive management and the board of directors and are available on the group's web site.

The employee code of conduct includes topics on human and labour rights, environment, health and safety, anti-corruption, money laundering, responsible sourcing, responsible marketing practices, whistleblowing, as well as legislation and regulation. The employee code has been communicated to all Vow employees through intranet and was attached to all new employee contracts in 2023.

The supplier code of conduct includes topics on compliance with laws, human and labour rights, health and safety, environment, anti-corruption and ethics, as well as management commitment. The supplier code of conduct cover all ten principles of the UN Global Compact. Human rights topics included in the supplier code are anti-discrimination, fair treatment, prevention of involuntary labour and human trafficking, prevention of underage labour, juvenile employees, working hours, wages and benefits, and freedom of association. Overall, suppliers must assure the human rights of employees and treat them with dignity and respect as understood by the international community.

Vow is committed to respecting fundamental human and labour rights as described in international human and labour rights conventions. This applies to both Vow's own operations and throughout the value chain. Vow has therefore incorporated the topics concerning human and labour rights into its code of conduct for suppliers and employees.

RESPONSIBLE SOURCING AND PROCUREMENT

As a means to ensure a responsible supply chain, Vow asks its suppliers to agree and comply with Vow's supplier code of conduct which specifies the minimum standards expected of all suppliers. Vow is working to implement the practice of attaching the code of conduct for suppliers to all new supplier contracts and referenced to in all purchase orders. Suppliers are encouraged to apply these minimum standards to their subcontractors and sub-suppliers. Furthermore, Vow encourages suppliers to strive to live up to both international and industry best practices.

Vow conducts supplier audits of new main suppliers and of existing suppliers. Audits are conducted on-site at the suppliers. At these audits, compliance with elements of the code of conduct for suppliers is reviewed. The ESG elements included in supplier audits contain the following topics: the suppliers' own code of conduct, human and labour rights, environment, anti-corruption and reporting mechanisms. Vow will continuously review these elements to ensure that they uphold Vow's ambitions to take responsibility in the value chain.

After an audit, the supplier is given an ESG risk score which is compiled of risk scores for each ESG element. Vow strives to promote collaboration, dialogue and good relationships with its suppliers and consider them long-term partners. Therefore, if a supplier receives a lower score than preferred, Vow provides guidance on how to improve.

As Vow is committed to respecting fundamental human and labour rights as described in international human and labour rights conventions, Vow has integrated risk assessment of human and labour rights in its supplier selection and audit. Suppliers must assure the human rights of employees and treat them with dignity and respect as understood by the international community. Vow is continuously working to improve its human and labour rights due diligence. Annually, Vow publishes a transparency statement on Vow's due diligence procedures according to the requirements of the Norwegian Transparency Act. The annual transparency statements can be found on Vow's website.

Key figures	2023	2022
Number of on-site supplier reviews conducted	**6**	3
Number of digital supplier interviews conducted	**2**	0
Number of suppliers who have responded to digital ESG questionnaire	**10**	NA
Number of suppliers assessed for environmental impacts	**16**	3
Number of suppliers assessed for social impacts	**18**	3
Detected violations of Vow's supplier code of conduct	**0**	0
Detected negative impacts on human and labour rights	**0**	0

The geographical location for Vow's main suppliers are: Norway, Poland, Denmark, Sweden, Germany, Italy, Lithuania, United Kingdom, France, Switzerland, Netherlands, China, and the United States.

ANTI-CORRUPTION

Vow believes that business gained, and long-term customer relationships are built, by providing the best technical solutions at competitive prices as well as by demonstrating honesty and integrity in all interactions. Vow opposes corruption in all forms and recognises its responsibility as an international business player to continuously work on anti-corruption.

Although Vow's risk level for corruption is considered low, Vow has a responsibility to prepare employees for challenging situations and equip them to make good decisions. This includes making legal and ethical boundaries known, having relevant procedures in place, routines for follow-up, and reacting to violations. It also includes that all managers lead by example and promote a culture where employees feel comfortable to seek advice if they are in challenging situations.

Vow established an anti-corruption program in 2022 to further address anti-corruption. In relation to the release of the program, an anti-corruption training was rolled out to all Vow employees, with the intention that the employees will learn more about corruption and its forms, and guidelines on how to handle different situations. During the first half of 2023, 84 per cent of employees completed the training.

Key figures	2023	2022
Number and percentage of employees that the organisation's anti-corruption policies have been communicated to	**240 (100%)**	251 (100%)
Number and percentage of employees that have completed training on anti-corruption	**201 (84%)**	Training initiated, not completed
Confirmed incidents of corruption	**0**	0

WHISTLEBLOWING

Vow has an internal whistleblowing channel and an external grievance mechanism. The publicly available grievance mechanism was established for external stakeholders who have feedback or concerns related to the group's business activities or potential non-compliance with Vow's supplier code of conduct. For employees, Vow has a whistleblowing channel where employees are encouraged to report incidents of discrimination, malpractice, impropriety, and other concerns or potential non-compliance with Vow's employee code of conduct.

Concerns raised through Vow's grievance mechanism are coordinated by the sustainability director, whereas concerns raised by employees in Vow's whistleblowing channel is coordinated by the HR director. The board of directors are notified by members of the executive management team, to which both the sustainability director and the HR director report.

Vow ASA has several strategic partnerships where the company joins forces with other businesses to develop, build knowledge and expand solutions to reach common goals.

Key figures	2023	2022
Number of grievances	**0**	0

PARTNERSHIPS

Partnerships play an important role in reaching Vow's mission to maximise environmental sustainability impact. Vow takes part in a variety of partnerships and memberships that differ in form, content, purpose, and composition of actors. One type is strategic partnerships where Vow joins forces with other businesses to develop, build knowledge and expand solutions to reach common goals. Other partnerships/memberships act as platforms for sharing of knowledge, perspectives, and experiences, or promotes common interests.

In the tables below, Vow's strategic partnerships, memberships and commitments are listed.

STRATEGIC PARTNERSHIPS	
Murfitts, ETEL and Itochu	Murfitts Industries (Murfitts), which is a subsidiary of ETEL and the largest collector and processor of end-of-life tyres in the UK and ETIA, a subsidiary of Vow, have been working together for several years. The parties have developed a full industrial process, in which end-of-life tyres are valorised into a premium recovered carbon black. ETEL is an international tyre and automotive service, maintenance, and repair group. It is a subsidiary of Itochu, one of Japan's largest trading companies. Vow is together with Murfitts, ETEL and Itochu, forming a unique British-French-Japanese-Norwegian partnership. The companies have agreed to come together to offer a truly sustainable method for handling end-of-life tyres and at the same time decarbonise the tyre industry.
Repsol	The utilisation of Vow Biogreen technology to convert plastic into olefins serves as a strategic circular economy initiative for Vow's client, Repsol in Spain. This endeavor provides an exceptional opportunity for Vow to contribute its much-needed technology in addressing the pressing issue of plastic waste, simultaneously resolving a significant environmental concern and substituting virgin petroleum products. This unbeatable combination holds immense potential for the betterment of our planet's health.
SAS Improve	In partnership with SAS IMPROVE, a French cutting-edge R&D platform dedicated to developing technological solutions for the farm to fork valorisation of future proteins, the Vow subsidiary ETIA has developed a new process for the treatment of vegetable proteins. Using ETIA's Safesteril technology, FlavaPulse, a food ingredient producer processing yellow peas in Bulgaria, will from next summer start production of an innovative pea protein concentrate with higher protein content and reduced bitter taste.
Circon Energy	Vow has signed a long-term cooperation agreement and a long-term equipment supply agreement and been selected to be the exclusive provider for large-scale Carbon Refinery® projects. The agreements are entered into with Circon Energy LLC (Circon) and its sister company ReCO_2, LLC (ReCO_2) respectively. Multiple projects are under advanced development, the first of which will deploy 19 lines of Vow's equipment to process feedstocks into low-carbon fuels, biochar and recovered carbon black without any direct emissions.

MEMBERSHIPS AND COMMITMENTS	
Asta, the American Spice Trade Association	astaspice.org
Bellona, a Norwegian environmental NGO	bellona.org
Bioeconomy For Change (B4C)	bioeconomyforchange.eu
British Norwegian Chamber of Commerce	bncc.no
European Biochar Industry Consortium	biochar-industry.com
International Biochar Initiative	biochar-international.org
Norwegian-American Chamber of Commerce, Florida	naccflorida.org
Norwegian Biochar Network	biokull.info
Norwegian Center of Circular Economy	ncce.no/en
Orgalim, a federation that represents Europe's technology industries	orgalim.eu
Several associations for galvanising	
Several local business associations	
Sustainability Hub Norway	sustainabilityhub.no
Swedish American Chamber of Commerce	saccflorida.org
Swedish Suppliers of Heat Treatment Equipment	shte.se
United Nations Global Compact	unglobalcompact.org
Women's International Shipping & Trading Association	wistainternational.com

Assembly of pyrolysis and auxiliary systems for Vow Green Metals's early production line for biocarbon at Hønefoss, Norway.

Pyrolysis system on Icon of the Seas

CORPORATE GOVERNANCE

Vow aims to maintain a high standard of corporate governance. Good corporate governance strengthens the confidence in the company and contributes to long-term value creation by regulating the division of roles and responsibilities between shareholders, the board of directors and executive management.

Vow is a Norwegian public limited company listed on Oslo Børs (Oslo stock exchange) and is subject to Norwegian laws, including the section 3-3b of the Norwegian Accounting Act, which requires the company to disclose certain corporate governance-related information annually. In addition, Oslo Børs' continuing obligations require listed companies to publish an annual statement of its principles and practices with respect to corporate governance, covering every section of the latest version of the Norwegian Code of Practice issued by the Norwegian Corporate Governance Board.

The Norwegian Accounting Act is available at www.lovdata.no (in Norwegian), while the continuing obligations are available at https://www.euronext.com/en/ markets/oslo. The Norwegian Code of Practice ("the code") for Corporate Governance was last revised on 14 October 2021 and may be found at www.nues.no.

The corporate governance policy in Vow shall establish a basis for good corporate governance, profitability, and long-term value creation for the shareholders of the company. The policy in Vow is based on the following main principles:

- All shareholders shall be treated equally
- Vow shall maintain an open, relevant, and reliable communication with its stakeholders, including shareholders, governmental bodies, and the public, about the company's activities
- Vow's board of directors shall be autonomous and independent of the company's management
- The company emphasises independence and integrity in all matters between the company and members of the board, management, and shareholders
- Vow shall have a clear division of roles and responsibilities between shareholders, the board and management

1. IMPLEMENTATION AND REPORTING ON CORPORATE GOVERNANCE

The board of directors ("the board") of Vow ASA ("Vow" or "the company") has the overall responsibility for ensuring that the company implements sound corporate governance. The board has prepared a corporate governance policy document addressing the framework of guidelines and principles regulating the interaction between the shareholders, the board, and the chief executive officer ("the CEO").

The board has provided this statement of its adherence to the current code of practice, latest revised on 14 October 2021, as referenced to in the directors' report. The report covers every section of the code, and if the company does not fully comply with the code, the company has provided an explanation of the reason for the deviation and what solution it has selected.

Deviations from the code: None

2. BUSINESS

The company's business is clearly set out in article three of the company's articles of association:

"The objective of the company is production, delivery and maintenance of systems for processing and purifying wastewater, food waste, solid waste and bio sludge and other types of waste from vessels and offshore installations, including interests in other companies with similar business."

The board of Vow has defined clear objectives and strategies for the company's business activities, to secure a sustainable long-term value creation for the shareholders of the company. The board normally has two scheduled meetings per year that deal with the company's strategy, where objectives and risk profiles are evaluated. In its work, the board considers economic, social, and environmental conditions.

Deviations from the code: None

3. EQUITY AND DIVIDENDS

The board and the management of Vow shall always aim at keeping the company's capital structure suitable for the company's objectives, strategy, and risk profile, thereby ensuring that there is an appropriate balance between equity and other sources of financing. The board shall immediately take adequate steps should it be apparent at any time that the company's equity or liquidity is less than adequate.

Equity

Vow's equity totalled NOK 396.4 million at 31 December 2023, which corresponds to an equity ratio of 26 per cent. The equity ratio at the end of 2023, was negatively impacted by reassessments of project accounts and balance sheet items during 2023. The board is monitoring the capital structure closely and are taking steps to ensure it is appropriate to the company's objectives, strategy, and risk profile.

Dividends

The board of Vow has established a dividend policy stating that the company's goal is to provide shareholders with a high return over time through a combination of increasing value of the company's shares and payment of dividends.

The board will not propose any payment of dividend if the company's financial position is not sufficiently solid. The background for any proposal to authorise the board to resolve distribution of dividends should be explained. Vow had negative financial results for 2023. To support a sustainable growth strategy, the board will not propose to pay any dividend for the financial year 2023. The group did not pay out dividend for 2021 and 2022 other than the dividend in form of consideration shares in Vow Green Metals.

Board authorisations

Authorisations granted to the board to increase the company's share capital or to purchase own shares shall be restricted to defined purposes, and the general meeting shall consider each authorisation separately. Such authorisations shall be limited in time to no longer than until the next AGM.

At the company's AGM on 22 May 2023, the board was granted a total of four authorisations, all valid until the earlier of the AGM in 2024 and no later than 30 June 2024:

i. The board was granted an authorisation to acquire Vow shares in the market with a total nominal value of up to NOK 1 068 330. Own shares acquired, may be available for sale and for transfer in connection with transactions.

ii. The board was granted an authorisation to acquire Vow shares in the market with a total nominal value of up to NOK 133 938 for the group's option programme.

iii. In addition, the board was granted an authorisation to increase the company's share capital by up to NOK 1 068 330 for the purpose of strengthening the company's equity/liquidity. It follows from the purpose of the authorisations that the board may need to waive existing shareholders' preference rights, which is permitted under the terms of the authorisations concerned.

iv. The board was granted an authorisation to resolve distribution of dividends. When making use of the authorisation, the board shall ensure that the resolution to distribute dividend is in line with the company's resolved dividend policy.

Deviations from the code: None

4. EQUAL TREATMENT OF SHAREHOLDERS AND TRANSACTIONS WITH CLOSE ASSOCIATES

Any decision to deviate from the pre-emption rights of existing shareholders to subscribe for shares in the event of an increase in share capital shall be justified.

Where the board resolves to carry out an increase in share capital and deviate from the pre-emption rights of existing shareholders based on an authorisation granted to the board, the justification shall be publicly disclosed in a stock exchange announcement issued in connection with the increase in share capital.

Any transactions in the company's own shares are carried out through the stock exchange or at prevailing market price.

Deviations from the code: None

5. SHARES AND NEGOTIABILITY

Vow has one class of shares, and all shares carry equal rights. Each share has a face value of NOK 0.0935 and carries one vote at the general meetings.

The company emphasises equal treatment of its shareholders and the shares are freely tradable. No restriction on owning or voting for shares is included in the articles of association.

Deviations from the code: None

6. GENERAL MEETINGS

The general meeting is the company's ultimate decision-making body. All shareholders have the right to participate in the general meetings of the company and Vow encourages all its shareholders to participate. The board shall facilitate for the general meeting to be an effective forum for communication between the board and the shareholders. Members of the board, the nomination committee chair, the CEO, and the company's auditor are expected to participate in the AGM.

Pursuant to article eight of the company's articles of associations, documents relating to matters to be considered at the general meeting, including documents which shall, according to law, be included in or attached to the notice of the general meeting, do not need to be sent to the shareholders if the documents are made available on the company's website. A shareholder may request to receive the documents concerning matters which are to be discussed at the general meeting.

The notice calling the AGM and any extraordinary general meetings, and all supporting documentation, shall be made available on the company's website, www.vowasa.com. Notice and supporting documentation shall include the information necessary for shareholders to form a view of matters to be considered. Shareholders who wish to participate in a general meeting, shall notify the company of this within a deadline which is set out in the notice of the general meeting. The registration deadline shall be set as close to the meeting as practically possible.

Shareholders not in attendance can give proxy to vote on his/her behalf. Forms of proxy are sent to the shareholders together with the notice of the meeting. The proceeding in the meeting follows the agenda outlined in the notice. Shareholders can raise a topic at the general meeting but must notify the board of this in writing and in reasonable time before the notice of the general meeting is dispatched.

Each general meeting appoints a chairperson for the meeting. If significant and unusual topics are on the agenda, an independent chairperson will be appointed.

Deviations from the code: According to the recommendation, shareholders should be able to vote on each individual matter, including on each individual candidate nominated for election. Vow intends to facilitate this in the future.

Deviations from the code: None

7. NOMINATION COMMITTEE

Pursuant to article six of the company's article of association, the company shall have a nomination committee consisting of two or three members, according to the decision of the general meeting. The general meeting may establish guidelines for the nomination committee. The members of the committee, including the chair, have been elected by the general meeting. Unless otherwise resolved by the general meeting, the elections shall be held every two years.

The nomination committee makes proposals to the general meeting for the election and remuneration of directors and proposes members and remuneration to the nomination committee. The nomination committee shall justify its recommendations.

The nomination committee shall have contact with shareholders, the board, and the company's executive personnel as part of its work on proposing candidates for election to the board.

The members of the nomination committee should be selected to consider the interests of shareholders in general, where the majority of the committee members are independent of the board and the executive management team.

The company shall provide information about the members of the nomination committee and any deadlines for submitting proposals to the committee.

The AGM held on 22 May 2023 elected Bård Brath Ingerø as the leader of the nomination committee and Lars Martin Lunde as member of the committee. Mr Ingerø is also a director of Vow and represents the company's major

Industry-scale biocarbon production requires large dimensions, as shown here during assembly of large pyrolysis reactor.

shareholder. Both were elected for the period up to the AGM in 2024.

Except for the nomination committee composition, there are no deviations from the code.

8. BOARD OF DIRECTORS: COMPOSITION AND INDEPENDENCE

The composition of the board shall ensure that the board can attend to the common interests of all shareholders and meet Vow's need for expertise, capacity, and diversity. Attention shall be paid to ensuring that the board can function effectively as a collegiate body.

The composition of the board shall ensure that it can act independently of any special interests. The majority of the shareholder-elected members of the board shall be independent of the company's executive personnel and material business connections. In addition, at least two of the members of the board must be independent of the company's major shareholder(s). For the purposes of this corporate governance policy, a major shareholder shall mean a shareholder that controls 10 per cent or more of the company's shares or votes, and independence shall entail that there are no circumstances or relations that may be expected to be able to influence independent assessments of the person in question.

According to article five of Vow's article of association, the company's board shall consist of three to seven members, according to the decision of the general meeting.

The directors are elected by the general meeting for a term of two years unless otherwise determined by the general meeting. The AGM held on 22 May 2023 re-elected Narve Reiten as chair of the board, as well as Susanne Schneider, Hanne Refsholt and Bård Brath Ingerø as directors. Egil Haugsdal was elected as a new board member. At an extraordinary general meeting on 29 November 2023, Cecilie Lind was elected to replace Hanne Refsholt, while the four other directors were re-elected. The constitution of the board reflects a strong background that balances specific industry experience with a combination of financial background, management experience, and industrial experience.

All directors are deemed to be independent of the company's executive personnel and material business connections and three of the five members of the board are independent of major shareholders. Mr Reiten and Mr Ingerø represent the company's largest shareholder. No members of the executive management team are members of the board.

The board held a total of 15 meetings in 2023 and the attendance rate was 97 per cent. A description of the competence and background of the individual directors can be found on www.vowasa.com. The directors are encouraged to hold shares in the company.

Deviations from the code: None

9. THE WORK OF THE BOARD OF DIRECTORS

The board's tasks include the overall management and supervision of the company. The board prepares an annual plan for its work, emphasising goals, strategies, and execution. The board is also responsible for ensuring that the operation of the company is compliant with the company's values and ethical guidelines. The chair of the board is responsible for ensuring that the board's work is performed in an effective and correct manner.

The board shall ensure that the company has proper management with clear internal distribution of responsibilities and duties. A clear division of work has been established between the board and the executive personnel. The CEO is responsible for the executive management of the company.

The board normally schedules six regular meetings each year, but typically holds additional meetings as circumstances dictate. Two of the scheduled board meetings deal with strategic company issues and all the scheduled meetings deal with updates on financial results. The board operates according to applicable Norwegian law and adopts guidelines for the CEO's work and duties to the board.

In the event of material transactions between the company and its shareholders, a shareholder's parent company, members of the board, executive personnel, or close associates of any such parties, the board shall arrange for a valuation to be obtained from an independent third party. This will not apply if the transaction requires the approval of the general meeting pursuant to the requirements of the Norwegian Public Limited Liability Companies Act (the Companies Act).

Independent valuations shall also be arranged in respect of transactions between companies in the same group where any of the companies involved have minority shareholders. Members of the board and executive personnel must notify the board if they have any significant, direct, or indirect, interest in a transaction carried out by the company.

Any transactions with related parties will be conducted on market terms. Transactions with related parties will be enclosed in the notes to the financial statements.

The board has appointed an audit committee, chaired by Narve Reiten, and a sustainability committee, chaired by Bård Brath Ingerø. Hanne Refsholt served as committee member of both the audit and the sustainability committees, and a process has been initiated to find her successor.

The board evaluates its own performance and expertise once a year.

Deviations from the code: None

10. RISK MANAGEMENT AND INTERNAL CONTROL

The board shall ensure that Vow has sound internal control and systems for risk management that are appropriate in relation to the extent and nature of the company's activities. The board monitors the company's risk exposure, and the company constantly strives to maintain and improve its internal control processes. The internal control and the systems shall also encompass the company's corporate values and ethical guidelines.

The objective of the risk management and internal control is to manage exposure to risks to ensure successful conduct of the company's business and to support the quality of its financial reporting.

The finance and accounting side the company's internal control is also subject to an independent review by the external auditor EY, where the findings are presented annually in a board meeting. Once a year, the board carries out reviews of the company's most important areas of exposure to risk and its internal control arrangements.

Deviations from the code: None

11. REMUNERATION OF THE BOARD OF DIRECTORS

The remuneration payable to the members of the board is proposed by the nomination committee and determined by the shareholders at the AGM. The remuneration to the board should reflect the board's responsibilities, expertise, time invested and the complexity of the business, and be designed to attract and retain an optimal board structure in a competitive environment. The remuneration of the board is not linked to the company's performance, and no share options have been granted to members of the board. Details of the remuneration are disclosed in the notes to the financial statements.

Members of the board and/or companies with whom the members are associated shall not take on specific assignments for the company in addition to their appointments as members of the board. If they, nonetheless, do take on such assignments, this must be reported to the board and the remuneration for such additional duties must be approved by the board.

Any remuneration in addition to normal fees to the members of the board shall be specified in the annual report.

Deviations from the code: None

12. SALARY AND OTHER REMUNERATION FOR EXECUTIVE PERSONNEL

Pursuant to section 6-16a of the Companies Act, the board has adopted clear and understandable guidelines for the remuneration of executive management team which contribute to the company's business strategy, long-term interests, and financial sustainability.

The schemes for salaries and other remuneration should contribute to coincidence interests between shareholders and senior executives and be simple. It is critical for Vow to attract and retain engaged executives with significant experience and strong drive for results. A competitive compensation package is an important tool to attract and retain the executive personnel that Vow needs to succeed. There is no performance-related remuneration in Vow.

Pursuant to Section 6-16b of the Public Limited Companies Act, the board annually prepares to the general meeting a Remuneration Report which includes information on remuneration paid to the executive management team in accordance with the guidelines.

Deviations from the code: None

13. INFORMATION AND COMMUNICATION

Communication with shareholders, investors and analysts has high priority for Vow. The objective is to ensure that the financial markets and shareholders receive correct and timely information, thus providing a sound foundation for a valuation of the company.

All market players shall have access to the same information, and all information is published in English. All notices sent to the stock exchange are made available on the company's website and at Oslo Børs' news site, www.newsweb.no.

The board has established guidelines for the company's reporting of financial and other information, based on openness and equal treatment. The CEO and CFO are responsible for communications with shareholders in the period between general meetings. The company submits half-yearly and annual financial reports to the Oslo Børs, as well as regular trading updates, and holds presentations of its financial results at least twice per year. These presentations are open to all and provide an overview of the company's operational and financial performance in the previous reporting period, as well as an update on the company's prospects. The presentations are also made available on the company's website, www.vowasa.com.

Deviations from the code: None

14. TAKE-OVERS

The board has established guiding principles for how it will act in the event of a take-over bid received. During a take-over process, the board, and the management of both the party making the offer and the target company are held responsible to ensure that the shareholders in the target company are treated equally, the target company's business activities are not disrupted unnecessarily and that shareholders are given sufficient information and time to form a view of the offer.

The board shall not attempt to prevent or impede the take-over bid unless this has been decided by the general meeting in accordance with applicable laws. The main underlying principles shall be that the company's shares shall be kept freely transferable and that the company shall not establish any mechanisms which can prevent or deter take-over offers unless this has been decided by the general meeting in accordance with applicable law.

If an offer is made for the company's shares, the board shall issue a statement evaluating the offer and making a recommendation as to whether shareholders should or should not accept the offer. If the board finds itself unable to give a recommendation to the shareholders on whether to accept the offer, it should explain the reasons for this. The board's statement on a bid shall make it clear whether the views expressed are unanimous, and if this is not the case, it shall explain the reasons why specific members of the board have excluded themselves from the statement.

The board shall consider whether to arrange a valuation from an independent expert. If any member of the board, or close associates of such a member, or anyone who has recently held a position but has ceased to hold such a position as a member of the board, is either the bidder or has a particular personal interest in the bid, the board shall arrange an independent valuation. This shall also apply if the bidder is a major shareholder (defined as a shareholder that controls 10 per cent or more of the company's shares or votes). Any such valuation should either be enclosed with the board's statement or reproduced or referred to in the statement.

Deviations from the code: None

15. AUDITOR

The auditor is appointed by the AGM and is independent of Vow ASA. Each year the board shall receive written confirmation from the auditor that the requirements with respect to independence and objectivity have been met.

Each year, the auditor shall draw up a plan for the execution of their auditing activities, and the plan shall be made known to the board and the audit committee. The auditor will present to the board any significant internal control weaknesses and improvement opportunities.

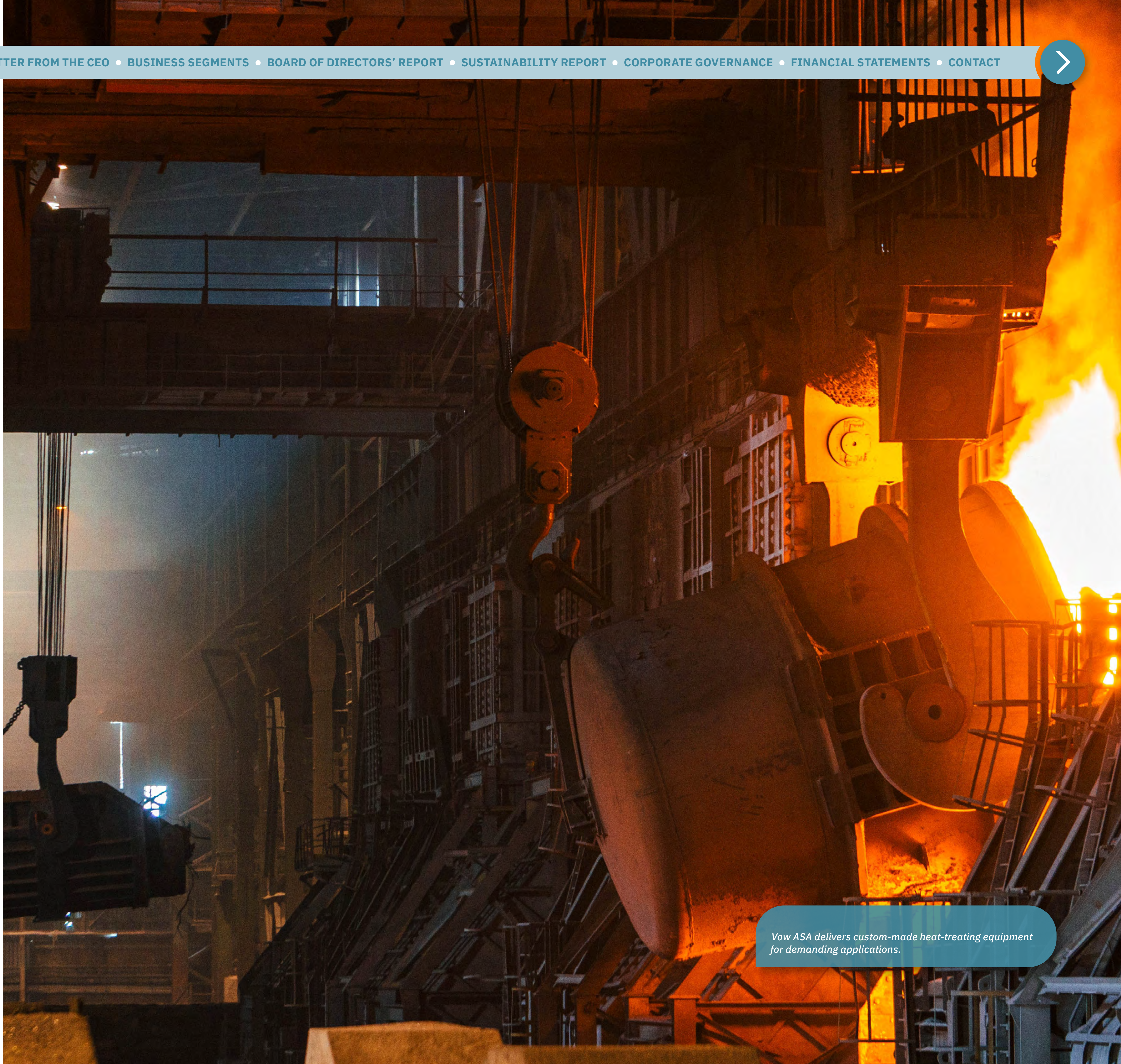
The board has determined the procedures for the external auditor's regular reporting to the board. The auditor attends at least one meeting each year with the board which the company's management is not represented.

Vow has established guidelines for the right of the management to use the external auditor for services other than auditing. According to the procedure, all assignments shall be approved by the CEO, and if there are significant assessments outside the normal scope of services, this shall also be discussed with the chair of the board. The board shall receive an annual statement from the external auditor of services other than auditing provided to Vow. The auditor's fee is determined at the AGM and disclosed in the company's financial statements.

The auditor shall be present at board meetings where the annual accounts are on the agenda, and the auditor is expected to report on any material changes in the company's accounting principles and key aspects of the audit, comment on any material estimated accounting figures and report all material matters on which there has been disagreement between the auditor and the executive management of the company. At least once a year, the board shall meet with the auditor to review the auditor's view on the company's internal control routines and propose areas of improvement.

At the AGM, the board shall present a review of the auditor's compensation as paid for auditory work required by law and remuneration associated with other specific assignments. The board shall arrange for the auditor to attend all general meetings.

Deviations from the code: None



Vow ASA delivers custom-made heat-treating equipment for demanding applications.

FINANCIAL STATEMENTS

VOW GROUP

FINANCIAL STATEMENTS

VOW ASA

CONSOLIDATED STATEMENT OF INCOME

(Amounts in NOK million)	*Note*	**2023**	2022
Revenues	*5*	**918.5**	782.8
Total operating revenues		**918.5**	782.8
Cost of goods sold	*5, 17*	**(686.4)**	(487.2)
Employee expenses	*6*	**(184.2)**	(126.6)
Other operating expenses	*7*	**(102.5)**	(83.5)
EBITDA		**(54.7)**	85.5
Depreciation	*20, 24*	**(32.9)**	(17.7)
Amortisation	*21*	**(19.0)**	(13.8)
Impairment	*21*	**(0.3)**	(0.7)
Operating profit (EBIT)		**(106.9)**	53.3
Finance income	*22*	**78.9**	25.2
Finance cost	*22*	**(101.0)**	(34.2)
Share of net profit from associated company	*18*	**(21.2)**	(22.1)
Loss from sale of subsidiary	*4, 22*	**(8.0)**	-
Net financial items		**(51.3)**	(31.1)
Result before tax		**(158.2)**	22.3
Income tax expenses	*19*	**6.0**	(7.9)
Result for the year		**(152.3)**	14.4
Attributable to:			
Owners of the parent		**(155.2)**	14.3
Non-controlling interests		**2.9**	0.1
Total		**(152.3)**	14.4
Earnings per share (NOK):			
- Basic	*16*	**(1.34)**	0.13
- Diluted	*16*	**(1.32)**	0.12

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

(Amounts in NOK million)	*Note*	**2023**	2022
Result for the year		**(152.3)**	14.4
Other comprehensive income			
Exchange differences on translation of foreign operations		**18.4**	9.2
Total other comprehensive income, net of tax		**18.4**	9.2
Total comprehensive income for the year		**(133.8)**	23.6
Attributable to:			
Owners of the parent		**(137.5)**	23.5
Non-controlling interests		**3.7**	0.1
Total		**(133.8)**	23.6

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Amounts in NOK million)	*Note*	**31 Dec 2023**	31 Dec 2022
ASSETS			
Non-current assets			
Deferred tax asset	*19*	**-**	9.2
Property, plant and equipment	*20*	**40.5**	43.9
Intangible assets	*21*	**416.5**	332.8
Goodwill	*21*	**171.6**	179.3
Right-of-use assets	*24*	**80.7**	36.1
Investment in associated company	*18*	**99.3**	120.5
Long term receivables		**1.2**	0.9
Total non-current assets		**809.8**	722.5
Current assets			
Inventories	*8*	**36.1**	54.6
Trade receivables	*9*	**241.0**	192.1
Contracts in progress	*5*	**270.3**	339.2
Other receivables	*10*	**120.4**	101.5
Cash and cash equivalents	*11*	**57.5**	42.5
Total current assets		**725.3**	729.9
Total assets		**1 535.1**	1 452.4

(Amounts in NOK million)	*Note*	**31 Dec 2023**	31 Dec 2022
EQUITY AND LIABILITIES			
Equity			
Share capital	*12*	**10.7**	10.7
Treasury shares		**(0.1)**	(0.1)
Share premium	*12*	**498.0**	498.0
Other capital reserves	*18*	**9.3**	8.6
Translation differences		**25.9**	8.3
Retained earnings		**(151.3)**	3.9
Equity attributable to owners of the parent		**392.6**	529.5
Attributable to:			
Non-controlling interest	*17*	**3.8**	1.1
Owners of the parent	*17*	**392.6**	529.5
Total equity		**396.4**	530.6
Liabilities			
Non-current liabilities			
Deferred tax liability	*19*	**29.1**	46.8
Long term borrowings	*13*	**345.8**	192.9
Non-current lease liabilities	*24*	**68.1**	25.3
Total non-current liabilities		**443.0**	265.0
Current liabilities			
Current borrowings	*13*	**81.8**	191.0
Trade creditors	*23*	**155.9**	177.8
Convertible loan	*4, 13, 14*	**-**	28.5
Contract accruals	*5*	**171.0**	141.0
Bank overdraft / trade finance overdraft	*13*	**211.6**	61.4
Current lease liabilities	*24*	**14.6**	12.2
Other current liabilities	*15*	**60.9**	44.9
Total current liabilities		**695.7**	656.7
Total liabilities		**1 138.7**	921.8
Total equity and liabilities		**1 535.1**	1 452.4

Lysaker, Norway, 29 April 2024
The board of directors and CEO – Vow ASA

Narve Reiten
Chair

Bård Brath Ingerø
Director

Susanne L. R. Schneider
Director

Egil Haugsdal
Director

Cecilie Lind
Director

Henrik Badin
CEO

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Equity statement 31 December 2023

	Attributable to the equity holders of the parent								
(Amounts in NOK million)	Share capital	Treasury shares	Share premium	Other capital reserves	Trans-lation differ-ences	Retained earnings	**Total**	Non-con-trolling interests	**Total Equity**
Equity at 1 January 2023	10.7	(0.1)	498.0	8.6	8.3	3.9	**529.5**	1.1	**530.6**
Result for the year	-	-	-	-	-	(155.2)	**(155.2)**	2.9	**(152.3)**
Other comprehensive income	-	-	-	-	17.6	-	**17.6**	0.8	**18.4**
Total comprehensive income	-	-	-	-	17.6	(155.2)	**(137.5)**	3.7	**(133.8)**
Effects from sale of Ascodero	-	-	-	-	-	-	**-**	(1.0)	**(1.0)**
Stock options	-	-	-	0.7	-	-	**0.7**	-	**0.7**
Equity at 31 December 2023	10.7	(0.1)	498.0	9.3	25.9	(151.3)	**392.6**	3.8	**396.4**

Equity statement 31 December 2022

	Attributable to the equity holders of the parent								
(Amounts in NOK million)	Share capital	Treasury shares	Share premium	Other capital reserves	Trans-lation differ-ences	Retained earnings	**Total**	Non-con-trolling interests	**Total Equity**
Equity at 1 January 2022	10.7	-	516.4	6.9	(0.9)	(10.5)	**522.7**	1.1	**523.7**
Result for the year	-	-	-	-	-	14.3	**14.3**	0.1	**14.4**
Other comprehensive income	-	-	-	-	9.2	-	**9.2**	-	**9.2**
Total comprehensive income	-	-	-	-	9.2	14.3	**23.5**	0.1	**23.6**
Share buy-back programme March 2022	-	(0.1)	(21.7)	-	-	-	**(21.8)**	-	**(21.8)**
Increase through share-based payment	0.0	-	3.3	-	-	-	**3.4**	-	**3.4**
Stock options	-	-	-	1.7	-	-	**1.7**	-	**1.7**
Equity at 31 December 2022	10.7	(0.1)	498.0	8.6	8.3	3.9	**529.5**	1.1	**530.6**

CONSOLIDATED STATEMENT OF CASH FLOW

(Amounts in NOK million)	*Note*	**2023**	2022
Cash flow from operating activities			
Result before income tax		**(158.2)**	22.3
Adjustments:			
Depreciation, amortisation and impairment	*20, 21, 24*	**52.2**	32.2
Stock option	*6*	**0.7**	1.7
Loss from sale of subsidiary	*4*	**8.0**	-
Share of net profit from associated company	*18*	**21.2**	22.1
Net interest cost	*22*	**38.7**	16.4
Income tax paid	*19*	**(0.7)**	3.0
Changes in work in progress	*5*	**108.2**	(101.5)
Changes in inventories, trade receivables and trade creditors	*8, 9, 10*	**(58.5)**	7.8
Changes in other accruals	*10, 15*	**(12.2)**	(76.1)
Net cash flow from operating activities		**(0.6)**	(72.2)
Cash flow from investing activities			
Investment/sale of subsidaries	*4*	**20.4**	(25.0)
Purchase of property, plant and equipment	*20*	**(16.2)**	(18.0)
Investment in intangible assets	*21*	**(104.1)**	(99.2)
Net cash flow from investing activities		**(99.9)**	(142.1)
Cash flow from financing activities			
Proceeds from issuing stock	*6, 12*	**-**	3.4
Treasury shares	*12*	**-**	(21.8)
Proceeds from non-current borrowings	*13*	**395.4**	10.8
Proceeds from current borrowings	*13*	**-**	135.0
Interest paid	*22*	**(40.8)**	(17.0)
Leasing obligations	*24*	**(13.0)**	(11.9)
Bank overdraft/Trade finance facility	*13*	**150.2**	64.1
Repayment of loans	*13*	**(376.7)**	(47.9)
Net cash flow from financing activities		**115.2**	114.6
Net change in cash and cash equivalents		**14.6**	(99.7)
Effect of exchange rate changes on cash and cash equivalents		**0.4**	1.1
Cash and cash equivalents at start of period		**42.5**	141.1
Cash and cash equivalents at end of period		**57.5**	42.5
Non-restricted cash		**50.7**	37.0
Restricted cash		**6.8**	5.5
Cash and cash equivalents at end of period	*11*	**57.5**	42.5

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 01 GENERAL INFORMATION

Vow ASA, which is the parent company of the Vow group (the group), is a limited liability company incorporated and domiciled in Norway, with its head office at Lysaker Torg 12, NO-1366 Lysaker.

The group delivers advanced technologies for processing waste and purifying wastewater in cruise, aquaculture and landbased industries. Owners operating the group´s systems have the solution to convert all waste and wastewater into clean energy and purified water which meets the highest international discharge standards.

C. H. Evensen Industriovner AS (C. H. Evensen) was acquired 30 March 2022. C. H. Evensen is a supplier of technology and solutions for high-temperature industrial processes for industries to lower emissions and improve operational efficiencies, which makes it an excellent match with Vow's pyrolysis-based circular carbon and CO_2 neutral energy solutions. The financial results of C. H. Evensen have been included in the Vow group accounts from 1 April 2022 and are reported as part of the industrial solutions segment.

The acquisition of ETIA in 2019 broaden the group's technology portfolio and products for landbased industries. This includes patented solutions for pyrolysis process for converting biomass, plastics and waste into energy and useful products. Valuable residuals and nutrients from the processes can be recovered for reuse. The group provides life cycle services in terms of parts, consumables, and operational assistance to the installed base worldwide.

The financial statements were approved by the company's board on 29 April 2024.

NOTE 02 SUMMARY OF MATERIAL ACCOUNTING POLICIES

The accounting policies considered material in the preparation of these consolidated financial statements are set out below.

2.1 Basis for preparation
The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as adopted by the European Union (EU) and in accordance with the additional requirements following the Norwegian Accounting Act.

The financial statements have been prepared on a historical cost basis, except for derivative financial instruments.

2.2 Basis of consolidation
Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity, and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and balance sheet, respectively. If the group loses control over a subsidiary, it derecognises the assets, liabilities and non-controlling interest, and reclassify to profit or loss, or transfers directly to retained earnings as appropriate, the amounts recognised in other comprehensive income in relation to the subsidiary.

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests, and any consideration paid or received, is recognised in a separate reserve within equity attributable to owners.

2.3 Business combination
The acquisition method of accounting is used to account for business combinations.

The consideration comprises: fair value of the assets transferred, liabilities incurred to the former owners of acquired business, equity interests issued by the group, fair value of any assets or liability resulting from a contingent consideration arrangement and fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interests proportionate share of the acquired entity's net identifiable assets.

Acquisition related costs are expensed as incurred.

The excess of the sum of consideration transferred, amount of any non-controlling interest in the acquired entity and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets required, is recorded as goodwill. If, after reassessment, the group's interest in the net fair value of the acquired entity's identifiable assets, liabilities and contingent liabilities exceeds the total consideration of the business combination, the excess is recognised in the income statement immediately.

Where settlement of any part of cash consideration is deferred, the future amounts payable are discounted to their present value as the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which similar borrowing could be obtained from an independent financier under comparable terms and conditions.
Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, which changes in fair value recognised in profit or loss.

2.4 Foreign currency
Functional currency, presentation currency and consolidation:
The group's presentation currency is Norwegian kroner (NOK). This is also the Parent company's functional currency. Financial positions for subsidiaries with a different functional currency, are converted to NOK at the rate applicable at the balance sheet date. Average exchange rates for each quarter are applied in translating the income statements. Exchange differences are recognised in other comprehensive income.

Transactions in foreign currency
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 under financial items in the income statement.

2.5 Intangible assets
Intangible assets acquired separately that have a finite useful life, are carried at cost less accumulated amortisation and any impairment charges. Amortisation is calculated on a straightline basis over the assets` expected useful life and adjusted for any impairment charges.

Internally generated intangible assets
Expenditures on research activities, undertaken with the prospects of gaining new technical knowledge and understanding, are recognised in profit or loss as incurred.

The group is constantly working with activities to optimise our portfolio of systems and technology. Development projects involve a plan or design to produce new or substantially improved products and processes. The cost related to the projects will be capitalised if the criteria for capitalisation is met. If costs for development shall be capitalised, the group must demonstrate, amongst others, that the technical feasibility is available, that the group has the intention to complete the asset and its ability to sell it. Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses. The intangible assets are amortised from the time it is available for use.

At each year end, the group 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.

The company has in the period 2013 to 2022 received refundable tax credits ("Skattefunn"). This is recognised in the financial statement as a reduction of book value in the intangible assets and as a current receivable.

Goodwill
Goodwill does not generate cash flows independently of other assets or groups of assets and is allocated to the cash generating units expected to benefit from the synergies of the combination that gave rise to the goodwill. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

An impairment is recognised if the recoverable amount (the higher of fair value, less cost to sell, and value in use) of the cash-generating unit is less than the carrying amount of the cash-generating unit.

2.6 Trade receivables and other current receivables
Trade receivables and other current receivables are initially recognised at their transaction price (as defined in IFRS 15). The receivables are subsequently measured at amortised cost using the effective interest method, if the amortisation effect is material, less provision for impairment. Other current receivables include prepayments and receivables from any related parties.

2.7 Cash and cash equivalents
Cash and the equivalents include cash on hand, deposits with banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts and trade finance facilities are shown within borrowings in current liabilities in the balance sheet.

2.8 Taxes
Income tax expense for the period comprises current tax expense and deferred tax expense.

Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are calculated on the basis of existing temporary differences between the carrying amounts of assets and liabilities in the financial statement and their tax basis, together with tax losses carried forward at the balance sheet date. Deferred tax assets and liabilities are calculated based on the tax rates and tax legislation that are expected to apply when the assets are realised or the liabilities are settled, based on the tax rates and tax legislation that have been enacted or substantially enacted on the balance sheet date.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that is no longer probable that the deferred tax asset can be utilised. Deferred tax assets and liabilities are not discounted. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

The companies included in the consolidated financial statement are subject to income tax in the countries where they are domiciled.

2.9 Revenue recognition
The accounting policies for the group´s revenue from contracts with customers are explained in note 5.

2.10 Earnings per share
The calculation of basic earnings per share is based on the profit attributable to ordinary shares using the weighted average number of ordinary shares outstanding during the year after deduction of the average number of treasury shares held over the period.

The calculation of diluted earnings per share is consistent with the calculation of the basic earnings per share, but gives at the same time effect to all dilutive potential ordinary shares that were outstanding during the period, by adjusting the profit/loss and the weighted average number of shares outstanding for the effects of all dilutive potential shares, i.e.:

- The profit/loss for the period attributable to ordinary shares is adjusted for changes in profit/loss that would result from the conversion of the dilutive potential ordinary shares.
- The weighted average number of ordinary shares is increased by the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary.

2.11 Reserves
Exchange differences relating to the translation of the net assets of the group's foreign operations from their functional currency to the group's presentation currency is recognised directly in other comprehensive income and presented as "translation differences" in the statement of financial position and statement of changes in equity.

2.12 Leases
The group leases various offices, equipment and cars. Rental contracts are typically made for fixed periods of two to nine 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 group under residual value guarantees
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The group determines the incremental borrowing rate based on the group's recent third-party financing in connection with the group's operations, together with an assessment of the nature of the asset.

The group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

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.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

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.

Extension and termination options
Extension and termination options are included in several property and equipment leases across the group. These are used to maximise operational flexibility in terms of managing the assets used in the group's operations.

2.13 Investment in associates
The group has investments in an associate. Associates are entities over which the group has significant influence, but not control or joint control over the financial and operating management. The considerations made in determining whether the group has significant influence over an entity are similar to those necessary to determine control over subsidiaries. Associates are accounted for using the equity method from the date when significant influence is achieved until such influence ceases.

Investments in associates are initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit or loss reflects the group's share of the results of operations of the associate. Unrealised gains and losses resulting from transactions between the group and the associate are eliminated to the extent of the interest in the associate. If there are indication of that the investment in the associate is impaired, the group will perform an impairment test of the carrying amount of the investment. Any impairment losses are recognised as share of profit of an associate in the statement of profit or loss. Upon loss of significant influence over the associate, and as such the equity method ceases, the group measures and recognises any retained investment at its fair value.

The group deliver systems to be capitalised in associated company VGM. The related margin in Vow for such deliveries will not be recognised on delivery for the share owned by the group. Instead, it will be accrued and recognised proportionally over the useful life period of the asset in the associated company.

2.14 Events after the balance sheet date
The financial statements are adjusted to reflect events after the balance sheet date that provides evidence of conditions that existed at the date of the balance sheet (adjusting events). The financial statements are not adjusted to reflect events after the balance sheet date that are indicative of conditions that arose after the date of the balance sheet (non-adjusting events). Non-adjusting events are disclosed if significant.

2.15 Changes in accounting policy and disclosures
The group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting policies
In February 2021 the International Accounting Standards Board issued Disclosure of Accounting Policies which amended IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements. The amendments require companies to disclose their material accounting policy information rather than their significant accounting policies. The amendment was effective for annual periods beginning on or after 1 January 2023.

The group has performed a detailed analysis of its consolidated financial statements and present in Note 2 what is considered the material accounting principles.

NOTE 03 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements in accordance with IFRS Accounting Standards requires management to make judgements, use estimates and assumptions that affect the reported amounts of assets and liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are considered reasonable under the circumstances. The estimates and underlying assumptions are reviewed on an ongoing basis.

Estimates and assumptions which represent a significant risk of resulting in material adjustments to the carrying amounts of assets and liabilities are presented below.

Revenue recognition for contracts under the cost-to-cost method (IFRS 15)
Revenue is recognised based on estimated progress for each contract. Several estimates are made to calculate the stage of completion. These estimates have a direct influence over the amount of revenue that has been recognised.

The uncertainty is highest related to these factors:

Project – sales:
- Total estimated costs
- Percentage of completion estimates

Projects are reviewed periodically to reduce the risk of material deviations in the estimates between periods. See note 5 for accounting policies for revenue from customers and contracts in progress.

Intangible assets
At year end the group assesses whether there is any indication that the asset may be impaired. The assessment is performed for each individual asset. To estimate the recoverable amount, the group prepare a discounted cash flow analysis for each intangible asset which is either under development or in use. The cash flow analysis contains the expected increase in revenue and expected cost to develop the asset. This cash flow is discounted, and the discounted value is compared with the booked value.

The uncertainty is highest related to the following estimates:

- Expected increase in revenue
- Expected total cost to complete the development of the intangible asset
- Expected date of completion of the intangible asset

At 31 December 2023, an impairment expense of NOK 0.7 million (NOK 0.6 million) was recognised related to intangible assets.

NOTE 04 BUSINESS COMBINATION

Sales of Ascodero
In December 2023 the group sold its subsidiary Ascodero, a specialised robotics company owned by Vow's French subsidiary ETIA. It is the expectation of both Vow and the buyer, that Ascodero's unique potential for growth can be more easily realised under the new ownership. With this transaction, Vow frees up management capacity and financial and other resources which will be directed towards its core markets in industrial decarbonisation and the circular economy.

Ascodero has for the main part operated as a self-contained entity within the Vow group. For the first nine months of 2023 Ascodero constituted approximately three per cent of group revenue.

Acquisition of C. H. Evensen Industriovner AS
For the outcome of the settlement of the convertible loan related to previous year's acquisition of C. H. Evensen Industriovner AS, please see note 14.

NOTE 05 SEGMENTS AND REVENUE

The group has identified three reportable operating segments as of December 31, 2023; Maritime Solutions (former: Projects Cruise), Industrial Solutions (former: Landbased) and Aftersales. The group's management uses the operating profit for each segment for assessments of the segment´s performance and for allocating resources. All transactions between operating segments are based on market terms.

Maritime Solutions
Products under the maritime solution segment are systems delivered from Vow ASA through its subsidiary Scanship AS where we provide advanced systems with technologies for processing waste and purifying wastewater for cruise ships and aquaculture. Production of Scanship systems is outsourced to subcontractors as the main activities in the subsidiary are R&D, engineering, sales and marketing, project management and service.

Industrial Solutions
Sales within the industrial solutions segment are systems and solutions provided by the group through its subsidiary ETIA and through the Norwegian operations. The Segment designs and provides plants for processing biomass, food products, and industry residues, which are widespread in the sectors of environment, agro-food and energy.

Aftersales segment
Revenue in the after sales segment are sales of spare parts, consumables and services towards shipowners. The long-term revenue base within aftersales is increasing with the increasing number of cruise ships with the groups systems installed.

Financial information operating segments:

2023 *(Amounts in NOK million)*	Maritime Solutions	Industrial Solutions	Aftersales	Admin.	**Total**
Revenue	375.5	364.5	178.5	(0.0)	**918.5**
Total revenue	375.5	364.5	178.5	(0.0)	**918.5**
Cost of sales	(309.9)	(227.7)	(122.7)	-	**(660.2)**
Employee expenses	(37.9)	(108.7)	(24.3)	(13.5)	**(184.2)**
Other operating expenses	(15.9)	(40.8)	(9.3)	(31.5)	**(97.4)**
EBITDA before non-recurring items	11.8	(12.5)	22.2	(45.0)	**(23.4)**
EBITDA before non-recurring items margin	*3.1%*	*(3.4%)*	*12.5%*		***(2.6%)***
Non-recurring items 1)	(14.6)	(13.0)	-	(3.7)	**(31.3)**
EBITDA	(2.8)	(25.6)	22.2	(48.7)	**(54.7)**
Depreciation and amortisation	(22.6)	(25.7)	(3.6)		**(51.9)**
Impairment	(0.3)	-	-		**(0.3)**
Operating profit	(25.7)	(51.2)	18.7	(48.7)	**(106.9)**

2022 *(Amounts in NOK million)*	Maritime Solutions	Industrial Solutions	Aftersales	Admin.	**Total**
Revenue	358.6	304.3	119.9	-	**782.8**
Total revenue	358.6	304.3	119.9	-	**782.8**
Cost of sales	(235.8)	(175.0)	(76.4)	-	**(487.2)**
Employee expenses	(37.0)	(58.5)	(24.3)	(6.7)	**(126.6)**
Other operating expenses	(8.8)	(33.2)	(5.2)	(29.6)	**(76.8)**
EBITDA before non-recurring items	76.9	37.7	14.0	(36.4)	**92.2**
EBITDA before non-recurring items margin	*21.4%*	*12.4%*	*11.7%*		***11.8%***
Non-recurring items 1)	-	(4.5)	-	(2.2)	**(6.7)**
EBITDA	76.9	33.2	14.0	(38.6)	**85.5**
Depreciation and amortisation	(19.2)	(10.9)	(1.4)	-	**(31.5)**
Impairment	(0.1)	-	(0.6)	-	**(0.7)**
Operating profit	57.6	22.3	12.1	(38.6)	**53.3**

1) The group has incurred costs of a non-recurring nature of NOK 31.3 million in 2023. NOK 22.3 million of these costs are related to contract accruals with a non-recurring nature, of which NOK 10.7 million is related to projects in the maritime segment and NOK 11.6 million is related to projects in the industrial segment. Of the remaining NOK 9 million, NOK 5.2 million are non-recurring project costs in the industrial and maritime segment, and NOK 3.8 million are non-recurring costs mainly related to the sale of Ascodero Productique S.A.S and implementation of a new ERP system. In 2022 the group incurred costs of NOK 6.7 million primarily related to the acquisition of C. H. Evensen.

REVENUE FROM CONTRACTS WITH CUSTOMERS
Maritime Solutions segment - products and services
Newbuilding cruise
The group delivers clean ship systems to shipyards for newbuild constructions which includes advanced wastewater purification, waste management and food waste processing.

Retrofit
Retrofit are deliveries of the groups advanced systems to shipowners for ships that are in operations.

Industrial Solutions segment - products and services
Biogreen
Biogreen is a patented pyrolysis process for converting biomass, plastics and waste into energy and useful products. The valorisation of waste is done with conversion into high value products such as biofuel, biochar and with conversion of plastics to electricity.

Safesteril
Safesteril is a patented sterilisation process for food and pharmaceutical ingredients.

Robotics
The group, through the ETIA subsidiary Ascodero, provided industrial robotics solutions including robotic systems for waste recycling processes. Ascodero was sold at year end 2023.

Revenue from sales under Maritime Solutions and Industrial Solutions segments are construction contracts that typically contain the following elements: Design and engineering, production and delivery, commissioning. Based on evaluation done by management, these elements are not considered as to be accounted for separately but as one performance obligation. The construction typically consists of a design-phase (2-6 months), a procurement-phase (2-6months), an installation phase (1-2 months) and a commission phase (1-2 months).

The construction process for newbuilding cruise vessels at the shipyards will normally be performed in phases over a 3-year period, meaning that our projects also will have a 3-year time span in total. For retrofit cruise projects the projects are normally completed within 9-12 months after the contract signing.

The sales in new building cruise to shipyards often include a series of contract for systems to be delivered for separate vessels. In these cases, assessments are made on if the contracts should be accounted for as a single contract, with a combined measure of progress. Contracts may also include options for additional deliveries, the transaction price for the optional deliveries tends to be similar with the price for the firm deliveries. Hence, no adjustments are made for the transaction price.

In determining the transaction price there may be are certain variable elements in the customer contracts related to time of delivery and specification of products that are assessed. These contractual elements have, based on historic prior deliveries, been considered as highly unlikely to occur or have effect on the consideration and have not affected the transaction price.

The payment terms for newbuilding cruise contracts are normally between 5-10 per cent at contract signing, 80-90 per cent at delivery of the equipment and 5-10 per cent at commissioning/compliance. In certain projects there could be a payment term of between 1-5 per cent to be paid after two years when the warranty period expires. The financing components in contracts that this represents are not considered as significant. The assessments done by management on the variable elements in the consideration leads to that the transaction price is determined by the price set in the contracts.

The payment terms for retrofit cruise contracts has a higher share of payments at the time of contract signing, normally around 40 per cent. This is also the case for the industrial projects through ETIA, which also normally has a 40 per cent payment term at contract signing.

Revenue from sales under maritime and industrial segments are construction contracts that are recognised over time, as the deliveries are without alternative use, and the group has an enforceable right to payment for performance completed to date.

Revenue is recognised in accordance with percentage of completion where incurred costs to date is used as the input method. The use of incurred cost is considered by management to be the most useful measure of completion on the construction contracts.

Aftersales segment – products and services
Spare parts
All new installations come with an extensive list of recommended spare parts and critical spares where the group through our head office supply spares and consumables both to new and existing installations.

Chemicals
The group offer chemicals in our product lines which have been developed over years to ensure optimal process performance and cost-efficient operations of the systems delivered.

Products are delivered direct to vessels sailing world-wide. Today the group provides chemicals to most of the groups systems in the cruise industry.

Work orders
Work orders are typically service - and maintenance performed by the service department in the group subsidiary Scanship Americas Inc based in the US. The group offers tailor-made service and maintenance programs to ensure the reliability and efficiency of the systems.

Revenue from the sale of goods (chemicals and spare parts) is recognised at a point in time which is at delivery to the customer.

Revenue reported as work orders is recognised in accordance with percentage of completion where incurred costs to date is used as the input method – following the principles as described for construction contracts.

Payment for spare parts and consumables are typically due within 30 days, work orders between 30 and 60 days.

Disaggregation of revenue from contracts with customers

2023 *(Amounts in NOK million)*	Maritime Solutions	Industrial Solutions	Aftersales	**Total**
Major product groups				
Newbuilding cruise	339.6	-	-	**339.6**
Retrofit	35.8	-	-	**35.8**
Heat treatment processes, furnaces (C.H. Evensen)	-	94.1	-	**94.1**
Biogreen	-	209.2	-	**209.2**
Safesteril	-	31.4	-	**31.4**
Robotics	-	29.8	-	**29.8**
Spareparts	-	-	94.9	**94.9**
Chemicals	-	-	72.9	**72.9**
Work orders	-	-	10.7	**10.7**
Total revenue	375.5	364.5	178.5	**918.5**
Primary geographical markets[1)]				
Norway	-	120.5	13.0	**133.6**
Europe	332.6	119.0	41.1	**492.8**
Outside of Europe	42.8	125.1	124.3	**292.2**
Total revenue	375.5	364.6	178.5	**918.5**
Timing of revenue recognition				
Services and goods transferred over time	375.5	364.5	10.7	**750.7**
Goods transferred at a point of time	-	-	167.8	**167.8**
Total revenue	375.5	364.5	178.5	**918.5**

1) Based on customer location.

2023 *(Amounts in NOK million)*	Maritime Solutions	Industrial Solutions	Aftersales	**Total**
Major product groups				
Newbuilding cruise	322.2	-	-	**322.2**
Retrofit	36.3	-	-	**36.3**
Heat treatment processes, furnaces (C.H. Evensen)	-	46.0	-	**46.0**
Biogreen	-	196.1	-	**196.1**
Safesteril	-	35.8	-	**35.8**
Robotics	-	26.5	-	**26.5**
Spareparts	-	-	56.9	**56.9**
Chemicals	-	-	47.1	**47.1**
Work orders	-	-	15.8	**15.8**
Total revenue	358.6	304.3	119.9	**782.8**
Primary geographical markets[1)]				
Norway	0.4	185.9	8.1	**194.3**
Europe	282.3	78.9	26.7	**387.9**
Outside of Europe	75.9	39.6	85.0	**200.5**
Total revenue	358.6	304.3	119.9	**782.8**
Timing of revenue recognition				
Services and goods transferred over time	358.6	304.3	15.8	**678.7**
Goods transferred at a point of time	-	-	104.1	**104.1**
Total revenue	358.6	304.3	119.9	**782.8**

1) Based on customer location.

The group had three customers in 2023 and two customers in 2022 where the revenue individually was more than 10 per cent of group revenues.

Revenue share of total group revenues

	In NOK million		*In per cent*	
	2023	2022	**2023**	2022
Company 1	**126.2**	213.7	**13.7%**	27.3%
Company 2	**98.1**	105.8	**10.7%**	13.5%
Company 2	**98.0**	-	**10.7%**	-

Aftersales and Industrial Solutions segment does not have any customers where the revenue level exceeds 10 per cent of the group's revenue.

Aggregated amount of the transaction price allocated to the performance obligation that are partially or fully unsatisfied is NOK 1 034 million at year end 2023.

This is consistent with the order backlog of NOK 1 034 million. The backlog will be recognised as revenue of the next six years, where the most significant revenue recognition will occur over the next three years.

Assets related to contracts with customers

(Amounts in NOK million)	**2023**	2022
Trade receivables	**241.0**	192.1
Contract assets	**270.3**	339.2
Contract accruals	**171.0**	141.0

Contract assets consist of recognised revenue less payment received from customers.

NOTE 06 EMPLOYEE EXPENSE, REMUNERATION TO MANAGEMENT AND BOARD OF DIRECTORS AND SHARE OPTION PLAN

(Amounts in NOK million)	**2023**	2022
Salaries	**188.3**	142.7
Social security tax	**26.0**	19.7
Pension costs	**10.7**	7.3
Other benefits	**9.3**	5.9
Option program	**0.7**	1.7
Total employee expenses	**235.0**	177.4
Employee expenses recognised within cost of goods sold	**(31.2)**	(31.2)
Employee expenses capitalised as R&D	**(19.5)**	(19.5)
Total costs recognised as employee expenses	**184.2**	126.6
Full time equivalents	**269.2**	230.9

Remuneration to management and board of directors in 2023

(Amounts in NOK million)	Title	Salaries	Pension	Other[1]	Options	Total
Management						
Henrik Badin	Chief executive officer	2.9	0.1	0.0	-	**3.0**
Tina Tønnessen	Chief financial officer (from 01.05.2023)	1.0	0.1	0.0	-	**1.1**
Jonny Hansen	Chief operating officer	2.2	0.1	0.4	-	**2.6**
Per Carlsson	Chief technical officer (from 01.03.2023)	1.2	0.1	0.0	0.1	**1.4**
Malena Morsbach	Chief of staff (from 01.03.2023)	1.0	0.1	0.0	-	**1.1**
Erik Magelssen	Chief financial officer (until 30.04.2023)	0.8	0.0	0.1	-	**0.9**
Henning Mohn	Chief regulatory officer (until 28.02.2023)	0.2	0.0	0.0	-	**0.3**
Asgeir Wien	Chief development officer (until 28.02.2023)	0.3	0.0	0.0	-	**0.3**
Bjørn Abraham Bache	Chief commercial officer (until 24.03.2023)	0.4	0.0	0.1	-	**0.5**
Board of directors						
Narve Reiten	Chair	0.5	-	-	-	**0.5**
Susanne L. R. Schneider	Director	0.3	-	-	-	**0.3**
Bård Brath Ingerø	Director	0.3	-	-	-	**0.3**
Hanne Refsholt	Director	0.3	-	-	-	**0.3**
Total		11.4	0.4	0.6	0.1	**12.4**

1) Includes company car if applicable, insurances, electronic communication etc.

Management and board of directors have no agreements covering severance payment or bonus.
No loans have been granted or guarantees pledged to management or board of directors.
The management team is included in a share-based option plan.

Remuneration to management and board of directors in 2022

(Amounts in NOK million)	Title	Salaries	Pension	Other[1]	Options	Total
Management						
Henrik Badin	Chief executive officer	2.7	0.1	0.2	0.0	**2.9**
Erik Magelssen	Chief financial officer	1.8	0.1	0.2	0.0	**2.1**
Henning Mohn	Chief technology officer	1.5	0.1	0.0	0.0	**1.6**
Asgeir Wien	Chief development officer	1.7	0.1	0.2	0.0	**1.9**
Bjørn Abraham Bache	Chief commercial officer	1.6	0.1	0.2	0.0	**1.9**
Jonny Hansen	Chief operating officer	1.9	0.1	0.3	0.0	**2.3**
Board of directors						
Narve Reiten	Chair	0.4	-	-	-	**0.4**
Susanne L. R. Schneider	Director	0.2	-	-	-	**0.2**
Bård Brath Ingerø	Director	0.3	-	-	-	**0.3**
Hanne Refsholt	Director	0.3	-	-	-	**0.3**
Total		12.3	0.4	1.1	0.2	**14.0**

1) Includes company car if applicable, insurances, electronic communication etc.

Management and board of directors have no agreements covering severance payment or bonus.
No loans have been granted or guarantees pledged to management or board of directors.
The management team is included in a share-based option plan.

Pension

The companies in the group domiciled in Norway are required to have an occupational pension scheme in accordance with the Norwegian law of mandatory occupational pension (lov om obligatorisk tjenestepensjon). The group's pension scheme fulfills the requirements of that law.

The group's pension scheme covers all employees which are subject to these requirements. The scheme is based on a contribution plan.

The group has no other pension arrangements in place.

(Amounts in NOK million)	**2023**	2022
Service cost	**10.1**	6.9
Social security tax	**0.6**	0.4
Net pension costs	**10.7**	7.3

Share option plan

The group has a share option plan covering certain employees in senior positions. As of 31 December 2023, six employees in the group were included in the option programme, and due to the demerger of Vow Green Metals AS, additional two employees within Vow Green Metals AS have options with Vow ASA. The option vests yearly over three years.

In relation to the option programme, a total of 1 470 000 options were granted in 2019, a total of 450 000 options were granted in 2021, and a total of 140 000 options were granted in 2022. 360 001 options from this programme were exercised in 2020, 380 000 options were exercised in 2021, and 201 001 options were exercised in 2022. No options were granted in 2023.

Method of settlement:
Options that have been exercised shall, in 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 therefor accounted for as an equity settlement.

Vesting requirements:
The options granted shall vest with 1/3 on the first anniversary of the grant date, 1/3 on the second anniversary of the grant date and 1/3 on the third anniversary of the grant date. Options held by an option holder do only vest if the option holder at the vesting date is employed by a company in the group and the employment is not in a notice period. The option programme has a term of three years plus a limited exercise period. Any option not exercised on or prior to the expiry date, shall terminate without any compensation being payable to the option holder.

Overview of outstanding options:

	2023	2022
Outstanding options 1 January	**590 000**	1 166 666
Options granted	**-**	140 000
Options forfeited	**-**	(66 667)
Options exercised	**-**	(201 001)
Options expired	**(173 333)**	(448 998)
Outstanding options 31 December	**416 667**	590 000
Of which are exercisable	**416 667**	590 000

Equity transaction
During 2020, 360 001 of the outstanding options were exercised. The transactions was settled by issuing 360 001 new shares, by a capital increase of NOK 36 000, at the exercise price of NOK 17.90. Following the issuance of new shares, the issued share capital of Vow ASA was 10 925 987. Consisting of 109 259 870 shares, each with a par value of NOK 0.10.

During 2021, 380 000 of the outstanding options were exercised. The transactions was settled by issuing 380 000 new shares, by a capital increase of NOK 35 530, at the exercise price of NOK 16.74. Following the issuance of new shares, the issued share capital of Vow ASA was NOK 10 718 827. Consisting of 114 639 870 shares, each with a par value of NOK 0.0935.

During 2022, 201 001 of the outstanding options were exercised. The transactions was settled by issuing 201 001 new shares, by a capital increase of NOK 18 794, at the exercise price of NOK 16.74. Following the issuance of new shares, the issued share capital of Vow ASA was NOK 10 737 621. Consisting of 114 840 871 shares, each with a par value of NOK 0.0935.

During 2023, none of the outstanding options were exercised.

The outstanding options are subject to the following conditions:

Expiry date	Average strike price	Number of share options
30.06.2024	33.79	276 667
30.06.2024	21.00	140 000
Total		416 667

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 per cent.

The term of the option
276 666 granted options in 2021 expires 30 June 2024.
140 000 granted options in 2022 expires 30 June 2024.

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 2.31 per cent at year-end 2023.

NOTE 07 OTHER OPERATING EXPENSES, REMUNERATION TO AUDITOR AND COSTS FOR DEMERGER, LISTING AND STRATEGIC PROCESSES

Other operating expenses include:

(Amounts in NOK million)	2023	2022
Travel expenses	**14.7**	9.4
Lease expenses	**19.4**	8.9
Consultants and other fees, expenses	**55.0**	49.7
Other office expenses	**8.2**	11.8
Insurance fees	**5.2**	3.8
Total	**102.5**	83.5

Remuneration to auditor is allocated as specified below:

(Amounts in NOK million)	2023	2022
Statutory audits	**2.7**	2.3
Other assurance services	**0.2**	0.4
Total excl. VAT	**2.9**	2.6

NOTE 08 INVENTORIES

Inventories include:

(Amounts in NOK million)	31 Dec 2023	31 Dec 2022
Cost of goods (at cost)[1)]	**36.1**	54.6
Total inventories at cost	**36.1**	54.6

1) Inventory is used both for input in construction contracts (raw materials) and for Aftersales.

NOTE 09 TRADE RECEIVABLES

(Amounts in NOK million)	31 Dec 2023	31 Dec 2022
Gross trade receivables	**242.9**	194.7
Allowance for doubtful debts	**(2.0)**	(2.6)
Net trade receivables	**241.0**	192.1

Trade receivables are non-interest bearing and generally on 30-60 day terms.

In 2023 the group had impairment of NOK 3.4 million. The impairment is mainly related to two customers in France which has gone through legal liquidations. The group has close on-going contact with and good knowledge of the customers. The trade receivables are reviewed regularly and evaluated for possible impairment.

As of 31 December, the aging analysis of trade receivables is as follows:

		Neither past	Past due but not impaired			
(Amounts in NOK million)	Total	due nor impaired	<30 days	30-60 days	61-90 days	> 90 days
31 December 2023	**241.0**	80.6	15.6	51.2	29.0	64.7
31 December 2022	**192.1**	106.4	18.6	13.3	(4.2)	58.0

There are few disputes on the total amounts past due 60 days, hence the allowance for doubtful debts.

The group has a credit risk insurance agreement ("kredittforsikring") related to trade receivables, that reduces the ultimate credit risk, with both Tryg Garanti and Allianz Trade.

NOTE 10 OTHER RECEIVABLES AND PREPAYMENTS

Other receivables include:

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
VAT receivable	**17.2**	24.6
Prepaid expenses and other items	**90.7**	45.1
Receivables "Skattefunn"/tax benefits	**0.4**	15.9
Subsidies [1]	**2.0**	2.4
Other items	**10.1**	13.5
Total	**120.4**	101.5

1) Subsidies mainly relate to a R&D specific project, plastics-to-olefins, delivered by the subsidiary ETIA Ecotechnologies S.A.S in partnership with Repsol and other industry partners. The project aims to demonstrate a novel plastics recycling process based on high-temperature ETIA Spirajoule pyrolysis technology. The project receives funding from the European Union's Horizon Europe Reasearch and Innovation Programme.

NOTE 11 CASH AND CASH EQUIVALENTS

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Bank deposits	**57.5**	42.5
Total cash and cash equivalents	**57.5**	42.5
Of this:		
Restricted cash for withheld taxes from employees salaries	**6.8**	5.5

NOTE 12 SHARE CAPITAL AND SHAREHOLDER INFORMATION

	31 Dec 2023	31 Dec 2022
Number of outstanding shares at 1 January	**114 840 871**	114 639 870
Number of outstanding shares at 31 December	**114 840 871**	114 840 871
Nominal value NOK per share at 31 December	**0.0935**	0.0935
Share capital NOK at 31 December	**10 737 621**	10 737 621

Vow ASA has one class of shares with equal rights of all shares.

Dividend
The group did not pay out dividend in 2023.

Largest shareholders of Vow ASA > 1%: 31 December 2023

Name	Number	% Share
Ingerø Reiten Investment Company AS [1]	31 145 000	27.1%
Daler Inn Limited [3]	10 000 000	8.7%
Exproco Limited [4]	9 960 000	8.7%
Badin Invest Limited [2]	9 900 000	8.6%
Clearstream Banking S.A.	5 591 256	4.9%
Trethom AS [5]	3 546 122	3.1%
Fondsavanse AS	3 000 000	2.6%
BNP Paribas	1 735 111	1.5%
State Street Bank and Trust Comp	1 331 642	1.2%
Avanza Bank AB	1 138 253	1.0%
Total	77 347 384	67.4%

1) Ingerø Reiten Investment Company AS is owned by the chairman of the board Narve Reiten (61.0%), and board member Bård Brath Ingerø (33.8%).
2) Henrik Badin owns shares privately and through his holding company Badin Invest Limited.
3) Asgeir Wien owns shares through his holding company Daler Inn Limited.
4) Jonny Hansen owns shares privately and through his holding company Exproco Limited.
5) Eigel Ingvar Thom has full ownership of Trethom AS, and holds a total ownership, direct and indirect, of 4.6% of the shares.

Number of shares owned by group management and board of directors:

Name	Number of shares in	% Share
Ingerø Reiten Investment Company AS [1]	31 145 000	27.12%
Henrik Badin (CEO) [2]	9 973 333	8.68%
Jonny Hansen (COO) [3]	10 040 000	8.74%
Susanne Lene Rangnes Schneider (board director)	40 000	0.03%
Egil Haugsdal (board director)	38 000	0.03%
Total	51 236 333	44.6%

1) Ingerø Reiten Investment Company AS is owned by the chairman of the board Narve Reiten (61.0%), and board member Bård Brath Ingerø (33.8%).
2) Henrik Badin owns shares privately and through his holding company Badin Invest Limited.
3) Jonny Hansen owns shares privately and through his holding company Exproco Limited.

NOTE 13 BORROWING

Long-term borrowing

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Other long-term interest-bearing debt	**340.1**	186.2
Conditional loans related to R&D (ETIA)	**5.7**	6.8
Balance 31 December	**345.8**	192.9

Short-term borrowing

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Other short term interest-bearing debt	**81.8**	191.0
Convertible loan	**-**	28.5
Balance 31 December	**81.8**	219.5

In August 2023, Vow secured NOK 620 million long-term financing with DNB. The debt package consists of a NOK 380 million term loan, a NOK 160 million overdraft facility and a NOK 80 million trade finance facility. The facilities have been amended during February 2024 with updated covenants and repayment schedule.

Vow ASA has loans with DNB with a total balance of NOK 380 million. The NOK 380 million term loan with DNB is drawn up as per 31 December 2023, in addition Scanship AS has loan with Innovasjon Norge with a balance of NOK 12.6 million. The group has NOK 81.8 million classified as short-term borrowing as of 31 December 2023.

Bank overdraft / trade finance facility:

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Bank overdraft facility	**132.8**	26.1
Trade finance facility	**78.8**	35.3
Balance 31 December	**211.6**	61.4

Scanship AS has a bank overdraft facility with a limit of NOK 160 million, as well as a trade finance facility with limit of NOK 80 million, in total NOK 240 million. The interest rate for the bank overdraft facility is currently NIBOR 1M + 2.2% p.a.

C.H. Evensen has drawn NOK 17.2 million of its bank overdraft facility with a limit of NOK 25 million.

Covenants
Vow ASA has the following covenants for loans, bank overdraft and trade finance facility in DNB ASA:

- Debt Service Coverage Ratio (DSCR) to be > 1.3x as of Q4 2024. (Measured half-yearly at group level based on last-twelve-months rolling basis).
- Minimum equity ratio of 20 per cent of total assets for the period Q4 2023 up to Q4 2024, and minimum equity ratio of 25 per cent of total assets as of Q4 2024.
- NIBD/EBITDA ratio not to exceed 2.5x as of Q4 2024 (Measured quarterly at group level based on last-twelve-months rolling basis).
- The group has minimum quarterly EBITDA measurements, for the quarterly periods Q1, Q2 and Q3 2024.
- Any additional loans raised in the group to be approved by DNB ASA.

The Vow group is not in breach with the covenants as of 31 December 2023.

Mortgages
Book value of assets securing the bank loan and overdraft facility:

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Property, plant and equipment	**40.5**	43.9
Inventory	**36.1**	54.6
Trade receivables	**241.0**	192.1
Total value of assets pledged	**317.6**	290.6

Reconciliation of liabilities from financing activities

(Amounts in NOK million)	Borrowings	Bank overdraft and trade finance facility	Leasing liabilities	**Total**
At 1 January 2023	384.0	61.4	37.5	**482.8**
Proceeds from borrowings	395.1	-	-	**395.1**
Repayment of borrowings	(351.7)	-	-	**(351.7)**
Payment of lease liabilities	-	-	(13.0)	**(13.0)**
Net use of bank overdraft and trade finance facility	-	150.2	-	**150.2**
Total	427.4	211.6	24.4	**663.4**
Non-cash changes				
New leasing contracts	-	-	57.8	**57.8**
Effect of exchange differences	0.2	-	0.6	**0.8**
Total non-cash changes	0.2	-	58.3	**58.6**
At 31 December 2023	427.6	211.6	82.7	**721.9**

(Amounts in NOK million)	Borrowings	Bank overdraft and trade finance facility	Leasing liabilities	**Total**
At 1 January 2022	280.3	2.1	25.1	**307.5**
Proceeds from borrowings	149.2	-	-	**149.2**
Repayment of borrowings	(47.9)	-	-	**(47.9)**
Payment of lease liabilities	-	-	(11.9)	**(11.9)**
Net use of bank overdraft and trade finance facility	-	59.3	-	**59.3**
Total	381.5	61.4	13.3	**456.2**
Non-cash changes				
Business combination	-	-	23.5	**23.5**
Effect of exchange differences	2.4	-	0.7	**3.1**
Total non-cash changes	2.4	-	24.2	**26.6**
At 31 December 2022	384.0	61.4	37.5	**482.8**

NOTE 14 CONVERTIBLE LOAN

A part of the settlement of the purchase price for C. H. Evensen in 2022 was a Vendor Note of NOK 25 million to the Seller to be settled 14 months after the closing date. The Vendor note was interest free and included a right for the Seller to demand settlement in Vow shares listed on the Oslo Stock Exchange for NOK 25 per share. The Vendor note was valued at NOK 28.3m as a convertible loan. The right to demand settlement in Vow shares was not exercised and the vendor note was paid in full on May 30th 2023. This gave a net impact of NOK 3,3 million.

Furthermore, the parties agreed that a possible additional price/ reduction up to NOK 10 million was triggered depending on how the seller managed to meet given criteria in the ongoing building process of a Biocarbon reactor, referred to as "The Large Solution". The additional price was to be settled by the purchaser in cash or in Vow shares within 14 months after closing date. In case of settlement in shares, each Vow share wouls represent a price equal to VWAP per Vow share calculated based on the last five days before share subscription. The possible additional price was valued to NOK ~210k by discounting management's expected outcome to present value. The parties agreed that the outcome of the large solution would not be measurable, and that this elemet no longer applies. This gave an net impact of NOK 0,2 million.

NOTE 15 OTHER CURRENT LIABILITIES

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Public duties payable	**15.0**	12.5
Prepayments from customers	**11.3**	12.7
Accrued holiday pay and remuneration	**19.6**	16.4
Short term loan – related parties (ETIA) [1]	**0.1**	0.3
Other payables and accruals for incurred costs	**14.9**	3.1
Total	**60.9**	44.9

1) See note 17.

NOTE 16 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, plus the weighted average number of treasury shares.

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

	2023	2022
Profit for the year (NOK million)	**(152.3)**	14.4
Weighted average number of shares outstanding [1]	**113 840 871**	113 922 961
Effects of dilution from:		
Share options	**1 904 651**	1 844 850
Treasury shares	**1 000 000**	1 000 000
Convertible loan	**-**	1 000 000
Weighted average number of shares adjusted for the effectof dilution [1]	**116 745 522**	117 767 811
Earnings per share (NOK per share):		
- Basic	**(1.34)**	0.13
- Diluted	**(1.32)**	0.12

1) The weighted average number of shares takes into account the weighted average effect of changes in treasury shares during the year.

NOTE 17 TRANSACTIONS WITH RELATED PARTIES

The Consolidated Financial Statement is prepared for Vow ASA as the ultimate parent. Vow ASA is the owner, direct or indirect, of 100 per cent of the shares in Scanship AS, Scanship Americas Inc., Scanship Poland Sp z o.o., Vow Industries AS, ETIA Ecotechnologies S.A.S, C. H. Evensen Industriovner AS, Vow US Inc. and Vow-US Inc. In addition, Scanship AS has 50.1 per cent ownership in Vow Automation AS. See section (c) for total overview.

(a) Purchases:

(Amounts in NOK million)			**2023**	2022
By	**Purchase of services from**	**Description of services**		
ETIA Ecotechnologies S.A.S	SCFI S.A.S [1]	Management/consultancy	**1.9**	2.5
ETIA Ecotechnologies S.A.S	LSI S.A.S [2]	Property rental/lease	**1.4**	1.2
Vow ASA	Reiten & Co AS [3]	Consultancy	**1.6**	-
Scanship AS	Advokatfirmaet Skagastøl DA [4]	Legal services	**1.5**	-
Total			**6.5**	3.7

1) SCFI S.A.S is wholly owned by Mr Philippe Sajet, co-founder of ETIA Ecotechnologies S.A.S.
2) LSI S.A.S is equally owned by Mr Olivier Lepez, co-founder of ETIA Ecotechnologies S.A.S and Mr Philippe Sajet.
3) Reiten & Co AS is wholly owned by Ingerø Reiten Investment Company AS, with a shareholding of 27.1% in Vow ASA. The consultancy service purchased is related to the sale of Ascodero, see note 4.
4) Legal services purchased from Advokatfirmaet Skagastøl DA are provided by Susanne L. R. Schneider, Director of the board. See note 6. Ms. Schneider was employed by Kvale Advokatfirma DA until end of January 2023. The fees for legal services delivered during this period is included.

Transactions from LCFI S.A.S and SCFI S.A.S relates to work performed by co-founder and CEO of ETIA group Olivier Lepez and co-founder and CTO Philippe Sajet. The transactions are based on a fixed rate according to agreements, and allocated to "Salary expenses" in the P&L. LSI S.A.S is the owner of the office and warehouse facilities ETIA Ecotechnologies rents, and is recognised as an item under IFRS 16. See further information regarding IFRS 16 in note 24 Leases.

(b) Sales:

(Amounts in NOK million)			**2023**	2022
By	**Sale to**	**Description**		
ETIA Ecotechnologies S.A.S	LCFI S.A.S [1]	Management/consultancy	**-**	0.1
ETIA Ecotechnologies S.A.S	SCFI S.A.S	Management/consultancy	**-**	0.1
Scanship AS	Vow Green Metals AS [2]	Consultancy service	**1.1**	0.4
Scanship AS	Vow Green Metals AS [2]	Process equipment	**12.5**	36.9
Scanship AS	VGM Operatør AS [3]	Process equipment	**18.4**	-
Total			**32.1**	37.6

1) LCFI S.A.S is wholly owned by Mr Olivier Lepez, co-founder of ETIA Ecotechnologies S.A.S.
2) Vow Green Metals AS is an associate to Vow ASA with a shareholding of 30.4% in the company.
3) VGM Operatør AS is a wholly owned subsidiary of Vow Green Metals AS. The company was registered 01.03.2023 and will lease and operate buildings and related infrastructure at Vow Green Metals AS' biocarbon production facility.

The group have entered into a contract with Vow Green Metals AS for delivery of process equipment for the Follum project. According to which the group will deliver process equipment and engineering support to Vow Green Metals' biocarbon plant at Follum in Norway. Gross margin from process equipment delivery is eliminated proportionally to the group shareholding in the company. The elimination is included as share of net profit from associated company under financial items. See note 18 for more information. The group also delivers consultancy service to Vow Green Metals AS. The servises comprise accounting, IT and administration services.

(c) Balance with related parties:

(Amounts in NOK million)		**31 Dec 2023**	31 Dec 2022
Receivable in			
Scanship AS	Vow Green Metals AS	**1.2**	0.5
Scanship AS	VGM Operatør AS	**18.4**	-
Vow ASA	Vow Green Metals AS	**0.0**	1.0
Total receivables from related parties		**19.7**	1.5
Liabilities in			
ETIA Ecotechnologies S.A.S	LSI S.A.S	**-**	0.1
ETIA Ecotechnologies S.A.S	SCFI S.A.S	**0.1**	0.1
Total liabilities to related parties		**0.1**	0.3

Liabilities toward related parties are not interest bearing.

(d) Overview of subsidiaries:
The following subsidaries are included in the consolidated financial statements:

Company	Date of acquisition/ Incorporation	Country of incorporation	% equity and voting share
Scanship Americas Inc.	01.12.2008	USA	100%
Scanship AS	01.03.2007	Norway	100%
Scanship Poland Sp z o.o.	12.08.2014	Poland	100%
ETIA Ecotechnologies S.A.S	15.10.2019	France	100%
Biogreen Africa S.A.S	15.10.2019	France	57%
Vow Industries AS	07.11.2019	Norway	100%
C. H. Evensen Industriovner AS	30.03.2022	Norway	100%
Vow Automation AS	15.07.2022	Norway	50.1%
Vow-US Inc.	01.01.2022	USA	100%
Vow US Inc.	10.04.2022	USA	100%

Remuneration to management and board of directors: See note 6.

NOTE 18 INVESTMENT IN ASSOCIATE COMPANY

The concept, design and business plan for developing a plant producing biocarbon using pyrolysis technology was demerged from Vow ASA into Vow Green Metals (VGM) in 2021. Shares in VGM was distributed to the shareholders of Vow ASA. The transaction was considered as distribution of assets other than cash as dividends to its owners (IFRIC 17). Fair value of VGM at the point of demerger was NOK 492 million and carrying value set at NOK 150 million, giving a fair value gain of the consideration shares distributed to the shareholders in Vow ASA at NOK 341.6 million. The gain of NOK 341.6 million was recorded as income under financial items in 2021.

Following the demerger on 9 July 2021, Vow ASA holds 30.4 per cent of the shares in VGM and recognises it as an associate company which is accounted for using the equity method in the consolidated financial statements. The investment was recognised at fair value at inception and are subsequently adjusted for share of profits and potential dividends from VGM. The group's share of profit or loss from the associate company is included in profit or loss under financial items.

The following table illustrates the summarised financial information of the group's investment in Vow Green Metals:

(Amounts in NOK million)	**2023**	2022
Current assets	**46.4**	43.6
Non-current assets	**136.8**	88.1
Current liabilities	**(32.6)**	(5.6)
Non-current liabilities	**(50.6)**	(0.2)
Equity	**100.0**	125.9
Group's share in equity – 30.4%	**30.4**	38.2
Goodwill	**68.9**	82.2
Group's carrying amount of the investment	**99.3**	120.5

(Amounts in NOK million)	**2023**	2022
Administrative expenses	**(23.9)**	(17.4)
Depreciation and amortisation	**(0.8)**	(0.3)
Finance income	**0.0**	0.3
Finance costs	**(1.3)**	(0.0)
Profit before tax	**(26.0)**	(17.4)
Income tax expense	**-**	-
Profit for the year	**(26.0)**	(17.4)
Total comprehensive income for the year	**(26.0)**	(17.4)
Group's share of profit for the year, incl. eliminated internal gain effects	**(21.2)**	(22.1)

VGM was listed on Oslo Stock Exchange 12 July 2021.

NOTE 19 TAX

Specification of income tax:

(Amounts in NOK million)	**2023**	2022
Income tax payable	**0.7**	(3.0)
Change in deferred tax	**(6.7)**	10.9
Total income tax expenses	**(6.0)**	7.9

Specification of temporary differences and deferred tax:

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Property, plant and equipment	**(13.8)**	(14.0)
Intangibles	**28.9**	32.2
Construction contracts	**515.7**	551.9
Deferred income	**(34.4)**	(16.8)
Other items	**0.3**	(0.3)
Receivables	**-**	(0.3)
Leasing	**(2.0)**	(1.4)
Tax loss carryforward	**(501.1)**	(401.8)
Total temporary differences	**(6.4)**	149.5
Not recognised tax loss carry forward	**138.6**	21.5
Total basis for deferred tax	**132.2**	171.0
Net deferred tax liability (22%)	**29.1**	37.6

Reconciliation of effective tax rate:

(Amounts in NOK million)	**2023**	2022
Profit before income tax	**(158.2)**	22.3
Expected income tax assessed at the tax rate for the parent company (22%)	**(34.8)**	4.9
Adjusted for tax effect of the following items:		
Permanent differences	**4.0**	5.5
Unrecognised deferred tax assets	**25.8**	2.9
Tax refund from previous years	**-**	(3.0)
Deferred tax from business combination	**(0.2)**	(2.3)
Currency translation effects	**(0.7)**	(0.1)
Total income tax expenses	**(6.0)**	7.9

NOTE 20 PROPERTY, PLANT AND EQUIPMENT

2023:

(Amounts in NOK million)	Office, furniture and equipment
Cost:	
At 1 January 2023	79.0
Additions	16.2
Disposals from business combination	(5.5)
Disposals	(0.1)
Translation difference	1.6
At 31 December 2023	91.2
Depreciation and impairment:	
At 1 January 2023	(35.1)
Depreciation this year	(15.6)
At 31 December 2023	(50.6)
Carrying amount at 31 December 2023	40.5
Useful life	3-10 years
Depreciation method	Linear

2022

(Amounts in NOK million)	Office, furniture and equipment
Cost:	
At 1 January 2022	43.3
Additions	18.0
Additions from business combination	16.9
Disposals	-
Translation difference	0.8
At 31 December 2022	79.0
Depreciation and impairment:	
At 1 January 2022	(21.0)
Additions	(9.5)
Depreciation this year	(4.6)
At 31 December 2022	(35.1)
Carrying amount at 31 December 2022	43.9
Useful life	3-10 years
Depreciation method	Linear

NOTE 21 INTANGIBLE ASSETS

The group has several different ongoing development projects developing waste to energy-, waste- and waste water solutions, in order to strengthen the competitiveness and meet the new and stricter requirements and new industry standards.

A significant part of the product development cost consists of working hours performed by Vow's own employees.

2023:

(Amounts in NOK million)	Software	R&D	Technology	Goodwill
Cost:				
At 1 January 2023	21.9	313.3	45.0	179.3
Additions	5.2	98.8	-	-
Disposals from sale of assets	-	(7.9)	-	-
Disposals from business combination	-	-	(1.1)	(17.7)
Impairment	-	-	-	-
Translation difference	-	6.2	1.7	10.0
At 31 December 2023	27.1	410.4	45.6	171.6
Amortisation and impairment:				
At 1 January 2023	(1.6)	(34.5)	(11.3)	-
Amortisation	(6.1)	(9.4)	(3.5)	-
Impairment	-	(0.3)	-	-
At 31 December 2023	(7.7)	(44.2)	(14.7)	0.0
Carrying amount at 31 December 2023	19.4	366.2	30.9	171.6
Useful life	7 years	3-20 years	10 years	
Depreciation method	Linear	Linear	Linear	

2022:

(Amounts in NOK million)	Software	R&D	Technology	Goodwill
Cost:				
At 1 January 2022	7.8	223.6	34.1	137.8
Additions	14.1	85.1	0.0	-
Additions from business combination	-	0.2	9.8	34.2
Impairment	-	0.0	-	-
Translation difference	-	4.3	1.2	7.2
At 31 December 2022	21.9	313.3	45.0	179.3
Amortisation and impairment:				
At 1 January 2022	0.0	(25.1)	(7.8)	-
Amortisation	(1.6)	(8.8)	(3.5)	-
Impairment	-	(0.7)	-	-
At 31 December 2022	(1.6)	(34.5)	(11.3)	-
Carrying amount at 31 December 2022	20.3	278.8	33.7	179.3
Useful life	7 years	3-20 years	10 years	
Depreciation method	Linear	Linear	Linear	

Additions consist of internally developed intangible assets and purchase of goods and services related to the internally developed intangibly assets. As of 31 December 2023, NOK 157.0 million of carrying amount are still under development, while NOK 151.2 million is related to finalised projects which are subject to amortisation. Funding from "Skattefunn" has reduced the total cost with NOK 9.2 million, while funding from "Innovasjon Norge" and EU have both reduced the total cost with NOK 12.4 million (NOK 21.6 million combined).

Goodwill and intangible assets with indefinite useful lives
Goodwill of 171.6 million acquired through business combination is included in the Industrial Solutions CGU for impairment testing purposes. Industrial Solutions is also an operating segment.

The group performs a test for impairment in January each year. Each quarter the group assesses whether there are any indications of impairment. The relationship between the group market capitalisation and its book value is among the factors considered when reviewing for indicators of impairment. In 2023 the market capitalisation of the group exceeded the book value of its equity.

The recoverable amount of the CGUs as at 31 December 2023 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering five years. The projected cash flows have been updated to reflect the current development of demand for products and services provided by the CGU.

The pre-tax discount rate applied to cash flow projections is 14.2 per cent (2022: 20.0 per cent) and cash flows beyond the five-year period are extrapolated using an exit multiple of 10x (2022: 10x). It was concluded that the value in use exceeds the carrying amount and management did not identify an impairment for this CGU.

One project has been recorded for impairment in 2023, and one was impaired in 2022.

Key assumptions used in value in use calculations and sensitivity to changes in assumptions
The calculation of value in use for both electronic and fire prevention equipment units is most sensitive to the following assumptions:

- Unit sales, sales price, and gross margin
- Discount rates
- Growth rates used to extrapolate cash flows beyond the forecast period

Climate-related matters – The group constantly monitors the latest government legislation in relation to matters related to climate. No such legislation has currently been passed that will have a negative impact on the group. The group will adjust the key assumptions used in value-in-use calculations and sensitivity to changes in assumptions should a change be required.

Unit sales, sales price, and gross margin – Both unit sales, sales price, and gross margin are affected by demand and market circumstances. The combination of managements' in-depth knowledge of the current development in these factors and calculated average values achieved over preceding periods are used as the basis for the value in use calculation.

The gross margins for the Industrial Solutions CGU applied in the forecast model do not exceed 40 per cent. Decreased demand can lead to a decline in the gross margin.

Discount rates – The discount rate is derived from the group's internal rate of return (IRR) and corresponds to WACC. The discount rate represents the current market assessment of the risks identified, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on specific circumstances of the group and its operating segments.

The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the group's investors. The cost of debt is based on the interest-bearing borrowings the group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Growth estimate – The growth rate is based on industry knowledge and external and internal factors. Management expects strong growth but recognises that the speed of technological change and the possibility of new entrants can have an impact on growth rate assumptions.

A sensitivity analysis has been performed to determine if a reasonable change in key assumptions would cause the carrying amount to exceed the recoverable amount. The group has not identified the need for impairment, as the recoverable amount exceeds the carrying amount by significant margins. With an increased discount rate by 5.8 percentage points from 14.2 per cent to 20 per cent, a reduction in the EBITDA margin of 12-14 percentage points and a decrease of 10 per cent in revenues, the recoverable amount still exceeds the carrying amount with a significant margin.

NOTE 22 FINANCE INCOME AND COSTS

Finance income:

(Amounts in NOK million)	**2023**	2022
Interest income	**3.0**	0.2
Foreign exchange gain	**75.9**	25.0
Gain on FX derivatives [3]	**-**	-
Total finance income	**78.9**	25.2
Finance costs		
Interest expense	**41.7**	16.6
Foreign exchange loss	**54.8**	16.5
Interest expense - leasing [2]	**3.8**	1.0
Loss on FX derivatives	**-**	0.0
Other financial cost	**0.7**	0.1
Loss from sale of subsidiary [1]	**8.0**	-
Share of net profit from associated company [4]	**21.2**	22.1
Total finance costs	**130.2**	56.3
Net financial items	**(51.3)**	(31.1)

1) Loss from sale of subsidiary - sale of Ascodero, se further information in note 4.
2) Interest expense - leasing, see further information in note 24 Leases.
3) The forward currency contracts are mark-to-market, based on an external valuation provided by the contractual counterpart. The contracts are valued using option pricing techniques, which employ the use of various inputs including foreign exchange spot and forward rates, the time to maturity and volatility. The group uses forward currency contracts to reduce the currency exposure on sales in EUR and USD. See note 23 for discussion of currency risk. The group does not apply hedge accounting for its derivative contracts, hence the contracts are measured at fair value through profit and loss. The group did not have currency forward contracts as of 31.12.23.
4) Share of net profit from associate, see further information in note 17 Transactions with related parties.

NOTE 23 FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

(Amounts in NOK million)	Category	**31 Dec 2023**	31 Dec 2022
Financial assets:			
Trade receivables	Fair Value through profit and loss	**241.0**	192.1
Other receivables [1]	Fair Value through profit and loss	**120.4**	101.5
Cash and cash equivalents	Fair Value through profit and loss	**57.5**	42.5
Total financial assets		**418.9**	336.1
Financial liabilities:			
Long term borrowings	Financial liabilities measured at amortised cost	**345.8**	192.9
Non-current lease liabilities	Financial liabilities measured at amortised cost	**68.1**	25.3
Current borrowings	Financial liabilities measured at amortised cost	**81.8**	191.0
Convertible loans	Fair value through profit and loss	**-**	28.5
Trade creditors	Financial liabilities measured at amortised cost	**155.9**	177.8
Bank overdraft facility	Financial liabilities measured at amortised cost	**132.8**	26.1
Trade finance facility	Financial liabilities measured at amortised cost	**78.8**	35.3
Current lease liabilities	Financial liabilities measured at amortised cost	**14.6**	12.2
Other current liabilities [2]	Financial liabilities measured at amortised cost	**60.9**	44.9
Total financial liabilities		**938.6**	734.0

All amounts in the table are booked values.

1) VAT receivable and prepaid expenses are excluded since they are not defined as financial instruments.
2) See note 15.

b) Fair value of financial instruments
The carrying amount of trade receivables, other receivables and cash and cash equivalents are approximately equal to fair value since these instruments have a short term maturity. Similarly, the carrying amount of trade creditors and other current liabilities are approximately equal to fair value since the effect of discounting is not significant. Fair value of the bank overdraft facility and Trade credit facility with DNB ASA is equal to the book value since a floating interest is agreed.

(c) Financial risk
The most significant financial risks which affect the group are listed below. The management performs a continuous evaluation of these risks and determines policies related to how these risks are to be handled within the group.

d) Credit risk
Carrying amounts of financial assets presented above represents the maximum credit exposure. The group is mainly exposed to credit risk related to trade receivables. The customers are basically large cruise ship owners and shipyards in Europe with satisfactory credit history. The credit risk is mainly related to newbuilding contracts where a few yards are counterpart. This is increasing the credit risk. However, due to nature of newbuilding financing the management considers the overall risk of loss on receivables to be relatively low. The group has not provided any guarantees for third parties' liabilities. The group has credit risk insurance agreements ("kredittforsikring") on its trade receivables with two different Nordic insurance companies, Tryg Garanti and Allianz Trade. These agreements covers the potential losses incurred by Scanship AS on its trade receivables, subject to certain restrictions, and reduces the ultimate credit risk for the group substantially. In addtion, the group entered into a NOK 80.0 million trade finance facility during 2023. The insurance agreement and trade finance facility is an additional risk mitigating factor. See note 9 for information about the aging analysis of trade receivables.

e) Liquidity risk
Liquidity risk is the risk of being unable to pay financial liabilities as they fall due. The liquidity risk for the group is primarily related to the timing of the payment on its trade receivables from the shipyards in Europe on the Newbuild projects. Certain of the shipyards exercises longer payment terms than other shipyards. Scanship has a close and on-going contact with all its shipyard customers, and have had so for many years. Managing this relationship is one of the key factors for Scanship in the daily management of its liquidity risk. Historically, Scanship has had very limited losses on its accounts receivable. So even though the payments from the shipyards in certain periods have been delayed beyond the agreed credit term, they have historically always paid their liabilities. Scanship also has a certain flexibility in its own supplier base, whereby longer payment terms sometimes are agreed with suppliers in periods were the payments are delayed from the customers. Management of the liquidity risk is a prioritised task by Scanship management.

The group also has relatively higher liquidity risk on Newbuild projects as the group receives payments late in the projects, as compared to Retrofit projects, where the group receives payments after meeting certain milestones. Although the milestones are setup to enable a positive net cashflow on the projects, a delay in the retrofit projects will naturally also increase the liquidity risk.

31 December 2023:

(Amounts in NOK million)	0-6 months	6-12 months	1-5 years
Payments on long term borrowings	-	-	345.8
Current borrowings	40.9	40.9	-
Trade creditors	155.9	-	-
Bank overdraft facility	-	132.8	-
Trade finance facility	78.8	-	-
Leases [1)]	7.3	7.3	68.1
Other current liabilities	60.9	-	-
Total	343.8	181.0	413.9

1) See note 24.

31 December 2022:

(Amounts in NOK million)	0-6 months	6-12 months	1-5 years
Payments on long term borrowings	-	-	192.9
Current borrowings	95.5	95.5	-
Trade creditors	177.8	-	-
Bank overdraft facility	-	26.1	-
Trade finance facility	35.3	-	-
Leases [1)]	6.1	6.1	25.3
Other current liabilities	44.9	-	-
Total	359.6	127.7	218.2

1) See note 24.

f) Foreign exchange rate risk
The group is exposed to foreign exchange rate risk related to the value of NOK relative to other currencies, both through ownership of foreign companies (see note 17) and through sales in different currencies than the nominal currency (NOK). Mitigation of exchange rate risk in cash flows nominated in other currencies than NOK is done through derivative instruments against specific construction contracts from time to time, where the net exposure of revenue/purchase are secured.

Exchange rate risk related to the specific group company is assessed as low as the margin remains independent of currency fluctuations. See also note 2.4.

g) Interest rate risk
The interest rate on the long term bank loan, overdraft and trade credit facilities are floating. Hence, the group has an exposure to interest rate fluctuations. The group does not have any interest rate derivatives.

Capital management
For the purpose of the group's capital management, capital includes issued capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the group's capital management is to maximise the shareholder value.

The group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

NOTE 24 LEASES

Right of use assets 2023:

(Amounts in NOK million)	Properties	Equipment	Cars	**Total**
At 1 January 2023	27.5	6.5	2.1	**36.1**
Additions	50.4	10.7	0.4	**61.5**
Depreciation	(12.7)	(3.8)	(0.9)	**(17.4)**
Effect of currency exchange differences	0.5	0.1	-	**0.6**
Carrying amount at 31 December 2023	65.7	13.5	1.5	**80.7**

Right of use assets 2022:

(Amounts in NOK million)	Properties	Equipment	Cars	**Total**
At 1 January 2022	18.4	3.6	2.9	**24.9**
Additions	17.2	6.2	0.0	**23.4**
Depreciation	(8.9)	(3.3)	(0.8)	**(13.1)**
Effect of currency exchange differences	0.8	0.0	-	**0.8**
Carrying amount at 31 December 2022	27.5	6.5	2.1	**36.1**

Set out below are the carrying amounts of lease liabilities and the movements during the period:

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
As at 1 January	**37.5**	25.1
Additions	**57.8**	23.5
Accretion of interest	**3.8**	1.0
Payments	**(16.9)**	(12.8)
Currency effects	**0.6**	0.7
As at 31 December	**82.7**	37.5
Current lease liabilities	**14.6**	12.2
Non-current lease liabilities	**68.1**	25.3
Total	**82.7**	37.5

Lease liabilities are discounted with an interest rate of 4.5 per cent.

Maturity analysis – contractual undiscounted cash flows

(Amounts in NOK million)	
2024	14.6
2025	10.5
2026	10.0
After 2026	47.6

Other effects in the statement of profit and loss

(Amounts in NOK million)	**2023**	2022
Interest expense	**3.8**	0.6
Expense relating to short-term leases	**1.3**	0.6
Expense relating to low value leases	**0.5**	0.1

Leases with a lease term less than 12 months are accounted for as short-term leases.
Low-value assets are not capitalised.

NOTE 25 CONTINGENT LIABILITIES

Contingent liabilities:
The group has not received any claims nor is it involved in any legal or financial disputes in 2023.

Guarantees:
For late delivieres the customers can give Vow penalties according to contract.

All customer contracts for system deliveries include 1-2 years limited guarantee against product failure.

There are no separate and other guarantees issued at December 31, 2023.

NOTE 26 EVENTS AFTER THE REPORTING PERIOD

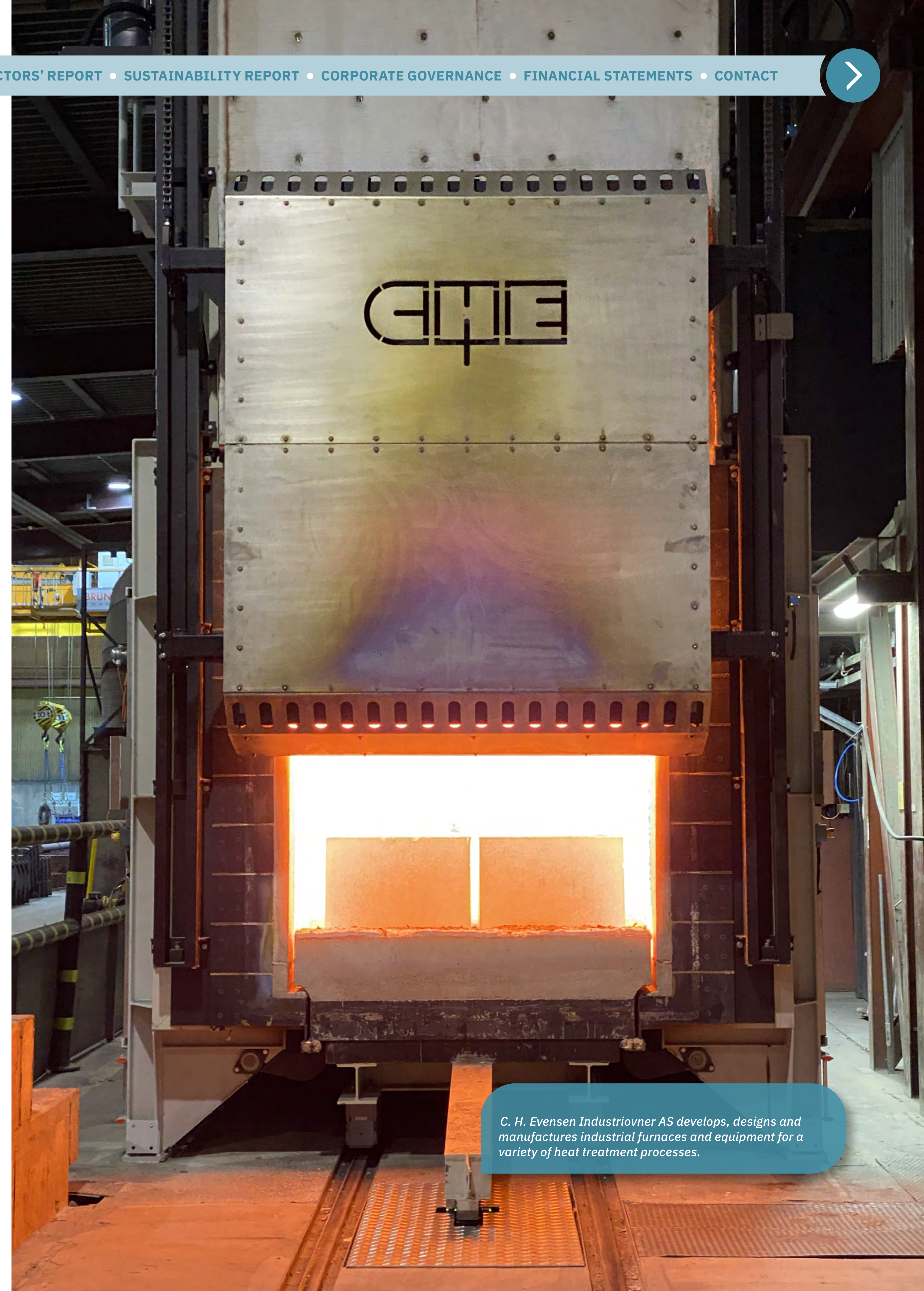
Vow subsidiary Scanship secured EUR 19.3 million cruise order and option and EUR 2.1 million change order
In February, Vow ASA subsidiary Scanship AS was awarded a contract with a major European shipyard to deliver technology on what will be one of the world's largest cruise ships under construction.

The contract covers equipment delivery in 2024 for a first ship and was first mentioned by Vow as an option in 2019. According to the new contract, the customer may order similar equipment for delivery to yet another ship in 2025. The total combined value of the firm order and the option for delivery to a second ship is EUR 19.3 million.

Further, in April, Scanship secured EUR 2.1 million change order to two existing contracts in the company's backlog towards the same customer. The change order was related to existing contracts in the company's order backlog. With this change order, the total scope of the largest contract now amounts to EUR 10.4 million, ranking it as the largest single technology supply contract ever awarded to Scanship for a cruise ship under construction.

Vow subsidiary C.H. Evensen awarded orders for a combined value of NOK 45 million
In January and February, Vow ASA subsidiary C.H. Evensen was awarded contracts for a combined value of NOK 45 million with major European and Norwegian customers, of which several recurring.

Amended loan agreement
In August 2023, Vow secured NOK 620 million long-term financing with DNB. The facilities have been amended during February 2024 with updated covenants and repayment schedule. Please see note 13 for details.



C. H. Evensen Industriovner AS develops, designs and manufactures industrial furnaces and equipment for a variety of heat treatment processes.

STATEMENT OF INCOME – VOW ASA

(Amounts in NOK million)	*Note*	**2023**	2022
Revenues		**-**	-
Total operating revenues		**-**	-
Employee expenses	*4*	**(1.9)**	(1.6)
Other operating expenses	*4*	**(27.6)**	(25.4)
Operating profit (EBIT)		**(29.5)**	(27.0)
Finance income	*5*	**39.6**	11.3
Finance cost	*5*	**(25.5)**	(12.8)
Share of net profit from associated company	*8*	**(7.9)**	(5.3)
Net financial items		**6.2**	(6.8)
Result before tax		**(23.2)**	(33.8)
Income tax (expense)/income	*6*	**(20.7)**	6.2
Result for the year		**(43.9)**	(27.5)

STATEMENT OF OTHER COMPREHENSIVE INCOME – VOW ASA

(Amounts in NOK million)	**2023**	2022
Result for the year	**(43.9)**	(27.5)
Other comprehensive income	**-**	-
Total other comprehensive income	**-**	-
Total comprehensive income for the year	**(43.9)**	(27.5)

STATEMENT OF FINANCIAL POSITION – VOW ASA

(Amounts in NOK million)	*Note*	**31 Dec 2023**	31 Dec 2022
ASSETS			
Non-current assets			
Deferred tax asset	*6*	**-**	20.7
Investment in subsidiaries	*7*	**234.6**	233.9
Investment in associated company	*8*	**133.7**	141.5
Subordinated intercompany loan	*11*	**579.6**	514.5
Total non-current assets		**947.8**	910.6
Current assets			
Other receivables	*9*	**2.0**	2.1
Cash and cash equivalents	*10*	**1.1**	10.8
Total current assets		**3.1**	12.9
Total assets		**951.0**	923.5
EQUITY AND LIABILITIES			
Equity			
Share capital	*12*	**10.7**	10.7
Treasury shares		**(0.1)**	(0.1)
Share premium	*12*	**598.5**	598.5
Retained earnings		**(47.5)**	(4.3)
Total equity		**561.6**	604.9
Liabilities			
Non-current liabilities			
Long term borrowing	*13*	**309.0**	127.5
Total non-current liabilities		**309.0**	127.5
Current liabilities			
Current borrowing	*13*	**70.0**	159.3
Convertible loan	*15*	**-**	28.3
Trade payables	*14*	**3.5**	1.4
Payable to group companies		**0.3**	0.3
Other current liabilities	*14*	**6.5**	2.0
Total current liabilities		**80.3**	191.2
Total liabilities		**389.3**	318.7
Total equity and liabilities		**951.0**	923.5

Lysaker, Norway, 29 April 2024
The board of directors and CEO – Vow ASA

Narve Reiten
Chair

Bård Brath Ingerø
Director

Susanne L. R. Schneider
Director

Egil Haugsdal
Director

Cecilie Lind
Director

Henrik Badin
CEO

STATEMENT OF CHANGES IN EQUITY – VOW ASA

2023

(Amounts in NOK million)	*Note*	Share capital	Treasury shares	Share premium	Retained earnings	**Total equity**
Equity at 1 January 2023		10.7	(0.1)	598.5	(4.3)	**604.9**
Result for the year		-	-	-	(43.9)	**(43.9)**
Total comprehensive income		-	-	-	(43.9)	**(43.9)**
Stock options		-	-	-	0.7	**0.7**
Equity at 31 December 2023		10.7	(0.1)	598.5	(47.5)	**561.6**

2022

(Amounts in NOK million)	*Note*	Share capital	Treasury shares	Share premium	Retained earnings	**Total equity**
Equity at 1 January 2022		10.7	0.0	616.9	21.5	**649.1**
Result for the year					(27.5)	**(27.5)**
Total comprehensive income		0.0	0.0	0.0	(27.5)	**(27.5)**
Share buy-back programme March 2022	*12*	-	(0.1)	(21.7)	-	**(21.8)**
Increase through share-based payment	*12*	0.0	-	3.3	-	**3.4**
Stock options		-	-	-	1.7	**1.7**
Equity at 31 December 2022		10.7	(0.1)	598.5	(4.3)	**604.9**

STATEMENT OF CASH FLOW – VOW ASA

(Amounts in NOK million)	*Note*	**2023**	2022
Cash flow from operating activities			
Result before income tax		**(23.2)**	(33.8)
Adjustments:			
Interest income	*5*	**(36.2)**	(8.2)
Interest cost	*5*	**25.2**	12.7
Fair value adjustments, conversion rights	*15*	**(3.3)**	-
Currency translation effects		**0.0**	(3.0)
Share of net profit from associated company	*8*	**7.9**	5.3
Change in trade payables		**2.1**	(1.8)
Changes in other accruals		**0.7**	1.2
Net cash flow from operating activities		**(26.8)**	(27.5)
Cash flow from financing activities			
Proceeds from issuing stock	*12*	**-**	3.4
Treasury shares	*12*	**-**	(21.8)
Proceeds from non-current borrowings	*13*	**394.0**	-
Proceeds from current borrowings	*13*	**-**	135.0
Intercompany receivables	*11*	**(28.9)**	(171.2)
Interest paid	*5*	**(21.1)**	(12.1)
Convertible loan	*10*	**(25.0)**	-
Repayments	*13*	**(301.8)**	(18.2)
Net cash flow from financing activities		**17.2**	(84.9)
Net change in cash and cash equivalents		**(9.6)**	(112.4)
Cash and cash equivalents at 1 January		**10.8**	123.2
Cash and cash equivalents at 31 December	*10*	**1.1**	10.8
Non restricted cash		**1.1**	10.8
Restricted cash		**-**	-
Cash and cash equivalents at 31 December		**1.1**	10.8

NOTES TO THE FINANCIAL STATEMENTS – VOW ASA

NOTE 01 GENERAL INFORMATION

Vow ASA is a limited liability company incorporated and domiciled in Norway, with its head office at Lysaker Torg 12, NO-1366 Lysaker. The company's business activity relates to ownership of shares in Scanship AS and Vow Green Metals AS. The company's board approved the financial statements on 29 April 2024.

NOTE 02 SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of these consolidated financial statements are set out below.

2.1 Basis for preparation
The financial statements of Vow ASA have been prepared in accordance with IFRS Accounting Standards as adopted by the European Union (EU) and in accordance with the additional requirements following the Norwegian Accounting Act. The financial statements have been prepared on a historical cost basis, except for debt with conversion rights (embedded derivative) in relation to the acquisition of C. H. Evensen Industriovner AS in the subsidiary Scanship AS, that have been measured at fair value.

2.2 Investment in subsidiaries
Investment in subsidiaries is recognised at cost, less any necessary impairment. Impairment to fair value will be carried out if the reduction in value is caused by circumstances which may not be regarded as incidental and deemed necessary by generally accepted accounting principles. Impairments are reversed when the cause and basis of the initial impairment is no longer present.

2.3 Transactions in foreign currency
The functional currency and the presentation of the company is Norske 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.

2.4 Financial assets
Non-current financial assets are initially measured at fair value. After initial recognition, these financial assets are measured at amortised cost using the effective interest method less impairment. Gains and losses are recognised in profit or loss when the loans and receivables are impaired or derecognised. Interest effects from the application of the effective interest method and effects from currency translation are recognised through profit or loss.

2.5 Borrowings
All loans and borrowings are initially recognised at cost, being the fair value of the consideration received net of transaction/issue costs associated with the borrowing. After initial recognition, interests-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Any difference between the consideration received net of transaction/issue costs associated with the borrowing and the redemption value, is recognised in the income statement over the term of the loan.

2.6 Taxes
Income tax expense for the period comprises current tax expense and deferred tax expense. The company is subject to 22 per cent income tax in accordance with the Norwegian tax legislation. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity. Deferred tax assets and liabilities are calculated based on temporary differences between the carrying amounts of assets and liabilities in the financial statement and their tax bases, together with tax losses carried forward at the balance sheet date. Deferred tax assets and liabilities are calculated based on the tax rates and tax legislation that are expected to apply when the assets are realised or the liabilities are settled, based on the tax rates and tax legislation that have been enacted or substantially enacted on the balance sheet date. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that is no longer probable that the deferred tax asset can be utilised. Deferred tax assets and liabilities are not discounted. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

2.7 Share-based payments
The company has a share-based option plan covering certain employees in senior positions in the subsidiaries. Settlement in shares to employees is made in shares in Vow ASA where the plan is recognised as equity settled share-based payments and against value of shares in the subsidiaries.

2.8 Investment in associates
The company has investments in an associate. Associates are entities over which the company has significant influence, but not control or joint control over the financial and operating management. The considerations made in determining whether the company has significant influence over an entity are similar to those necessary to determine control over subsidiaries. Associates are accounted for using the equity method from the date when significant influence is achieved until such influence ceases.

Investments in associates are initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the company's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit or loss reflects the company's share of the results of operations of the associate. Unrealised gains and losses resulting from transactions between the company and the associate are eliminated to the extent of the interest in the associate. If there are indication of that the investment in the associate is impaired, the company will perform an impairment test of the carrying amount of the investment. Any impairment losses are recognised as share of profit of an associate in the statement of profit or loss. Upon loss of significant influence over the associate, and as such the equity method ceases, the company measures and recognises any retained investment at its fair value.

2.11 Events after the balance sheet date
The financial statements are adjusted to reflect events after the balance sheet date that provide evidence of conditions that existed at the balance sheet date (adjusting events). The financial statements are not adjusted to reflect events after the balance sheet date that are indicative of conditions that arose after the balance sheet date (non-adjusting events). Non-adjusting events are disclosed if significant.

2.12 Changes in accounting policy and disclosures
New and amended standards and interpretations that has been effective for accounting periods starting on 1st January 2023 does not have any impact on the company's financial statements. Information regarding new and amended standards and interpretations are provided in note 2 of the consolidated financial statements.

NOTE 03 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements in accordance with IFRS Accounting Standards requires management to make judgements, use estimates and assumptions that affect the reported amounts of assets and liabilities, income, and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are reasonable under the circumstances. The estimates and underlying assumptions are reviewed on an on-going basis.

Estimates and assumptions which represent a significant risk of resulting in material adjustments to the carrying amounts of assets and liabilities relates mainly to the company's investments in subsidiaries and associates and intercompany loans and receivables. The investment in subsidiaries and associates is recognised at cost, less any necessary impairment. Each year the management apply judgement to assess if there are any indication that the carrying amount is higher than its recoverable amount. If there are any indications of impairment, the management calculate the recoverable amount which implies assessments regarding future cash flows from its subsidiaries and associates. These assessments require substantial judgements.

NOTE 04 OTHER OPERATING EXPENSES, REMUNERATION AND COST FOR DEMERGER, LISTING AND STRATEGIC PROCESSES

Board remuneration:

(Amounts in NOK million)	**2023**	2022
Board remuneration	**1.6**	1.4
Social tax, expenses	**0.2**	0.2
Total	**1.9**	1.6

Other operating expenses include:

(Amounts in NOK million)	**2023**	2022
Auditor remuneration	**1.0**	0.5
Consultancy	**21.3**	20.4
Cost related to own shares	**1.9**	1.1
Advertisements	**2.2**	1.3
Other operating expenses	**1.2**	2.1
Total	**27.6**	25.4

Remuneration to auditor is allocated as specified below:

(Amounts in NOK million)	**2023**	2022
Statutory audits	**0.9**	0.5
Other assurance services	**0.1**	-
Total, excl. VAT	**1.0**	0.5

NOTE 05 FINANCE INCOME AND COSTS

Finance income:

(Amounts in NOK million)	**2023**	2022
Interest income	**0.0**	0.1
Intercompany interest income	**36.2**	8.2
Foreign exchange gain	**0.1**	3.1
Other financial income	**3.3**	-
Total finance income	**39.6**	11.3

Finance costs:

(Amounts in NOK million)	**2023**	2022
Interest expense	**25.2**	12.7
Foreign exchange loss	**0.1**	0.1
Share of net profit from associated company	**7.9**	5.3
Other financial expenses	**0.2**	-
Total finance costs	**33.4**	18.1

NOTE 06 TAX

Specification of income tax:

(Amounts in NOK million)	**2023**	2022
Change in deferred tax	**20.7**	(6.2)
Total income tax expense/(income)	**20.7**	(6.2)

Specification of temporary differences and deferred tax asset:

(Amounts in NOK million)	**2023**	2022
Tax loss carry forward	**(117.1)**	(94.0)
Not recognised tax loss carry forward	**117.1**	-
Total basis for deferred tax	**-**	(94.0)
Deferred tax asset 22%	**-**	(20.7)

Specification of temporary differences and deferred tax liability:
There are no temporary differences as of 31 December 2023 or 2022:

Reconciliation of effective tax rate:

(Amounts in NOK million)	**2023**	2022
Result before income tax	**(2.3)**	(3.4)
Expected income tax	**(5.1)**	(7.4)
Adjusted for tax effect of the following items:		
Permanent differences	**0.0**	1.2
Unrecognised deferred tax assets	**25.8**	-
Total income tax expense/(income)	**20.7**	(6.2)

NOTE 07 INVESTMENT IN SUBSIDIARIES

(Amounts in NOK million)	Country of incorporation	% equity and voting share	Equity at 31 Dec 2023	Result for the year 2023
Scanship AS				
2023	Tønsberg, Norway	100%	138.9	(74.7)
2022	Tønsberg, Norway	100%	213.6	71.2

NOTE 08 INVESTMENT IN ASSOCIATES

Gain from demerger of Vow Green Metals AS (VGM) operations from Vow ASA recorded under financial items with an income of NOK 341.6 million in 2021.

The concept, design and business plan for developing a plant producing biocarbon using pyrolysis technology was demerged from Vow ASA into VGM. Shares in VGM was distributed to the shareholders of Vow ASA. The transaction is considered as distribution of assets other than cash as dividends to its owners (IFRIC 17). Fair value of VGM at the point of demerger was NOK 492 million and carrying value set at NOK 150 million, giving a fair value gain of the consideration shares distributed to the shareholders in Vow ASA at NOK 342 million.

Following the demerger on 9 July 2021, Vow ASA holds 30.4 per cent of the shares in VGM and recognises it as an associate company which is accounted for using the equity method in the consolidated financial statements. The investment was recognised at fair value at inception and are subsequently adjusted for share of profits and potential dividends from VGM. The company's share of profit or loss from the associate company is included in profit or loss under financial items.

The following table illustrates the summarised financial information of the group's investment in VGM:

(Amounts in NOK million)	**2023**	2022
Current assets	**46.4**	43.5
Non-current assets	**136.8**	87.9
Current liabilities	**(32.6)**	(5.4)
Non-current liabilities	**(50.6)**	(0.2)
Equity	**100.0**	125.9
Company's share in equity – 30.4%	**30.4**	38.2
Goodwill	**103.3**	103.3
Company's carrying amount of the investment	**133.7**	141.5

(Amounts in NOK million)	**2023**	2022
Administrative expenses	**(23.9)**	(17.4)
Depreciation	**(0.8)**	(0.3)
Finance costs	**(1.3)**	0.3
Profit before tax	**(26.0)**	(17.4)
Income tax expense	**-**	-
Profit for the year	**(26.0)**	(17.4)
Total comprehensive income for the year	**(26.0)**	(17.4)
Company's share of profit for the year	**(7.9)**	(5.3)

VGM was listed on Oslo Stock Exchange 12 July 2021.

NOTE 09 OTHER RECEIVABLES

Other receivables include:

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
VAT receivable	**0.7**	0.2
Prepaid expenses and other items	**0.2**	1.0
Receivable from assoiciate company	**1.0**	1.0
Total	**2.0**	2.1

NOTE 10 CASH AND CASH EQUIVALENTS

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Bank deposits	**1.1**	10.8
Total cash and cash equivalents	**1.1**	10.8

See note 11 in the consolidated financial statement for the group for more information.

NOTE 11 INTERCOMPANY BALANCES AND TRANSACTIONS

Long-term loans to subsidiares:

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Scanship AS	**579.6**	514.5

The long-term loan to the subsidiary Scanship AS is related to the acquisition of C. H. Evensen Industriovner AS in 2022 and ETIA Ecotechnologies S.A.S in 2019.

As a part of the acquisition of C. H. Evensen Industriovner AS, Scanship AS issued a vendor note for NOK 28.3 million, that immediately upon the issuance was transferred to Vow as new borrower. The vendor note was settled in cash on 30 May 2023.

Payable to group companies:

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Scanship Americas Inc.	**0.0**	0.3
Vow-US Inc.	**0.3**	0.0

Intercompany interest income:

(Amounts in NOK million)	**31 Dec 2023**	31 Dec 2022
Scanship AS	**36.2**	8.2

NOTE 12 SHARE CAPITAL AND SHAREHOLDER INFORMATION

See note 12 to the consolidated financial statements.

NOTE 13 BORROWING

Long-term borrowing

(Amounts in NOK million)	31 Dec 2023	31 Dec 2022
Other long-term interest-bearing debt	**309.0**	127.5
Balance 31 December	**309.0**	127.5

Short-term borrowing

(Amounts in NOK million)	31 Dec 2023	31 Dec 2022
Other short term interest-bearing debt	**70.0**	159.3
Convertible loan	**-**	28.3
Balance 31 December	**70.0**	187.6

In August 2023, Vow Group secured NOK 620 million long-term financing with DNB. The debt package consists of a NOK 380 million term loan, a NOK 160 million overdraft facility and a NOK 80 million trade finance facility. The facilities have been amended during February 2024 with updated covenants and repayment schedule.

Vow ASA has loans with DNB with a total balance of NOK 380 million. The NOK 380 million term loan with DNB is drawn up as per 31 December 2023. Vow ASA has NOK 70 million classified as short-term borrowing as of 31 December 2023.

Covenants
Vow ASA has the following covenants for loans, bank overdraft and trade finance facility in DNB ASA:

- Debt Service Coverage Ratio (DSCR) to be > 1.3x as of Q4 2024. (Measured half-yearly at group level based on last-twelve-months rolling basis).
- Minimum equity ratio of 20 per cent of total assets for the period Q4 2023 up to Q4 2024, and minimum equity ratio of 25 per cent of total assets as of Q4 2024.
- NIBD/EBITDA ratio not to exceed 2.5x as of Q4 2024 (Measured quarterly at group level based on last-twelve-months rolling basis).
- The group has minimum quarterly EBITDA measurements, for the quarterly periods Q1, Q2 and Q3 2024.
- Any additional loans raised in the group to be approved by DNB ASA.

The Vow group is not in breach with the covenants as of 31 December 2023.

For additional information, see note 13 in the consolidated financial statements.

NOTE 14 OTHER CURRENT LIABILITIES

Trade payables

(Amounts in NOK million)	31 Dec 2023	31 Dec 2022
Trade payables	**3.5**	1.4
Total	**3.5**	1.4

Other current liabilities

(Amounts in NOK million)	31 Dec 2023	31 Dec 2022
Other payables and accruals for incurred costs	**6.5**	2.0
Total	**6.5**	2.0

NOTE 15 CONVERTIBLE LOAN

See note 14 to the consolidated financial statements.

NOTE 16 FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

(Amounts in NOK million)	Category	31 Dec 2023	31 Dec 2022
Financial assets:			
Subordinated intercompany loans	Loans and receivables	**579.6**	514.5
Other receivables	Loans and receivables	**2.0**	2.1
Cash and cash equivalents	Loans and receivables	**1.1**	10.8
Total financial assets		**582.7**	527.4
Financial liabilities:			
Trade payables	Financial liabilities at amortised cost	**3.5**	1.4
Other current liabilities	Financial liabilities at amortised cost	**6.5**	2.0
Payable to group companies	Financial liabilities at amortised cost	**0.3**	0.3
Long term borrowing	Financial liabilities at amortised cost	**309.0**	127.5
Current borrowing	Financial liabilities at amortised cost	**70.0**	159.3
Total financial liabilities		**389.3**	290.4

Accruals for incurred costs are excluded since they are not defined as financial instruments.

(b) Fair value of financial instruments
The carrying amount of other receivables, receivables intercompany and cash and cash equivalents is approximately equal to fair value since these instruments have a short term to maturity. Similarly, the carrying amount of other current liabilities is approximately equal to fair value since the effect of discounting is not significant.

(c) Financial risk
The most significant financial risks which affect the company are listed below. The management performs a continuous evaluation of these risks and determines policies related to how these risks are to be handled.

(d) Credit risk:
Carrying amounts of financial assets presented above represents the maximum credit exposure. The credit risk related to cash and cash equivalents and other receivables is considered to be immaterial.

(e) Liquidity risk:
Liquidity risk is the risk of being unable to pay financial liabilities as they fall due. The company's approach to managing liquidity risk is to ensure that it will always have sufficient liquidity to meet its financial liabilities as they fall due, under normal as well as extraordinary circumstances, without incurring unacceptable losses or risking damage to the company's reputation. If the level of income from the subsidiaries is not sufficient, loans from group companies can be used to enable the company to pay financial liabilities as they fall due.

(Amounts in NOK million)	0-6 months	6 - 12 months	1-5 years
31 December 2023			
Trade payables	3.5	-	-
Other current liabilities	6.5	-	-
Payable to group companies	-	0.3	-
Long term borrowing	-	-	309.0
Total	10.0	0.3	309.0

(Amounts in NOK million)	0-6 months	6 - 12 months	1-5 years
31 December 2022			
Trade payables	1.4	-	-
Other current liabilities	2.0	-	-
Payable to group companies	0.3	-	-
Long term borrowing	-	-	127.5
Current borrowing	53.1	106.2	-
Total	56.7	106.2	127.5

See note 23 to the consolidated financial statement for further information on the liquidity risk.

f) Foreign exchange rate risk:
Any major expense, liability or asset is nominated in NOK and not directly exposed to currency risk. The company own shares directly and indirectly which are exposed to currency risk related to their cash inflows. See note 23 in the consolidated financial statement for further information on the foreign exchange rate risk.

NOTE 17 CONTINGENT LIABILITIES

See note 25 to the consolidated financial statements.

NOTE 18 EVENTS AFTER THE REPORTING PERIOD

See note 26 to the consolidated financial statements.

STATEMENT BY THE BOARD OF DIRECTORS AND CEO

We confirm, to the best of our knowledge, that

- The group financial statements for the period from 1 January to 31 December 2023 have been prepared in accordance with IFRS Accounting Standards, as adopted by the EU
- The financial statements of Vow ASA for the period from 1 January to 31 December 2023 have been prepared in accordance with IFRS Accounting Standards, as adopted by the EU and in accordance with the additional requirements following the Norwegian Accounting Act
- The financial statements give a true and fair view of the group's and the company's consolidated assets, liabilities, financial position and results of operations
- The report from the board of directors provides a true and fair view of the development and performance of the business and the position of the group and the company, together with a description of the key risks and uncertainty factors that the group and the company is facing

Lysaker, Norway, 29 April 2024
The board of directors and CEO – Vow ASA

Narve Reiten *Chair*	**Bård Brath Ingerø** *Director*	**Susanne L. R. Schneider** *Director*
Egil Haugsdal *Director*	**Cecilie Lind** *Director*	**Henrik Badin** *CEO*

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INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Vow ASA

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Vow ASA (the Company), which comprise the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group). The financial statements of the Company and the Group comprise the statement of financial position as at 31 December 2023, the statement of income, statement of other comprehensive income, statement of cash flow and statement of changes in equity for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion the financial statements comply with applicable legal requirements and give a true and fair view of the financial position of the Company and the Group as at 31 December 2023 and their financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the audit committee.

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)* (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.

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided.

We have been the auditor of the Company for 13 years from the election by the general meeting of the shareholders in 2011 for the accounting year 2011.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the financial statements.

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Recognition of revenue from customer contracts over time

Basis for the key audit matter
A significant part of the Group's revenues relates to customer contracts where revenues are recognized over time. The process of measuring the progress involves judgement and estimates by management related to allocation of the transaction price and estimation of the costs in fulfilling the contract. The duration of the contracts can be several years. The recognition of revenue from customer contracts over time has been a key audit matter due to the estimation uncertainty, the complexity of the contracts and the significance of the amounts involved.

Our audit response
We assessed the application of accounting principles and routines for monitoring the projects. We discussed the status of projects under construction with management, finance, and technical staff of the Group. We considered the accuracy of management's prior year assumptions by comparing the actual outcome against prior period estimates. For a sample of new contracts, we tested estimated revenues against contracts. We assessed and tested the Group's process to record contract costs, hours and contract revenues and recalculated the calculation of the stage of completion. We also performed test of details of costs against invoices and hours incurred to assess the status of the project. We refer to the disclosures included in note 5 in the consolidated financial statements regarding revenue from contracts with customers.

Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors and Chief Executive Officer) is responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the board of directors' report, the statement on corporate governance and the statement on corporate social responsibility contain the information required by applicable legal requirements and whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that the other information is materially inconsistent with the financial statements, there is a material misstatement in this other information or that the information required by applicable legal requirements is not included in the board of directors' report, the statement on corporate governance or the statement on corporate social responsibility, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report, the statement on corporate governance and the statement on corporate social responsibility are consistent with the financial statements and contain the information required by applicable legal 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 IFRS Accounting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern

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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.
- 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.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should

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not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirement

Report on compliance with regulation on European Single Electronic Format (ESEF)

Opinion

As part of the audit of the financial statements of Vow ASA we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report, with the file name vowasa-2023-12-31-en, have been prepared, in all material respects, in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format and iXBRL tagging of the consolidated financial statements.

In our opinion, the financial statements, included in the annual report, have been prepared, in all material respects, in compliance with the ESEF Regulation.

Management's responsibilities

Management is responsible for the preparation of the annual report in compliance with the ESEF Regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary.

Auditor's responsibilities

Our responsibility, based on audit evidence obtained, is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation. We conduct our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information". The standard requires us to plan and perform procedures to obtain reasonable assurance about whether the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation.

As part of our work, we perform procedures to obtain an understanding of the company's processes for preparing the financial statements in accordance with the ESEF Regulation. We test whether the financial statements are presented in XHTML-format. We evaluate the completeness and accuracy of the iXBRL tagging of the consolidated financial statements and assess management's use of judgement. Our procedures include reconciliation of the iXBRL tagged data with the audited financial statements in human-readable format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 29 April 2024
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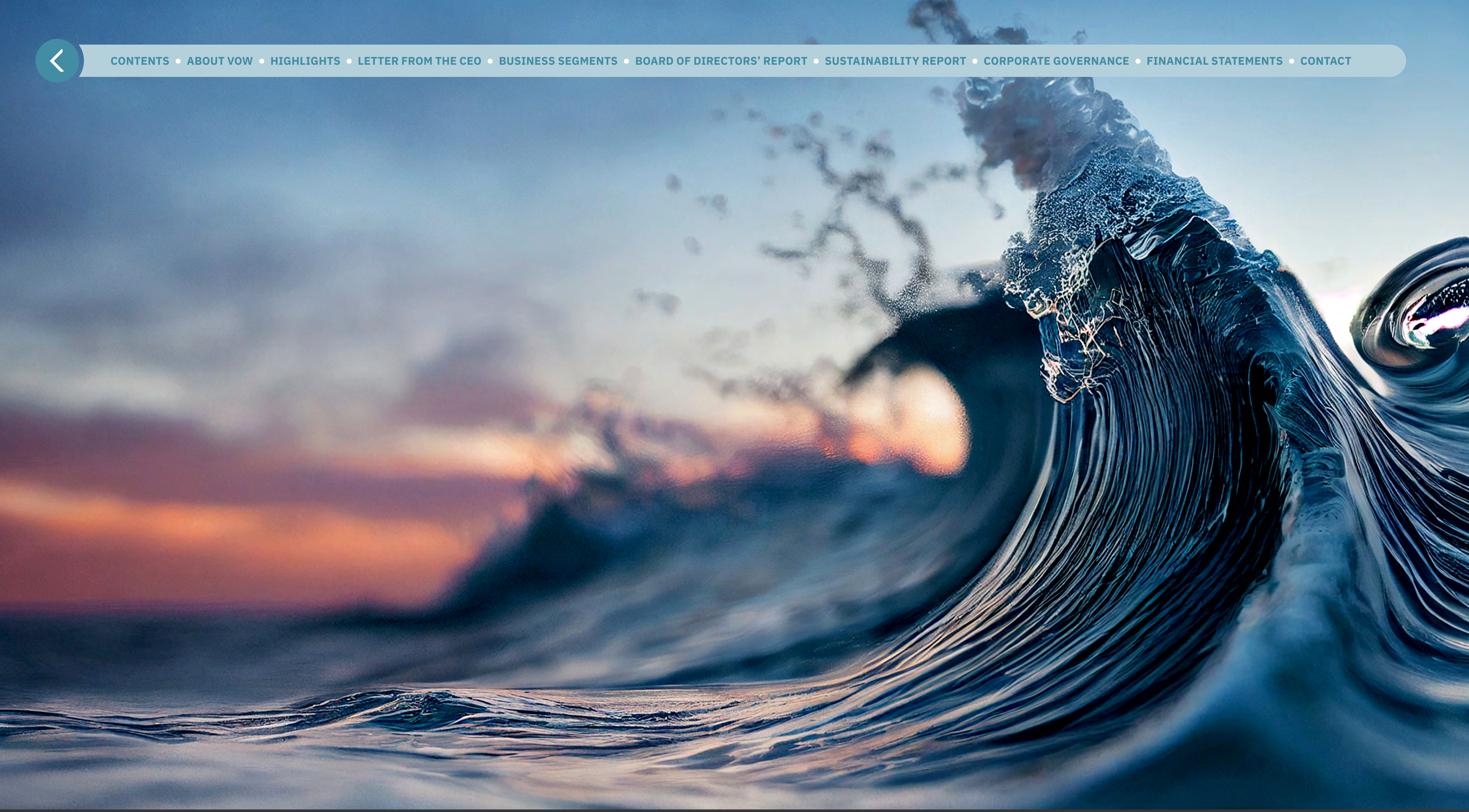
Leiv Aschehoug
State Authorised Public Accountant (Norway)

DEFINITIONS OF ALTERNATIVE PERFORMANCE MEASURES NOT DEFINED BY IFRS ACCOUNTING STANDARDS

EBITDA before non-recurring items	Normalised earnings before interest, tax, depreciation and amortisation. Non-recurring items are unusual and not expected during the regular business operations. Normalised EBITDA is presented to improve comparability of the underlying business performance between periods.
EBITDA margin (%) before non-recurring items	EBITDA before non-recurring items as a percentage of net sales, is a key performance indicator that the company considers relevant for understanding the profitability of the business and for making comparisons with other companies.
EBITDA	Earnings before interest, tax, depreciation and amortisation. EBITDA is a key performance indicator that the company considers relevant for understanding the generation of profit before investments in fixed assets.
EBIT	Earnings before interest and tax. EBIT is a key performance indicator that the company considers relevant, as it facilitates comparisons of profitability over time independent of corporate tax rates and financing structures. Depreciations are included, however, which is a measure of resource consumption necessary for generating the result.
EBIT margin (%)	EBIT as a percentage of net sales. The EBIT margin is a key performance indicator that the company considers relevant for understanding the profitability of the business and for making comparisons with other companies.
Equity ratio (%)	Total equity in relation to total assets. The equity ratio is a key performance indicator that the company considers relevant for assessing its financial leverage.
Backlog	The group's order backlog consists of future value of remaining revenue on ongoing projects and projects signed but not started.



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