EAM SOLAR AS

ANNUAL REPORT

2024

Contents

THE 2024 ANNUAL REPORT

The 2024 annual report is more condensed than previous annual reports published since the listing of the Company's shares on the Oslo Stock Exchange in March 2013.

There are two main reasons, which is; 1) change of legal formation of the Company in 2024, and 2) actions to reduce running cost. However, the annual report 2024 should be adequate for the shareholders and the public to have an understanding of the operational and financial status of the Company at the end of 2024.

2024 became a challenging year for EAM due to the decision by the Milan Criminal Court of Appeal in July 2024. However, the shareholders of the Company showed support and secured the Company's going concern by participating in the execution of the equity rights issue of the Company in November 2024.

Change of legal formation of the Company in 2024

The annual general meeting of the shareholders decided in the annual general meeting in June 2024 to change the legal formation of the Company from a public limited company (so-called ASA) to a limited liability company (AS).

A consequence of change in legal formation is that EAM Solar AS no longer fulfils the requirement to be listed on the Oslo Stock Exchange Euronext Expand list. Consequently, the general assembly gave the Board of directors the mandate to apply for a relisting of the Company's shares to Oslo Stock Exchange Euronext Growth.

Status of relisting of the Company's shares on Euronext Growth

Due to delays related to the equity rights issue concluded in November 2024, termination of the management agreement with the Energeia group and the establishment of an own internal organisation during the 1st quarter of 2025, the application for a relisting of the Company's shares from Euronext Expand to Euronext Growth was firstly sent to the Oslo Stock Exchange the 23rd of April 2025.

At the time of publication, the Oslo Stock Exchange is reviewing this application.

Shareholders

During 2024 EAM Solar experienced a significant shift in the Company's shareholder base. At the start of 2024 the company had 2 756 shareholders and 6,85 million shares outstanding. The 5 largest shareholders controlled 42,3 per cent of the share capital and had been shareholders since the inception of the company in 2011.

During 2024 the shareholder base changed significantly. The previous largest long-term owners sold their shares and by the end of the year the Company had 4 224 direct shareholders and an additional significant number of shareholders under nominee accounts. Most of the Company's shareholders are private investors with residence in Norway.

Consequently, the 2024 annual report is written in a direct and condensed format for the benefit of the Company's shareholders.

Management

EAM has had no internal organisation since its inception in 2011, having been managed by the Energeia group under a management agreement. This management agreement was terminated by Energeia in May 2024. The termination period is in the outset 12 months from termination notice, however, the management period may be ended earlier if both parties agree.

In the beginning of 2025 EAM established its own internal organization with 2 employees in Oslo alongside the Company's chairman, who has been working full time towards managing the company. As of April 2025, EAM is operational with its own organization, hoping to soon add two employees in Italy. All Company employees, including those envisioned in Italy, have between 8 and 14 years of experience working for EAM Solar AS and know the Company's history and operations well.

Any services delivered under the management agreement by Energeia AS ended effectively the 31st of March 2025.

EAM SOLAR AS IN BRIEF

The Company

EAM Solar AS (EAM or the Company) is a Norwegian based Company with operations in Italy.

The Company headquarters are in Oslo, Norway. At the end of 2024 the Company has 4 224 direct shareholders owning the Company's 152 994 784 outstanding shares. The Company's shares are listed on the Oslo Stock Exchange Euronext Expand with the ticker EAM.

A brief history of the EAM Solar group

EAM Solar AS (EAM or the Company) was established in 2011. The purpose of the Company was to own Solar PV power plants under long-term electricity sales contracts and distribute dividends on a regular basis to its shareholders. The Company was listed on the Oslo Stock Exchange in March 2013.

From the inception in 2011 until January 2025 EAM had been managed under a long-term management agreement by the company Energeia AS. EAM had no employees or internal organisation during this period. In January 2025 EAM established its own internal organisation. Management services delivered by the Energeia group was ended in March 2025.

EAM acquired its first solar PV power plants in 2011 in Italy and have been operating Solar PV power plants in Italy since. At current EAM own and operate 4 power plants with a combined capacity of 4.0 MW, with a normal annual production of 5.4 GWh.

In December 2013 EAM entered into a conditional Share Purchase Agreement (SPA) with the Luxembourg company Aveleos S.A. to acquire 31 PV power plants in Italy, for a total consideration of EUR 115 million. A partial execution of the SPA took place in July 2014.

One week after transfer of 21 out of 31 power plants, it was revealed that 27 of the 31 power plants covered by the Share Purchase Agreement, including two directors of the sellers, were under criminal investigation for subsidy fraud. This investigation was conducted by the Prosecutor's Office of Milan and had been ongoing since 2012.

Based on the ensuing criminal proceedings, the companies' contractual counterparty for subsidized electricity contracts (FIT), the state-owned utility company Gestore dei Servizi Energetici (GSE), first suspended, then ultimately terminated the FITs for 17 out of the 21 PV power plants transferred to EAM in July 2014. The Administrative Court of Lazio made GSE's contractual termination decision final in June 2016.

EAM's loss of revenue, due to invalid FIT contracts and permanent closure of power plants, amounts to more than EUR 300 million. The termination of the FIT contracts also resulted in the bankruptcy of the SPVs affected by the criminal proceedings in 2016.

In the period from 2014 until 2024 EAM has suffered an accounting loss of more than EUR 110 million due to the subsidy fraud.

Based on the fundamental breach of contract and contractual guarantees in the Share Purchase Agreement, with resulting losses suffered by EAM, and lack of willingness by the seller to remedy the flawed sale, EAM was forced to initiate legal proceedings against the sellers to recover losses and damages. The fraud against EAM is named the P31 fraud.

Operational strategic review and outlook

The company is in its twelfth year of litigation activity following the P31 fraud. Consequently, the company have lost out on opportunities within its initial core business activity in renewable energy.

The Company does not foresee any business development activities beyond the litigation activities until these activities are finally resolved.

Litigation activities

The P31 Acquisition fraud transformed EAM from an operational Solar PV investment company to a company where a significant part of the activity and any future value are dependent on the outcomes of various litigation processes.

Criminal complaints have been filed in relevant jurisdictions against the involved parties in the P31 fraud against EAM. However, as of today, no police authority in these jurisdictions have conducted any investigation of the fraud of EAM.

At current, the only ongoing criminal proceeding related to the fraud is the criminal proceedings in the Court of Milan. The criminal proceedings are currently before the Italian Supreme Court for review of the appeal court decision of 2024. The final hearing is scheduled for 17 June 2025.

In July 2014 EAM transferred EUR 30 million to Aveleos SA, a Joint Venture investment vehicle owned by the Enovos group in Luxembourg (59 per cent) and Renova/Avelar group in Switzerland/Cyprus (41 per cent).

The cash transfer was the initial payment in a EUR 114 million transaction of 31 Solar PV power plants constructed by a group of companies owned by Aveleos' shareholder, Avelar, in 2010 and 2011. These plants had been operational since 2011 with long-term subsidised electricity contracts with the State of Italy.

In July 2014, ownership of shares in special purpose companies owning 21 of the 31 power plants was transferred to EAM, with the remaining 10 power plants to be transferred by December 2014. This subsequent transfer was never conducted.

In August 2014, the State of Italy suspended payments under the long-term subsidy contracts for 17 of 21 power plants. In June 2016, the competent Italian court ruled that it was a final legal fact that the 17 power plants did not have valid subsidized "feed in tariff" contracts and, as such, they lost all their value.

During the criminal proceedings, which formally commenced in 2016, EAM received evidence that the Prosecutors office of Milan had, already in 2012, initiated a broad investigation into Avelar et.al. for fraud against the state of Italy in relation to subsidized electricity contracts. This fact was known to directors of Aveleos prior to negotiating a sale of the power plants to EAM.

The Enovos/Renova/Aveleos group have failed to honour their contractual obligations and have, as such, dragged EAM into a prolonged and costly process of losses, litigations, and lawsuits.

EAM filed criminal complaints for fraud to the national police authorities in Italy in 2014, Luxembourg 2016 and in Norway 2018/2019.

EAM has also been involved in several civil cases and arbitration proceedings, all related to the P31 transaction.

An in-depth overview of the history of these proceedings can be found in the Directors Report.

2024 Litigation Updates

In 2024, EAM received judgements in several of its ongoing cases. In the criminal proceedings in Italy, the Court of Appeal issued its judgement in the case which had been sent back from the Court of Cassation (Italy's Supreme Court) in 2021.

The Aveleos directors Igor Akhmerov and Marco Giorgi's convictions from 2019 for fraud against the State of Italy, under indictment points B) and D) were upheld. Their conviction for the fraud against EAM, under indictment point F) was not upheld. EAM appealed this matter, again, to the Court of Cassation, where a decision is expected on 17 June 2025.

In the second arbitration matter against Aveleos SA, the tribunal issued its decision and found a net amount in favour of EAM. With interest as of 22 May 2024, this amount was EUR 2,729,796. Aveleos has appealed this decision, with a ruling expected in early 2026.

In the matter against UBI Banca (now Intesa Sanpaolo), the final hearings took place in Q4 2024. On 8 January 2025 EAM received the judgement whereby the Judge found in favour of UBI and ordered EAM to pay an amount of EUR 4,393,821.03 plus interest and expenses. EAM is in dialogue with Intesa about finding an alternate solution to this dispute. If no solution can be found, EAM intends to appeal the judgement at the latest the 4 July 2025.

In the matter brought by Igor Akhmerov in Oslo in 2024, the judge dismissed Mr. Akhmerov's request for an injunction over EAM assets and ordered Mr. Akhmerov to pay litigation fees to the Company.

More detail can be found on these proceedings, and others which did not have updates in 2024, in the Directors Report.

DIRECTORS' REPORT

The 2024 annual report

EAM Solar AS (EAM or the Company) is a limited liability company, incorporated and domiciled in Norway, with headquarters at the Company's registered address Karenslyst Allé 10, 0278 Oslo, Norway. EAM was established on 5 January 2011.

At the end of 2024 the Company has 4 224 direct shareholders owning the Company's 152 994 784 outstanding shares.

The EAM shares are currently listed on the Oslo Stock Exchange Euronext Expand list under the ticker "EAM". The Company has applied for a relisting of the Company's shares to the Oslo Stock Exchange Euronext Growth list following the change in legal formation of the Company from a public limited company (so-called ASA) to a limited liability company (AS).

The Company's primary business is to own solar PV power plants and sell electricity under long-term fixed price sales contracts, and to pursue legal proceedings to restore company values.

The Company's primary assets include four solar PV power plants in Italy, which are in the regions Apulia and Basilicata in Southern Italy. Three plants are under leasing contracts through 2031 and one plant is owned outright.

From inception until January 2025 EAM had been managed by the company Energeia AS under a long-term management agreement. As of January 2025, EAM has established its own internal organisation with own employees.

Since its inception, EAM's focus has been to acquire power plants under long-term electricity sale contracts in Europe. EAM acquired its first power plant in Italy in 2011. By 2014, EAM had acquired a total 25 power plants with a combined capacity of 27.1 MW generating 38.3 GWh annually, representing an annual potential revenue of approximately EUR 13.5 million.

At the beginning of 2015, EAM had EUR 110 million in capital employed, EUR 180 million in contractual revenue reserve, EUR 50 million in future market price sales and an expected EBITDA from the 17-year contract period of EUR 200 million.

However, the period from 2014-2016 became very challenging for EAM on the back of the acquisition of 21 PV power plants from Enovos Luxembourg S.A. and Avelar Energy Ltd. through their jointly owned single purpose vehicle Aveleos S.A.

According to Gestore dei Servizi Energetici (the GSE), EAM's State-owned contractual counterparty, seventeen of the 21 plants transferred to EAM in July 2014 did not have valid long-term FIT contracts, as warranted by Aveleos' directors under the Share Purchase Agreement.

In the fourth quarter 2015, GSE terminated the FIT contracts, which had been suspended since August 2014, and demanded a repayment of previously received subsidies from 5 of the 7 companies acquired by EAM.

Due to a lack of willingness on the part of Aveleos' directors and shareholders, Enovos and Avelar, to remedy the situation, EAM has been forced to initiate legal proceedings in Italy, Luxembourg, and Norway over the years.

The events following the so-called "P31 acquisition" transformed EAM from a dividend paying investment company operating Solar PV power plants to a company whereby a substantial part of its future value is dependent on the outcome of the various ongoing litigation processes.

The board of directors and the management are directing all their effort and attention to resolve this challenging situation in the appropriate legal venues to restore the value of the Company and return the outcome to the shareholders.

Strategic review and outlook

EAM's strategy was, at the outset, to create value by acquiring operational power plants and, through an active ownership, to optimise operations and achieve the best possible electricity production yield, lowest possible cost of operations, and highest possible dividend yield.

The company is in its twelfth year of litigation activity following the P31 fraud. Consequently, the company have lost out on opportunities within its initial core business activity in renewable energy.

Litigation activities

Criminal complaints have been lodged in relevant jurisdictions against the involved parties in the P31 fraud against EAM. However, as of today, no police authority in these jurisdictions has conducted any appropriate investigation of the fraud of EAM Solar.

At current, the only ongoing criminal proceeding related to the fraud is the criminal proceedings in the Court of Milan. The criminal proceedings are currently before the Supreme Court of Cassation for a second time, following appeals against the second Appeal Court decision of 4 July 2024. The final hearing is set, and decision expected, on 17 June 2025.

Business development activities

Due to the resources and time consumed by the litigation processes, the Company does not foresee any business development activities beyond these litigation activities until the litigation activities are finally resolved.

Operational review

Power production

Throughout 2024 EAM owned and operated 4 power plants. The 4 power plants have a combined installed capacity of 4.0 MW with a normal annual power production capacity of 5.4 GWh (P50 production).

Power production in 2024 was 4 468 MWh, 17 per cent below normal annual production. The lower-than-normal production was due to lower production capacity of the power plants caused by thefts of solar PV modules.

Business operations in 2024

At the end of 2024 EAM owned and operated 4 solar PV power plants, with a combined installed capacity of 4.0 MW with a normal annual technical power production capacity of 5.4 GWh (P50 production).

The financial statements and annual report are prepared under the assumption of going concern. However, although the Company's asset base and operating revenues cover ordinary operations, administration and service of operating assets debt obligations, the Company's liquidity is strained due to significant legal costs relating to litigation activities.

In addition, the judgment by the Court of Brescia in January 2025 whereby the Judge ruled in favour of the Bank UBI Leasing (now part of Intesa Sanpaolo) that EAM should pay an amount of EUR 4,4 million plus interest and expenses, creates material uncertainty of the going concern assumption. For further information see comment under headline Going concern and note 23 in the consolidated accounts.

Legal proceedings

Criminal proceedings in Milan

In January 2015 the prosecutor's Office of Milan filed a request for trial to the Criminal Court of Milan against 9 individuals for fraud against the State of Italy in conjunction with subsidized electricity sales contracts.

The criminal proceedings commenced in June 2016, and in April 2019 the Criminal Court of Milan published its decision, where the indicted Aveleos directors, Mr Giorgi, and Mr Akhmerov, were found guilty of criminal contractual fraud against EAM Solar in conjunction with the sale of the P31 portfolio and sentenced them to pay provisional damages of EUR 5 million. Aveleos S.A., as civil liable party, was condemned to be financially responsible for the same provisional damage.

The 2019 ruling by the Criminal Court of Milan was appealed by several parties, and the appeal procedure in the Criminal Court of Appeal of Milan commenced with one hearing in October 2020 and two hearings in December 2020, and on 20 January 2021, the Criminal Appeal Court of Milan decided to revoke the first instance judgement of the Criminal Court of Milan.

EAM Solar decided to join with the Prosecutor's Office in Milan in appealing the Criminal Appeal Court of Milan decision to the Italian Supreme Court of Cassation in 2021.

On 7 October 2021 the Supreme Court of Italy decided to annul the acquittal decision of by the Criminal Appeal Court of Milan in its entirety.

In November 2021 the Supreme Court issued its full grounds for the annulment decision of the acquittal ruling. The Supreme Court found that the Criminal Appeal Court of Milan did not fulfil its obligation to conduct a correct and comprehensive review of the factual evidence in the criminal case, resulting in an erroneous evaluation of the evidence with the effect that the acquittal decision was based on obvious inconsistent and illogical arguments.

The Supreme Court sent the criminal proceedings back to a different chamber of the Criminal Appeal Court of Milan for new proceedings to be conducted, with the requirement that the new court proceedings must be based on a complete review of the evidence, making correct application of the principles of law and the rules of logic as formulated in the Supreme Court decision.

In July 2023, Section V of the Court of Appeal in Milan notified the parties that the appeal proceedings would continue, and the first hearing took place on 30 November 2023.

On 4 July 2024 the Milan Criminal Court of Appeal announced its judgement. The first instance decision of 2019, with associated civil liability, were upheld in relation to the Indictment of fraud against the state of Italy for solar power plants that illegally had received state subsidies under Conto Energia II and IV. However, Marco Giorgi and Igor Akhmerov were acquitted of the allegations contained in Indictment Point F) related to fraud against EAM.

Based on the advice of EAM's criminal attorneys in Italy, EAM submitted an appeal of the Appeal Court decision to the Court of Cassation on 11 October 2024.

The Supreme Court of Cassation has informed the parties that a hearing will be held on 17 June 2025. It is expected, but not guaranteed, that a decision will be given on the same date.

Should EAM be successful in overturning the Appeal Court decision, the Supreme Court then must decide whether to send the matter back to the Court of Appeal again, or to make a conclusive and final decision themselves.

Should the Cassation Court send the matter back to the Court of Appeal, a new series of hearings will be held in the Court of Appeal, before a new set of judges. This will include rigid instructions from the Court of Cassation. This process would be estimated to last at least one year from the decision in the Court of Cassation.

Should the Court of Cassation elect to decide for themselves, the proceedings will conclusively end, and the ruling of the Court of Cassation will become the permanent and final ruling in the criminal case.

Arbitration proceedings in Milan of 2016

Following the final legal ruling by the Administrative Court of Lazio in June 2016 that the 17 terminated FIT contracts were invalid, the Company summoned Aveleos S.A. in September 2016 to the Milan Chamber of Arbitration requesting the Share Purchase Agreement between the parties to be declared null and void based on fundamental breach of contract.

On 2 April 2019 a final award was made by the Arbitral Tribunal of the Milan Chamber of Arbitration. The majority of the Tribunal decided to dismiss EAM's claims for the annulment and termination of the SPA. However, the Tribunal declared the right of the Company to be compensated for damages up to the contractual liability cap. The Tribunal did not place a value on this amount.

The Arbitration decision was not unanimous, with one of three arbitrators dissenting against the dismissal of EAM's claims. The dissenting opinion was published together as an integrated part of the of the arbitration ruling.

On 4 July 2019 EAM filed an appeal against the Arbitration Tribunal decision. The appeal was filed in the civil Court of Appeal of Milan. EAM asked the Civil Court of Appeal of Milan to annul the arbitration award based on 12 different accounts of breach of Italian law in its conclusions and the basis for the arbitration award.

On 23 June 2021 the Civil Court of Appeal of Milan decided to dismiss the request for the annulment of the 2019 Arbitration decision. However, The Arbitration decision of 2019 is still not final since EAM decided to appeal the dismissal by the Civil Appeal Court in Milan to the Supreme Court in Italy, where the case remains pending.

Second Arbitration in Milan of 2020

On 5 October 2020, EAM learned that Aveleos SA had filed for two new arbitration proceedings in relation to the P31 SPA with reference to shareholder loans and corporate guarantees. The two proceedings were later been merged into one proceeding.

EAM submitted counterclaims and asked this second tribunal to calculate the damages awarded by the first arbitration tribunal in the 2019 decision.

On 29 February 2024, The Milan Chamber of Arbitration's issued its ruling. After a question of interest rates was resolved, by order from the tribunal on 16 May 2024, EAM was awarded a net amount of EUR 2,729,796 after interest as of 22 May 2024.

Aveleos has appealed the award. On 5 February 2025, the first hearing took place in this appeal. The court has given primary dates for the process and provisionally scheduled the final hearing for 11 March 2026.

Civil Court Italy; UBI (now Intesa Sanpaolo)

In November 2018 EAM Solar was served with a notice that UBI Leasing had requested the Court of Brescia for an injunction of EUR 6 million on EAM assets. The court granted a preliminary non-enforceable injunction.

EAM challenged the injunction. The final hearing in this matter was heard on 3 December 2024. EAM was informed on 8 January 2025 that a judgement had been entered in this case. The Judge found in favour of UBI and has ordered EAM to pay an amount of EUR 4,393,821.03 plus interest and expenses.

The judge found that even though UBI was the legal owner of the solar PV power plants at the time the fraudulent applications for Feed-in tariffs subsidies in 2010 were made, it was the SPVs, not UBI, who had the responsibility to confirm the plants' completion. Further, the termination, by GSE, of the Feed-in Tariff contracts and the SPVs' subsequent insolvencies were not deemed to be sufficient to relieve EAM of its duty to keep the SPVs financially alive and to prevent them from going into bankruptcy.

EAM intends to appeal this decision and will make such determination no later than 4 July 2025. In the meantime, EAM and UBI Leasing (Intesa Sanpaolo) are in preliminary discussions about finding alternative solutions.

Civil Court Luxembourg

EAM Solar filed a civil lawsuit in Luxembourg in July 2019 against the Aveleos shareholder, Enovos, along with the four Enovos-employed directors of Aveleos. This civil claim is subordinate to the original criminal complaint with civil action filed in 2016. The investigating judge has informed that the criminal complaint itself will not be acted upon until the conclusion of the Milan criminal proceedings (described above).

Breach of standstill agreement proceedings against Aveleos S.A. in the Court of Luxembourg.

In 2015, Aveleos initiated a claim against EAM in Luxembourg in relation to a Standstill Agreement signed between the parties in 2014.

Under this agreement Aveleos would pay two tranches of funding to EAM while the parties collaborated via document sharing and fact finding to understand what exactly had occurred in relation to the construction of the power plants impacted by the criminal charges. In exchange, the parties would not engage in litigation against one another. Both parties allege breaches of this agreement.

In a ruling communicated in March 2017 the court decided that the Luxembourg civil proceedings regarding the standstill agreement shall be put to a halt until the award before the Arbitration Court of Milan is finalized.

In October 2022 the matter was brought for a renewal. The Judge reconfirmed stay of any proceedings.

On 25 April 2023, Aveleos requested permission from the Court to appeal the 2022 stay of the standstill proceedings. Aveleos alleged that its human rights had been violated by the court's decision to stay proceedings. On 2 May 2023, the Court heard arguments and on 5 May 2023 decided to reject Aveleos' appeal on the merits. Consequently, the 2022 decision remains in effect.

Akhmerov's claim against EAM in Norway

On 29 October 2024, Igor Akhmerov filed a request for seizure over the assets of EAM, alleging he had been defamed by EAM's allegations and wanting attorney's fees for his costs in the Italian criminal proceedings.

The judge required Mr. Akhmerov to provide a financial security for the case to continue. Mr. Akhmerov declined to do so and requested the case be withdrawn. The judge subsequently dismissed Mr. Akhmerov's case.

Administrative Court Italy – ENFO 25

In September 2019, the Company received notice from GSE that they had suspended payments of electricity delivered under the feed-in-tariff contracts for ENFO 25. The Company appealed the order before the Administrative Court "TAR" in Lazio (Rome). Subsequent hearings in this matter have been conducted in TAR since in 2019.

In July 2021 TAR decided in a court ruling that the termination decision made by GSE on the FIT contract for ENFO25 in September 2019 is invalid and consequently cancelled.

GSE had not paid the FIT for the electricity delivered by ENFO 25 since July 2019 and owed approximately EUR 1,06 million in unpaid electricity bills to ENFO 25. The Administrative Court also ordered GSE to cover the legal costs of EAM Solar. How and when GSE will restore their contractual obligations is not yet determined.

EAM began dialogue with GSE about an alternate solution. In July 2024, based on this dialogue, EAM officially applied for a reinstatement of the FIT contract under the amnesty procedure. On 10 October 2024, EAM was informed by GSE that the application has been granted, and the FIT contract would be restored, and the unpaid amounts since 2019 would be reimbursed, but at a lower subsidy price.

On 31 December 2024, ENFO 25 received EUR 811k from the GSE in backpay at the new subsidy rate. EAM has since learned that GSE made a mistake in their calculation and had overpaid ENFO 25 by approximately EUR 130k at year end 2024. It is likely that the first EUR 130k in FIT payments in 2025 will be withheld by GSE to account for this overpayment.

Previous legal cases

Criminal proceedings in Oslo

On Friday 28 May 2021, EAM Solar filed a private criminal proceeding for the crime of serious fraud against the company Enovos Luxembourg SA in Oslo District Court. The private criminal proceeding was initiated in accordance with section 402 of the Norwegian Criminal Procedure Act and formally initiated by the Oslo District Court.

The Oslo District Court decided to conduct a court hearing in the fraud case against Enovos Luxembourg SA. The hearing was scheduled to take place in Oslo District Court on 31 January and 1 February 2022, later postponed to 21 April and 22 April 2022.

On 1 July 2022 Oslo District Court dismissed EAM Solar's request for a Private Criminal Proceeding against Enovos Luxembourg SA.

On 4 July 2022 the Company decided to appeal the decision by the Oslo District Court to the Borgarting Appellate Court. Reasons for an appeal was substantiated in both factual errors as well as wrongful interpretation of the law in the decision made by the Oslo District Court on 1 July 2022.

On 21 October 2022 Borgarting Court of Appeal rejected EAM Solar's appeal against Oslo District Court's decision to reject the start of a private criminal proceedings against Enovos Luxembourg S.A.

According to the Borgarting Court of Appeal, the fraud against EAM Solar should not be brought before a Norwegian court in a private criminal proceeding, as this was not in the public interest. The Court of Appeal concludes that the fraud case falls under the jurisdiction of the Norwegian Criminal Code, and writes in its ruling that:

"The evidence and evidentiary arguments that EAM has shown points overall to the fact that Enovos' representatives on the board of Aveleos had so much information about the suspicion and the investigation related to false documents about the country of origin, which in turn had an impact on the right to subsidies, that it meant that EAM was misled by Enovos in connection with the purchase."

The Borgarting Court of Appeal, however, concludes in its assessment of the case's evidence "at a more general level" that there is "reasonable doubt as to whether EAM will be able to provide sufficient evidence of criminal guilt".

Criminal investigation for subsidy fraud in Bolzano, Italy

On 28 October 2020, EAM Solar was informed that the Prosecutor of the Criminal Court of Bolzano had ordered Guardia Di Finanza (the financial police) to perform a "search and seizure" of documents from 57 Italian companies owning 58 Solar PV power plants with subsidized electricity sales contracts towards the State of Italy (GSE). The search and seizure were conducted in relation to an ongoing investigation into subsidy fraud against the State of Italy.

The Milan office of EAM Solar's Italian subsidiaries (ENS Solar One Srl, Energia Fotovoltaica 25 Srl and EAM Solar Italy Holding Srl) were visited by officers of Guardia Di Finanza who retrieved documentation related to the above-mentioned companies. In addition, the search and seizure order also identified Energia Fotovoltaica 14 Srl, which already is part of the criminal proceedings in Milan and was sent into bankruptcy in 2016.

The search and seizure order issued by the Prosecutor identified 79 individuals as persons of interest to the public prosecutor. Viktor E Jakobsen, then CEO of EAM Solar, holds the position as Sole Managing Director in ENS Solar One Srl, ENFO 14 Srl and ENFO 25 Srl, and was consequently named as one of the 79 individuals.

In January 2021, EAM Solar learned that the Bolzano Public Prosecutor requested the Norwegian National Authority for Investigation and Prosecution of Economic and Environmental Crime ("Økokrim") to search the offices of EAM Solar in relation to the above-mentioned investigation.

Following the request from Bolzano, Økokrim was invited to EAM Solar's offices for voluntary transfer of relevant documents. This was conducted on 21 January 2021. EAM Solar will continue to support the investigation to the extent requested by Økokrim and the Prosecutors office of Bolzano.

EAM Solar was informed on 3 March 2021 that the Criminal Court of Bolzano, on the request of the Public Prosecutor, has decided that the Company's CEO, Viktor E Jakobsen, was no longer considered as a "person of interest" or in any way a suspect in the ongoing investigation.

To EAM's knowledge, no EAM employees, past or present, or subsidiaries are any longer involved in this investigation.

Civil Court Italy; Aveleos

EAM Solar Italy Holding Srl was on 10 December 2020 notified that Aveleos had filed a petition, without EAM's knowledge, to the Civil Court in Milan claiming payment of shareholder loans in the amount of EUR 12 683 721 under the Sale and Purchase Agreement of the P31 transaction.

EAM Solar Italy Holding Srl contested the decision in January 2021 and enrolled the case to Court. A hearing was expected to take place in June 2021 but ended up being scheduled for 7 September 2021. In the meantime, Aveleos adhered to our objection that an arbitration was already pending on the same issue and accordingly decided to drop the case. This brought the proceedings to an end.

Corporate developments in 2024

Ending of management agreement with Energeia AS

EAM has had no internal organisation since its inception in 2011, having been managed by the Energeia group under a management agreement. This management agreement was terminated by Energeia in May 2024. The termination period is in the outset 12 months from termination notice, however, the management period may be ended earlier if both parties agree.

In the beginning of 2025 EAM established its own internal organization with 2 employees in Oslo alongside the Company's chairman, who has been working full time towards managing the company. As of April 2025, EAM is operational with its own organization, hoping to soon add two employees in Italy. All Company employees, including those envisioned in Italy, have between 8 and 14 years of experience working for EAM Solar AS and know the Company's history and operations well.

Any services delivered under the management agreement by Energeia AS ended effectively the 31st of March 2025.

Significant changes to the shareholder base

During 2024 EAM Solar experienced a significant shift in the Company's shareholder base. At the start of 2024 the company had 2 756 shareholders and 6,85 million shares outstanding. The 5 largest shareholders controlled 42,3 per cent of the share capital and had been shareholders since the inception of the company in 2011.

During 2024 the shareholder base changed significantly. The previous largest long-term owners sold their shares and by the end of the year the Company had 4 224 direct shareholders and an additional significant number of shareholders under nominee accounts. Most of the Company's shareholders are private investors with residence in Norway.

Financial review

In 2024 EAM Solar has continued the legal processes to restore the shareholder values. The legal processes are expensive and are heavily contributing to the loss in 2024.

Power production

The Group's 4 power plants produced electricity and delivered this to the grid in 2024. Electricity production in 2024 was 4 468 MWh, 17 per cent below normal production.

Revenues

Accumulated revenues for the year were EUR 1.506 million, of which EUR 1,055million was from FIT contracts, EUR 419 thousand was from market sales of electricity, and EUR 31 thousand were other revenues. The FIT revenues were partly impacted by a reversal of the write down of ENFO25 FIT revenues conducted in 2023.

All EAM's electricity sales are made under 20-year sale agreements in the feed-in-tariff (FIT) scheme, with the Italian renewable energy authority Gestore Servizi Energetici (GSE) as commercial counterparty.

Cap on the sales price of electricity from renewable energy sources

The Italian government introduced in 2022 a cap on the price of electricity from renewable sources. The cap was known as the "Sostegni-ter Decree". The cap limited the achieved market price from Solar PV power plants to EUR 56 per MWh. The cap-measure ended in June 2023 and has not affected the revenues for 2024.

Cost of operations

Total cost of operations in 2024 amounted to EUR 218 thousand. The cost of operations consisted of cost related to insurance, O&M, utilities, and security services.

Sales, general & administration costs

SG&A expenses amounted to EUR 906 thousand for the year, of which EUR 607 thousand was cost of Energeia management.

Operational EBITDA

Operational earnings before interest, depreciation, amortisation, and taxes (EBITDA) before litigation costs was EUR 381 thousand in 2024.

Litigation costs and provisions for court decisions

Total litigation costs in 2024 were EUR 1.526 million. EUR 971 thousand are net provisions for court decision in the Milan Arbitration Court and the court of Brescia.

Provisions for revenues and costs related to legal proceedings

Provisions have been made in the annual accounts related to the court decisions in Arbitration Court and the Court of Brescia.

According to the two court decisions, the Arbitration court impacts the year result of EAM Solar AS with a positive net amount of EUR 3.436 million, while the Brescia Court decision represents a preliminary negative contingent liability of EUR 4.393 million. The net negative provision recognised in the annual accounts for 2024 is therefore assessed to EUR 957 thousand booked under the item litigation costs.

The arbitration court decision is recognised in the balance sheet as a payable, and the Brescia Court decision is recognised in the balance sheet as a long-term liability due to the forthcoming appeal procedure.

Provision for ENFO25 FIT contract reinstatement

The reinstatement of the FIT contract of ENFO25 resulted in a one-off provision of EUR 48 thousand relating to adjustment of previous years recognised FIT revenues. ENFO25 received a one-off payment from GSE of EUR 811 thousand in December 2024 as part of this settlement and reinstatement of the FIT contract.

Depreciation

Accumulated for the year depreciation and amortisation were EUR 564 thousand.

EBIT

The full year 2024 operating loss came in at EUR 1.758 million.

Net financial items

Net financial items amounted to EUR 375 thousand for the full year. Interest expenses on leasing amounted to EUR 245 thousand and net currency exchange gain amounted to EUR 619 thousand.

Profit before tax and net income after tax

The pretax loss amounts to EUR 1.382 million. Net tax gain amounted to EUR 66 thousand, resulting in a net loss of the year of EUR 1.316 million.

Consolidated statement of financial position

Total assets amounted to EUR 12.1 million on 31 December 2024. Total equity amounted to EUR 1.09 million on 31 December 2024, a decrease by EUR 665 thousand over the year.

Group equity ratio is 9 per cent on 31 December 2024, down from 20.8 per cent on 31 December 2023.

The equity of the parent company amounted to EUR 3.5 million at 31 December 2024, representing an equity ratio of 37 per cent.

Cash flow

Net cash flow from operating activities was negative with EUR 60 thousand in 2024. Net cash flow from financing activities was positive with EUR 764 thousand. Cash and cash equivalents amounted to EUR 1.095 million on 31 December 2024, of which 33 thousand was either restricted or seized at year-end.

EAM Solar AS (parent company)

Profit and loss statement

Full year revenues were NOK 7 million stemming from management services provided to subsidiaries.

SG&A costs amounted to NOK 8.2 million and legal costs including provision for court decisions amounted to NOK 15.8 million.

The operating loss of NOK 17.3 million was partly offset by a net financial income of NOK 13.3 million, mostly stemming from currency exchange gain. Net loss of the year was NOK 4.6 million.

Balance sheet

Total assets amounted to NOK 110 million, of which NOK 60 million is intercompany. Cash amounted to NOK 2.3 million at year-end. Total equity amounted to NOK 41 million equal to 37 per cent of total assets.

Cash flow

Net cash flow for the year was positive with NOK 1.5 million. Operational cash flow was negative with NOK 11.5 million, net cash flow from loans to subsidiaries were negative with NOK 1.1 million, and net cash flow from financing was positive with 14.1 million stemming from the equity issue conducted in November 2024.

Events after the balance sheet date

Decision by Brescia

Following a lengthy court proceeding in the civil Court of Brescia, whereby UBI Leasing claimed payment under patronage letters signed by EAM Solar ASA in 2014 in conjunction with the purchase of the shares in two single purposes vehicles (ESGI & ESGP) that leased solar PV power plants from UBI Leasing, the Court of Brescia decided that EAM should pay UBI Leasing an amount of EUR 4.393 million plus interest and fees.

The claim from UBI stems from anticipated losses of leasing obligations in the SPV's ESGP and ESGI, which are party to the criminal proceedings in Milan for subsidy fraud.

The Court decision is not final and may be appealed to a higher court. An appeal procedure is assumed to take approximately two years from commencement of proceedings. The outcome of these proceedings is also believed to be contingent of the expected court decision in the Italian Supreme court decision on the appeal of the Milan Criminal Appeal court decision of the 4th of July 2024. The Supreme Court has now set a date for the expected only hearing in the Supreme Court proceedings to the 17th of June 2025.

Going concern

The financial statements and annual report are prepared under the assumption of going concern.

However, although the Group's asset base and operating revenues cover ordinary operations, administration and service of operating assets debt obligations, the cost of legal representation in the various litigation processes the Company is involved in has over the years drained any surplus liquidity in the Group. Continued cost of litigation may need to be funded through further injection of cash in the Company.

In October 2024 EAM reached an agreement with GSE for the reinstatement of the FIT contract for the power plant owned by ENFO25. Subsequently, EAM received a net proceed of approximately EUR 811 thousand, which secured a short-term liquidity infusion.

In February 2024, the Arbitration Court of Milan awarded EAM a net proceeds of EUR 2.29 million against Aveleos SA. To the extent the award is not paid by Aveleos, or enforcement of payment proves unsuccessful, the Group's liquidity may be challenged in the future.

The award enables EAM to improve the Group's liquidity through sale of power plants. Such sale has not been possible due to pledges on the power plants related to Aveleos. The award should release the pledges, however, due to the unwillingness of Aveleos to release the pledges, such release requires court proceedings in Italy that may take time to conclude.

Furthermore, the Group's liquidity may be challenged if the decision by the Court of Brescia granting UBI Leasing a preliminary award of EUR 4.4 million should be enforced. Although UBI Leasing has not served the court decision on EAM Solar AS at the date of this report, such action may be taken by UBI Leasing in 2025.

EAM intends to appeal the Brescia court decision, and in conjunction with such an appeal, request the appeal court to halt any enforcement of the Brescia decision. However, in the case UBI Leasing should be given the opportunity to enforce the claim of EUR 4.4 million, EAM may not be able to secure going concern.

The above circumstances implies that there may be a need for the Company to raise addition equity to secure going concern. There exists a material uncertainty regarding the Group's ability to continue as a going concern.

Market overview - power prices in Italy

The average wholesale power price in Italy for 2024 decreased from the levels seen in 2022 and 2023. Wholesale electricity prices in Italy in 2024 was EUR 108 per MWh, down 13 per cent from 2023.

In 2022 the wholesale electricity price in Italy came up to a level of EUR 304 per MWh, representing a 142 percent price increase over 2021. The increased price in 2022 resulted in a decree from the Italian government to cap the price of electricity from renewable sources, known as the "Sostegni-ter Decree". The Decree was in effect in 2022 and until June 2023.

The Company's four power plants are in the price region south Italy. The average wholesale price in this region was EUR 110 per MWh in 2024. EAM sells electricity to the market through a power purchase agreement (PPA). The realised PPA price for 2024 was EUR 94 per MWh, 15% below average market price. The reason is that the power price during the hours with sun is in general lower than the price before sunrise and after sunset.

So far in 2025 the average wholesale market price for electricity is 15 per cent higher than in 2024.

Risk factors

The Company is exposed to several risk factors. The two main risk factors to the Company are regulatory risk in Italy and legal risk in relation to the outcomes of the litigation processes the company is involved in.

EAM is also exposed to risk related to market power price fluctuations and general technical operational risks. The Company mitigate these risks as far as possible through long-term electricity sales contracts with limited counterparty risk, hands-on operation, and insurance.

EAM's board is responsible for ensuring that the Company has a sound internal control and sufficient systems for risk management. The Company's systems for internal control and procedures for risk management are intended to ensure timely and correct financial reporting, as well as compliance with the legislation and regulations to which the Company is subject.

Follow-up of internal controls relating to financial reporting is undertaken by means of management's day-to-day monitoring, periodic reports to the board and the work of the audit committee.

The board carries out an annual review of the Company's most important areas of exposure to risk and its internal control procedures. In addition, the auditor presents an annual review of the Company's internal control procedures to the audit committee, including the Company's accounting principles, risk areas, internal control routines and proposals for improvement.

The size and activity of the Company does not support the establishment of an internal audit function.

The following is a short description of the main risks for the Company. However, the risks identified should not be construed as an exhaustive list of potential risks to the Company.

Regulatory risk

In 2015 Gestore dei Servizi Energetici GSE S.p.A. conducted a unilateral retroactive reduction of the long-term electricity price regulated by the FIT contracts. It is impossible to hedge against this type of regulatory risk in Italy. The international market for insurance against State Government risk only is possible to achieve for countries classified as "underdeveloped" or "developing" by the United Nations system through the World Bank Group insurance institute MIGA (MIGA underwrite insurance against state confiscation, unlawful punitive taxation etc.). Italy is classified as a developed country, consequently insurance against regulatory risk in Italy is unobtainable.

Litigation risk

The Company is involved in several legal processes where the outcome is unknown. There is a risk that the Company might lose some or all these processes. Additionally, the counter party has the possibility to lodge a counter claim in nearly every such legal processes. It is also a risk that the counterpart is unable and/or unwilling to settle an award in favour or the Company.

Credit risk

Under normal circumstances the risk of credit losses is considered low, since the main contractual counterparty is GSE, a state-owned entity. The Group has not made any set-off or other derivate agreements to reduce the credit risk against GSE.

Asset value risk

EAM has identified no indicators for impairment of the power plants as described in IAS 36 after write-downs conducted in 2015 and the second quarter of 2016. The assumptions used in the impairment test, when there are indicators present, represent business development scenarios EAM finds most likely at the reporting date, although the actual outcome may be materially different due to on-going legal processes.

Liquidity risk to fund the legal strategy

The legal expenses incurred by the Company in conjunction with the litigation processes the Company has been involved in over the years have drained the financial resources of the Company. The Company may be required to raise additional funds to support the litigation activity going forward.

To successfully pursue the legal strategy the Company depends on having sufficient funds and liquidity to provide payment for the legal costs related to the various legal proceedings.

The risk entails that the legal proceedings would stop or be delayed in the event the Company does not have these funds. Consequently, this would jeopardize the Company's legal integrity, stall progress in the legal proceedings or ultimately prevent the Company from reaching the desired outcome. The legal proceedings, in which the Company is involved, are costly and require legal expertise from legal professionals in several countries.

Risk associated with the economic situation in Europe

The Group is to a very little extent been affected by the general economic situation in Europe. However, to the extent the stock market should experience a difficult market situation, this might impede on the Company's ability to raise capital through the stock market.

Increased interest rates impact the group to a certain extent through the external leasing debt.

Corruption of justice

EAM Solar has filed criminal fraud complaints to police authorities in Italy (2014), Luxembourg (2016) and Norway (2018/2019). So far, no investigation of the fraud has been conducted to our knowledge.

There is a risk that courts or legal proceedings are, or could be, influenced to affect or alter court decisions. Observations in the period 2016-2023 may give reason to believe that certain court decisions involving the company have been influenced, although this has not been proven. The company's ability to mitigate this kind of risk is very limited.

Loss of key personnel

In January 2025 EAM established its own internal organization with its own employees. The organization is now quite small but consists of personnel who have many years of experience running the Company. Loss of personnel may pose a risk to the Company's ability to operate and pursue it business objectives.

Health, safety, and the environment

Following the change in legal formation to a limited liability company the regulatory required reporting of environmental, social, and corporate governance data, so-called ESG reporting is significantly reduced for EAM.

EAM now qualifies as a medium sized company in accordance with the Norwegian Accounting Act, section 1-5. The requirement for listed medium sized companies is regulated by the Norwegian Accounting Act section 2-4.

Although the regulatory requirements for reporting on ESG is reduced, EAM is committed to pursue environmental, social and governance practices that supports the trust in the Company, its directors and management, and the way it operates its business.

On employees and management company

In 2024 EAM had no employees. There are therefore no statistics related to health issues, recruiting processes, salaries or working conditions. The board of directors comprised at year end of three male directors.

In 2024 Energeia AS and sub-suppliers provided all administrative, technical, and commercial services. The manager was therefore responsible for meeting the legal requirements related to HSE in the day-to-day operations of the Company.

Environmental impact on the external environment

Solar power plants are a power source that is environmentally superior to fossil fuels with regards to emission of greenhouse gases. The power plants do not expose the environment to any harm, other than by occupying land and possibly altering its visual appearance. EAM's power plants are built with silicon-based solar panels, and the power production facilities produce no harmful waste.

Activities related to the management of the business have no impact on the natural environment apart from effects related to normal office work.

Values and guidelines for business ethics and CSR

Honesty, transparency, and trust are essential to the success of the Company. EAM has been committed to transparency in its management practices, and in the relationship between EAM and Energeia AS. The Company's board of directors have had full access to all information and assistance from the employees of the manager in 2024.

Corporate governance

The objective of EAM's corporate governance is to regulate the roles and responsibilities of shareholders, directors and management as required by legislation and good business practise for a stock listed company. The board of directors is responsible for executing best practice corporate governance and has prepared and approved the Company's policy for corporate governance.

As a limited company listed on the Oslo Stock Exchange. Section 2-9 of Norway's Accounting Act requires the Company to provide an annual statement of its corporate governance principles and practices.

Norwegian Code of Practice for Corporate Governance

The Company follows the recommendations given by the Norwegian Code of Practice for Corporate Governance Issued by the Norwegian Corporate Governance Board to the extent possible.

Adherence to the code is based on the "comply or explain" principle, which means that a company must comply with the recommendations of the code or explain why it has chosen an alternative approach to specific recommendations.

The Oslo Stock Exchange requires listed companies to publish an annual statement of their policy on corporate governance in accordance with the code in force at the time. The rules of continuing obligations of listed companies are available at the home page of Oslo Stock Exchange.

Due to the change in legal formation of the Company from a public limited company (so-called ASA) to a limited liability company (AS), certain recommendations of in the above-mentioned code is not complied with, which is:

1. The entire board of directors acts as the Company's audit committee. The reason is that the board of directors at current only consist of three individuals.
2. The Company's annual general meeting in June 2024 decided that the Company no longer would have a nomination committee. The reason for this change was

partly due to significant changes in the shareholder base as well as change in legal formation.

EAM Solar provides a statement on its principles for corporate governance in its annual report, and this information is also available on its website at www.eamsolar.no.

Equal treatment of shareholders

All the shares in the Company and shareholders have equal rights, including voting rights. Each share carries the right to one vote at the Company's general meeting.

If the board is mandated to buy the Company's own shares and decides to exercise this mandate, the transactions will be conducted through the stock exchange or at prevailing market prices if conducted in any other way.

Transfer of shares

The Company's articles of association place no general restrictions on transfers of the Company's shares.

No provisions in the articles would have the effect of delaying, deferring, or preventing a change of control of the Company, or would require disclosure of a level of ownership above any specified threshold, unless such transaction would be in violation of Norwegian law and in conjunction with criminal activities.

Transfers of shares in the Company do not require the consent of the board. Nor do they trigger any pre-emptive rights for other shareholders.

General meetings

The annual general meeting (AGM) is the Company's highest authority. The board strives to ensure that the AGM is an effective forum for communication between the shareholders and the board, and encourages shareholders to attend.

Preparations for the AGM

The Company's AGM shall be held before 30 June, which is the latest date permitted by Norwegian law. It will approve the annual report and annual accounts, including the distribution of any dividend, election of board and auditor and other matters as may be set out in the notice of the meeting.

The board can convene extraordinary general meetings. It will also convene extraordinary general meeting at the request in writing of the auditor or shareholders representing at least five per cent of the share capital.

Notice of a general meeting will be issued at the latest 14 days before the date of the meeting and will include a proposed agenda. The notice will also be made available on the Company's website.

A shareholder is entitled to submit proposals to be discussed at general meetings provided such proposals are submitted in writing to the board in time for the proposal to be entered in the agenda for the meeting.

Participation in a general meeting

The Company's articles of association do not specify any requirements for giving notice of attending a general meeting.

Shareholders who are unable to attend the meeting are encouraged to appoint a proxy. The arrangements for appointing a proxy allow shareholders to specify how their proxy should vote on each matter to be considered. The Directors are invited to attend the AGM, together with at least one member of the nomination committee and the auditor. The CEO represents the management at the AGM.

Since EAM is a listed Company, it is only shareholders registered in the shareholder registry 5 days prior to the general meeting that has the right to participate and vote in accordance with the Norwegian Public limited liability company act section 5-2.

Agenda and conduct of the AGM

The board decides the agenda for the AGM. The main agenda items are determined by the requirements of the Limited Liability Companies Act and article 9 of the Company's articles of association.

The shareholders may propose a person independent of the Company and the board to chair general meetings.

The board and the chair of the meeting will make appropriate arrangements for the general meeting to vote separately on each candidate nominated for election to the Company's governing bodies.

The minutes of the AGM are published in the form of a stock exchange announcement, and are also made available on the Company's website.

Elections to the board

The general meeting elects the Company's directors. The Company's articles of association provide that the board will have no fewer than minimum three and maximum seven members. In accordance with Norwegian law, the CEO and at least half the directors must be either resident in Norway or citizens of or resident in an EU/EEA country.

Composition of the board

On 31 December 2024, the board of EAM Solar consisted of three directors, all male:

- Viktor Erik Jakobsen, chair
- Pål, Hvammen, non-executive director
- Erik Alexander, non-executive director

The annual general meeting elected Viktor E Jakobsen as chair and Pål Hvammen and Erik Alexander as members of the board on 27 June 2024. The board was elected to serve for a period of one year until the annual general meeting in 2025.

The directors represent varied and broad experience from relevant industries and areas of technical speciality, and contribute knowledge from both Norwegian and international companies.

Independence of the board

The Company chair, Viktor E Jakobsen, was CEO of the manager Energeia AS until January 2025 and may not be considered as a completely independent until this point in time.

Board's duties and responsibility

The board has the ultimate responsibility for managing the Company and for supervising management and make strategic decisions. This includes participating in the development and approval of the Company's strategy, performing necessary monitoring functions, including supervision, to ensure that the Company manages its business and assets and carries out risk management in a prudent and satisfactory manner, and acting as an advisory body for the manager.

In 2024 the Company CEO was proposed by the manager Energeia under the management agreement. Due to the termination of the management agreement, the Board appointed Mr. Erik B Reisenfeld as the Company's CEO effective from January 2025.

The board of directors ensures that its members and executive personnel make the Company aware of any material interests that they may have in items which are considered by the board.

Mandate for the board

In accordance with the provisions of Norwegian company law, the terms of reference for the board are set out in a formal mandate that includes specific rules and guidelines on the work of the board and decision-making. The chair is responsible for ensuring that the work of the board is carried out in an effective and proper manner in accordance with legislation.

Mandate for the CEO

The at any time appointed CEO of the Company is responsible for executive management and day-to-day operations of the Company.

Financial reporting

The board receives periodic reports on the Company's commercial and financial status. The Company follows the timetable laid down by the Oslo Stock Exchange for the publication of interim and annual reports.

Board meetings

The board holds regular meetings each year. Extraordinary board meetings are held when required to consider matters that cannot wait until the next regular meeting. In 2024 the board of directors met on several occasions, either in person, by videoconference or by circulation.

Audit committee

The entire board acts as the Company's audit committee. None of the members of the committee are employees of the Company. The audit committee will not make any decisions on behalf of the board since it effectively is the board.

Remuneration of the board of directors

The AGM determines the board's remuneration. Remuneration of directors shall be reasonable and based on the board's responsibilities, work, the time invested and the complexity of the enterprise. Compensation will be a fixed annual amount. The chair receives a higher compensation than the other directors.

The board will be informed if individual directors perform other tasks for the Company beyond their normal role as directors of the Company. To the extent such work justifies an additional remuneration beyond the annual fixed board fee, such remuneration shall be approved by the Company's general meeting. The Company's annual accounts provide information about the board's compensation.

The AGM in June 2024 There is no share options issued to members of the board of directors.

Remuneration of the manager and the CEO

In 2024, under the management agreement, the appointed CEO from the management company receives no remuneration from the Company, but is remunerated by the manager, Energeia AS.

Energeia invoiced all billable hours at a predetermined rate for each individual working on the managing EAM. Out-of-pocket expenses will be billed separately at cost. The hourly rate per consultant was adjusted regularly in conjunction with the annual budget approval process in EAM Solar.

The management agreement was entered into for an initial minimum term of 10 years in 2011. After the initial term, both parties could terminate the management agreement by giving 12 months' notice, with effect at the earliest from 2021.

Energeia gave notice in May 2024 of termination of the management agreement. Initial end would be in May 2025. However, the management performed by the Energeia group ended in its entirety in March 2025.

Information and communications

The Company strives to publish relevant information continuously to the market in a timely, effective, and non-discriminatory manner, and considers it important to inform shareholders and investors about the Company's commercial and financial performance. All stock exchange announcements are made available both on the Company's website and on the Oslo Stock Exchange news website.

Financial reports

EAM published its fourth quarter 2024 financial report on the 28th of February 2025.

The general financial reporting cycle of the Company is publishing of the annual report, including approved and final financial statements and the directors' report, at the end of April as required by the Securities Trading Act. This is a requirement if the Company's shares are listed on Oslo Stock Exchange Euronext Expand.

The complete annual report and financial statements are made available to shareholders no later than two weeks prior to the AGM.

Quarterly interim reports are published within eight weeks of the end of the quarter. The Company's financial calendar for the coming year is published as a stock exchange announcement and made available on the Company's website and on the Oslo Stock Exchange website in accordance with the continuing obligations for companies listed on the Oslo Stock Exchange.

Other market information

EAM may give open presentations in conjunction with the publication of the Company's interim results. At these presentations, the manager will review and comment on the published results, market conditions and the company's prospects.

Communication with shareholders

The manager gives high priority to communication with shareholders and investors.

Take-overs

The board follows the principle of non-discrimination of shareholders. In the event of a take-over, the board undertakes to act in a professional manner and in accordance with applicable legislation and regulations.

Auditor

EAM is audited by RSM Norge AS, Norway. The auditor presents a plan annually to the board for the audit work and confirms that the auditor satisfies established requirements for independence and objectivity.

In connection with the auditor's presentation of the annual work plan to the board, the board will specifically consider whether the auditor also exercises a satisfactory control function. The auditor attends board meetings that deal with the annual accounts and presents a review of the Company's internal control procedures to the audit committee, including the Company's accounting principles, risk areas, internal control routines and so forth, and proposals for improvement.

The board has established guidelines on the use of the auditor by the Company's executive management for services other than auditing. The board reports the remuneration paid to the auditor to the AGM, including details of fees paid for audit work and for other specific assignments.

Related parties

In 2024, Energeia AS was the manager of EAM. Energeia AS in Norway and Italy employed or subcontracted all the personnel conducting the technical and administrative services for EAM. At the beginning of the year, Energeia owned 9.5 per cent of the shares in EAM. Following sales of shares in 2024, Energeia was no longer a shareholder by the end of the year.

The Energeia group remuneration for management of EAM in 2024 was in total EUR 755 thousand. The remuneration was related to costs of operations, SG&A, and legal and litigation work in conjunction with the P31 Acquisition fraud.

Presentation of the financial statements

Pursuant to Section 4-5 of the Norwegian Accounting Act, the board of directors of EAM confirms that the financial statements have been prepared under the assumption that the enterprise is a going concern.

We confirm, to our best knowledge that the financial statements for the period 1 January to 31 December 2024 have been prepared in accordance with current applicable accounting standards and give a true and fair view of the assets, financial position and profit or loss of the entity and the Group taken as a whole. We also confirm that the board of directors' Report includes a true and fair view of the development and performance of the business and the position of the entity and the Group, together with a description of the principal risks and uncertainties.

Oslo, 22 May 2025

Viktor E Jakobsen	Pål Hvammen	Erik Alexander	Erik B Reisenfeld
Chair	Board member	Board member	CEO

CONSOLIDATED FINANCIAL STATEMENT

Consolidated statement of profit or loss

EUR	Note	2024	2023
Revenues	11	**1 506 918**	**992 716**
Cost of operations	11	-218 461	-237 408
Sales, general and administration expenses	11	-906 880	-743 296
Legal costs	8,11	-1 526 555	-968 405
Non-recurring items	11	-48 700	-14 367
EBITDA		**-1 193 678**	**-970 760**
Depreciation, amortizations and impairment	13	-564 882	-564 108
EBIT		**-1 758 561**	**-1 534 869**
Finance income	9	923 437	1 404 806
Finance costs	9	-547 618	-820 867
Profit before tax		**-1 382 742**	**-950 929**
Income tax gain/(expense)		66 421	-260 378
Profit after tax		**-1 316 321**	**-1 211 308**

Consolidated statement comprehensive income

EUR	Note	2024	2023
Other comprehensive income			
Translation differences		-541 951	-896 286
Other comprehensive income net of tax		**-541 951**	**-896 286**
Total comprehensive income		**-1 858 272**	**-2 107 594**
Profit for the year attributable to:			
Equity holders of the parent company		-1 316 321	-1 211 308
Equity holders of the parent company		**-1 316 321**	**-1 211 308**
Total comprehensive income attributable to:			
Equity holders of the parent company		-1 858 272	-2 107 594
Equity holders of the parent company		**-1 858 272**	**-2 107 594**
Earnings per share:			
Continued operation			
- Basic		-0,050	-0,18
- Diluted		-0,050	-0,18

Alternative performance measure (APM): The Group does not make use of APMs, but focus its financial reporting on earnings before interest, taxes, depreciation, and amortisation (EBITDA) and earnings before interest and taxes (EBIT).

Consolidated statement of financial position

EUR	Note	2024	2023
ASSETS			
Property, plant and equipment	13	4 872 162	5 429 870
Intangible assets	21	7 701	8 401
Other long term assets		229 835	200 290
Deferred tax assets	4	29 461	40 002
Non-current assets		**5 139 159**	**5 678 563**
Current assets			
Trade and other receivables	8,17	5 368 642	1 733 201
Other current assets		548 819	649 876
Cash and cash equivalents	18	1 095 326	391 720
Current assets		**7 012 788**	**2 774 798**
TOTAL ASSETS		**12 151 947**	**8 453 361**
EQUITY AND LIABILITIES			
Equity			
Paid in capital			
Issued capital	19	3 569 935	8 126 110
Share premium		28 126 436	27 603 876
Paid in capital		**31 696 371**	**35 729 986**
Other equity			
Translation differences		-9 253 132	-8 711 181
Other equity		-21 350 610	-25 260 400
Other equity		**-30 603 742**	**-33 971 581**
Total equity		**1 092 628**	**1 758 405**
Non-current liabilities			
Leasing liabilities	20	2 408 544	2 886 601
Deferred tax liabilities		979 437	974 368
Other non current liabilities	4,8	4 739 908	343 887
Total non-current liabilities		**8 127 890**	**4 204 856**
Current liabilities			
Leasing	20	477 842	453 731
Trade and other payables	20	2 453 588	2 035 127
Tax payables		0	1 242
Total current liabilities		**2 931 430**	**2 490 100**
Total liabilities		**11 059 320**	**6 694 956**
TOTAL EQUITY AND LIABILITIES		**12 151 949**	**8 453 361**

22 May 2025

Viktor E Jakobsen	Pål Hvammen	Erik Alexander	Erik B Reisenfeld
Chair	Board member	Board member	CEO

Consolidated cash flow statement

EUR	Note	2024	2023
Cash flow from operations			
Cash receipts		1 896 865	1 234 003
Cash paid to suppliers and services		-1 021 754	-970 071
Legal cash expences		-726 034	-948 844
Financial cash income		3 796	216 205
Financial cash costs		-274 743	-330 642
Taxes paid		-54 930	-54 347
Other cash items		115 844	207 704
Net cash flow from operations		**-60 955**	**-645 992**
Cash flow from investments			
Net cash flow from investments		**0**	**0**
Cash flow from financing			
Repayment of long term loans		-453 432	-426 685
Proceeds from issuance of equity		1 217 992	0
Net cash flow from financing		**764 560**	**-426 685**
Net change in cash and cash equivalents		703 606	-1 072 677
Cash and cash equivalents at the beginning of the period		391 720	1 464 397
Cash and cash equivalents at the end of the period	**18**	**1 095 326**	**391 720**

The cash flow is based on a direct cash flow from cash balances and operations.

Consolidated statement of changes in equity

EUR	Share capital	Share premium fund	Other equity	Translation difference	Total equity
Equity as at 1 January 2023	**8 126 110**	**27 603 876**	**-24 049 092**	**-7 814 895**	**3 865 999**
Profit (loss) After tax			-1 211 308		-1 211 308
Other comprehensive income				-896 286	-896 286
Equity as at 31 December 2023	**8 126 110**	**27 603 876**	**-25 260 400**	**-8 711 181**	**1 758 405**
Equity as at 1 January 2024	**8 126 110**	**27 603 876**	**-25 260 400**	**-8 711 181**	**1 758 405**
Profit (loss) After tax			-1 316 321		-1 316 321
Write down of share capital	-5 278 601		5 278 601		0
Change in nominal value	-522 560	522 560			0
Issue of new shares	1 244 985		-52 490		1 192 495
Other comprehensive income				-541 951	-541 951
Equity as at 31 Desember 2024	**3 569 935**	**28 126 436**	**-21 350 610**	**-9 253 132**	**1 092 628**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Summary of significant accounting policies

The consolidated financial statements of the EAM Solar Group (EAM, Company or Group) for the year ending 31 December 2024 were authorised for issuance by the board on 22 May 2025.

EAM Solar AS is a limited liability company, incorporated and domiciled in Norway, with registered office at Karenslyst Allé 10, NO-0278 Oslo, Norway.

The Company was founded on 5 January 2011 and listed on the Oslo Stock Exchange under the ticker "EAM" in 2013. EAM Solar AS is the parent company of the Group. The primary business activity of EAM is to own solar photovoltaic power plants and sell electricity under long-term fixed price sales contracts, and to pursue legal proceedings to restore company values.

EAM was structured to create a steady long-term dividend yield for its shareholders. Following the P31 Acquisition, the main value of EAM is dependent on the future outcome of litigation activities.

EAM currently owns 4 photovoltaic power plants through a holding company and 2 subsidiaries in Italy. The Company had no employees at year end 2024.

1.1 Basis for preparation of the financial statement

The EAM Group's consolidated financial statements have been prepared in accordance with IFRS Accounting standards as adopted by the EU and mandatory for financial years beginning on or after 1 January 2024.

The consolidated financial statements are based on historical cost. The consolidated financial statements have been prepared based on uniform accounting principles for similar transactions and events under similar circumstances.

The Group's presentation currency is Euro (EUR) and the parent company's functional currency is Norwegian Krone (NOK). Most of the Group's revenue and cost are in Euro, thus the group accounts are presented in Euro. Balance sheet items in the Group companies with a functional currency other than EUR are converted to Euro by applying the currency rate applicable on the balance sheet date. Currency translation differences are booked against other comprehensive income. Income statement items are converted by applying the average currency rate for the period.

The financial statements and figures presented in the directors' report are prepared under the assumption of going concern. The reason for preparing the financial statements as going concern is due to the board's opinion that the Group has sufficient liquidity for the next twelve months. The board are placing all their effort into operating the Company in a prudent manner, pending the legal proceedings that is expected to ultimately solve the situation for EAM.

1.2 Consolidation principles

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries on 31 December 2024.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealised gains, and losses resulting from intragroup transactions and dividends are eliminated in full.

The acquisition method is applied when accounting for business combinations. A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary.
- Derecognises the carrying amount of any non-controlling interest.
- Derecognises the cumulative transaction differences recorded in equity.
- Recognises the fair value of any investment retained.
- Recognises any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

1.3 Use of estimates in the financial statements

Estimates and assumptions that affects assets, liabilities, incomes, expenses, deferred tax asset and information on potential liabilities have been used in the accounts.

Future events may lead to estimates being changed and estimates and their underlying assumptions are reviewed on a regular basis. Changes in accounting estimates are recognised during the period when the changes take place. If the changes also apply to future periods, the effect is accounted for prospectively. See also note 4.

1.4 Foreign currency

The Group's consolidated financial statements are presented in EUR. Each entity in the Group determines its own functional currency, and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currency

Transactions in foreign currency are translated at the rate applicable on the transaction date. Monetary items in a foreign currency are translated into the functional currency using the exchange rate applicable at the end of the reporting period.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchanges at the date when the fair value is determined. Change in exchange rates are recognised in the statement of comprehensive income as they occur during the accounting period.

Foreign operations

On consolidation, the assets, and liabilities of operations with a functional currency other than the EUR are translated to EUR at the rate of exchange prevailing at the reporting date and their statements of comprehensive income are translated at exchange rates prevailing at the dates of the transactions.

The average exchange rates are used as an approximation of the transaction exchange rate. The exchange differences arising on translation for consolidation are recognised in other comprehensive income. On disposal of a foreign operation, the accumulated translation differences relating to the subsidiary are recognised in the statement of comprehensive income.

Translation differences arising from the translation of a net investment in foreign operations are specified as translation differences in the statement of equity.

1.5 Revenue recognition

Revenue is recognized when a customer obtains control of the goods or services.

Sale of solar power

EAM owns and operates four solar power plants in Italy, which generate electricity. Revenue from the sale of electricity is recognised in the statement of income once delivery has taken place and the risk and return have been transferred.

All EAM's electricity sales are made under 20-year sale agreements under the feed-in-tariff (FIT) scheme with the Italian renewable energy authority Gestore Servizi Energetici (GSE) as commercial counterparty.

In 2024 the FIT revenues accounted for approximately 65 per cent and market price revenue accounted for approximately 33 per cent of the revenue. Market price contracts are renewed yearly.

Interest income

For all financial instruments measured at amortised cost, interest income or expense is recorded using the effective interest rate (EIR), which is the rate which exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Interest income is included in finance income in the statement of comprehensive income.

1.6 Segments

The Group owns and operates four solar PV power plants in Italy as of year-end 2024 and thus only one segment both geographically and nature wise. Further information relating to segments is presented in note 11.

1.7 Income tax

Income tax consists of tax payable and changes to deferred tax. Deferred tax liability/tax asset is calculated on all differences between the carrying and tax value of assets and liabilities, except for temporary differences related to investments in subsidiaries where the Group controls when the temporary differences are to be reversed and this is not expected to take place in the foreseeable future.

Deferred tax assets are recognised when it is probable that the company will have a sufficient profit for tax purposes in subsequent periods to utilise the deferred tax asset. The companies recognise previously unrecognised deferred tax assets to the extent it has become probable that the company can utilise the deferred tax asset. Similarly, the company will reduce a deferred tax asset to the extent that the company no longer regards it as probable that it can utilise the deferred tax asset.

Deferred tax liability and deferred tax asset are measured based on the expected future tax rates applicable to the companies in the Group where temporary differences have arisen.

Deferred tax liability and deferred tax asset are recognised at their nominal value and classified as non-current asset investments (long-term liabilities) in the balance sheet. Tax payable and deferred tax are recognised directly in equity to the extent that they relate to equity transactions.

1.8 Property, plant, and equipment

All property, plant, and equipment (including solar power plants) are valued at their cost less accumulated depreciation and impairment. When assets are sold or disposed of, the carrying amount is derecognised and any gain or loss is recognised in the statement of comprehensive income.

The cost of tangible non-current assets is the purchase price, including taxes/duties and costs directly linked to preparing the asset for its intended use. Costs incurred after the asset is in use, such as regular maintenance costs, are recognised in the statement of comprehensive income as incurred, while other costs expected to provide future financial benefits are capitalised.

Depreciation is calculated using the straight-line method over the following useful lives:

- Modules, and cable connectors 20 years
- Land lease rights 25 years

The depreciation period and method are assessed each year. A residual value is estimated at each year-end, and changes to the estimated residual value are recognised as a change in an estimate.

1.9 Leases

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index, or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

1.10 Classification and measurement of financial assets and liabilities

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 60 days for the feed-in-tariff contracts, and 15 days for the market price contracts.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

1.11 Cash and cash equivalents

Cash includes cash in hand, at the bank or cash seized by the Prosecutors Office of Milan. Cash equivalents are short-term liquid investments which can be immediately converted into a known amount of cash and have a maximum term to maturity of three months.

1.12 Equity

Transaction costs directly related to an equity transaction are recognised directly in equity after deducting tax expenses.

1.13 Provisions

A provision is recognised when the Group has an obligation (legal or constructive) because of a previous event, it is probable (more likely than not) that a financial settlement will take place because of this obligation, and the size of the amount can be measured reliably. If the effect is considerable, the provision is calculated by discounting estimated future cash flows using a discount rate before tax which reflects the market's pricing of the time value of money and, if relevant, risks specifically linked to the obligation.

Restructuring provisions are recognised when the Group has approved a detailed, formal restructuring plan and the restructuring has either started or been publicly announced.

Provisions for loss-making contracts are recognised when the Group's estimated revenues from a contract are lower than unavoidable costs that were incurred to meet the obligations pursuant to the contract.

1.14 Contingent liabilities and assets

Contingent liabilities are not recognised in the annual accounts. Significant contingent liabilities are disclosed, except for contingent liabilities that are unlikely to be incurred.

Contingent assets are not recognised in the annual accounts but are disclosed if there is a certain probability that a benefit will be added to the Group.

1.15 Current/non-current classification

Assets and liabilities are presented based on current and non-current classification.

An asset is classified as current when it is expected to be sold or utilised or sold in the consolidated entity's normal operating cycle, or within 12 months after the reporting period, all other assets are classified as non-current.

A liability is classified as current when it is expected to be paid in the consolidated entity's normal operating cycle or within 12 months after the reporting period, all other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

1.17 Earnings per share

Earnings per share are calculated by dividing the majority shareholders' share of the profit/loss for the period by the weighted average number of ordinary shares outstanding over the course of the period. When calculating diluted earnings per share, the average number of shares outstanding is adjusted for all share options that have a potential dilutive effect. Options that have a dilutive effect are treated as shares from the date they are issued.

1.18 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

1.19 Events after the reporting period

New information on the Company's financial position at the end of the reporting period, which becomes known after the reporting period, is recorded in the annual accounts. Events after the reporting period which do not affect the Company's financial position at the end of the reporting period, but which will affect the Company's financial position in the future are disclosed if significant. See note 22.

1.20 Application of new IFRS requirements

For the preparation of these consolidated financial statements, no new standards were adopted from 1 January 2024.

1.21 New standards and interpretations not yet adopted

IFRS 18 was adopted in 2024, and will apply to future reporting periods:

IFRS 18 Presentation and Disclosure in Financial Statements is effective for periods beginning on or after 1 January 2027. IFRS 18 will replace IAS 1 Presentation of Financial Statements, and introduce new requirements to help achieve comparability across companies. Although IFRS 18 will not affect the recognition or measurement of items in the financial statements, changes are expected to be made to the Group's presentation of the Consolidated statement of comprehensive income.

Management is currently assessing the detailed implications of applying the new standard to the Group's consolidated financial statements.

Note 3: List of subsidiaries

The following subsidiaries are included in the consolidated financial statements. All subsidiaries are based in Italy and have their registered office at Piazza Cinque Giornate 10, 20129 Milano, Italy.

Company (EURm)	Assets	Equity & group loans	EBITDA 2024
EAM Solar Italy Holding s.r.l.	11,23	10,81	-0,604
Ens Solar One s.r.l.	7,31	2,95	0,572
Energia Fotovoltaica 25 s.r.l.	2,23	1,79	0,347

EAM Solar Italy holding is owned 100% by EAM Solar AS. ENS1 is owned by EAM Solar Italy Holding 100% and ENFO 25 is owned 100% by ENS1. All loans identified as group loans are from the shareholder (owning company).

Note 4: Significant accounting judgements, estimates, assumptions, and comparable figures

In the process of applying the Group's accounting policies in accordance to IFRS, management has made several judgements and estimates. All estimates are assessed to the most probable outcome based on the management's best knowledge. Changes in key assumptions may have significant effect and may cause material adjustments to the carrying amounts of assets and liabilities, equity, and the profit for the year. The Company's most important accounting estimates are the following items:

Revenue and receivables

The Group has receivables against various parties including the Italian state and companies involved in the criminal proceedings in Milano. It is uncertainty regarding the willingness or ability for these parties to pay. To the extent the Company or its subsidiary is aware of any doubt in the likelihood of collecting such receivable a provision has been made. Significant judgement is required in estimating the soundness of such receivable.

In the consolidated annual accounts for the Group in 2023 the receivables and associated revenues from the FIT contract of the subsidiary ENFO25 was written down. However, in 2024 the Group came to an agreement with GSE to reinstate the FIT payment with a 18% discount from the start of the FIT contract in 2012. Consequently, FIT revenues for ENFO25 have been recognised in the 2024 accounts. The calculated net receivable position towards GSE has also been recognized after the calculation of total net in favour of ENFO25. The Revenues for 2023 has not been restated.

Tax assets

The Group has recognised deferred tax asset because it is considered that it is probable that future taxable amounts will be available to utilise those temporary differences. If such assumption proves to be incorrect the tax can be lost partly or in its entirety. Total recognised tax asset at the reporting date is EUR 96 269.

Provisions for court decision in Milan Arbitration Court and the Court of Brescia

Provisions have been made in the annual accounts related to the court decisions in Arbitration Court and the Court of Brescia.

According to the two court decisions, the Arbitration court impacts the year result of EAM Solar AS with a positive net amount of EUR 3 436 682, while the Brescia Court decision represents a preliminary negative contingent liability of EUR 4 393 821. The net negative provision recognised in the annual accounts for 2024 is therefore assessed to EUR 957 139 and proposed booked under the item litigation costs.

The arbitration court decision is recognised in the balance sheet as a payable, and the Brescia Court decision is recognised in the balance sheet as a long-term liability due to the forthcoming appeal procedure. See note 20 and 22 for further details.

Note 5: Specification of auditor's fee

VAT is not included in the fees specified below.

Specification auditors fee	2024	2023
Statutory audit	62 263	79 456
Other servcies	7 290	6 398
Total auditors fees	**69 553**	**85 854**

Note 6: Remuneration to board and nomination committee

Board remuneration

The board of directors at year-end 2024 consisted of Viktor Erik Jakobsen (chair), Pål Hvammen (non-executive director) and Erik Alexander (non-executive director).

At the beginning of the year the board consisted of Viktor E. Jakobsen (Chair), Stephan Lange Jervell and Gro Hvammen. In an extraordinary general meeting 10 of May, Stepan Jervell and Gro Hvammen were replaced by Pål Hvammen and Elisabeth Dragseth.

The annual general meeting (AGM) on 27 June 2024 elected a board consisting of Viktor E Jakobsen (Chair) and Pål Hvammen and Erik Alexander. The term is until the AGM in May 2025.

The chair of the Board receives an annual remuneration of NOK 490 000. Directors elected in the AGM of 2023 received an annual remuneration of NOK 300 000. Directors elected in the 2024 AGM receives an annual remuneration of NOK 200 000. Remuneration is reduced pro rata if the term served on the board of directors is less than 12 months.

Nomination committee remuneration

The Company elected a nomination committee in the AGM in 2023. The nomination committee served until the AGM in June 2024, whereby the AGM decided that the Company no longer would have a nomination committee.

The Nomination committee 2023/2024 consisted of Leiv Askvig (chair), Nils Erling Ødegaard and Georg Johan Espe (member).

The remuneration for the nomination committee members was NOK 26 500 for the Chair and NOK 16 000 for members.

Note 7: Management costs

The Energeia group conducted the management of EAM in 2024. No employee of the manager receives any direct remuneration or financial benefits from the EAM group.

Energeia AS owned 9.5 per cent of the shares in EAM at the beginning of the 2024 but sold all their shares during 2024. Consequently, the Energeia Group was no longer classified as a related party at the end of 2024.

Energeia group employs or subcontracts all the personnel in Norway and Italy to conducting technical and administrative services for EAM.

In 2024 Energeia direct costs of the management of EAM was EUR 755 607, of which EUR 147 909 was related to litigation costs. All transactions have been carried out as part of the ordinary operations and at arms-length prices. The cost of the services is based on agreed upon hourly rates for the services delivered and the hours registered for the various services delivered.

Note 8: Provisions for court decisions

Provisions have been made in the annual accounts related to the court decisions in Arbitration Court and the Court of Brescia.

According to the two court decisions, the Arbitration court impacts the year result of EAM Solar AS with a positive net amount of EUR 3 436 682, while the Brescia Court decision represents a preliminary negative contingent liability of EUR 4 393 821. The net negative provision recognised in the annual accounts for 2024 is therefore assessed to EUR 957 139 booked under the item litigation costs.

The arbitration court decision is recognised in the balance sheet as a payable, and the Brescia Court decision is recognised in the balance sheet as a long-term liability due to the forthcoming appeal procedure.

The Arbitration decision in Milano of the 24th of February 2024.

Following the decision by the Arbitration Court of Milan in the proceedings between Aveleos SA and EAM Solar ASA, the Arbitration Court decided that the parties had mutual financial obligations towards each other under the SPA of 2013 with amendments in 2014.

The Arbitration Court awarded EAM EUR 2 290 216 with interest starting in September 2016. The amount runs at an annual interest of 12,5% in 2024. At year end the amount owed by Aveleos to EAM is EUR 4 674 368.

The arbitration court awarded Aveleos EUR 771 206 with interest starting in April 2015. The amount runs at an annual interest of 10% in 2024.

At year end 2024 the net amount owed by Aveleos in favour of EAM is EUR 3 436 682. The net amount is due and payable and is enforceable. Aveleos has appealed certain elements in the Arbitration decision to the civil Appeal Court in Milan. However, this does not change the enforceability of the arbitration award in accordance with the legal assessment given by EAM's legal counsel.

The Brescia court decision of the 4th of January 2025.

Following a lengthy court proceeding in the civil Court of Brescia, whereby UBI Leasing claimed payment under patronage letters signed by EAM Solar ASA in 2014 in conjunction with the purchase of the shares in two single purposes vehicles (ESGI & ESGP) which leased solar PV power plants from UBI Leasing, the Court of Brescia decided that EAM should pay UBI Leasing an amount of EUR 4 393 821 plus interest and fees.

The claim from UBI stems from anticipated losses of leasing obligations in the SPV's ESGP and ESGI, which are party to the criminal proceedings in Milan for subsidy fraud.

The Court decision is not final and may be appealed to a higher court. An appeal procedure is assumed to take approximately two years from commencement of proceedings. The outcome of these proceedings is also believed to be contingent of the expected court decision in the Italian Supreme court decision on the appeal of the Milan Criminal Appeal court decision of the 4th of July 2024. The Supreme Court has now set a date for the expected only hearing in the Supreme Court proceedings to the 17th of June 2025.

Note 9: Financial income and expenses

The average NOK/EUR exchange rate used for 2024 is EUR/NOK 11.628 (2023: 11.4206). The NOK/EUR exchange rate used on 31 December 2024 is 11,795 (2023: 11.2405).

Financial income	**2024**	**2023**
Interest income	4 195	10 857
Foreign exchange gain	914 282	1 393 949
Other financial income	4 960	0
Total financial income	**923 437**	**1 404 806**

Financial expenses	**2024**	**2023**
Interest expense	-245 211	-267 068
Foreign exchange losses	-295 238	-550 282
Other financial expenses	-7 169	-3 516
Total financial expenses	**-547 618**	**-820 866**
Net financial income (expenses)	**375 819**	**583 940**

Note 10: Income tax

The basis for the recognition a deferred tax asset is forecasted results in the operating segments. There are no expiry dates on any of the losses carried forward. Property tax payable is expensed as an operating expense under SG&A.

Income tax expense	**2024**	**2023**
Current taxes	-3 146	-25 816
Changes in deferred taxes	69 567	-242 626
Correction for previous years tax	0	8 064
Total income tax expense	**66 421**	**-260 376**
Income tax net income	**66 421**	-260 376
Income tax other comprehensive income	**0**	0
Total income tax expense	**66 421**	**-260 376**

Tax payable	**2024**	**2023**
Tax payable for the year	0	25 816
Prepayed tax	0	-24 574
Total payable tax	**0**	**1 242**

Temporary differences Norway	**2024**	**2023**
Long-term receivables in foreign currency	-1 958 168	-1 067 833
Receivables	-3 436 682	0
Provisions	4 393 821	0
Intercompany interest	-6 529 583	-5 989 196
Total temporary differences	**-7 530 612**	**-7 057 029**
Tax losses carried forward	1 068 397	722 429
Basis for deferred tax	**-6 462 215**	**-6 334 600**
Deferred tax	**-979 437**	**-974 368**

Temporary differences Italy	**2024**	**2023**
Tangible assets	51 623	51 623
Leasing	71 131	115 050
Total temporary differences	**122 754**	**166 673**
Tax losses carried forward	16 313 816	16 313 816
Tax losses not recognised as asset	-16 313 816	-16 313 816
Basis for deferred tax asset	**122 754**	**166 673**
Deferred tax asset	**29 461**	**40 002**

Tax expense reconciliation	**2024**	**2023**
Profit before tax	**-1 382 741**	**-950 929**
Corporation tax charge thereon at 22%	-304 203	-208 378
Adjusted for the effects of:		
Expenses not tax deductible	413 396	203 359
Change in temporary differences	16 603	-201 532
Different tax rates in foreign jurisdictions	-462 937	-657 312
Change in tax loss not carried forward	220 614	988 486
Withholding tax intercompany interest	182 949	143 820
Adjustments to tax previous periods	0	-8 064
Other minor items	0	-2
Income tax expense for the year	**66 421**	**260 376**
Effective tax rate	*-5 %*	*-27 %*

Note 11: Segment information

The Group owned and operated four solar PV power plants in Italy in 2024 through the subsidiaries ENS1 and ENFO25.

EUR 832 thousand (2023: EUR 602 thousand) of the Group's external revenue in 2024 derived from sale of electricity to the Italian state (GSE) under the FIT contracts.

EUR 419 thousand (2023: EUR 474 thousand) of the Group's external revenues in 2024 derived from sales to an international commodities trading house for the market price contracts.

Ordinary operations of Solar PV power plants are profitable and services the financial lease obligations of the power plants. The main cost item of the Group in 2024 is related to litigation processes.

EUR	Group	ENS1 & ENFO25	Other & Elimination
Revenues	**1 506 918**	**1 506 918**	**0**
FIT revenues	1 055 810	1 055 810	0
Market revenues	419 624	419 624	0
Other revenues	31 483	31 483	0
Cost of operations	**-218 461**	**-189 792**	**-28 669**
Land rent	0	0	0
Insurance	-68 697	-40 028	-28 669
Operation & Maintenance	-144 096	-144 096	0
Other operations costs	-5 669	-5 669	0
EBITDA operations	**1 288 457**	**1 317 126**	**-28 669**
SG&A	**-906 880**	**-342 903**	**-563 978**
Accounting & audit	-90 344	-24 373	-65 970
IMU tax	-12 898	-12 898	0
Energeia mngt.	-607 697	-156 010	-451 687
Other administrative costs	-195 942	-149 621	-46 320
Legal costs	**-1 575 255**	**-55 377**	**-1 519 878**
Legal costs	-1 378 646	-6 677	-1 371 969
Energeia legal costs	-147 909	0	-147 909
Other non-recurring items	-48 700	-48 700	0
EBITDA	**-1 193 678**	**918 847**	**-2 112 525**
Depreciation	-564 882	-564 882	0
EBIT	**-1 758 561**	**353 964**	**-2 112 525**

ENFO25 has booked a one-off cost of EUR 609 thousand relating to the reinstatement of the FIT contract. The cost is the calculation of the net position towards GSE due to a reduced FIT tariff from the start of the FIT contract in 2012 because of the agreed amnesty.

Note 12: Earnings per share

The fully diluted earnings per share in 2024 was NOK -0.05.

Earnings per share is calculated as the ratio of the profit for the year due to the shareholders of the parent company, divided by the weighted average number of ordinary shares outstanding.

In the beginning of 2024, the Company had 6 852 210 shares outstanding. At the end of 2024 the company had 152 994 784 shares outstanding following the November equity rights issue. The average number of shares outstanding was 26 579 445.

However, due to the large increase in number of shares the earnings per share for the full year is based on the fully diluted number of shares at year end.

Note 13: Property, plant, and equipment

Economic life of 20- 25 years and straight-line depreciation. Solar power plants under lease include a plot of land, that is not being depreciated since the land has an unlimited useful life.

2024	Solar power plants	Solar power plants under lease	Leashold improvements	Total
Carrying value 1 January 2024	1 244 269	3 929 529	256 072	5 429 871
Additions	0	0	7 173	7 173
Effect of IFRS 16				0
Depreciation	-114 373	-450 510	0	-564 882
Disposals				0
Currency translation effect				0
Carrying value 31 December 2024	**1 129 897**	**3 479 020**	**263 246**	**4 872 162**

2023	Solar power plants	Solar power plants under lease	Leashold improvements	Total
Carrying value 1 January 2023	1 356 652	4 342 529	288 800	5 987 981
Additions	1 750	0	3 550	5 300
Effect of IFRS 16				0
Write downs				0
Depreciation	-114 133	-412 999	-36 277	-563 409
Disposals				0
Currency translation effect				0
Carrying value 31 December 2023	**1 244 269**	**3 929 529**	**256 072**	**5 429 871**

Note 14: Equipment leasing commitments

EUR	Total	Instalment	Interest
2025	**608 466**	**473 272**	**135 194**
2026	608 466	498 440	110 026
2027	608 466	524 946	83 520
2028	608 466	552 861	55 604
2029	608 466	582 262	26 204
After 2029	188 918	186 767	2 151
Total	**3 231 246**	**2 818 547**	**412 698**

Note 15: Other contractual obligations

The Group has the following contractual obligations not recognized in the balance sheet relating to operations and maintenance, and insurance for ENS 1 and ENFO 25 (All amounts are undiscounted).

EUR	Total	Insurance	O&M contract
2025	**92 228**	**40 000**	**52 228**
2026	92 228	40 000	52 228
2027	92 228	40 000	52 228
2028	92 228	40 000	52 228
2029	92 228	40 000	52 228
After 2029	92 228	40 000	52 228
Total	**553 368**	**240 000**	**313 368**

Note 16: Financial risk management

Regulatory risk

The largest risk to the Company's operations and profitability are regulatory risk relating to changes in agreements, taxation or operational regulations made by the State of Italy. This risk is difficult to hedge against apart from securing that operations always follow the prevailing rules and regulations.

Financial risk

The Group has different financial instruments; a) trade and other receivables and trade accounts payable and b) leasing.

Credit risk

Under normal circumstances the risk for losses is low, as the counterpart is the Italian state. In the annual accounts for 2023 the unpaid FIT amounts by GSE relating to the power plant owned by ENFO 25 was written down. In the annual accounts this has been reversed since the FIT contract for ENFO 25 was reinstated and the net unpaid amount for previous years electricity delivered was reimbursed in December 2024.

Interest-rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relate primarily to the Group's debt with floating interest rates.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Groups approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Groups reputation. Surplus liquidity is primarily placed on a bank deposit account (see also note 23).

Capital structure and equity

The primary focus of the Group's capital management is to ensure that it maintains an acceptable capital ratio to support its business operations and the ongoing legal proceedings. The financial statement is prepared based on going concern. There is uncertainty relating to ongoing legal proceedings in 2025 whether the Group has sufficient liquidity for the next 12 months to fund litigation costs (see also note 23).

Risk associated with the economic situation in Europe

The Group is to a very little extent been affected by the general economic situation in Europe. However, to the extent the stock market should experience a difficult market situation, this might impede on the Company's ability to raise capital through the stock market.

Increased interest rates impact the group to a certain extent through the external leasing debt.

Note 17: Trade receivables

Trade and other receivables (EUR)	2024	2023
Accounts receivables	34 609	0
Receivables GSE	45 716	131 940
Arbitration provision	3 436 682	0
VAT receivables	1 845 578	1 601 261
Other receivables	6 058	0
Total trade and other receivables	**5 368 642**	**1 733 201**

Other receivables are mainly receivable on VAT for Italian subsidiaries that does not expire and can be utilised against other taxes or cashed out in the event the companies cease to exist.

The net amount awarded in by the Milan arbitration court is booked as receivables (see note 8.).

Note 18: Cash and cash equivalents

EUR	2024	2023
Cash Norway	196 907	73 255
Cash Italy	898 419	318 465
Cash and cash equivalents	**1 095 326**	**391 720**
Restricted cash Norway	387	16 378
Restricted cash Italy	7 580	228 804
Seized cash Italy	25 032	61 616

The restricted cash in Italy is related to the debt service reserve account of ENS Solar One Srl.

The seized cash is taken from companies not included in the in the first criminal proceedings. The restricted cash in Norway is related to a tax withholding account. The Group had no undrawn credit facilities at 31 December 2024.

Note 19: shareholders and share capital

Shareholders

At the start of 2024 the company had 2 756 shareholders and 6,85 million shares outstanding, with the 5 largest shareholders controlling 42,3 % per cent of the share capital. During 2024 the shareholder base changed significantly.

At the end of 2024 the Company had 4 224 direct shareholders owning the Company's 152 994 784 outstanding shares. Most of the shareholders are private investors with residence in Norway. In addition, there is a significant number of individual shareholder behind various nominee accounts.

The 20 largest direct shareholders as of 31 December 2024 is shown in the table below.

Top 20 shareholders YE'2024	Shares	Ownershi
Nordnet Bank AB	9 988 161	6,53 %
Nordnet Livsforsikring AS	7 178 904	4,69 %
Haziraj, Ardian	4 890 727	3,20 %
Møgster, Jan	3 299 100	2,16 %
Okan, Knut Ivar	3 000 000	1,96 %
North Sea Group AS	2 400 001	1,57 %
Mo, Farhang	2 288 646	1,50 %
Saxo Bank A/S	2 233 048	1,46 %
KM Forvaltning AS	2 000 000	1,31 %
Zahl, Martin	1 807 340	1,18 %
Bilici, Davut Kubilay	1 640 000	1,07 %
Lønn, Vidar	1 530 000	1,00 %
Inderdak, Bjørn Gunnar	1 407 580	0,92 %
Lefdalsnes, Johna G G	1 330 843	0,87 %
Markhus, Vegard	1 329 000	0,87 %
Danske Bank A/S	1 327 486	0,87 %
Morgan Stanley & Co. Int. Plc.	1 240 747	0,81 %
Therik AS	1 100 000	0,72 %
Rono Eiendom AS	1 100 000	0,72 %
Gjerde, Alexander	1 096 814	0,72 %
Other shareholders	100 806 387	65,89 %

All the shares in the Company and shareholders have equal rights, including voting rights. Each share carries the right to one vote at the Company's general meeting.

Share capital

The Company's share capital was changed two times in 2024.

The general assembly reduced the share capital by NOK 61,7 million in in June 2024 through a reduction in the nominal value of the shares from NOK 10 to NOK 0,10 per share.

The execution of an equity rights issue in November 2024 through the issuance of 146 142 574 shares at a subscription price of NOK 0,10 per share increased the share capital with NOK 14,6 million.

Share capital	1/1/2024	31/12/2024
No of shares	6 852 210	152 994 784
Nominal value (NOK per share)	10	0,10
Share capital	68 522 100	15 299 478

Note 20: Debt

EUR	2024	2023
Financial leases	2 408 544	2 886 601
Provision for Intesa claim	4 393 821	0
Deferred tax	979 437	974 368
Other non current liabilities	346 087	343 887
Total non-current liabilities	**8 127 890**	**4 204 856**
Current amount finacial lease	477 842	453 731
Payables	1 841 407	1 424 722
Tax payable	0	1 242
Payables to GSE	612 181	610 405
Total current liabilities	**2 931 430**	**2 490 100**
Total liabilities	**11 059 320**	**6 694 956**

Payables to GSE

In 2022 the law no. 25 (Sostegni-ter Decree) entered into force. The Decree ended in June 2023. The Decree limited market price of electricity to EUR 56 per MWh for the Company's power plants in the South of Italy. Relevant provisions are made but not yet paid as the Company is awaiting final decision in the Italian judicial system on the lawfulness of the Decree.

The Brescia court decision of the 4th of January 2025.

A provision under non-current liabilities has been made related to the decision in the Court of Brescia from the 4 January 2025.

Following a lengthy court proceeding in the civil Court of Brescia, whereby UBI Leasing is claiming payment under the patronage letters signed by EAM Solar ASA in 2014 in conjunction with the purchase of the shares in two single purposes vehicles (ESGI & ESGP) that was leasing solar PV power plants from UBI Leasing, the Court of Brescia decided that EAM should pay UBI Leasing an amount of EUR 4 393 821 plus interest and fees.

The claim from UBI stems from anticipated losses of leasing obligations in the SPV's ESGP and ESGI that is party to the criminal proceedings in Milan for subsidy fraud.

The Court decision is not final and may be appealed to a higher court. An appeal procedure is assumed to take approximately two years from commencement of proceedings. The outcome of these proceedings is also believed to be contingent of the expected court decision in the Italian Supreme court decision on the appeal of the Milan Criminal Appeal court decision of the 4th of July 2024. The Supreme Court has now set a date for the expected only hearing in the Supreme Court proceedings to the 17th of June 2025.

Other financial claims against or from Aveleos S.A., its directors and its two shareholders Enovos Luxembourg S.A. and Avelar Energy Ltd.

Over the years several legal proceedings between EAM and the sellers of the P31 portfolio (Aveleos S.A., Enovos Luxembourg S.A., Avelar Energy Ltd.) that may result in awards or payable claims between the parties.

Following the Milan Arbitration Court decision of February 2024, EAM has made a provision for the net amount of the award (see note 8 and 17).

The Italian Supreme Court decision on the appeal as described in the directors' report, will have an impact on legal position in the remaining ongoing civil legal proceedings. Beyond the provision for the arbitration award no other provisions are made in the accounts related to legal proceedings.

Litigation funding agreement with Therium

The litigation funding received from Therium is a contribution to lower the legal costs incurred in pursuing the claim, and legal costs are reduced with the contribution from Therium, and any subsequent repayment to Therium is conditional on EAM receiving a claim award.

No liability for payment to Therium is recognised in the financial statements at this stage.

Therium committed to invest a maximum amount of EUR 2.3 million. This funding has been utilised in full by ethe end of 2024.

The litigation funding agreement entitles Therium to receive the invested amount plus a contingency fee of 3X the committed funds under any incepted tranche of funding as a first priority payment from any litigation claim awarded to the Company.

Note 20: Impairment

EAM has not identified indicators for impairment of the power plants as described in IAS 36 at year end.

Note 21: Intangible assets

The intangible asset is related to permits and licenses for power plants owned by ENS1 and is depreciated linear over the lifetime of the FIT contracts. The FIT contract expires in 2031.

Note 22: Events after the balance sheet date

Court decision in the case against UBI Leasing

Following a lengthy court proceeding in the civil Court of Brescia, whereby UBI Leasing claimed payment under patronage letters signed by EAM Solar ASA in 2014 in conjunction with the purchase of the shares in two single purposes vehicles (ESGI & ESGP) which leased solar PV power plants from UBI Leasing, the Court of Brescia decided that EAM should pay UBI Leasing an amount of EUR 4 393 821 plus interest and fees.

The claim from UBI stems from anticipated losses of leasing obligations in the SPV's ESGP and ESGI, which are party to the criminal proceedings in Milan for subsidy fraud.

The Court decision is not final and may be appealed to a higher court. An appeal procedure is assumed to take approximately two years from commencement of proceedings. The outcome of these proceedings is also believed to be contingent of the expected court decision in the Italian Supreme court decision on the appeal of the Milan Criminal Appeal court decision of the 4th of July 2024. The Supreme Court has now set a date for the expected only hearing in the Supreme Court proceedings to the 17th of June 2025.

A provision of the claim has been made in the annual accounts of 2024 and is recognised as non-current liabilities (see note 8 and 20).

Note 23: Going concern

The financial statements and annual report are prepared under the assumption of going concern.

However, although the Group's asset base and operating revenues cover ordinary operations, administration and service of operating assets debt obligations, the cost of legal representation in the various litigation processes the Company is involved in has over the years drained any surplus liquidity in the Group. Continued cost of litigation may need to be funded through further injection of cash in the Company.

In October 2024 EAM reached an agreement with GSE for the reinstatement of the FIT contract for the power plant owned by ENFO25. Subsequently, EAM received a net proceed of approximately EUR 811 thousand, which secured a short-term liquidity infusion.

In February 2024, the Arbitration Court of Milan awarded EAM a net proceeds of EUR 2.29 million against Aveleos SA. To the extent the award is not paid by Aveleos, or enforcement of payment proves unsuccessful, the groups liquidity may be challenged in the future.

The award enables EAM to improve the group liquidity through sale of power plants. Such sale has not been possible due to pledges on the power plants related to Aveleos. The award should release the pledges, however, due to the unwillingness of Aveleos to release the pledges, such release requires court proceedings in Italy that may take time to conclude.

Furthermore, the Group's liquidity may be challenged if the decision by the Court of Brescia granting UBI Leasing a preliminary award of EUR 4.4 million should be enforced. Although UBI Leasing has not served the court decision on EAM Solar AS at the date of this report, such action may be taken by UBI Leasing in 2025.

EAM intends to appeal the Brescia court decision, and in conjunction with such an appeal, request the appeal court to halt any enforcement of the Brescia decision. However, in the case UBI Leasing should be given the opportunity to enforce the claim of EUR 4.4 million, EAM may not be able to secure going concern.

The above circumstances implies that there may be a need for the Company to raise addition equity to secure going concern. There exists a material uncertainty regarding the Group's ability to continue as a going concern.

PARENT COMPANY FINANCIAL STATEMENTS

Statement of comprehensive income

NOK	Note	2024	2023
Revenues	**2**	**7 017 302**	**13 347 362**
Total revenue	2	**7 017 302**	**13 347 362**
Personnel expenses	3,4	-1 162 964	-1 145 818
Depreciation, amortizations and impairment		0	0
Other operating expenses	4,5,6	-23 244 115	-13 407 080
Total operating expenses		**-24 407 079**	**-14 552 898**
Operating profit		**-17 389 777**	**-1 205 536**
Financial income and financial expense			
Interest income from group companies		6 373 873	7 053 706
Other interest income		48 778	123 998
Other financial income		10 688 574	15 919 692
Write down of long term investments and receivables	7	0	-43 726 861
Other interest expense		-44 799	0
Other financial expense		-3 676 642	-6 300 712
Net financial items		**13 389 784**	**-26 930 177**
Profit before tax		**-3 999 992**	**-28 135 712**
Income tax gain/(expense)	8	-600 078	-2 496 659
Profit after tax		**-4 600 071**	**-30 632 371**
Attributable to			
Dividend in kind			
Transferred from share premium			
Transferred from other equity		-4 600 071	
Transferred to uncovered loss			-30 632 371
Total Transfers	**9**	**-4 600 071**	**-30 632 371**

Statement of financial position

NOK	Note	31-Dec-24	31-Dec-23
ASSETS			
Non-current assets			
Investment in subsidiaries	7,10	1 046 037	1 044 924
Intercompany loan	7,11	60 358 677	41 991 172
Investments in shares and stocks		1 113	1 113
Other long term receivables		1 134 384	2 270 994
Total non-current assets		**62 540 211**	**45 308 204**
Current assets			
Short term receivables group companies	11	3 619 023	1 646 301
Other current receivables	11	42 291 315	1 529 449
Cash and cash equivalents	12	2 322 517	823 425
Total current assets		**48 232 855**	**3 999 175**
TOTAL ASSETS		**110 773 066**	**49 307 378**
EQUITY AND LIABILITIES			
Equity			
Issued capital		15 299 478	68 522 100
Share premium		6 166 989	0
Other equity		20 395 049	0
Uncovered loss		0	-36 055 311
Total equity	9	**41 861 515**	**32 466 789**
Liabilities			
Deferred tax liabilities	8	11 552 465	10 952 387
Other long term debt	8,13	51 825 119	0
Total long term liabilities		**63 377 584**	**10 952 387**
Current liabilities			
Trade payables		1 859 079	3 562 638
Public dues		0	262 048
Other current liabilties group companies	7	0	417 216
Other current liabilities		3 674 888	1 646 301
Total current liabilities	11	**5 533 967**	**5 888 203**
Total liabilities		**68 911 551**	**16 840 590**
TOTAL EQUITY AND LIABILITIES		**110 773 066**	**49 307 378**

Oslo, 22 May 2025

Viktor E Jakobsen	Pål Hvammen	Erik Alexander	Erik B Reisenfeld
Chair	Board member	Board member	CEO

Statement of cash flow

NOK	Note	2024	2023
Cash flow from operations			
Cash receipts		995 350	403 948
Cash paid to suppliers and services		-13 197 010	-5 038 063
Legal cash expences		-717 422	-8 967 722
Financial cash income		44 142	2 238 953
Taxes paid		0	-95 171
Other cash items		1 410 347	2 420 551
Net cash flow from operations		**-11 464 594**	**-9 037 505**
Cash flow from investments			
Intercompany loan		-1 164 755	0
Net cash flow from investments		**-1 164 755**	**0**
Cash flow from financing			
Repayment of long term loans		-33 884	0
Net proceeds from equity issue		14 162 325	0
Net cash flow from financing		**14 128 441**	**0**
Net change in cash and cash equivalents		1 499 092	-9 037 505
Cash and cash equivalents at the beginning of the period		823 425	9 860 930
Cash and cash equivalents at the end of the period		**2 322 517**	**823 425**

Statement of change in equity

NOK	Share capital	Share premium	Other equity	Total equity
Equity as at 1.1.2023	**68 522 100**	**0**	**-5 422 940**	**63 099 160**
Profit (loss) after tax			-30 632 371	**-30 632 371**
Dividend in kind				
Equity as at 31.12.2023	**68 522 100**	**0**	**-36 055 311**	**32 466 789**
Equity as at 1.1.2024	**68 522 100**	**0**	**-36 055 311**	**32 466 789**
Profit (loss) after tax			-4 600 071	**-4 600 071**
Write down of share capital	-61 669 890		61 669 890	**0**
Change in nominal value	-6 166 989	6 166 989		**0**
Issue of new shares	14 614 257		-619 460	**13 994 797**
Equity as at 31.12.2024	**15 299 478**	**6 166 989**	**20 395 049**	**41 861 515**

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

Note 1: Accounting principles

EAM Solar AS is a limited liability company, incorporated and domiciled in Norway, with registered office at Karenslyst Allé 10, NO-0278 Oslo, Norway.

The Company was founded on 5 January 2011 and listed on the Oslo Stock Exchange under the ticker “EAM” in 2013. EAM Solar AS is the parent company of the Group. The primary business activity of EAM is to own solar photovoltaic power plants and sell electricity under long-term fixed price sales contracts, and to pursue legal proceedings to restore company values.

EAM was structured to create a steady long-term dividend yield for its shareholders. Following the P31 Acquisition, the main value of EAM is dependent on the future outcome of litigation activities.

EAM currently owns 4 photovoltaic power plants through a holding company and 2 subsidiaries in Italy. The Company had no employees at year end 2024.

Use of estimates

The management has used estimates and assumptions that have affected assets, liabilities, income, expenses, and information on potential liabilities in accordance with generally accepted accounting principles in Norway.

The impairment analysis of goodwill and tangible and other intangible assets requires an estimation of the value in use of the asset or the cash-generating unit to which the assets are allocated. Estimation of the value in use is primarily based on discounted cash flow models which require the Company to make an estimate of the expected future cash flows from the asset or the cash-generating unit and to choose an appropriate discount rate to calculate the present value of the cash flows.

Foreign currency translation

Transactions in foreign currency are translated at the rate applicable on the transaction date. Monetary items in foreign currency are translated into NOK using an exchange rate applicable on the balance sheet date. Non-monetary items that are measured at their historical price expressed in a foreign currency are translated into NOK using the exchange rate applicable on the transaction date. Non-monetary items that are measured at their fair value expressed in a foreign currency are translated at the exchange rate applicable on the balance sheet date. Changes to exchange rates are recognised in the income statement as they occur during the accounting period.

Revenue recognition

The Company’s revenues consist of management services provided to the subsidiaries. Management services have been presented as incurred in the profit and loss statement. Revenue is recognised once delivery has taken place and most of the risk have been transferred.

Income tax

Tax expense consists of tax payable and changes to deferred tax. Deferred tax/tax asset are calculated on all differences between the book value and tax value of assets and liabilities. Deferred tax is calculated as 22% of temporary differences and tax effect of tax losses carried forward. Deferred tax asset is recorded in the balance sheet when it is more likely than not that the tax asset will be utilised.

Taxes payable and deferred taxes are recognised directly in equity to the extent that they relate to equity transactions.

Balance sheet classification

Current assets and liabilities consist of receivables and payables falling due within one year. Other balance sheet items are classified as non-current assets. Current assets are valued at the lower of cost and fair value. Current liabilities are recognised at nominal value.

Non-current assets consist of investments in subsidiaries, intercompany loans and intangible assets and fall due after one year or more. Non-current assets are valued at the lower of cost and fair value.

Subsidiaries

Investments in subsidiaries are measured at cost in the company accounts, less any impairment. In accordance with generally accepted accounting principles, an impairment charge is recognised if impairment is not considered temporary. Impairment charges are reversed if the reason for the impairment disappears in a later period.

Dividends and other contributions from subsidiaries are recognised in the same year as they are recognised in the financial statement of the provider. If dividends exceed withheld profits after the acquisition date, the excess amount represents repayment of invested capital and the distribution will be deducted from the recorded value of the acquisition in the balance sheet.

Trade receivables and other receivables

Trade receivables and other receivables are recorded in the balance sheet at nominal value less provisions for doubtful accounts. Provision for doubtful accounts is based on an individual assessment of different receivables. For the remaining receivables, a general provision is estimated based on expected loss.

Cash and cash equivalents

Cash includes cash in hand and bank deposits. Cash equivalents are short-term liquid investments that can be converted to a known amount of cash within three months.

Cash flow statement

The cash flow statement is presented using the direct method.

Provisions

Where, at the reporting date, the Company has a present obligation (legal or constructive) because of a past event and it is probable that the Company will settle the obligation, a provision is made in the statement of financial position. Provisions are made using best estimates of the amount required to settle the obligation and are discounted to present values using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Changes in estimates are reflected in profit or loss in the period they arise.

Note 2: Revenue

All revenues are derived from intercompany services to Group subsidiaries in Italy.

Note 3: Salary and personnel expense

The Company does not have any employees and is not required to have any pension plan. Consequently, the only personal costs are related to the remuneration of the board of directors and the nomination committee.

Board remuneration

The board of directors at year-end 2024 consisted of Viktor Erik Jakobsen (chair), Pål Hvammen (non-executive director) and Erik Alexander (non-executive director).

At the beginning of the year the board consisted of Viktor E. Jakobsen (Chair), Stephan Lange Jervell and Gro Hvammen. In an extraordinary general meeting 10 of May, Stepan Jervell and Gro Hvammen were replaced by Pål Hvammen and Elisabeth Dragseth.

The annual general meeting (AGM) on 27 June 2024 elected a board consisting of Viktor E Jakobsen (Chair) and Pål Hvammen and Erik Alexander. The term is until the AGM in May 2025.

The chair of the Board receives an annual remuneration of NOK 490 000. Directors elected in the AGM of 2023 received an annual remuneration of NOK 300 000. Directors elected in the 2024 AGM receives an annual remuneration of NOK 200 000. Remuneration is reduced pro rata if the term served on the board of directors is less than 12 months.

Nomination committee remuneration

The Company elected a nomination committee in the AGM in 2023. The nomination committee served until the AGM in June 2024, whereby the AGM decided that the Company no longer would have a nomination committee.

The Nomination committee 2023/2024 consisted of Leiv Askvig (chair), Nils Erling Ødegaard and Georg Johan Espe (member).

The remuneration for the nomination committee members was NOK 26 500 for the Chair and NOK 16 000 for members.

Note 4: Operational costs breakdown

NOK	2024	2023
Revenues	**7 017 302**	**13 347 362**
Cost of operations	**-333 353**	**-562 173**
Insurance	-333 353	-562 173
Sales, General & Administration	**-8 237 237**	**-5 452 927**
Personnel expenses	-1 162 964	-1 145 818
Audit	-767 075	-768 474
Financial & legal fees	-851 958	-675 747
Energeia direct costs	-3 972 468	-1 404 152
Other administrative expenses	-1 482 772	-1 458 737
Legal costs	**-15 836 489**	**-8 537 797**
Litigation costs	-2 817 954	-7 088 302
Energeia legal costs	-1 719 830	-1 449 495
Provisions for court decisions	-11 298 705	0
EBITDA	**-17 389 777**	**-1 205 535**

The Company's auditor RSM received an auditing fee of NOK 767 075 for the performance of the statutory audit.

Note 5: Management costs

The Energeia group conducted the management of EAM in 2024. No employee of the manager receives any direct remuneration or financial benefits from the EAM group.

Energeia AS owned 9.5 per cent of the shares in EAM at the beginning of the 2024 but sold all their shares during 2024. Consequently, the Energeia Group was no longer classified as a related party at the end of 2024.

Energeia group employs or subcontracts all the personnel in Norway and Italy to conducting technical and administrative services for EAM.

In 2024 Energeia direct costs of the management of EAM was NOK 5 692 298, of which NOK 1 719 830 was related to litigation costs. All transactions have been carried out as part of the ordinary operations and at arms-length prices. The cost of the services is based on agreed upon hourly rates for the services delivered and the hours registered for the various services delivered.

Note 6: Subsidiaries and intercompany balances

The Company has one subsidiary owned 100%, which is EAM Solar Italy Holding Srl. The subsidiary has no employees but is the holding company for the SPV's and solar PV power plants owned by the Group in Italy.

Subsidiaries	Office	Book value
EAM Solar Italy Holding Srl	**Milan**	**1 044 924**

The Company conducts annually an impairment test of the underlying values of the receivables in the subsidiary. The Impairment test is based on a DCF valuation of the solar PV power plants owned through the group structure.

The result of the impairment test for year-end 2024 shows no need for further write downs of the value of the receivables.

There has been conducted a change in classification of accumulated write downs of NOK 23.2 million in 2024. The reversal is not recognised in the profit and loss statement nor in the balance sheet since it has no effect on the accounts apart from the allocation between accumulated write downs and receivables against the subsidiary. The reversal relates to a conversion of the shareholder loans (payables) in EAM Solar Italy Holding Srl.

Receivables	**2024**	**2023**
Accounts receivables	3 619 023	1 646 301
Long term receivables	136 860 339	141 699 958
Accumulated write downs	-76 501 662	-99 708 786
Total receivables	**63 977 700**	**43 637 474**
Write down during the period	0	-43 726 861

Liabilities	**2024**	**2023**
Other current liabilities	0	417 216
Long term liabilities	0	0
Total liabilities	0	417 216

Note 7: Income taxes

This year's income tax expense only refers to change in deferred tax. The change in deferred tax is in its entirety related to withholding tax in Italy, with an unchanged tax rate of 15%.

Income tax expence (NOK)	**2024**	**2023**
Tax payable	0	0
Changes in deferred tax	600 078	2 496 657
Income tax expence	**600 078**	**2 496 657**
Tax base calculation	**2024**	**2023**
Profit before income tax	-3 999 992	-28 135 712
Permanent differences	-677 127	43 726 861
Tax base	**-4 677 119**	**15 591 149**
Temporary difference	**2024**	**2023**
Long-term receivable in foreign curr.	23 096 597	12 002 977
Receivables	40 535 664	0
Provisions	-51 825 119	0
Intercompany interest	77 016 431	67 321 550
Tax lossess carried forward	-12 601 743	-8 120 463
Total temporary difference	**76 221 830**	**71 204 064**
Tax losses carried forward not recognised as an asset	12 601 743	0
Total	**88 823 573**	**71 204 064**
Deferred tax	**11 552 465**	**10 952 386**

Note 8: Shareholders and equity

Share capital

The Company's share capital was changed two times in 2024.

The general assembly reduced the share capital by NOK 61,7 million in in June 2024 through a reduction in the nominal value of the shares from NOK 10 to NOK 0,10 per share.

The execution of an equity rights issue in November 2024 through the issuance of 146 142 574 shares at a subscription price of NOK 0,10 per share increased the share capital with NOK 14,6 million.

Share capital	**1/1/2024**	**31/12/2024**
No of shares	6 852 210	152 994 784
Nominal value (NOK per share)	10	0,10
Share capital	68 522 100	15 299 478

Shareholders

At the start of 2024 the company had 2 756 shareholders and 6,85 million shares outstanding, with the 5 largest shareholders controlling 42,3 % per cent of the share capital. During 2024 the shareholder base changed significantly.

At the end of 2024 the Company had 4 224 direct shareholders owning the Company's 152 994 784 outstanding shares. Most of the shareholders are private investors with residence in Norway. In addition, there is a significant number of individual shareholder behind various nominee accounts.

The 20 largest direct shareholders as of 31 December 2024 is shown in the table.

Top 20 shareholders YE'2024	**Shares**	**Ownershi**
Nordnet Bank AB	9 988 161	6,53 %
Nordnet Livsforsikring AS	7 178 904	4,69 %
Haziraj, Ardian	4 890 727	3,20 %
Møgster, Jan	3 299 100	2,16 %
Okan, Knut Ivar	3 000 000	1,96 %
North Sea Group AS	2 400 001	1,57 %
Mo, Farhang	2 288 646	1,50 %
Saxo Bank A/S	2 233 048	1,46 %
KM Forvaltning AS	2 000 000	1,31 %
Zahl, Martin	1 807 340	1,18 %
Bilici, Davut Kubilay	1 640 000	1,07 %
Lønn, Vidar	1 530 000	1,00 %
Inderdak, Bjørn Gunnar	1 407 580	0,92 %
Lefdalsnes, Johna G G	1 330 843	0,87 %
Markhus, Vegard	1 329 000	0,87 %
Danske Bank A/S	1 327 486	0,87 %
Morgan Stanley & Co. Int. Plc.	1 240 747	0,81 %
Therik AS	1 100 000	0,72 %
Rono Eiendom AS	1 100 000	0,72 %
Gjerde, Alexander	1 096 814	0,72 %
Other shareholders	100 806 387	65,89 %

All the shares in the Company and shareholders have equal rights, including voting rights. Each share carries the right to one vote at the Company's general meeting.

Note 9: Group entities

See note 3 in the consolidated accounts and note 6.

Note 10: Receivables and liabilities

Receivables	2024	2023
Receivables group companies	3 619 023	1 646 301
Other current receivables	1 755 651	1 529 449
Provision for arbitration court	40 535 664	0
Total receivables	**45 910 338**	**3 175 750**

Current liabilities	2024	2023
Trade payables	1 859 068	3 562 638
Tax payables	0	0
Social security	11	80 980
Advance tax withholdings	0	181 068
Other current liabilities group	0	417 216
Other current liabilities	3 674 888	1 646 301
Total current liabilities	**5 533 967**	**5 888 203**

Long term liabilities	2024	2023
Deferred tax liabilities	11 552 465	10 952 387
Provision for court of Brescia	51 825 119	0
Total long term liabilities	**63 377 584**	**10 952 387**

Provisions have been made in the annual accounts related to the court decisions in Arbitration Court and the Court of Brescia.

According to the two court decisions, the Arbitration court impacts the year result of EAM Solar AS with a positive net amount of NOK 40 535 664, while the Brescia Court decision represents a preliminary negative contingent liability of NOK 51 825 119. The net negative provision recognised in the annual accounts for 2024 is therefore assessed to NOK 11 289 455 booked under the item litigation costs.

The arbitration court decision is recognised in the balance sheet as a payable, and the Brescia Court decision is recognised in the balance sheet as a long-term liability due to the forthcoming appeal procedure. See note 8 in the consolidated accounts.

Note 11: Cash and cash equivalents

NOK	2024	2023
Cash	2 248 923	573 185
Restricted cash	73 594	250 240
Cash and cash equivalents	**2 322 517**	**823 425**

NOK 4 545 of restricted cash is related to tax deduction deposit and NOK 69 thousand is relating to the court case in Oslo District Court against Enovos and was set aside as collateral for the coverage of the legal costs. This cash will be released on 2025. The Company had no credit facilities at 31 December 2024.

Note 12: Subsequent events

Court decision in the case against UBI Leasing

A provision of the claim has been made in the annual accounts of 2024 and is recognised as non-current liabilities. See note 10 and note 8 and 20 in the consolidated accounts for further details.

Note 13: Going concern

The financial statements and annual report are prepared under the assumption of going concern.

However, although the Group's asset base and operating revenues cover ordinary operations, administration and service of operating assets debt obligations, the cost of legal representation in the various litigation processes the Company is involved in has over the years drained any surplus liquidity in the Group. Continued cost of litigation may need to be funded through further injection of cash in the Company.

In October 2024 EAM reached an agreement with GSE for the reinstatement of the FIT contract for the power plant owned by ENFO25. Subsequently, EAM received a net proceed of approximately EUR 811 thousand, which secured a short-term liquidity infusion.

In February 2024, the Arbitration Court of Milan awarded EAM a net proceeds of EUR 2.29 million against Aveleos SA. To the extent the award is not paid by Aveleos, or enforcement of payment proves unsuccessful, the groups liquidity may be challenged in the future.

The award enables EAM to improve the group liquidity through sale of power plants. Such sale has not been possible due to pledges on the power plants related to Aveleos. The award should release the pledges, however, due to the unwillingness of Aveleos to release the pledges, such release requires court proceedings in Italy that may take time to conclude.

Furthermore, the Group's liquidity may be challenged if the decision by the Court of Brescia granting UBI Leasing a preliminary award of EUR 4.4 million should be enforced. Although UBI Leasing has not served the court decision on EAM Solar AS at the date of this report, such action may be taken by UBI Leasing in 2025.

EAM intends to appeal the Brescia court decision, and in conjunction with such an appeal, request the appeal court to halt any enforcement of the Brescia decision. However, in the case UBI Leasing should be given the opportunity to enforce the claim of EUR 4.4 million, EAM may not be able to secure going concern.

The above circumstances implies that there may be a need for the Company to raise addition equity to secure going concern. There exists a material uncertainty regarding the Group's ability to continue as a going concern.

RESPONSIBILITY STATEMENT

We confirm, to our best knowledge that the financial statements for the period 1 January to 31 December 2024 have been prepared in accordance with current applicable accounting standards and give a true and fair view of the assets, financial position and profit or loss of the entity and the Group taken as a whole. We also confirm that the board of directors' Report includes a true and fair view of the development and performance of the business and the position of the entity and the Group, together with a description of the principal risks and uncertainties.

Oslo, 22 May 2025

Viktor E Jakobsen	Pål Hvammen	Erik Alexander	Erik B Reisenfeld
Chair	Board member	Board member	CEO

AUDITORS REPORT

RSM

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To the General Meeting of EAM Solar AS

Independent Auditor's Report

Qualified opinion

We have audited the financial statements of EAM Solar AS, which comprise:

- The financial statements of the parent company EAM Solar AS (the Company), which comprise the balance sheet as at 31 December 2024, the income statement, statement of changes in equity and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- The consolidated financial statements of EAM Solar AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2024, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion

- The financial statements, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, comply with applicable statutory requirements,
- the financial statements, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and
- the consolidated financial statements, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, give a true and fair view of the financial position of the Group as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the Board of Directors.

Basis for Qualified Opinion

The financial statements included in the annual report have not been prepared in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act. Consequently, the financial statements do not comply with statutory requirements related to the preparation of the annual report in XHTML format and iXBRL tagging of the consolidated financial statements.

Independent Auditor's Report 2024 for EAM Solar AS

RSM

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International 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 qualified opinion.

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

We were first elected as the auditor of EAM Solar AS on the General Meeting of the Shareholders on 10 October 2016 and have now served continuously for 8 years, with annual renewed elections at the General Meeting of the Shareholders, most recently on 27 June 2024.

Material Uncertainty Related to Going Concern

We draw attention to Note 23 to the consolidated financial statements and Note 13 to the parent company financial statements which indicates that the Group's liquidity is strained due to the significant legal costs relating to the litigation activities, and that there may be a need for the Company to raise additional equity to secure going concern. As stated in Notes 13 and 23, these events and conditions, along with other matters as set forth in Notes 13 and 23, indicate that a material uncertainty exists that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Matters

The Company's financial statements have been submitted after the expiry of the statutory time limit for preparation of financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matters described in the sections *Basis for Qualified Opinion* and *Material Uncertainty Related to Going Concern*, we have determined the matters described below to be the key audit matters to be communicated in our report.

Ongoing lawsuits

In conjunction with the ongoing criminal proceedings regarding the company's purchase of 31 solar power plants in 2014, the company has received both counterclaims and claims of injunctions for breach of contract. Management's assessment of the possible impact on the financial statement is based on an evaluation of the possibility of a negative conclusion on these matters, both in regard to the possible effect on future cashflows, the value of receivables and in regard to contingent liabilities.

The assessments are complex and involve significant use of management judgment, and due to the possible significant impact on the consolidated financial statements, the ongoing lawsuits are considered a key audit matter. We have evaluated management's assessment, as well as the statements from the attorneys representing the company in the lawsuits. We have compared the assessments with the requirements in IAS 37.

Independent Auditor's Report 2024 for EAM Solar AS

We evaluated the information provided in notes and that the description in note 4, note 8 and note 20, and the Board of Directors' report, is consistent with the assessments performed by management.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

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

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

Our opinion on the Board of Directors' report applies correspondingly to the statements on Corporate Governance.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements of the Company that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for the preparation of the consolidated financial statements of the Group that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU. Management is responsible for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements of the Company use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations. The consolidated financial statements of the Group use the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in 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:

Independent Auditor's Report 2024 for EAM Solar 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 and the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent Auditor's Report 2024 for EAM Solar AS

Report on Other Legal and Regulatory Requirements

Adverse opinion on Compliance with Requirement on European Single Electronic Format (ESEF)

The Company has not prepared its annual report for the year ended 31 December 2024 in the European Single Electronic Format (ESEF).

With reference to the matter described in the *Basis for Qualified Opinion* section of our report, in our opinion, the financial statements, included in the annual report, have not been prepared in compliance with the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act.

Oslo, 22 May 2025
RSM Norge AS

Martin Alzibawi
State Authorised Public Accountant
(This document is signed electronically)

Annual report 2024

EAM Solar AS

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NORWAY

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