



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 917 001 790
Organisasjonsform: Aksjeselskap
Foretaksnavn: KYOTO GROUP AS
Forretningsadresse: Fornebuveien 1
1366 LYSAKER

Regnskapsår

Årsregnskapets periode: 01.01.2021 - 31.12.2021

Konsern

Morselskap i konsern: Nei

Regnskapsregler

Regler for små foretak benyttet: Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet: Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Anna Camilla Nilsson
Dato for fastsettelse av årsregnskapet: 28.04.2022

Grunnlag for avgivelse

År 2021: Årsregnskapet er elektronisk innlevert
År 2020: Tall er hentet fra elektronisk innlevert årsregnskap fra 2021

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 16.05.2023



Resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Public grants	8	-1 461 651	3 266 093
Other income	8		
Sum inntekter		-1 461 651	3 266 093
Kostnader			
Raw materials and consumables used			
Personnel expenses	1	17 215 902	6 798 929
Depreciation and amortisation expenses	9, 10		
Nedskrivning av varige driftsmidler og immaterielle eiendeler	9, 10	109 530	871 019
Other operating expenses	1, 12	24 378 481	7 860 583
Sum kostnader		41 703 914	15 530 530
Driftsresultat		-43 165 565	-12 264 437
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern	13		
Annen renteinntekt		7 913	
Other financial income	13	263 467	18 426
Sum finansinntekter		271 380	18 426
Write-down of long-term investments			30 000
Rentekostnad til foretak i samme konsern	13		
Annen rentekostnad	13		29 254
Other financial expenses	13	223 734	122 142
Sum finanskostnader		223 734	181 396
Netto finans		47 647	-162 970
Ordinært resultat før skattekostnad		-43 117 918	-12 427 407
Income tax expense	3	5 162 830	-2 692 140
Ordinært resultat etter skattekostnad		-48 280 749	-9 735 267
Årsresultat		-48 280 749	-9 735 267



Resultatregnskap

Beløp i: NOK	Note	2021	2020
Årsresultat etter minoritetsinteresser		-48 280 749	-9 735 267
Totalresultat		-48 280 749	-9 735 267
Overføringer og disponeringer			
Udekket tap	2	-48 280 749	-9 735 267
Sum overføringer og disponeringer		-48 280 749	-9 735 267



Balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Research and development	9, 10	31 772 810	5 124 036
Concessions, patents, licences, trademarks, and similar rights	10		
Utsatt skattefordel	3		5 162 830
Sum immaterielle eiendeler		31 772 810	10 286 867
Varige driftsmidler			
Equipment and other movables	9	85 216	85 216
Sum varige driftsmidler		85 216	85 216
Finansielle anleggsmidler			
Other long-term receivables		479 040	
Sum finansielle anleggsmidler		479 040	
Sum anleggsmidler		32 337 067	10 372 083
Omløpsmidler			
Varer			
Fordringer			
Other short-term receivables	6, 8	5 153 104	2 834 602
Sum fordringer		5 153 104	2 834 602
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	5	117 596 065	42 846 288
Sum bankinnskudd, kontanter og lignende		117 596 065	42 846 288
Sum omløpsmidler		122 749 170	45 680 890
SUM EIENDELER		155 086 236	56 052 973

BALANSE - EGENKAPITAL OG GJELD



Balanse

Beløp i: NOK	Note	2021	2020
Egenkapital			
Innskutt egenkapital			
Share capital	2, 4	252 617	113 617
Overkurs	2	131 568 112	5 972 861
Annen innskutt egenkapital	2	7 119 753	5 509 175
Sum innskutt egenkapital		138 940 482	11 595 653
Opptjent egenkapital			
Udekket tap	2		
Sum egenkapital		138 940 482	11 595 653
Gjeld			
Langsiktig gjeld			
Utsatt skatt	3		
Annen langsiktig gjeld			
Other non-current liabilities	6, 11	2 400 000	2 400 000
Sum annen langsiktig gjeld		2 400 000	2 400 000
Sum langsiktig gjeld		2 400 000	2 400 000
Kortsiktig gjeld			
Konvertible lån	6		250 000
Leverandørgjeld	6	7 310 112	734 972
Tax payable	3		
Public duties payable	6	884 179	565 448
Other current liabilities	6	5 551 463	40 506 900
Sum kortsiktig gjeld	6	13 745 754	42 057 320
Sum gjeld	6	16 145 754	44 457 320
SUM EGENKAPITAL OG GJELD		155 086 236	56 052 973



Skatteetaten

Vår dato
29.04.2022

Din/Deres dato
06.04.2022

Saksbehandler
Lars Waalorp

800 80 000
Skatteetaten.no

Din/Deres referanse
AR483960090

Telefon
90833418

Org.nr
974761076

Vår referanse
2022/5329918

Postadresse
Postboks 9200 Grønland
0134 OSLO

KYOTO GROUP AS
Torggata 15
0181 OSLO

Att. Ola Bjørnland

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk for Kyoto Group AS, org.nr. 917 001 790

Vi viser til deres henvendelse av 6. april 2022 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk for Kyoto Group AS.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering Kyoto Group AS dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge opplysningene som danner grunnlaget for vedtaket ikke endres vesentlig.

Kopi av dette brevet må sendes til Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Den regnskapspliktige må selv dokumentere ved dette brev at tillatelse er gitt.

Bakgrunn

Kyoto Group AS er notert på Euronext Growth Oslo. Selskapet driver virksomhet innen grønn energi, og selskapets strategi er å vokse raskt gjennom en kommersiell utrulling av et lagringssystem for termisk energi til industrielle kunder i hele Europa.

Skattekontorets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal "årsregnskapet og årsberetningen [...] være på norsk. Departementet kan ved [...] enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk."

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap mv., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

"Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon."



Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til "informative regnskaper for ulike grupper av regnskapsbrukere". Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter skattekontorets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har skattekontoret lagt særlig vekt på at selskapet er notert på Euronext Growth Oslo. Videre er det vektlagt at selskapet driver virksomhet i en bransje der alle sentrale aktører behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Lars Waalorp
seniorrådgiver
Brukerdialog, brukerkontakt
Skatteetaten

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.



21

KYOTO GROUP AS

**Annual
report**

2021

KYOTO



Contents

About Kyoto Group.....	3
Key events 2021	5
Shareholder information.....	6
Letter from our CEO	7
Board of Directors' Report	8
Annual consolidated financial statements	12
Notes to the consolidated financial statements	17
Auditors' report.....	25
Members of the Board	28
Management	30

KYOTO

About Kyoto Group AS

Kyoto Group was founded on the idea that heat is the most commonly used form of energy in the industry. By storing energy as heat, we can decouple the time from when energy is produced to when it is applied in industry.

Kyoto Group disconnects the time power is made from when it is used by leveraging increasing energy market fluctuations and excess power from wind and solar. We can thereby offer reliable, and efficient storage of energy and seamless delivery of heat to industrial customers, when it is needed.

Two thirds of industrial energy demand is tied to heat, not electricity, and only 9% of current heat generation comes from renewable sources. This is not sustainable. Our thermal battery, Heatcube, will make solar and wind more stable and reliable, by adding storage to the system, and has the potential to increase carbon free renewable energy use. By reducing carbon emissions from power generation, we are taking part in the ongoing global energy transition. The Heatcube technology is modular and comes in 20-foot containers, offering the potential to rapidly scale, reduce carbon footprint and save cost.

Kyoto Group aims to capture and manage the abundant energy from variable renewable sources such as solar and wind power and apply it to reduce the CO2 footprint for industrial thermal loads. The company plans to lease & operate and sell Heatcube thermal batteries with capacity from 5MW, enabling industrial consumption of low-cost heat sourced from excess solar and wind energy.



Our purpose

Making green energy available for everyone



Our values

Caring | Enthusiastic | Determination

Our product

With a heart of molten salt, our thermal battery can be customized to meet your energy needs.

The Kyoto Heatcube can be configured with capacities from 5 MWh to over 100 MWh, and with charge- and discharge effect for each Heatcube up to 5 MW.

The energy efficiency with a thermal energy discharge is up to 90%, depending on the time between charge and discharge. The Kyoto Heatcube is modularized and can be delivered on site, ready to be easily integrated to your production system. Since we only use abundant non-toxic components in our battery, Kyoto Heatcube can be recycled without leaving any harmful chemicals in the environment.



Key events 2021



Operational

- Pilot test finalized and converted to R&D test center
- New board established with extensive industry and renewable energy competence
- Appointed new interim CEO, CFO and CTO
- Growing the Executive Management Team to support growing organization and increase commercial focus
- Scaling organization with 14 additional FTEs to execute on long-term growth strategy
- Moved to new offices to support growing organization
- New research by Aurora Energy Research shows that up to 45% of all industrial heat demand and up to 70% of all district heating demand could be electrified, providing a combined market opportunity of more than 13,500 TWh globally
- First full-scale Heatcube thermal battery ordered for commercial installation as a demonstration unit at Nordjyllandsværket
- Ongoing activities to broaden project pipeline with leads in the Nordic region
- Maturing multiple industrial prospects for commercial Heatcube projects in Europe together with partners
- Establishment of collaboration agreement with renowned technical advisor to provide technical and strategic advice in relation to the development of the next generation Heatcube™

Financial

- Raised NOK 183.9 million of new equity in from four private placements in the first half of 2021
- Shares admitted to trading on Euronext Growth from 24 March
- End of 2021 cash position of NOK 117 596 065



Shareholder information

Share capital

Kyoto Group's registered share capital at 31 December 2021 amounted to NOK 252 617 divided between 8 420 560 shares with a nominal value of NOK 0.03 each.

Total equity for the group at 31 December 2021 was NOK 138 940 482, corresponding to an equity ratio of 90 percent.

Euronext Growth listing

The company's shares are listed on Euronext Growth Oslo (ticker code: KYOTO) since 24 March, 2021.

During 2021, the share price moved from NOK 45.5 to NOK 17.8. At the end of 2021, the company's market capitalization was NOK 149 885 968. A total of 2 246 173 shares were traded during the year, corresponding to a turnover rate of 26.67 percent.

Shareholder structure

At the end of 2021, Kyoto Group had 690 shareholders. At the end of the year, the foreign shareholding amounted to 4.57 percent.

At the balance sheet date, HYDRO ENERGI INVEST AS was the largest shareholder holding 9.01 per cent of the Kyoto shares, followed by Valinor with 8.55 percent and Terraform with 6.52 percent. Liquidity of the share was 100 percent. The 20 largest shareholders held a total of 67.99 percent of the company's shares at the end of the year.

Mandates

There is only one class of shares and all shares have equal voting rights. The nominal amount per share is NOK 0.03. The articles of association place no restriction on voting rights. Each share carries one vote at the company's general meeting. The shares are freely transferable pursuant to the company's articles of association.

Authorization to the board to buy own shares

The extra ordinary general meeting on 10 February 2022 authorized the board of directors of Kyoto Group AS to acquire Kyoto Group AS's own shares. In accordance with the proposal by the board of directors, the board of directors is authorized pursuant to the Norwegian Private Limited Liability Companies Act section 9-4 to acquire shares in the company ("own shares") with an aggregate nominal value of up to NOK 4,500 (150,000 shares, each with a nominal value of NOK 0.03). When acquiring own shares, the consideration per share may not be less than NOK 10.00 and may not exceed NOK 50.00. The board of directors determines the methods by which own shares can be acquired or disposed of. The authorization shall remain in force until the annual general meeting in 2022, but in no event later than 30 June 2022.

Dividend policy

Kyoto Group AS is in a growth phase and does not expect to pay any dividends in the near future. Any future decision to pay a dividend will depend on the company's financial position, operating profit and capital requirements.

Information and investor relations

Kyoto Group wishes to maintain open communications with its shareholders and other stakeholders. Shareholders and stakeholders are kept informed by announcements to Euronext Growth Oslo Børs and press releases. Kyoto's website www.kyoto.group provides information on the company's business and financial situation. Interim financial statements are presented at meetings open to the general public and are available as webcasts at www.kyoto.group.

Letter from our CEO

Today, it is widely understood that energy storage is key to enable the ongoing energy transition. Looking at the industry, 2/3 of the energy demand is for process heat, not power. Currently, almost all of that energy is generated from fossil fuels. Hence, electrification of process heat, with renewables, is the key driver for the decarbonization of the industry. And thermal energy storage is a critical enabler to make that happen.

The Kyoto technology, the Heatcube, is at the center of that energy transition, enabling industrial clients to decarbonize and source their process heat from renewable energy sources, while at the same time offering a balancing asset, through thermal energy storage, for the grid.

As the shift to renewable energy sources continues and the market has become more aware of the possibilities presented by thermal energy storage, Kyoto Group has experienced increased interest in the company and our products from both investors, customers, industry partners and prospective employees.

The company is in a growth phase and a lot has happened during the past year. We are rigging the company for increased commercial activity by moving to new offices, hiring more people, and rapidly developing our solutions together with suppliers and some of the world's most renowned experts on molten salt systems and thermal energy storage.

2021 was all about building capacity for the future scale. From working actively with business development and sales to developing our culture and organization, while nurturing partnerships and expanding our supplier network. Every area within our scale-up, green energy organization is solidifying and developing beyond our start-up roots.

To add to the company's growth momentum and increased focus on building pipeline, we have strengthened the management team with several new hires. We were proud to announce and welcome strong industry names for our management team. Having their extensive experience and industry knowledge on board has further strengthened our capacity to deliver on our strategy.

In 2021, we could finally announce the signing of our first commercial contract for the Heatcube thermal battery solution under a battery leasing (BaaS) agreement with Aalborg Forsyning in Denmark. With the first thermal battery now in construction, Kyoto Group is rapidly developing its service offering to meet the growing industrial demand for heat produced by electricity amid the increasing pressure to phase out fossil fuels and is targeting steep growth already for 2022.

Camilla Nilsson
Chief Executive Officer
Kyoto Group AS





Board of Directors' Report

Business and location

Headquartered at Lysaker outside Oslo, Norway, Kyoto Group is a Norwegian company founded in 2016 with the aim to capture and manage the abundant energy from variable renewable sources such as solar and wind power, and apply it to reduce the CO2 footprint for industrial thermal loads.

The company operates and sells Heatcube thermal batteries, enabling industrial consumption of low-cost heat sourced from excess solar and wind energy.

The Heatcube is based on molten salt and may be customized to meet the industry's energy needs and offer multiple services such as delivery of heat and electric power as well as being used for balancing of the electricity grid.

Kyoto Group continues to progress its existing project pipeline. Strengthening the commercial organization is a priority in the coming months to accelerate commercialization of the Heatcube and meet the expected growing demand for electrification and thermal energy solutions.

The current project pipeline reflects potential Battery and Heat as a Service (HaaS) customers with Kyoto Group owning and operating the Heatcube modules and selling heat energy to the end users. The offering can potentially attract funding opportunities when the installed assets are returning recurring, stable and long-term revenue streams.

Starting with a HaaS-offering to demonstrate the technology, Kyoto Group expects to also expand its offering to more traditional product sales, Battery as a Product (BaaP) to certain clients, with additional support, maintenance, and service agreements.

The first commercial installation of the Heatcube is expected to provide important technical and

commercial validation for new industry partners considering electrification and thermal energy solutions to decarbonize their energy and heat supply.

Significant events in 2021

In order to fund growth, Kyoto Group raised NOK 183.8 million of new equity during the first half of 2021, followed by a listing on Euronext Growth in Oslo in March.

In July, Kyoto Group placed an order for the first Heatcube thermal battery, to be installed as a commercial demonstration unit, leveraging the successful pilot in 2020 which provided proof of concept for a molten salt thermal battery.

In November, Kyoto Group signed its first commercial contract for the Heatcube thermal battery solution under a battery leasing agreement with Aalborg Forsyning in Denmark.

Financial statements

The Board of Directors believes that the annual financial statements provide a true and fair view of the net assets, financial position and result of Kyoto Group AS for the year. The company's financial statements are presented in accordance with the Norwegian Accounting Act.

Profit and loss

The operating income was negative NOK 1.5 million, compared to NOK 3.3 million in 2020. The operating revenue in 2020 was exclusively related to public grants.

Total operating expenses were NOK 41.7 million with salary and personnel cost and technology and corporate development costs as the main components.

EBITDA was negative NOK 43.2 million.

The net financial income was NOK 0.3 million, mainly reflecting interest and other financial



income. Net loss was NOK 48.3 million, with NOK 5.2 million in tax expenses.

Financial situation

Total assets on 31 December were NOK 155.1 million, compared to NOK 56.1 million at year-end 2020. The cash position was NOK 117.6 million compared to last year's NOK 42.8 million. Total equity amounted to NOK 138.9 million up from 12 million in 2020. The changes from 2020 predominantly reflected the net proceeds from the private placements in the first half of 2021.

Cash flow

Net cash flow from operating activities was negative NOK 34.4 million in 2021 compared to negative NOK 15.6 million in 2020. Cash consumption is increasing as Kyoto Group scales up the organization and business activity, including projects, in anticipation of future revenues.

With the capital raised in 2021 and ongoing activities, the Board of Directors expects the current business to be funded into 2023.

Risk factors

Kyoto Group is in a scale-up stage. While the Heatcube technology is proven through the successful operation of the pilot installation, the company has yet to install and operate the technology at commercial scale.

The first Heatcube thermal battery is ordered, with operation expected to start in 2022. There are inherent technical risks connected to the installation and start-up of any such installation which may affect timing and costs, as well as operations and cash flow generation under a battery leasing revenue model. The company is also subject to various risks, including long lead times, related to securing potential additional commercial contracts which are required to build a profitable business over time.

Kyoto Group is a growth company. The company will likely require additional equity capital in the future to finance execution of its long-term growth strategy. With the capital raised in 2021 and

ongoing activities, the Board of Directors expects the current business to be funded into 2023.

Please see the Information Document dated 23 March 2021, which is available on the Kyoto Group website, for more detailed information about risk factors.

Research and development

Investments in research and development (R&D) is a key part of Kyoto Group's strategy. In 2021, R&D expenses of NOK 26.8 million were capitalized.

Moving forward, the company expects R&D expenses to remain substantial.

Environment, health and safety

Kyoto believes in Health, Safety, Security and Environment (HSE) excellence. Our ambition is to set health, safety, security and environment as core elements of Kyoto's identity and business success. The company will be recognized for its outstanding performance, demonstrating a strong sense of responsibility for people and the environment, and through innovation and efficient production, contributing to the creation of a sustainable society.

The company supports a precautionary approach to environmental challenges, undertakes initiatives to promote greater environmental responsibility, and encourages the development of environmentally friendly technologies.

Working environment

At the end of 2021 Kyoto Group had a total staff of 9.

There were no serious work-related accidents in 2021. Absence due to illness was 3 percent. All employees shall have signed and undertaken training Code of conduct and relevant Policies as part of their onboarding training. Kyoto Group aims to become a Great Place to Work (GPTW) by 2025 and achieve an employee Net Promoter Score (eNPS) of above 50 by 2022.



Equal opportunity

Kyoto Group is dedicated to offering everyone equal opportunities irrespective of backgrounds, including ethnicity, gender, religion, sexual orientation or age.

At the end of 2021, 89 percent of the staff was male, while 11 percent was female. The corporate management team has five male and one female members. The Board of Directors has six male and no female members.

As Kyoto Group scales up the organization during 2022, diversity will be a key priority in the recruitment processes. At the time of this report, the percentage of female employees has already increased, and nine nationalities are currently represented.

External environment

Kyoto's business purpose is to make renewable energy available for everyone, thus contributing to reduce climate emissions from industry.

Our business operations directly impact UN Sustainable Development Goals nr 7: *Affordable and clean energy*; and nr 9: *Industry, innovation and infrastructure*.

Target 7.1 By 2030, ensure universal access to affordable, reliable and modern energy services.

Target 7.2 By 2030, increase substantially the share of renewable energy in the global energy mix.

Target 9.4 By 2030, upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes, with all countries taking action in accordance with their respective capabilities.

Through this, we also aim to contribute to goal nr 13: *Climate action*.

Kyoto recognizes its role in contributing to a sustainable society and is committed to minimizing its environmental footprint at all stages of the

thermal battery value chain. Kyoto will work systematically to improve resource efficiency, reduce emissions and implement the waste mitigation hierarchy, working towards the concept of a circular economy. Kyoto will also work systematically to prevent pollution and address our impacts where necessary, protecting and/or restoring both the environment and the value of our assets.

Kyoto Group's work with sustainability is governed by our Code of Conduct which covers the company's responsibility and approach to human rights, worker's rights, working conditions, equal opportunities and anti-corruption as well as HSE and environmental responsibility. Health, safety and environment responsibilities is further described in the Kyoto Group HSE Policy.

At this stage, Kyoto Group's activities have limited effect on the external environment. As the company enters a commercial production phase, it is committed to minimizing its environmental footprint at all stages of the thermal battery value chain. Since the batteries only use abundant non-toxic components, they can be recycled without leaving any harmful chemicals in the environment.

Corporate governance

Kyoto Group AS is a private limited company organized under Norwegian law, with a governance structure based on Norwegian corporate law and other regulatory requirements.

The company has only one class of shares. All shares carry equal rights in all respects, including voting rights and rights to dividends. All shares are freely transferable, meaning that a transfer of shares is not subject to the consent of the Board of Directors or rights of first refusal.

Kyoto Group has six Board members, none of whom are members of the company's management. The majority of Board members are independent of company management and significant business partners.



The board members and the Chief Executive Officer are not covered by liability insurance. The company is currently in the process of establishing a liability insurance.

It is Kyoto Group's ambition it to follow the Norwegian Code of Practice for Corporate Governance and explain any deviations for the code. For further details, please see the Corporate Governance Report, which can be found on the Kyoto Group website.

Going concern

The Board confirms that the conditions for the going concern assumption have been satisfied and that the financial statements for 2021 have been prepared on the basis of this assumption.

Significant events

There have been no events to date in 2022 that significantly affect the result for 2021 or valuation of the company's assets and liabilities at the balance sheet date.

Allocations

Kyoto Group had a net loss of NOK 48.3 million in 2021. The Board of Directors proposes the following allocations:

Loss brought forward: NOK 48.3 million

The share premium reserve is used to cover for uncovered loss in the equity in 2021.

Outlook

The first commercial installation of the Heatcube is expected to be completed in the second half of 2022. The company also expects to sign several more commercial orders for Heatcubes in 2022, to be installed at large industrial companies. In order to handle the increased activity, the organization is expected to more than double during the year.

Declaration from BoD and CEO

We hereby confirm that, to the best of our knowledge, that the annual financial statements for the period from 1 January to 31 December 2021 have been prepared in accordance with the Norwegian Accounting Act, and that the information in the financial statements gives a true and fair view of the company's assets, liabilities, financial position and profit or loss taken as a whole.

We also confirm that, to the best of our knowledge, the annual report gives a true and fair view of important events in the accounting period and their influence on the annual report for 2021, as well as the principal risks and uncertainties facing the business in the next accounting period.

Oslo, 27 April 2022

The Board of Kyoto Group AS

(Electronically signed)

Eivind Reiten
Chairman

(Electronically signed)

Torleif Enger
Board member

(Electronically signed)

Arne Erik Kristiansen
Board member

(Electronically signed)

Pål Selboe Valseth
Board member

(Electronically signed)

Ivar Andreas Valstad
Board member

(Electronically signed)

Hans Olav Kvalvaag
Board member

(Electronically signed)

Camilla Nilsson
CEO



Annual financial statements



Revenue statement

All figures in NOK

	Notes	2021	2020
OPERATING INCOME AND OPERATING EXPENSES			
Public grants	8	-1 461 651	3 266 093
Total income		-1 461 651	3 266 093
Personnel expenses	1	17 215 902	6 798 929
Write-down	9, 10	109 530	871 019
Other operating expenses	1, 12	24 378 481	7 860 583
Total expenses		41 703 914	15 530 530
Operating profit		-43 165 565	-12 264 437
FINANCIAL INCOME AND EXPENSES			
Other interest income		7 913	0
Other financial income	13	263 467	18 426
Write-down of long-term investments		0	30 000
Other interest expenses	13	0	29 254
Other financial expenses	13	223 734	122 142
Net financial items		47 647	-162 970
Net result before tax		-43 117 918	-12 427 407
Income tax expense	3	5 162 830	-2 692 140
Net result after tax		-48 280 749	-9 735 267
Net result		-48 280 749	-9 735 267
ATTRIBUTABLE TO			
Loss brought forward	2	48 280 749	9 735 267
Total		-48 280 749	-9 735 267



Statement of financial position

All figures in NOK

	Notes	2021	2020
ASSETS			
Non-current assets			
Intangible assets			
Research and development	9, 10	31 772 810	5 124 036
Deferred tax assets	3	0	5 162 830
Total intangible assets		31 772 810	10 286 867
Property, plant and equipment			
Equipment	9	85 216	85 216
Total property, plant and equipment		85 216	85 216
Non-current financial assets			
Other long-term receivables		479 040	0
Total non-current financial assets		479 040	0
Total non-current assets		32 337 067	10 372 083
Current assets			
Debtors			
Other short-term receivables	6, 8	5 153 104	2 834 602
Total receivables		5 153 104	2 834 602
Cash and cash equivalents	5	117 596 065	42 846 288
Total current assets		122 749 170	45 680 890
Total assets		155 086 236	56 052 973



Statement of financial position (continued)

All figures in NOK

	Notes	2021	2020
EQUITY AND LIABILITIES			
Equity			
Paid-in capital			
Share capital	2, 4	252 617	113 617
Share premium reserve	2	131 568 112	5 972 861
Other paid-in equity	2	7 119 753	5 509 175
Total paid-in equity		138 940 482	11 595 653
Total equity		138 940 482	11 595 653
LIABILITIES			
Other non-current liabilities			
Other non-current liabilities	6, 11	2 400 000	2 400 000
Total non-current liabilities		2 400 000	2 400 000
CURRENT LIABILITIES			
Convertible debt	6	0	250 000
Trade payables	6	7 310 122	734 972
Public duties payable	6	884 179	565 448
Other current liabilities	6	5 551 463	40 506 900
Total current liabilities	6	13 745 754	42 057 320
Total liabilities	6	16 145 754	44 457 320
Total equity and liabilities		155 086 236	56 052 973

Oslo, 27 April 2022
The Board of Kyoto Group AS

(Electronically signed)

Eivind Reiten
Chairman

(Electronically signed)

Torleif Enger
Board member

(Electronically signed)

Arne Erik Kristiansen
Board member

(Electronically signed)

Pål Selboe Valseth
Board member

(Electronically signed)

Ivar Andreas Valstad
Board member

(Electronically signed)

Hans Olav Kvalvaag
Board member

(Electronically signed)

Camilla Nilsson
CEO



Statement of cash flow

All figures in NOK

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/loss before tax	-43 117 918	-12 427 407
Write down and depreciation	109 530	901 019
Change in accounts payable	6 575 140	-2 573 471
Change in other accrual items	1 986 577	-1 502 449
Net cash flows from operating activities	-34 446 671	-15 602 308
CASH FLOWS FROM INVESTMENT ACTIVITIES		
Capitalized research and development expenses	26 758 305	1 865 060
Net cash flows from investment activities	-26 758 305	-1 865 060
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from the issuance of new long-term liabilities	0	2 400 000
Proceeds from the issuance of new current liabilities	0	39 420 825
Repayment of borrowings	-39 670 825	0
Proceeds from equity	175 625 578	17 788 240
Net cash flows from financing activities	135 954 753	59 609 065
Net change in cash and cash equivalents	74 749 777	42 141 697
Cash and cash equivalents at the start of the period	42 846 288	704 591
Cash and cash equivalents at the end of the period	117 596 065	42 846 288



Notes to the financial statements

Accounting principles

The annual accounts have been prepared in conformity with the Norwegian Accounting Act and generally accepted accounting principles.

Tax

The tax charge in the profit and loss account consists of tax payable for the period and the change in deferred tax. Deferred tax is calculated at the tax rate at 22 % on the basis of tax-reducing and tax-increasing temporary differences that exist between accounting and tax values, and the tax loss carried forward at the end of the accounting year. Tax-increasing and tax-reducing temporary differences that reverse or may reverse in the same period are set off and entered net.

Classification and valuation of fixed assets

Fixed assets include assets included for long-term ownership and use. Fixed assets are valued at acquisition cost. Property, plant and equipment are entered in the balance sheet and depreciated over the asset's economic lifetime. Property, plant and equipment are written down to a recoverable amount in the case of fall in value which is expected not to be temporary. The recoverable amount is the higher of the net sale value and value in use. Value in use is the present value of future cash flows related to the asset. Writedowns are reversed when the basis for the write-down is no longer present.

Direct maintenance of fixed assets is expensed on an ongoing basis under operating costs, while costs or improvements are added to the fixed asset's cost price and depreciated accordingly.

Classification and valuation of current assets

Current assets and short-term liabilities normally include items that fall due for payment within one year of the balance sheet date, as well as items that relate to the operating cycle. Current assets are valued at the lower of acquisition cost and fair value.

Classification

Assets intended for permanent ownership or use, as well as receivables maturing more than one year after the balance sheet date are included as fixed assets. Other assets are classified as current assets. Debts that fall due later than one year after the end of the accounting period are listed as long-term debt.

Intangible assets

Development expenses are capitalized to the extent that a future economic benefit related to the development of an identifiable intangible asset can be identified and the expenses can be measured reliably. Otherwise, such expenses are expensed on an ongoing basis. Capitalized development is depreciated on a straight-line basis over its economic life.

Cash flow statement

The cash flow statement has been prepared using the indirect method. Cash and cash equivalents consist of cash, bank deposits and other short-term, liquid investments.

Receivables

Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables.

Pension liabilities

Pension liabilities financed over operations are calculated and entered on the balance sheet under the provision for liabilities. Pension schemes financed through insured schemes are not entered on the balance sheet. The pension premium is treated in these cases as a pension cost and classified together with wage costs.



Foreign currency

Foreign currency transactions are translated at the exchange rate on the date of the transaction. Monetary foreign currency items are translated to NOK at the exchange rate on the balance sheet date. Nonmonetary items that are measured at historical cost in a foreign currency are translated to NOK using the exchange rate on the transaction date. Non-monetary items that are measured at fair value in a foreign currency are translated to NOK using the exchange rate on the measurement date. Exchange rate fluctuations are posted to the profit and loss account as they arise under other financial items

Public grants

Public grants are included under operating revenues as this gives a best picture of the company's activity.

The grants are recognized when the conditions from the grantor are met and accrued in step with the implementation of the grant-eligible activities. The development costs are capitalized at acquisition cost, and the associated public subsidy is deducted from acquisition cost.

Note 1 – Salary cost and benefits, remuneration to the chief executive, board and auditor

Salary costs (NOK)	2021	2020
Salaries	12 147 508	4 973 605
Employment tax	1 882 051	880 003
Pension costs	560 181	394 197
Other benefits	2 626 162	551 125
Total	17 215 902	6 798 929

In 2021, the company employed 9,82 number of full-time equivalents.

Pension liabilities

The company is liable to maintain an occupational pension scheme under the Mandatory Occupational Pensions Act. Kyoto Group have a defined contribution pension scheme and it satisfies the requirements of this Act. There are 13 participants in the pension scheme.

Remuneration to leading personnel (NOK)	Former General Manager	Board
Salaries	1 236 220	684 600
Pension costs	51 282	0
Other benefits	87 967	0
Total	1 375 469	648 600

The former general manager has a severance pay agreement for a period of 15 months after leaving his position. In this regard, the company have made a provision of NOK 3 042 584 in 2021.

Auditor

Audit fees expensed for 2021 amount to 489 700 exclusive VAT.



Note 2 – Equity capital

(NOK)	Share capital	Share premium	Other paid-in equity capital	Other equity capital	Total equity capital
As at 01.01.2021	113 617	5 972 861	5 509 175	0	11 595 653
Capital increase 21.01.2021	8 500	4 991 500	-5 000 000		0
Capital increase 19.02.2021	60 000	49 940 000			50 000 000
Capital increase 16.03.2021	10 500	3 904 500			3 915 000
Capital increase 22.03.2021	60 000	124 940 000			125 000 000
Share issue expenses		-9 900 000			-9 900 000
Gain from stabilization agreement*			6 610 578		6 610 578
Results for the year				-48 280 749	-48 280 749
Coverage of uncovered loss		-48 280 749		48 280 749	0
As at 31.12.2021	252 617	131 568 112	7 119 753	0	138 940 482

Kyoto Group AS have had four issue of shares in 2021 with a total increase in share capital of NOK 139 000 by issuing 4 633 333 shares. The share premium fund have increased with NOK 183 776 000.

* Proceeds from over-allotment in conjunction with the listing. The company was not a direct party or participant in either the stabilization agreement or the option in any other way than accepting the event and agreeing on receiving a share of the proceeds related to any short-sale gain.



Note 3 – Tax

This year's tax expense (NOK)	2021	2020
Entered tax on ordinary profit/loss:		
Payable tax	0	0
Changes in deferred tax assets	5 162 830	-2 692 140
Tax expense on ordinary profit/loss	5 162 830	-2 692 140
Taxable income:		
Ordinary result before tax	-43 117 918	-12 427 407
Permanent differences	-9 819 025	190 410
Changes in temporary differences	59 387	808 339
Taxable income	-52 877 556	-11 428 658
Payable tax in the balance:		
Payable tax on this year's result	0	0
Total payable tax in the balance	0	0

The tax effect of temporary differences and loss for to be carried forward that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences:

(NOK)	2021	2020	Difference
Tangible assets	-815 960	-756 573	59 387
Total	-815 960	-756 573	59 387
Accumulated loss to be brought forward	-75 588 392	-22 710 835	52 877 556
Not included in the deferred tax calculation	76 404 352	0	-76 404 352
Basis for deferred tax assets	0	-23 467 409	-23 467 409
Deferred tax assets (22%)	0	-5 162 830	-5 162 830

Deferred tax is not included in the balance sheet as the requirements for capitalization are not fulfilled.



Note 4 – Shareholders

The share capital in Kyoto Group AS as of 31.12.2021 consist of:

	Total	Face value	Entered
Ordinary shares	8 420 560	0,03	252 617
Total	8 420 560		252 617

Ownership structure (shareholder with ownership >1%)

The largest shareholders in % as of 31.12. were:

	Ordinary	Owner interest	Share of votes
Hydro Energi Invest AS	758 332	9,01	9,01
Valinor AS	720 000	8,55	8,55
Terraform AS	532 345	6,32	6,32
KB Management AS	513 073	6,09	6,09
Møsbu AS	508 000	6,03	6,03
Kongsberg Innovasjon AS	485 161	5,76	5,76
Asiju Invest AS	431 751	5,13	5,13
DnB NOR Bank AS	254 785	3,03	3,03
Intertrade shipping AS	240 000	2,85	2,85
AS Clipper	158 000	1,88	1,88
Oslo Ideation AS	139 889	1,66	1,66
Nordnet Livsforsikring AS	130 646	1,55	1,55
EKS Serv AS	129 808	1,54	1,54
UBS Switzerland AG	123 000	1,46	1,46
Fremr AS	123 000	1,46	1,46
Société Générale	120 000	1,43	1,43
Helvig Holding AS	112 945	1,34	1,34
DSB Holding AS	98 334	1,17	1,17
Total >1% ownership share	5 579 069	66%	66%
Total other	2 841 491	34%	34%
Total number of shares	8 420 560	100%	100%

Share and options owned by members of the board and general manager:

	Position	Ordinary
Asiju Invest AS, Arne Erik Kristiansen	Board member	431 751
Thoeng AS, Torleif Enger	Board member	24 000
Mocca Invest AS, Eivind Reiten	Chairman of the board	8 000
Curae Invest AS, Camilla Nilsson	CFO/General Manager	50 000
Total number of shares		513 751

Note 5 – Restricted bank deposits, cash in hand etc.

(NOK)	2021	2020
Bank deposit	117 022 332	42 465 334
Restricted funds deposited in the tax deduction account	573 734	380 954



Note 6 – Receivables and liabilities

(NOK)	2021	2020
Non-current receivables		
Tenancy deposit	479 040	0
Total	479 040	0
Current receivables		
Public grants from Innovasjon Norge	800 000	2 271 651
VAT receivable	2 198 316	362 493
Prepaid expenses	298 650	101 824
Other short-term receivables	1 856 138	98 634
Total	5 153 104	2 843 602
Non-current liabilities		
Loan from Innovasjon Norge	2 400 000	2 400 000
Total	2 400 000	2 400 000
Current liabilities		
Convertible debt	0	250 000
Trade payables	7 310 112	734 972
Withheld tax on payroll	571 713	380 954
Social security provision	500 340	278 465
Contribution of capital increase	0	39 420 825
Provision for holiday pay	1 301 634	666 451
Provision for board remuneration	684 600	0
Provision for severance pay	3 042 584	0
Other current liabilities	334 771	325 655
Total	13 745 754	42 057 322

Note 7 – Post balance sheet events

After the 31.12.2021 closing, Kyoto Group has announced the acquisition of the Spanish company Mercury Energy S.L, to establish a business unit in Spain; the Spanish legal entity will be renamed Kyoto Technology Spain S.L. The consideration for the shares will be shares in Kyoto Group upon satisfaction of agreed milestones linked to future commercialization of Heatcube in Spain, for the period until 1 January 2026, plus a cash payment compensation at the completion of the transaction.

Note 8 – Public grants Innovasjon Norge

Kyoto Group AS has been given grants from Innovasjon Norge in relations with the Heatcube project. Kyoto Group will deliver a final report by 15th of May 2022 after which the company will receive the remaining of NOK 800 000.

Kyoto Group has reversed the claim of NOK 1 461 651 from previous years regarding Kyotopia Software project due to changes in the project.



Note 9 – Tangible assets

(NOK)	Equipment, fixtures & fitting & other movables	Total
Acquisition cost 01.01	384 216	384 216
Additions	0	0
Disposals	0	0
Acquisition cost 31.12	384 216	384 216
Acc. depreciation/impairment 31.12	-299 000	-299 000
Book value 31.12	85 216	85 216

Note 10 – Intangible assets

(NOK)	Development expenses	Total
Acquisition cost 01.01	5 783 316	5 783 316
Additions	26 758 304	26 758 304
Disposals	0	0
Acquisition cost 31.12	32 541 620	32 541 620
Acc. depreciation/impairment 31.12	-768 810	-768 810
Book value 31.12	31 772 810	31 772 810
Write-down in the year	109 530	109 530

Costs related to projects that are expected to provide a future financial benefit have been capitalized. Those projects are related to the first commercial installation at Nordjyllandsværket in Denmark as well as development of the following generations of Heatcube (Heatcube 1.1 and Heatcube 2.0) that are under development and includes both hardware development and software development. Costs that are related to research are expensed while costs that are related to concrete technology development are capitalized.

Development expenses are capitalized at acquisition cost. In the event of significant impairment, capitalized development costs have been written down when impairment is due to reasons that cannot be expected to be temporary and must be considered necessary in accordance with generally accepted accounting principles.

The capitalized development costs will be depreciated once the projects can be associated with income. Development costs charged as an expense in 2021 extend to NOK 7 016 543.



Note 11 – Non-current liabilities

In 2020, Kyoto Group AS received a loan of NOK 2 400 000 from Innovasjon Norge. The loan is treated as a serial loan and is to be repaid over 4 years. The loan is interest bearing with a nominal rate of 4,2% and a effective rate of 1,7% per year. The loan is free for installments for the first 15 terms and free of interest for the first 10 terms.

Note 12 – Other operating cost

(NOK)	2021	2020
Cost of premises	1 289 918	1 336 925
Machinery & fixtures rentals etc.	336 671	16 816
Tools, fixtures and operating materials not capitalized	776 701	197 393
Maintenance and repair	43 587	43 587
Professional services	18 593 830	5 257 221
Office expenses	1 021 576	135 087
Telephone, postage etc.	130 709	65 191
Sales, advertising and entertainment expenses	1 655 705	221 110
Other cost	529 784	587 252
Total operating costs	24 378 482	7 860 583

Kyoto Group have had two operational leasing agreements in 2021, one for a vehicle and one for tenancy. The leasing for tenancy started on 1st September 2021 and will expire 31st December 2022. The expense in this regard was NOK 1 265 633. The leasing for the vehicle started on 1st April 2021 and will expire 30th June 2022. The annual expense for the lease of the vehicle is NOK 62 301.

Note 13 – Specification of financial income and financial expenses

(NOK)	2021	2020
Financial income		
Other interest income	7 913	0
Other financial income	1 380	0
Agio	262 087	18 426
Total financial income	271 380	18 426

(NOK)	2021	2020
Financial expenses		
Other financial expenses	9 621	29 254
Disagio	214 112	122 142
Total financial expenses	223 734	151 396



Statsautoriserte revisorer
Ernst & Young AS

Dr Hanstengate 13, 3044 Drammen
Postboks 560, Brakerøya, 3002 Drammen

Foretaksregisteret: NO 976 389 387 MVA
Tlf: +47 24 00 24 00

www.ey.no
Medlemmer av Den norske Revisorforening

INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Kyoto Group AS

Opinion

We have audited the financial statements of Kyoto Group AS (the Company), which comprise the statement of financial position as at 31 December 2021, the income statement and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the financial statements comply with applicable legal requirements and give a true and fair view of the financial position of the Company as at 31 December 2021 and its financial performance and cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

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 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.

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 the general manager) 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 contains the information required by 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 there is a material misstatement of this other information or that the information required by legal requirements is not included, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report is consistent with the financial statements and contains the information required by applicable legal requirements.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, 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 ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the



Building a better
working world

going concern basis of accounting unless management either intends to liquidate the Company 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 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 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 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.

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.

Drammen, 27. April 2022
ERNST & YOUNG AS

The auditor's report is signed electronically

Thomas Karlsen
State Authorised Public Accountant (Norway)

Independent auditor's report - Kyoto Group AS 2021

A member firm of Ernst & Young Global Limited

Members of the Board



Eivind Reiten

Chairman

Eivind Reiten (born 1953) holds a degree in Economics from the University of Oslo.

Mr. Reiten started his career as a civil servant and later as Secretary for the the parliamentary group of Norwegian Centre Party. He has held a several elected offices, including Minister of Petroleum and Energy, Minister of Fisheries and State Secretary for the Ministry of Finance. Mr.Reiten started working for Norsk Hydro in 1988 and held a number of leading positions at the company, before becoming CEO of Norsk Hydro in 2001.

Eivind Reiten has held a number of board appointments. He was a member of the board of the Bank of Norway from 1991 to 1994 and Norske Skogindustrier from 1997 to 2000, and has chaired the board of Norway Post (1996–1999) and Telenor (2000–2001).

Mr. Reiten is a Norwegian citizen.

Number of shares in Kyoto Group AS: 8 000

Elected until: 2023



Thorleif Enger

Board member

Thorleif Enger (born 1943) holds a PhD in Structural Engineering from University of Colorado. Mr. Enger started his career at Royal Dutch Shell's Houston office from 1970 to 1973, where he worked on an LNG-project, before he embarked on his longstanding career with Norsk Hydro. First, he worked in Hydro Oil and Gas, which he also headed from 1996 to 1999. He then joined the agricultural division of Hydro, Norsk Hydro Agri, before Yara was listed as an independent company with Mr. Enger as CEO in 2004. Enger held the position as Yara CEO until 2008.

Thorleif Enger has held a number of board appointments, and has been chairman of Telenor, Spring Energy, Agrinos, Green Energy Group, and Treka, and he has been a board member of HitecVision, FMC Technologies, Marine Harvest, Acergy, PGS, Kverneland, NGI, and the supervisory board of E.ON Ruhrgas.

Mr. Enger is a Norwegian citizen.

Number of shares in Kyoto Group AS: 24 000

Elected until: 2023



Arne Erik Kristiansen

Board member

Arne Erik Kristiansen (born 1958) holds a bachelor's degree in business administration from University of Karlstad, Sweden.

Mr. Kristiansen started his career as a controller and planner in Rank Xerox before joining the energy industry. He has held a number of leading positions in Hafslund/Hafslund Nycomed both in Norway and internationally, including SVP Corporate and Business Development and SVP M&A, Investments and Real Estate. Mr.Kristiansen has worked as an advisor within corporate finance, strategy and investments in ABG Sundal Collier, Asiju Invest and Synergos. He is today doing strategy and M&A advisory with renewable energy from Asiju Invest and is chairman in Foamrox.

Arne Erik Kristiansen is co-founder and became a member of the board of Kyoto Group in 2017. He was Chairman of the board from 2019 to 2021.

Mr. Kristiansen is a Norwegian citizen.

Number of shares in Kyoto Group AS: 431 751

Elected until: 2023



Pål Selboe Valseth

Board member

Pål Selboe Valseth (born 1970) holds a Master's degree in Audit and Accounting from Norwegian School of Economics (NHH).

Mr. Valseth started his career as an auditor in KPMG, before joining Telenor and later becoming CFO of Simtronics ASA. Mr. Valseth was CFO of Apply and WellConnection Group before becoming Managing Director of the family-owned investment company Valinor in 2019.

Mr. Valseth holds a number of board appointments. He is chairman of the board at Norsk Solar AS, Bjerg AS and Røros Kobberværk AS. He is also a board member of Fons Holding AS.

Mr. Valseth is a Norwegian citizen.

Number of shares in Kyoto Group AS: 0
Elected until: 2023



Hans Erik Vatne

Board member

Hans Erik Vatne (born 1968) holds a PhD in Metallurgy from Norwegian University of Science and Technology (NTNU).

Mr. Vatne started his career in Norsk Hydro at Holmestrand rolling mill before becoming head of business unit Remelters in Hydro. He has held a number of senior leadership positions at Norsk Hydro, including Head of Technology, Chief Technology Officer and has been Chief Technology Officer in the recently established business unit Hydro Batteries since 2020.

Mr. Vatne is a seasoned board member and has been Chairman of the board for the Norwegian Research Council since 2018, and is a board member at the faculty for natural sciences at the Norwegian University of Science and Technology (NTNU) since 2015.

Mr. Vatne is a Norwegian citizen.

Number of shares in Kyoto Group AS: 0
Elected until: 2023



Hans Olav Kvalvaag

Board member

Hans Olav Kvalvaag (born 1972) holds a Cand. Jur. in Law from the University of Oslo, as well as a degree in Corporate Finance from the Norwegian School of Economics (NHH). He is an officer from the Royal Norwegian Naval Academy.

After Mr. Kvalvaag completed his service to the Royal Norwegian Navy, he started his career as a consultant at McKinsey & Company before joining law firm Selmer DA as Attorney at law. He joined Norsk Hydro in 2007 and has since held various senior positions within business development and mergers and acquisitions including Director of Mergers & Acquisitions and Director of Global Joint Ventures. Mr Kvalvaag joined Scated Solar as VP Project Development in 2015 and became SVP New Ventures of Scated in 2017.

Hans Olav Kvalvaag holds a number of board appointments. He is chairman of the board at Hokkon AS, and board member at Kube Energy AS, and Oyster Thermal AS.

Mr. Kvalvaag is a Norwegian citizen.

Number of shares in Kyoto Group AS: 0
Elected until: 2023

Management



Camilla Nilsson

Chief Executive Officer and Chief Financial Officer

Camilla Nilsson is the Chief Financial Officer and interim Chief Executive Officer of Kyoto Group AS. Mrs. Nilsson joined the company in March 2021. She has extensive international industrial experience from leadership positions in large international companies such as Norsk Hydro ASA, Yara International ASA, Umoe BioEnergy ASA, Agrinos AS, including experience with multinational JV partnership, aggressive turn-around and building ambitious start-ups.

Prior to joining Kyoto Group, Camilla Nilsson came from Yara International where she held the positions VP for the business area Professional Farm Connectivity and Digital Service Platform, and CFO in the business area Digital Farming.

Mrs. Nilsson holds a Bachelor's degree in Industrial Economics from the University of Skövde and the University of Aukland. She has also attended a post-graduate Executive Program at University of Pittsburg Katz Graduate School of Business.



Bjarke Buchbjerg

Chief Technology Officer

Bjarke Buchbjerg is the Chief Technology Officer of Kyoto Group AS. He joined the company in March 2021 as Interim Chief Technology Officer and Product Lead. Mr. Buchbjerg has been instrumental in the managing of design and engineering for the first commercial Heatcube project, and is a talented Engineer with experience from the renewable energy industry.

Prior to joining Kyoto Group, Buchbjerg worked as an Engineer and Team Lead for Siemens Gamesa, developing concepts for offshore wind turbine blades.

Bjarke Buchbjerg holds a degree in Civil Engineering from Aalborg University and has studied Chemical Technology at the University of Oslo.



Gustavo Zaera

Chief Digital Officer

Gustavo Zaera is the Chief Digital Officer for Kyoto Group. Mr. Zaera has Extensive experience in all aspects of product development, from software development and team management, to product strategy and customer development.

Before joining Kyoto Group he worked as a Lean Startup Coach at Monetær and held the CTO position at marketing agency Coupler. He has held various positions at Syncano, among others as VP Client Solutions and Chief Commercial Officer.

Mr. Zaera holds a Master's degree in Computer Science from NTNU/UCSB and a BSc in Computer science from Sør-Trøndelag University College and Oslo and Akershus University College.



Peter Iversen

Chief Manufacturing Manager

Peter Iversen is the Chief Manufacturing Manager for Kyoto Group. Mr. Iversen is a passionate Procurement & Supply Chain Leader with 25+ years' experience working across a breadth of sectors, leading and developing strategic procurement, contracts, sourcing and operations. Before joining Kyoto Group full time he was Interim Procurement Manager to Kyoto Group through Rambøll.

Prior to joining Kyoto Group, he was General Manager for Strategic Procurement & Claims at Banedanmark, Developing procurement and contracting processes, systems and competencies across 6 divisions within the business with 2,300 employees. He has also held leading procurement and logistics positions at among others Linie Design, Maersk Oil and Novo Nordisk.

Iversen holds a Master's in Business Administration from Henley Business School, an LL.M. in International Commercial Law from The University of Salford, a Graduate Diploma in HHC Business School as well as Diplomas in Marketing and Procurement from Randers Business School.



Henrik Holck-Clausen

Chief People & Culture Officer

Henrik Holck-Clausen is the Chief People & Culture Officer of Kyoto Group AS and joined the company in February 2022. Mr. Holck-Clausen is a seasoned Human Resources executive. He has international business experience from building human-centered organizations and high performing team cultures.

Prior to joining Kyoto Group, he held several leadership positions at Schneider Electric in Europe, latest in the role as VP Human Resources for Schneider Electric in Norway. Before joining Schneider Electric in 2005, he worked as Human Resources Manager at BRIO AB.

Henrik Holck-Clausen has a Master's degree from Lund University and has studied Transforming Leadership at INSEAD.



Tim de Haas

Chief Commercial Officer

Tim De Haas is Chief Commercial Officer of Kyoto Group AS and joins the Management Team in February 2022. De Haas has extensive international experience, proven commercial success and first-hand experience in building a company from a start-up to an international multi-million dollar commercial company.

Prior to joining Kyoto Group, he held the position of EVP human health & nutrition at Aker Biomarine. He has held several leading positions at Aker Biomarine, including SVP business development and director business development. He has also been a management consultant at Capgemini Consulting and has worked with the Aviation Marketing Department of Hamburg Airport.

De Haas has a Master's degree in Economics from Universität Hamburg, from which he graduated in 2003.



Susanne Vinje

Chief Supply Chain Officer

Susanne Vinje is Chief Supply Chain Officer of Kyoto Group AS and joined the Management Team in April 2022. Mrs. Vinje is an experienced leader with international business experience and extensive experience from complex supply chain processes in energy intensive industries.

Prior to joining Kyoto Group, she was Head of Logistics in Hydro Aluminium navigating the complex international supply chain of the global aluminium company. She has 16 years of experience from Hydro, including several leading positions in Norway and abroad, such as logistics manager and head of outbound logistics.

Vinje has a Master of Science degree in International Business from Maastricht University, and has studied French law at the University of Robert Schuman in Strasbourg.



Agnieszka Sledz

Chief Project Officer

Agnieszka Sledz joined Kyoto Group from January 2022 as Chief Project Officer, and is overall responsible for project management and product certification. She is former Head of System & Engineering at Clean Marine, having joined the company at an early start up stage and contributed to its explosive growth and rapid development. Her significant experience from managing large and complex technical projects for international companies will further strengthen the engineering and technology team in Kyoto.

Sledz has international industry experience from 6 years spent in South Korea as project manager and site office manager for Bureau Veritas, where she was involved in classification of new construction of LNG, LPG, container vessels and FPSO for various global clients. She is a board member of WISTA Norway, active member of TOOL and SHE Community, and holds a MSc in Naval Architecture and has studied Design Thinking and Creativity in Business at INSEAD and Organizational Design for Digital Transformation at MIT in Cambridge.



KYOTO

WWW.KYOTO.GROUP