



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2020 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	996 521 737
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	ENERGYNEST AS
Forretningsadresse:	Olav Brunborgs vei 6 1396 BILLINGSTAD

Regnskapsår

Årsregnskapets periode:	01.01.2020 - 31.12.2020
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Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Christian Wolfgang Thiel
Dato for fastsettelse av årsregnskapet:	16.02.2021

Grunnlag for avgivelse

År 2020: Årsregnskapet er elektronisk innlevert
År 2019: Tall er hentet fra elektronisk innlevert årsregnskap fra 2020

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, 12.06.2022



Resultatregnskap

Beløp i: NOK	Note	2020	2019
RESULTATREGNSKAP			
Inntekter			
Revenue		5 578 872	1 655 150
Other operating income		5 065 331	1 689 422
Sum inntekter		10 644 203	3 344 572
Kostnader			
Cost of materials		3 929 348	21 746
Personnel expenses	7	17 997 723	16 490 259
Depreciation of operating and intangible assets	2	2 379	98 912
Other operating expenses	7	14 840 890	11 704 955
Sum kostnader		36 770 341	28 315 873
Driftsresultat		-26 126 138	-24 971 301
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern		1 941	
Annen renteinntekt		155 020	132 906
Other financial income		832 223	209 345
Sum finansinntekter		989 184	342 251
Other financial expenses		810 595	188 530
Sum finanskostnader		810 595	188 530
Netto finans		178 589	153 721
Ordinært resultat før skattekostnad		-25 947 549	-24 817 579
Tax on ordinary result	6		
Ordinært resultat etter skattekostnad		-25 947 549	-24 817 579
Årsresultat		-25 947 549	-24 817 579
Årsresultat etter minoritetsinteresser		-25 947 549	-24 817 579
Totalresultat		-25 947 549	-24 817 579



Resultatregnskap

Beløp i: NOK	Note	2020	2019
Overføringer og disponeringer			
Udekket tap	4		
Årets underskudd dekket av overkursfond		-25 947 549	-24 817 579
Sum overføringer og disponeringer		-25 947 549	-24 817 579



Balanse

Beløp i: NOK	Note	2020	2019
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Varige driftsmidler			
Machinery and equipment	2		
Equipment and other movables	2	21 701	6 375
Sum varige driftsmidler		21 701	6 375
Finansielle anleggsmidler			
Investering i datterselskap	11	279 600	
Investering i annet foretak i samme konsern	11		
Sum finansielle anleggsmidler		279 600	
Sum anleggsmidler		301 301	6 375
Omløpsmidler			
Varer			
Fordringer			
Accounts receivables		3 099 209	
Other short-term receivables	7, 8	1 385 326	2 372 710
Sum fordringer		4 484 535	2 372 710
Bankinnskudd, kontanter og lignende			
Cash and bank deposits	3	26 107 121	57 386 478
Sum bankinnskudd, kontanter og lignende		26 107 121	57 386 478
Sum omløpsmidler		30 591 656	59 759 188
SUM EIENDELER		30 892 957	59 765 563

BALANSE - EGENKAPITAL OG GJELD

Egenkapital



Balanse

Beløp i: NOK	Note	2020	2019
Innskutt egenkapital			
Share capital	5	707 795	707 795
Overkurs		20 662 217	46 609 769
Sum innskutt egenkapital	4	21 370 012	47 317 564
Opptjent egenkapital			
Sum opptjent egenkapital	4		
Sum egenkapital	4	21 370 012	47 317 564
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Konvertible lån	9		
Leverandørgjeld		1 402 020	1 905 481
Public duties payable		679 579	1 452 197
Other current debt		7 441 346	9 090 321
Sum kortsiktig gjeld		9 522 945	12 447 999
Sum gjeld		9 522 945	12 447 999
SUM EGENKAPITAL OG GJELD		30 892 957	59 765 563



Deloitte.

Deloitte AS
Dronning Eufemias gate 14
Postboks 221 Sentrum
NO-0103 Oslo
Norway

Tel: +47 23 27 90 00
www.deloitte.no

To the General Meeting of EnergyNest AS

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of EnergyNest AS showing a loss of NOK 25 947 549. The financial statements comprise the balance sheet as at 31 December 2020, the income statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are prepared in accordance with law and regulations and give a true and fair view of the financial position of the Company as at 31 December 2020, and its financial performance 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company as required by laws and regulations, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

The Board of Directors and the Managing Director (management) are responsible for the preparation in accordance with law and regulations, including a true and fair view 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. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

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 laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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Organisasjonsnummer: 980 211 282

Penneo Dokumentnøkkel: DNOEX-EKEZO-65V6I-Y2XNX-WCH4V-CAT55



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Independent Auditor's Report -
EnergyNest AS

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We 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 a true and fair view.

We communicate with those charged with governance 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.

Report on Other Legal and Regulatory Requirements

Opinion on Registration and Documentation

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

Oslo, 16 February 2021
Deloitte AS

Eivind Ungersness
State Authorised Public Accountant (Norway)

Penneo Dokumentnøkkel: DNOEX-EKEZO-6SV6T-Y2XNX-WCH4V-CAT55



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Eivind Ungersness

Statsautorisert revisor

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Norwegian Directorate of Taxes

Inquiries to
Rune Tystad

Your date
21.06.2017

Our date
29.06.2017

Telephone
97759464

Your reference
ARE.284978.BD2
100

Our reference
2017/691804

KPMG LAW ADVOKATFIRMA AS
P.O. Box 7000 Majorstuen
0306 OSLO

Permission to prepare the annual accounts and directors' report in English language for ENERGYNEST AS, org.no. 996 521 737

With reference to your letter of 21 June 2017, you apply for permission to keep annual accounts and directors' report in English language. The application in question concerns ENERGYNEST AS.

Conclusion

Based on a total evaluation, the view of The Directorate of Taxes is that ENERGYNEST AS may make the directors' report and annual accounts in English language according to the Norwegian Accounting Act § 3-4 third paragraph. The exemption requires that the information that the decision is based on, does not change significantly.

A copy of this letter must be sent to the Register of Company Accounts in Brønnøysund together with the financial statements. It is incumbent on the company to document by this letter that the permit is granted.

Background

From your application:

The company is formally a Norwegian AS. The company has 35 owners. The majority of the shares are owned by other companies.

Although the company is Norwegian, its footing is heavily international and its main markets are exclusively outside Norway. The main purpose of the company is to develop and sell solutions for energy storage based on its own technology of storing heat in advanced concrete. The pilot facility for verifying the technology is located in Abu Dhabi/ United Arabic Emirates.

The energy sector in general is international. More often than not, the activity operates beyond borders. This is certainly the case for ENERGYNEST AS. The company has a significant presence in the middle east and first paying customers are located in Abu Dhabi and Netherlands. Also the partner network of EnergyNest is international - with exclusive partners in Germany, China, Spain etc. Moreover, a large part of the company shares are owned by foreign interests, and multiple nationalities are represented in the board. The invested interests need the annual accounts and Director's report to be prepared in English, in order to understand the content and efficiently manage the company.

Postal address
P.O. Box 9200 Grønland
0134 Oslo

Visiting address:
See www.skatteetaten.no
Org.nr: 996250318
E-mail: skatteetaten.no/sendepost

Telephone
800 80 000
Telefax
22 17 08 60



Furthermore, the energy sector is capital intensive. The company is currently in a process of acquiring additional funds for its growth path. Potential investors need to be able to assess the vitality of the company. In this regard, it is essential to have the annual accounts in English.

The company carries out international business to business activity. The company is unable to identify potential users of the annual accounts and the director's rapport who could suffer, if an exemption is granted.

Permission to make the annual accounts and the directors' report in Norway in English language

According to the Norwegian Accounting Act § 3-4, third paragraph shall *"the directors' report and annual accounts ... be in Norwegian. The Ministry can in an individual decision decide that the directors' report and/or annual accounts may be in another language"*.

Ot. prp. nr. 42 (1997-1998) About Act about annual accounts etc., says the following about the purpose of the Accounting Act, refer section 1.1:

"The aim of the Government with respect to the Accounting Act is that it shall contribute towards providing informative accounts for different users of accounts. The users of accounts include investors and creditors which provide capital for the companies. Other groups include those who have an interest in knowing how the companies are operated, for example employees and the local community. The information to the capital market is an important basis for the correct pricing of financial instruments. The correct pricing of stocks is an important factor in securing the best possible allocation of resources in the economy. High quality accounts will also make it more difficult for market participants to obtain speculative gains as a result of non-publicly available information."

Hence, one of the main aims of the Accounting Act is to contribute to "informative accounts for different users of accounts". The users of the accounts will include investors, creditors, employees and the local community.

Hence, it is the view of the Ministry that it is crucial that the question of dispensation from the general rule that the annual accounts and/or directors' report should be prepared in Norwegian, not in any significant way deviate from the consideration of users of the accounts.

As mentioned above it is particularly the consideration of the users of the account information which has to be taken into consideration when considering the application for permission. In this assessment, the Directorate of Taxes has emphasized that the company is heavily international and its main markets are exclusively outside Norway. Furthermore a large part of the company shares are owned by foreign interests, and multiple nationalities are represented in the board.

Please state "our reference" (see above) in all written



communication with The Norwegian Tax Authorities.

Best regards

Torstein Kinden Helleland
senior advisor
Rettsavdelingen, foretaksskatt
Norwegian Directorate of Taxes

Rune Tystad

This document has been electronically approved and contains therefore no handwritten signatures





EnergyNest AS

Notes to accounts 2020

Note 1 Accounting principles

EnergyNest is a Norwegian technology company founded in 2011. The company has developed a highly flexible Thermal Battery, which enables customers along the entire energy system to maximize the value of their energy. It is the first company that developed Thermal Batteries on a market-ready level. EnergyNest has currently fifteen commercial projects under development and thereof two in the execution phase based on its award-winning technology (Mission Innovation TOP 100 Global Innovations, Nordic Cleantech winner, Horizon2020 SME-I Award, WWF Climate Solver) with the first one to be finalized in 2021.

The company is according to the Accounting Act defined as a small company. The annual accounts have been prepared in compliance with the Accounting Act and accounting principles generally accepted in Norway and the exceptions for small companies.

Revenues

Income from sale of goods and services are recognised net after deduction of VAT, returns, discounts and reductions. Sales are taken to Revenue when the company has delivered its products to the customer and there are no unsatisfied commitments which may influence the customer's acceptance of the product. Revenue from the sale of services and long-term manufacturing projects is posted to the profit and loss account in line with the project's degree of completion, when the outcome of the transaction can be estimated in a reliable manner (POC, percentage of completion method). The POC method is only applied on projects categorized as Commercial.

Subsidies and grants

Public subsidies and grants are allocated to the operating project result along with the cost they are meant to reduce. They are booked on the date of funds receipt, e.g. along project milestone achievement and recognized as Other Operating Income in the P&L.

Project Accounting

The company is using project accounting to monitor all Commercial or R&D projects with the aim to meet the needs of project delivery, paying special attention to all financial components of a project such as project budgets, resource allocation, cost estimates, expenses, billable and non-billable elements and revenue recognition. As personnel expenses are a significant portion of overall project cost, it is necessary for all employees to fill out a weekly timesheet in order to generate the data to allocate project costs on a full cost rate basis.

Classification of balance sheet items

Assets intended for long term ownership or use have been classified as fixed assets. Assets relating to the trading cycle have been classified as current assets. Other receivables are classified as current assets if they are to be repaid within one year after the transaction date. Similar criteria apply to liabilities. First year's instalment on long term liabilities and long term receivables are, however, not classified as short term liabilities and current assets.

Purchase costs

The purchase cost of assets includes the cost price for the asset, adjusted for bonuses, discounts and other rebates received, and purchase costs (freight, customs fees, public fees which are non-refundable and any other direct purchase costs). Purchases in foreign currencies are reflected in the balance sheet at the exchange rate at the transaction date.

For fixed assets and intangible assets purchase cost also includes direct expenses to prepare the asset for use, such as expenses for testing of the asset.

Fixed assets

Other fixed assets are reflected in the balance sheet and depreciated to residual value over the asset's expected useful life on a straight-line basis. If changes in the depreciation plan occur the effect is distributed over the remaining depreciation period. Direct maintenance of an asset is expensed under operating expenses as and when it is incurred. Additions or improvements are added to the asset's cost price and depreciated together with the asset. The split between maintenance and additions/improvements is calculated in proportion to the asset's condition at the acquisition date.



EnergyNest AS

Notes to accounts 2020

Debtors

Trade debtors are recognised in the balance sheet after provision for bad debts. The bad debts provision is made on basis of an individual assessment of each debtor and an additional provision is made for other debtors to cover expected losses. Significant financial problems at the customers, the likelihood that the customer will become bankrupt or experience financial restructuring and postponements and insufficient payments, are considered indicators that the debtors should be written down.

Liabilities

Liabilities, with the exception of certain liability provisions, are recognised in the balance sheet at nominal amount.

Pensions

The pension schemes are financed through payments to insurance companies. The payment is charged as an expense and is classified as a payroll expense.

Taxes

The tax charge in the income statement includes both payable taxes for the period and changes in deferred tax. Deferred tax is calculated at relevant tax rates on the basis of the temporary differences which exist between accounting and tax values, and any carryforward losses for tax purposes at the year-end. Tax enhancing or tax reducing temporary differences, which are reversed or may be reversed in the same period, have been eliminated. If the tax benefits exceeds the deferred tax it will not be shown in the balance in accordance with generally accepted accounting principles for small entities.

Note 2 Fixed assets

Fixed assets	Constructions	Machines	Movables	Total fixed assets
Purchase cost 01.01.20	956,209	35,000	941,664	1,932,873
Additions			17,720	17,720
Disposals				0
Purchase cost 31.12.20	956,209	35,000	959,384	1,950,593
Accumulated depreciation 31.12.20	956,209	35,000	937,685	1,928,894
Net book value 31.12.20	0	0	21,701	21,701
Depreciation in the year	0	0	2,394	2,394
Expected useful life	3 years	3 years	5 years	
Depreciation plan	Straight line	Straight line	Straight line	

Note 3 Restricted bank deposits, overdraft facilities

Restricted bank deposits	2020	2019
Withheld employee taxes	373,416	677,107
Deposit rent	115,334	115,223



EnergyNest AS

Notes to accounts 2020

Note 4 Shareholders' equity

Equity changes in the year	Share capital	Share capital paid in, not registered	Share premium	Uncovered loss	Total
Equity 01.01.20	707,795		46,609,769	0	47,317,564
Capital increase not registered					0
Capital increase					0
Profit for the year			-25,947,549		-25,947,549
Equity 31.12.20	707,795	0	20,662,217	0	21,370,012

Note 5 Share capital and shareholder information

The share capital of NOK 707 795 consists of 707 795 shares with nominal value of NOK 1 each.

The 10 largest owners as of December 31st:

	Number of shares	Owner share
Turtie Capital Investment Ltd	112,574	15.9 %
Bergan Technology AS	82,202	11.6 %
LANI Invest AS	74,558	10.5 %
Vivian Hugh James Bennett	64,488	9.1 %
Auris AS	52,000	7.3 %
Martin Lynch	51,785	7.3 %
Treedown Investment LTD	36,776	5.2 %
Probitas Holding	34,000	4.8 %
Hans Hvide & Co AS	29,023	4.1 %
Øivind Resch	19,647	2.8 %
Other owners (ownership < 5 %)	150,742	33.1 %
Total number of shares	707,795	100.0 %

Shares owned by the board of directors and the general manager:		Number of shares	Owner share
Christian Wolfgang Thiel	General manager	896	0.1 %
Vivian H.J. Bennet/Treedown Investments LTD	Chairman of the Board	101,264	14.3 %
Thomas Rinderknecht (repr. for Turtle Capital Investment Ltd)	Board member	112,574	15.9 %
Pål G. Bergan/Bergan Technology AS	Board member	85,802	12.1 %
Neil Kristian Samuelsen (repr. for Lani Invest AS)	Board member	74,558	10.5 %
Odd Rune Austgulen/Auris AS	Board member	53,927	7.6 %



EnergyNest AS

Notes to accounts 2020

Note 6 Taxes

Calculation of deferred tax/deferred tax benefit

	2020	2019
Temporary differences		
Fixed assets	-150,327	-194,371
Deferred income		-491,198
Net temporary differences	-150,327	-685,569
Tax losses carried forward	-189,700,589	-163,240,784
Basis for deferred tax	-189,850,916	-163,926,353
Deferred tax (22%/22%)	-41,767,202	-36,063,798
Deferred tax benefit not shown in the balance sheet	41,767,202	36,063,798
Deferred tax in the balance sheet	0	0

The deferred tax benefit is not reflected in the balance sheet in accordance with generally accepted accounting principles for small entities.

Basis for income tax expense, changes in deferred tax and tax payable

	2020	2019
Result before taxes	-25,947,549	-24,817,579
Permanent differences	22,987	117,682
Basis for the tax expense for the year	-25,924,562	-24,699,897
Change in temporary differences	-535,243	535,039
Basis for payable taxes in the income statement	-26,459,805	-24,164,858

Note 7 Payroll expenses, number of employees, remunerations, loans to employees, etc.

Payroll expenses	2020	2019
Salaries/wages	13,921,831	14,378,263
Social security fees	1,485,199	1,621,636
Pension expenses	278,207	180,481
Other personell cost	2,312,487	309,879
Total	17,997,723	16,490,259

The number of FTE (Full Time Equivalent) in the accounting year has been 10.

The company is obligated to have a occupational pension scheme for its employees, cf. The Act of Occupational Pension Scheme. The company has established a pension scheme that satisfies the requirements in the law.

Remuneration to executives in NOK (from 1.1.2020 till 31.10.2020):	General Manager
Salaries	3,126,479
Bonus (settlement for fiscal year 2016 till 2019)	1,350,000
Other remuneration	6,765
Pension and insurance	92,880

The General Manager was employed with EnergyNest AS until 31.10.2020. From 01.11.2020 his contract was transferred to EnergyNest GmbH, a 100% subsidiary of EnergyNest AS. Before transferring to EnergyNest GmbH all unresolved items with EnergyNest AS were closed – incl. open bonus allocation for the years 2016-2019 as per contract, pension scheme payout as per contract and the payback of the loan outlined below. Vacation pay for 2020 was paid out in November 2020.

The General Manager had a loan to the company regarding social security pre-payments for 2018 of EUR 8 424, app. NOK 83 000, which was paid back by deduction of salary in October 2020.

The general manager has option agreements to buy up to 25.524 shares in the company, thereof 10.800 from the team incentive plan (see Note 12).

The board of directors have not received any director's fee.



EnergyNest AS

Notes to accounts 2020

Expensed audit fee

	2020	2019
Statutory audit ex. VAT	110,000	111,000
Other assistance ex. VAT	90,000	97,000
Total audit fees	200,000	208,000

All fees listed for statutory audit are related to prior year's audit work. In addition to 2020 costs, NOK 150.000 have been accrued for the 2020 audit.

Note 8 Other short-term liabilities

Unrecognized part of pre-financing payment from European Commission is valued at NOK 5 333 051.

Note 9 Going concern

As of December 31st, 2020, EnergyNest was debt free and had a bank balance of 26,1 mNOK.

At the time of financial statement preparation the company is running the execution of investor warrants to further increase the company liquidity for going through a process for the future company funding. On the basis of the Board Proxy part 1 according to the EGM which took place on October 23rd, 2020, the share capital can be increased by a maximum of 24.703 shares, adding up to 21,5 mNOK in cash to further strengthen the company's financial health.

Considering the company's liquidity plan, as approved by the board of directors, the company has a financial runway that will last into Q1 2022. Management intends to raise additional funds by the end of Q2 2021.

Note 10 Subsequent Events

On the basis of the Board Proxy part 1 according to the EGM which took place on October 23rd, 2020, the board of directors made the following resolutions in the board meeting on 15 January 2021:

1. The share capital is increased with a minimum of NOK 1 and a maximum of NOK 24.703 with the issuing of minimum 1 and maximum 24.703 shares, each of the value of NOK 1.
2. NOK 870 should be paid per share. The consideration for the shares shall be paid into a separate emissions account within 5 weeks, latest by 26.2.2021.
3. The closing date for subscribing to the shares expires on 20 February 2021.

Note 11 Subsidiaries

EnergyNest AS owns 100% of the shares in EnergyNest GmbH, which gives EnergyNest AS 100% of the votes in the company. EnergyNest GmbH has its registered office in Hamburg, Germany. The book value of equity capital at 31.12.2020 was NOK 279.600.

The following internal transactions have taken place in 2020:

	Amount in EUR
Management service fee received:	237,877



Note 12 Team Incentive Plan

In 2018 the company established a team incentive plan (TIP) that will be used in order to attract and retain key personnel. The TIP comprises in total of 51.926 options. Employees under this agreement are granted options to purchase up to a certain cap shares in the company, each with a par value of NOK 1 (one) per share and at a defined strike price. The final number of options offered will depend on the employee annual target attainment along a vesting over four years, where the company management has the authority to adjust the number of options offered based on performance and in view of an equality principle.

Note 13 Covid-19 Disclosure

The Coronavirus (Covid-19) pandemic presents an unprecedented challenge for businesses both locally and internationally. Although its effects are uneven across the economy, many sectors have been severely affected and none have been left untouched. For EnergyNest the pro-active management within a Covid-19 dominated environment resulted in resilient and effective operations as the company has taken the following measures along four categories:

- **Ensure health & safety:** All employees across the three locations (Norway, Spain, Germany) received instructions to work from home in order to support the local governments in their efforts containing the virus. This measure is geared to safeguard the wellbeing of / minimizing the risk for the staff, their families, our customers, partners and other stakeholders.

- **Steady customer engagement:** The company kept working on new project opportunities, order intake and revenue could be even increased in 2020.

However, in line with general market observation from the Energy Efficiency / Cleantech sector we experienced longer lead times on business activities in general.

Several project discussions are underway in different levels of maturity. We take advantage of our ability and agility to work remotely and to drive any project discussion we have with customers. Virtual / Remote customer site visits are just one example of measures we have introduced in order to maintain our commercial momentum and focus on further order intake generation.

- **Manage liquidity tightly:** The company is financed well into Q1/2022 and in addition Management intends to raise further funds by the end of Q2 2021. Introduction of stricter cost measurements helped the company during 2020 to preserve cash as best as possible, whereas business critical activities for EnergyNest's ambitious growth plan have been and will be aligned with the Board of the company and then executed as planned and.

- **Increase planning flexibility for ongoing projects:** EnergyNest currently has two projects in execution. Project construction progress is fully determined by its customers, as these companies are affected with different intensity by Covid-19 themselves. In 2020 we experienced project delays – mainly driven by our customers. It is the company's primary interest to preserve the projects and accommodate to the impacted customers schedules as best as possible by having a close dialogue with customers to adjust to changing needs.



EnergyNest AS

INCOME STATEMENT

(Amounts in NOK)

	Note	2020	2019
Revenue		5,578,872	1,655,150
Other operating income		5,065,331	1,689,422
Total operating income		10,644,203	3,344,572
Raw materials and consumables used		3,929,348	21,746
Employee benefits expense	7	17,997,723	16,490,259
Depreciation of tangible fixed assets	2	2,379	98,912
Other operating expenses	7	14,840,890	11,704,955
Total operating expenses		36,770,341	28,315,873
Operating profit		-26,126,138	-24,971,301
Interest income from group companies		1,941	0
Other interest income		155,020	132,906
Other financial income		832,223	209,345
Other financial expense		810,595	188,530
Net financial income		178,589	153,721
Profit before tax		-25,947,549	-24,817,579
Income tax expense	6	0	0
Net loss for the year		-25,947,549	-24,817,579
Net loss for the year is distributed as follows:			
The loss for the year is distributed against the share premium	4	-25,947,549	-24,817,579



EnergyNest AS

BALANCE SHEET AT 31.12.

(Amounts in NOK)

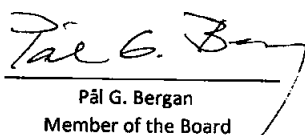
ASSETS	Note	2020	2019
Fixtures and fittings, tools, office machinery and equipment	2	21,701	6,375
Total tangible assets		21,701	6,375
Investments in subsidiaries	11	279,600	0
Total financial fixed assets		279,600	
TOTAL FIXED ASSETS		301,301	6,375
Trade receivables		3,099,209	0
Other receivables		1,385,326	2,372,710
Total receivables		4,484,535	2,372,710
Cash and bank deposits	3	26,107,121	57,386,478
TOTAL CURRENT ASSETS		30,591,656	59,759,188
TOTAL ASSETS		30,892,957	59,765,563

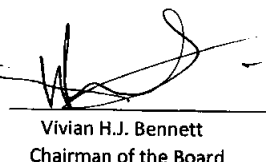


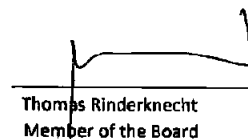
EnergyNest AS
BALANCE SHEET AT 31.12.
(Amounts in NOK)

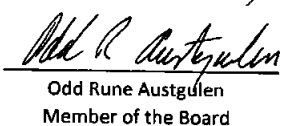
EQUITY AND LIABILITIES	Note	2020	2019
Share capital	5	707,795	707,795
Share capital paid in, not registered		0	0
Share premium		20,662,217	46,609,769
Total paid-in equity	4	21,370,012	47,317,564
TOTAL EQUITY	4	21,370,012	47,317,564
Trade payables		1,402,020	1,905,481
Public duties payable		679,579	1,452,197
Other short-term liabilities	8	7,441,346	9,090,321
Total short term liabilities		9,522,945	12,447,999
TOTAL LIABILITIES		9,522,945	12,447,999
TOTAL EQUITY AND LIABILITIES		30,892,957	59,765,563

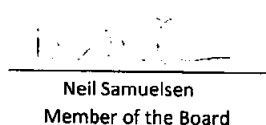
Asker, February 16th 2021

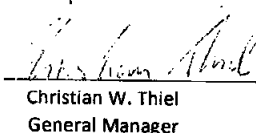

Pål G. Bergan
Member of the Board


Vivian H.J. Bennett
Chairman of the Board


Thomas Rinderknecht
Member of the Board


Odd Rune Austgulen
Member of the Board


Neil Samuelsen
Member of the Board


Christian W. Thiel
General Manager