PROSPECTUS

Aker Carbon Capture ASA

(a public limited liability company incorporated under the laws of Norway)
Listing of Aker Carbon Capture ASA's shares on Oslo Børs

The information contained in this prospectus (the "**Prospectus**") relates to the listing and admission to trading of common shares, each with a nominal value of NOK 1 (the "**Shares**") in Aker Carbon Capture ASA ("**ACC**" or the "**Company**", and taken together with its consolidated subsidiaries, the "**Group**" or "**Aker Carbon Capture**") on Oslo Børs (the "**Oslo Stock Exchange**").

The listing committee of the Oslo Stock Exchange approved the Company's listing application in a meeting held on 16 June 2021. Trading in the Shares on the Oslo Stock Exchange is expected to commence on or about 18 June 2021 under the trading symbol "ACC".

All of the Shares are registered with the Norwegian Central Securities Depository (Nw. Verdipapirsentralen) ("**Euronext VPS**") in book-entry form. All the Shares will rank in parity with one another and carry one vote per Share.

Except where the context otherwise requires, references in this Prospectus to the Shares refer to all issued and outstanding ordinary shares of the Company. For the definitions of capitalised terms used throughout this Prospectus, see Section 18 "Definitions". **Investing in the Shares involves risks; see Section 2 "Risk Factors" beginning on page** 12**.**

THIS PROSPECTUS SERVES AS A LISTING PROSPECTUS ONLY. THE PROSPECTUS DOES NOT CONSTITUTE AN OFFER, OR INVITATION TO PURCHASE, SUBSCRIBE OR SELL, ANY OF THE SECURITIES DESCRIBED HEREIN, AND NO SHARES OR OTHER SECURITIES ARE BEING OFFERED OR SOLD IN ANY JURISDICTION PURSUANT TO THIS PROSPECTUS

The date of this Prospectus is 16 June 2021.

IMPORTANT INFORMATION

This Prospectus has been prepared in order to provide information about the Company and its business in relation to the Listing and to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75 (as amended from time to time, the "**Norwegian Securities Trading Act**") and related secondary legislation, including Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2014/71/EC , as amended, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act (the "**EU Prospectus Regulation**"). This Prospectus has been prepared solely in the English language.

The information contained herein is current as of the date hereof and subject to change, completion and amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, significant new factors, material mistakes or inaccuracies relating to the information included in this Prospectus, which are capable of affecting the assessment of the Offer Shares between the time when this Prospectus is approved by the Financial Supervisory Authority of Norway (Nw. *Finanstilsynet*) (the "**Norwegian FSA**") and the date of listing of the Shares on the Oslo Stock Exchange, will be included in a supplement to this Prospectus. Neither the publication nor distribution of this Prospectus, shall under any circumstances create any implication that there has been no change in the Company's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

No person is authorised to give any information or to make any representation concerning the Group or in connection with the Listing other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorised by the Company or any of the affiliates, representatives, advisors or selling agents of any of the foregoing.

The distribution of this Prospectus in certain jurisdictions may be restricted by law. The Company require persons in possession of this Prospectus to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Shares described herein and no Shares are being offered or sold pursuant to this Prospectus in any jurisdiction.

The Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

This Prospectus be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Prospectus.

All Sections of the Prospectus should be read in context with the information included in Section 4 "*General Information*".

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the Shares are: (i) compatible with an end target market of (a) retail investors in Norway, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to any subsequent offering or sale of the Shares.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

NOTICE TO INVESTORS IN THE UNITED STATES

THE SHARES HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OR THE SECURITIES LAWS OF ANY U.S. STATE OR OTHER JURISDICTION. THE COMPANY DOES NOT PLAN TO REGISTER THE ISSUANCE OR RESALE OF THE SHARES UNDER THE U.S. SECURITIES ACT. THE SHARES MAY NOT BE RE-OFFERED, SOLD, ASSIGNED, TRANSFERRED, PLEDGED OR OTHERWISE DISPOSED OF EXCEPT (A) UNDER A REGISTRATION STATEMENT THAT HAS BEEN DECLARED EFFECTIVE UNDER THE U.S. SECURITIES ACT; (B) OUTSIDE THE UNITED STATES IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, AS APPLICABLE OR (C) PURSUANT TO ANOTHER APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT; IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE U.S. STATE SECURITIES LAWS AND THE SECURITIES LAWS OF OTHER JURISDICTIONS, AND IN THE CASE OF A TRANSACTION EXEMPT FROM REGISTRATION, ONLY IF THE COMPANY HAS RECEIVED DOCUMENTATION SATISFACTORY TO IT THAT SUCH TRANSACTION DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT. IN ADDITION, THERE CAN BE NO ASSURANCES THAT SHAREHOLDERS RESIDING OR DOMICILED IN THE UNITED STATES WILL BE ABLE TO PARTICIPATE IN FUTURE CAPITAL INCREASES OR RIGHTS OFFERINGS.

NOTICE TO UNITED KINGDOM INVESTORS

This communication is only being distributed to and is only directed at (i) persons who are outside the United Kingdom (the "**UK**") or (ii) persons in the UK who are qualified investors as defined in the Prospectus Directive that are also: (a) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (b) high net worth companies or other persons falling within Article 49(2)(a) to (d) of the Order; or (c) otherwise persons to whom it may lawfully be directed (all such persons together being referred to as **"relevant persons"**). In the UK, the Shares are only available to, and any subsequent invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, relevant persons. Any person in the UK who is not a relevant person should not act or rely on this Prospectus or any of its contents.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a public limited liability company incorporated under the laws of Norway. As a result, the rights of holders of the Shares will be governed by Norwegian law and the Company's articles of association (the "**Articles of Association**"). The rights of shareholders under Norwegian law may differ from the rights of shareholders of companies incorporated in other jurisdictions. In particular, Norwegian law limits the circumstances under which shareholders of Norwegian companies may bring derivative actions. Under Norwegian law, any action brought by the Company in respect of wrongful acts committed against the Company will be prioritised over actions brought by shareholders claiming compensation in respect of such acts. In addition, it could be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions.

The members of the Company's board of directors (the "**Board of Directors**" and each of them a "**Board Member**") and the members of the senior management of the Company (the "**Management**") are not residents of the United States. Virtually all of the Company's assets and the assets of the Board Members and members of Management are located outside the United States. As a result, it may be impossible or difficult for investors in the United States to effect service of process upon the Company or the Board Members and members of Management in the United States or to enforce against the Company or those persons judgments obtained in U.S. courts, whether predicated upon civil liability provisions of the federal securities laws or other laws of the United States.

The United States and Norway do not currently have a treaty providing for reciprocal recognition and enforcement of judgments (other than arbitral awards) in civil and commercial matters. Uncertainty exists as to whether courts in Norway will enforce judgments obtained in other jurisdictions, including the United States, against the Company or its Board Members or members of Management under the securities laws of those jurisdictions or entertain actions in Norway against the Company or the Board Members or members of Management under the securities laws of other jurisdictions. In addition, awards of punitive damages in actions brought in the United States or elsewhere may not be enforceable in Norway.

Similar restrictions may apply in other jurisdictions.

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1. SUMMARY

Introduction	
Warning	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
The Securities	The Company has one class of shares in issue, and all shares in that class have equal rights in the Company. The Shares are subject to the Norwegian Public Limited Liability Companies Act, and are registered in book-entry form with the Norwegian Central Securities Depository (*Nw. Verdipapirsentralen*) under ISIN NO0010890304.
The Issuer	Aker Carbon Capture ASA is registered in the Norwegian Register of Business Enterprises *(Nw. Foretaksregisteret)* with registration number 925 355 496 and has its registered address at Oksenøyveien 8, 1366 Lysaker. The Company's main telephone number is +47 67 59 50 04 and the Group's website can be found at www.akercarboncapture.com. The Company's LEI is 549300JXF011KX2HXT02.
The Offeror(s)	Not applicable. There is no offering of Shares.
Competent Authority Approving the Prospectus	The Financial Supervisory Authority of Norway (Nw.: *Finanstilsynet*), with registration number 840 747 972 and registered address at Revierstredet 3, 0151 Oslo, Norway, and with telephone number +47 22 93 98 00 has reviewed and on 16 June 2021, approved this Prospectus.
Key information on the Issuer	
Who is the Issuer of the Securities?	
Corporate Information	The Company was incorporated under the laws of Norway on 8 July 2020, as a private limited liability company under the Norwegian Private Limited Liability Companies Act. The Company was converted to a public limited liability company, subject to the Norwegian Public Limited Liability Companies Act on 4 June 2021. The Company's registration number in the Norwegian Register of Business Enterprises (*Nw. Foretaksregisteret*) is 925 355 496 and its LEI is 549300JXF011KX2HXT02. The Company's registered address is at Oksenøyveien 8, 1366 Lysaker, and the Company's website can be found at www.akercarboncapture.com.
Principal activities	The Group mainly operates as a supplier within the carbon capture, utilisation and storage ("**CCUS**") value chain, with a core focus on supplying the solutions and technology which together comprise a carbon capture plant and the downstream processing and management of CO_2 (including capture, compression, liquefaction and intermediate storage at site). These solutions and services are provided to plant owners and operators across various industries, including energy production. As a supplier of carbon capture technologies, the Group is positioned as a main supplier for its customers, sourcing components and services from sub-contractors with the ambition to deliver complete carbon capture facilities. Key services delivered by the Group include technology development, feasibility studies, project management, engineering, procurement and construction/fabrication services, as well as operations and aftermarket services post construction. Together with delivery of the carbon capture plant, the Group sells license rights for the use of its general technology components including the patented amine-solution technology used as the reagent separating CO_2 from the flue gas in the capture process. Beyond providing solutions and services associated with a carbon capture plant, the Group also possesses extensive knowledge of, and has developed solutions and services for players responsible for transportation, use and storage of CO_2. These services include solution design with alternative CO_2 separation technologies, inter alia, membranes, supporting customers with pre-combustion CO_2 steams.

	The Group is thus positioned to play an integral part in developing the CCUS value chain and by having the competence to deliver holistic solutions and guide its customers in complex investment decisions.
Major Shareholders	Shareholders owning 5% or more of the Shares have an interest in the Company's share capital which is notifiable pursuant to the Norwegian Securities Trading Act. As of 16 June 2021, which was the latest practicable date prior to the date of this Prospectus, and insofar as known to the Company, the following persons had, directly or indirectly, interest in 5% or more of the issued share capital of the Company: Aker Horizons Holding AS .... % 50.99 861%
Key managing directors	The Company's key management comprises of the following members: **Name** — **Position** Valborg Lundegaard — CEO Egil Andre Fagerland — CFO Jim Stian Olsen — Chief Technology Officer Jon Christopher Knudsen — Chief Commercial Officer Erik Langholm — Chief Project Officer Karianne Kristiansen — People & Organization Director Pernille Brente — General Counsel
Statutory auditor	The Company's independent auditors are KPMG AS which has their registered address at Sørkedalsveien 6, 0369 Oslo.
What is the Key Financial Information Regarding the Issuer?	
Selected Historical Key Financial Information	The table below sets out a summary of the Group's key financial information.

The table below sets out key figures derived from the condensed consolidated income statement information for the three months ended 31 March 2021 extracted from the Group's Q1 2021 Business Update (as defined in Section 4.4.1 "Historical Financial Information"). The Q1 2021 Business Update has not been prepared in accordance with IAS 34 but prepared based on the recognition and measurement criteria as stated in the Group Financial Statements. The Q1 2021 Business Update has not been subject to audit or review by the Company's auditor.

NOK (thousands)	**Three months ended 31 March 2021**
Revenue	63,452
Operating profit (loss)	(23,998)
Profit (loss) after income tax and total comprehensive loss...........	(23,826)

The table below sets out key figures derived from the Group's consolidated income statement for period 8 July 2020 – 31 December 2020 extracted from the Group Financial Statements:

NOK (thousands)	**For the Period 8 July - 31 December 2020**
	(IFRS)
Revenue	15,801
Operating profit (loss)	(44,581)
Profit (loss) after income tax and total comprehensive loss...........	(44,460)

The table below sets out key figures derived from the Group's income statement extracted from the Carve-out Combined Financial Statements for the years ended 31 December 2020, 2019 and 2018:

NOK (thousands)	For the year ended 31 December (IFRS)		
	2020	**2019**	**2018**
Total comprehensive income (loss)	(53,621)	(8,696)	(4,669)

The table below sets out key figures derived from the condensed consolidated balance sheet information as of 31 March 2021 extracted from the Group's Q1 2021 Business Update. The Q1 2021 Business Update has not been prepared in accordance with IAS 34 but prepared based on the recognition and measurement criteria as stated in the Group Financial Statements. The Q1 2021 Business Update has not been subject to audit or review by the Company's auditor.

NOK (thousands)	**As of 31 March 2021**
Total assets	705,719
Total equity	428,035

The table below sets out the key figures for the Group's consolidated balance sheet information as of 31 December 2020 extracted from the Group Financial Statements:

NOK (thousands)	**As of 31 December 2020**
	(IFRS)
Total assets	484,481
Total equity	451,860

The table below sets out the key figures for the Group's balance sheet information extracted from the Carve-out Combined Financial Statements as of 31 December 2020, 2019 and 2018:

NOK (thousands)	**As of 31 December (IFRS)**		
	2020	**2019**	**2018**
Total assets	484,481	3,634	8,368
Total equity	451,860	(14,698)	(543)

The table below sets out key figures derived from the condensed consolidated cash flow information for the three months ended 31 March 2021 extracted from the Group's Q1 2021 Business Update extracted from the Group's Q1 2021 Business Update. The Q1 2021 Business Update has not been prepared in accordance with IAS 34 but prepared based on the recognition and measurement criteria as stated in the Group Financial Statements. The Q1 2021 Business Update has not been subject to audit or review by the Company's auditor

NOK (thousands)	**Three months ended 31 March 2021**
Net Cash flows from operating activities	28,190
Net Cash flows from investing activities	(1,158)
Net Cash flows from financing activities	(1,066)

The table below sets out the key figures for the Group's consolidated cash flow information for the period 8 July 2020 – 31 December 2020 extracted from the Group Financial Statements:

NOK (thousands)	For the Period 8 July - 31 December 2020 (IFRS)
Net Cash flows from operating activities	(25,545)
Net Cash flows from investing activities	(2,518)
Net Cash flows from financing activities	485,762

The table below sets out the key figures for the Group's cash flow information extracted from the Carve-out Combined Financial Statements for the years ended 31 December 2020, 2019 and 2018:

NOK (thousands)	For the year ended 31 December (IFRS)		
	2020	**2019**	**2018**
Cash flow from operating activities..............	(57,832)	4,806	3,892
Cash flow from investing activities	(6,306)	(96)	-
Cash flow from financing activities	521,837	(4,710)	(3,892)

Selected Key Pro Forma Financial Information	Not applicable. No pro forma financial information is included in this Prospectus.
Profit Forecast or Estimate	Not applicable. No profit forecast or estimate is included in this Prospectus.
Audit Report Qualification	Not applicable. No qualifications.
What are the Key Risks That are Specific to the Issuer?	
Key Risks Specific to the Issuer	*Key risks related to the Issuer:* • The Group is subject to CCUS market risk, including risk that the market in which the Group operates may not develop in a sufficient speed. The political and regulatory environment in the Group's key markets is important to drive maturation, scale and widen the application faster than what would be possible without government support for carbon capture, utilisation and storage ("**CCUS**") solutions. Stronger investment incentives and climate targets are expected to add momentum to the CCUS industry, and should regulatory incentives no longer be available or be reduced, such change(s) may have an adverse effect on development of the market in which the Group operates, which in turn may have an adverse effect on the Group. The speed of the transition into a low-carbon economy will also affect the realisation of carbon capture projects and governmental support and environmental regulation is a key factor that will influence the speed of this transition. • The Group is subject to risk of not succeeding with its CCS cost reduction initiatives. Cost reduction is viewed as a key strategic pillar to execute the Group's strategy to improve project economics. Should the Group fail to successfully implement strategies for CCS cost reduction, such failure may have a materially adverse effect on the Group's ability to stay in business and be competitive, as well as on the CCUS industry as a whole.

	• The Group may not be able to develop new technology that may be required to expand and/or keep up with competitors. Research and development is expensive, time-consuming, and entails considerable uncertainty with respect to both achieving positive results and, if successful, the ability to commercially sell products and services using such technology. It is expected that an increased target market and customer base will result in increased competition, and also attract established industrial companies such as oil companies and other potential customers to develop their own CCUS technologies and solutions, which in turn may reduce the potential client base of the Group. No assurance can be given that any new technologies under research and development will be commercially successful. If the Group is unable to keep up with competitors, develop new technology or have commercial success with its technology under research and development, this could adversely affect the future development of the Group's business, financial condition, results of operations and/or prospects. • Realisation of business opportunities may be dependent upon government or other non-commercial funding, licenses, governmental approvals and various public policies, including the price on carbon emissions. Changes in the relevant authorities' policies, including target for reduction in CO2 emission and regulations, and willingness to fund CCUS projects may, until the CCUS business becomes commercially viable on its own, be critical to the Group's ability to attract clients and execute its business plan. The Group is subject to a wide variety of laws and regulations and may be dependent on governmental licenses and approvals to commence and continue its operations. There is a risk that the Group will not obtain the necessary licenses or approvals, or that obtaining such licenses or approvals will require significant resources from the Group that in turn may have a negative effect on the Group's financial position, operations and results. • The Group's business is dependent upon government approval to achieve sufficient storage sites for the CO2. Since the ability to store carbon is important for the demand for carbon capture services, the Group is dependent upon the governmental as well as public support, in order for customers to secure a sufficient volume of sites for storage of CO_2. Any lack of storage sites will impede the Group's business by slowing down market development and lead to materially adverse consequences for the Group until the supply of storage sites is sufficient to meet demand. Should there be periods with insufficient storage sites, this may have a material adverse effect on the Group's ability to achieve positive cash flow in its operations. • The Group is operating in a rapidly changing technological environment. The Group's current technology, and any further technology under development by it, may prove not to be commercially viable or efficient, and efforts to respond to technological innovations may require significant financial investments and resources. Failure by the Group to respond to changes in technology and innovations may render the Group's operations non-competitive and may have a material, negative effect on the Group's results of operations, financial condition and future prospects. • The Group has a limited organisation and is dependent on third-parties. The Group is therefore vulnerable to key employees leaving the Group which may have a material adverse effect on the Group and its operations. The Group will also be dependent on third-parties, such as Aker Horizons and Aker Solutions, providing the Group with access to various services and for resources required for execution of its projects. If the Group is not able to employ or retain qualified personnel, including certain key employees, it may experience difficulties in its project execution, risk delays in its current projects, cost overruns and ultimately risk that it is not able to obtain its operational and financial targets.
Key Information on the Securities	
What are the Main Features of the Securities?	
Type, Class of Securities Identification and ISIN Number	All of the Shares are ordinary shares in the Company and have been issued under the Norwegian Public Limited Liability Companies Act. The Shares are registered in book-entry form with the Norwegian Central Securities Depository (*Nw. Verdipapirsentralen*) under ISIN NO0010890304.
Currency, Number and Par Value of the Securities	As of the date of this Prospectus, the Company's share capital is NOK 566,060,400, divided on 566,060,400 Shares, each having a nominal value of NOK 1. The shares are issued in NOK and will be quoted and traded in NOK on the Oslo Stock Exchange.

Rights Attaching to the Securities	The Company has one class of Shares, and all Shares provide equal rights in the Company in accordance with the Norwegian Public Limited Liability Companies Act and the Articles of Association of the Company. Each Share carries one vote. The holders of Shares have no pre-emptive rights in connection with transfer of Shares.
Restrictions on Transfer	The Shares are freely transferable. The Articles of Association do not provide for any restrictions, or a right of first refusal, on transfer of Shares. Share transfers are not subject to approval by the Board of Directors.
Dividend Policy	As of the date of this Prospectus, the Company is in a growth phase and will prioritise to invest in organisational, product and technology development, and development of its ongoing and planned projects. Beyond the growth phase, it is the Company's ambition to pay an attractive dividend based on the consolidated net profit to be distributed to the shareholders as cash dividends or share buybacks, or a combination of both. There can, however, be no assurance that in any given year a dividend will be proposed or declared, or if proposed or declared, that the dividend will be as contemplated by the policy.
Where will the securities be traded?	
Admission to Trading	The listing committee of the Oslo Stock Exchange approved the Company's listing application in a meeting held on 16 June 2021. The Company currently expects commencement of trading in the Shares on the Oslo Stock Exchange on or about 18 June 2021 under the trading symbol "ACC". The Company has not applied for admission to trading of the Shares on any other stock exchange or regulated market, but is currently trading on Euronext Growth (Oslo), a multilateral trading facility (MTF).
What are the key risks that are specific to the securities?	
Key Risk Specific to the Securities	Key risks related to the Shares: • The Company may or may not pay any dividends for the foreseeable future. Shareholders may never obtain a return on their investment or may lose their total investment. • Future issuance of shares or other securities could dilute the holdings of existing shareholders and could materially affect the price of the Shares. • The Company has a major shareholder with significant voting power.
Key information on the Offering and/or the admission to trading on a regulated market	
Under which conditions and timetable can I invest in this security?	
Terms and Conditions for the Offer	Not applicable. There is no offering of Shares.
Dilution	Not applicable. There is no offering of Shares.
Proceeds and Estimated Expenses	Not applicable. There is no offering of Shares.
Who is the Offeror and/or the Person asking for admission to Trading?	
Brief description of the Offeror(s)	Not applicable. There is no offering of Shares.
Why is this Prospectus being produced?	
Reasons for the Offering/ Admission to Trading	The Group believes that the Listing will (i) enable access to a wider equity capital markets to fund further growth; (ii) diversify the shareholder base; (iii) enhance the Company's profile with investors, business partners, vendors and customers; (iv) further improve the ability of the Company to attract and retain key management and employees; and (iv) allow for a liquid market for the Shares going forward.

Use of proceeds	Not applicable. There is no offering of Shares.
Underwriting	Not applicable. There is no offering of Shares.
Material and Conflicting Interests	The Company is not aware of any interest of any natural and legal persons involved in the Listing that is material to the Listing.

2. RISK FACTORS

An investment in the Shares involves inherent risks. Investors should consider all information set forth in this Prospectus and, in particular, the specific risk factors set out below. An investment in the Shares is suitable only for investors who understand the risks associated with this type of high-risk investment and who can afford a loss of all or part of their investment. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties described herein should not be considered prior to making an investment decision. If any of the risks described below materialise, individually or together with other circumstances, they may have material adverse effects on the Company's business, financial condition, results of operations and cash flow and/or prospects, which may cause a decline in the value of the Shares that could result in a loss of all or part of any investment in the Shares. Risks and uncertainties described below are the principal known risks and uncertainties faced by the Company as of the date hereof. Additional risks and uncertainties that the Company currently believes are immaterial, or that are currently not known to the Company, may also have a material adverse effect on its business, financial condition, results of operations and cash flow, and may cause a decline in the value of the Shares that could result in a loss of all or part of any investment in the Shares. The information in this Section is as of the date of this Prospectus.

2.1 Risks Relating to the Company and the Industry in which the Company Operates

The Group is subject to CCUS market risk, including risk that the market in which the Group operates may not develop in a sufficient speed.

The Group is subject to various market specific risks related to the carbon capture, utilisation and storage ("**CCUS**") market, as further outlined below, and should these risks materialise they may have a material adverse effect on the Group.

The market outlook for CO_2 capture has been steadily increasing over time, driven by a clear need for carbon capture to reduce the climate effects from the industry. Significant investment decisions to industrialise carbon capture and permanent storage have been made in 2020, mainly through the Longship investment in Norway. With the COVID-19 pandemic effects expected to reduce during 2021, it is expected that more carbon capture and storage ("**CCS**") developments will be sanctioned. However, as government subsidies are part of the business case in Europe (see Risk Factor *'Realisation of business opportunities may be dependent upon government or other non-commercial funding, licenses, governmental approvals and various public policies, including the price on carbon emissions'*), delayed investments in key carbon capture developments may pose a risk to the Group. Furthermore, CO_2 markets risks materialising in respect of slow ramp-up of carbon capture and storage in the global market, reduced or delayed CO_2 tax increase post COVID-19, and/or uncertainty in respect of availability of supplier base, supplier capacity and logistics challenges in new market conditions may have a negative impact on the Group's operations and development.

The political and regulatory environment in the Group's key markets is important to drive maturation, scale and widen the application faster than what would be possible without government support for CCUS solutions. Stronger investment incentives and climate targets are expected to add momentum to the CCUS industry, and should regulatory incentives no longer be available or be reduced, such change(s) may have an adverse effect on development of the market in which the Group operates, which in turn may have an adverse effect on the Group's ability to expand its operations and ultimately on the Group's financial position and results. The speed of the transition into a low-carbon economy will also affect the realisation of carbon capture projects and governmental support and environmental regulation is a key factor that will influence the speed of this transition.

The Group may not be able to successfully implement its CCS cost reduction strategies or to manage CCS cost reductions properly.

Carbon capture is a cost-competitive option to cut CO_2 emitted during heavy industry processes such as cement, steel and chemicals production. It can also be more cost-effective to retrofit CCUS to existing facilities than building new capacity with alternative technologies. However, in order for CCS to remain a competitive alternative, it is necessary to reduce CCS costs. ACC has identified several cost-reducing initiatives, hereunder standardisation of products, digitalisation, technology development and competitive supply chains. Cost reduction is viewed as a key strategic pillar to execute the Group's strategy to improve project economics. Should the Group fail to successfully implement strategies for CCS cost reduction, such failure may have a materially adverse effect on the Group's ability to stay in business and be competitive which in turn could have a material adverse effect on its financial results and position, as well as on the CCUS industry as a whole.

The Group is newly established with limited operating history.

The Group was established in July 2020 as a result of Aker Solutions ASA (including its subsidiaries, "**Aker Solutions**") carving out its CCUS business into separate legal entities (the "**Separation**"). Therefore, the Group has a limited operating history. Since the Separation, the Group has continued to further develop its CCUS business on a stand-alone basis. The Group has also entered into several agreements with Aker Solutions in order to secure access to Aker Solutions' expertise and resource pool for execution of projects. Such agreements include, among other things, hire of personnel, provision of technical services and engineering and fabrication capabilities.

Although the Group has gained experience through the year that has passed since the Separation, hereunder incorporated various routines and management systems and been ISO 9001 and 14001 certified, the Separation from Aker Solutions may result in the Group being subject to various risks which may have an adverse effect on the Group and its operations should they materialise. Such risks include, but are not limited to, loss of existing and potential clients due to the Group's lack of operating history which may result in having an adverse effect on the Group's financial position and results.

The Group has a limited organisation and is dependent on third-parties.

The Group has a limited number of employees and is therefore vulnerable to key employees leaving the Group, which in turn may have a material adverse effect on the Group and its operations. The Group will also be dependent on third-parties, such as Aker Horizons and Aker Solutions, providing the Group with access to various services and for resources required for execution of its projects. If the Group is not able to employ or retain qualified personnel, including certain key employees, it may experience difficulties in its project execution, risk delays in its current projects, cost overruns and ultimately risk that it is not able to obtain its operational and financial targets. This may in turn have a material adverse effect on the Group's financial results and position, in addition to its growth ambitions.

The Group is subject to risk related to the volatility of global economic and social conditions.

The uncertainties and recent downturn of the global economy and other macroeconomic factors, including but not limited to the ongoing COVID-19 pandemic (as described below) could adversely affect the Group's business. The prospects for global economic growth remain uncertain and this may impact the availability of credit and terms thereof, liquidity more generally, interest rates and exchange rates, which in turn could have a material adverse effect on the Group's financial position and its ability to grow. In addition, volatility in the global economy may have an adverse impact on the market's interest in technology development and funding of such. Without a stable and/or growing global economy, the business of the Group may therefore be adversely affected, both financially and operationally.

The Group is subject to risk related to local development resistance and local opinion.

The Group is part of the CCUS chain, and is/will be involved in projects of variable size and impact on local interests/public. Therefore, the Group may be subject to risk in respect of local development resistance and local opinion. Despite the Group working to ensure minimal impact on local population and environment during construction, there is a risk that public perception may slow down the market development in certain geographies which in turn may affect the Group's ability to expand its operations. This may in turn have a material adverse effect on the Group's financial results and position.

The Group is operating in a rapidly changing technological environment.

The renewable energy sector is developing fast and unexpected positive results may reduce the market potential for CCS facilities, including the demand for such facilities by the Group's potential client base and governments. This may have a material adverse effect on the Group's business and future opportunities.

The carbon capture technology is also under development and there are alternative solutions offered in the market. Changes and developments may be driven by competitors of the Group with substantially greater resources than those of the Group and the attractiveness of the Group's solutions relative to other providers' solutions is uncertain, which may lead to the Group being unable to compete with such competitors. In particular, depending on the target reduction in CO_2 and the CO_2 concentration in the stream, more cost-efficient technologies than the Group's amine solution may be made available. This may ultimately have a material adverse effect on the Group's financial results and position.

The Group's current technology, and any further technology under development by it, may prove not to be commercially viable or efficient, and efforts to respond to technological innovations may require significant financial investments and resources. Failure by the Group to respond to changes in technology and innovations may render the Group's operations non-competitive and may have a material, negative effect on the Group's results of operations, financial condition and future prospects.

The Group is subject to general counterparty risk.

The Group's customers are to a large degree dependent upon support and funding from governments or other non-commercial institutions to realise its CCUS projects. Changes in policies or funding may impact the customers' ability go forward with, or complete, existing projects.

The Group is also dependent on other service providers as sub-contractors to execute its projects, particularly Aker Solutions. The Group intends to source e.g. engineering services and fabrication/construction services from third parties and such subcontractors' ability to perform the required work may have a direct impact on the Group's performance towards its customers. Suppliers within the industry in which the Group operates are limited and the Group may not be able to engage technological or commercial suitable sub-contractors or partners to secure contracts and execute the business as anticipated. Should any of these circumstances occur, it may have an adverse effect on the Group's ability to execute its projects on time or at all, and ultimately affect the financial performance and results of the Group negatively.

The outbreak of the corona virus (COVID-19) could have a material adverse effect on the Group.

The outbreak of COVID-19 has resulted in a global pandemic and has severely impacted companies and markets globally. It is currently not possible to predict the consequences for the Group, its customers, suppliers or business partners. It is expected that the global CCUS industry and market will experience adverse negative effects that may be long-term, such as more uncertain markets, operations becoming more vulnerable to interruptions and policy makers around the world may gravitate towards stricter regulations impacting international trade. Such consequences will likely also impact the Group and its current and planned operations and projects – as well as its customers, suppliers of goods and services - including the Group's ability to raise capital or secure financing, future customers' ability to buy the Group's products, and contractors' ability to provide goods and services required for the Group's construction project at the agreed terms, or at all. Any future outbreak of COVID-19 is beyond the Group's control and there is no assurance that any future outbreak of COVID-19 or other contagious diseases occurring in areas in which the Group or its suppliers, partners or customers operate, or even in areas in which the Group does not operate, will not seriously interrupt the Group's business. Any such interruptions may have a material adverse effect on the Group's operations, and in turn adversely affect the Group's financial position and results.

2.2 Risks Relating to the Group's Operations

The Twence project is one of the Group's material projects and is subject to important conditions precedent not yet being satisfied.

The Group is at the date of this Prospectus involved in two material projects; one with Norcem AS and one with Twence BV. These contracts are considered significant to the Group's business, but the Twence contract is, however, subject to public funding not yet granted, which is a condition precedent for the respective contract being made effective and executed as planned. The current status is that this condition precedent is postponed to Q2 2021. Estimated project commencement is in Q3 2021.

Furthermore, the Twence contract is subject to additional conditions precedent. In addition to public funding being granted, the Twence contract is conditional upon necessary irrevocable permits from the government, a business case acceptable to Twence and its shareholders, that the project is financeable in compliance with the applicable financial ratios, and lastly a positive final investment decision from Twence's board of directors and shareholders. The main contract with Twence is with Aker Solutions AS since it was agreed before the Separation, but Aker Solutions AS and the Company's wholly owned subsidiary Aker Carbon Capture Norway AS ("**ACCN**") are in the process of finalising a back-to-back subcontract agreement passing rights and obligations on to ACCN.

Failure to obtain public funding for the Twence project, or a failure to meet all conditions precedent, may result in the project not being executed, which will lead to loss of potential income for the Group and may furthermore have a material adverse effect on the Group's business and execution of its business strategy.

Except for the Norcem and Twence contracts, the Group's contract portfolio mainly consists of contracts for feasibility and concept studies and rental of the Group's Mobile Carbon Capture Test Unit ("**MTU**"). These contracts are low in value, and do not include any commitment to order any CCUS plants or products. Consequently, the Group's future income is uncertain.

The Group may fail to execute, or change, its strategy.

The Group may, due to, *inter alia*, external factors, such as among other things, regulatory- or market conditions, and/or internal factors and decisions, change its current strategy and pursue alternative strategies. The Group may also fail to execute its strategy due to e.g. changed market conditions, regulatory framework, available expertise and resources, and funding. The Group's failure to execute its strategy, including an amendment of the current strategy, may have a material adverse effect on the business, results of operations and financial condition of the Group. Furthermore, investors may not agree with any future change of the current strategy, which in turn could result in an adverse effect on the Company's share price due to selldown(s).

The Group also aims to provide solutions to mitigate climate change and has expressed an ambition to scale carbon capture and secure contracts for a total of 10 million tons of carbon captured per year by 2025. There may, however, be a risk that the Group is not able to achieve such targets, which could result in an adverse effect on the Company's share price.

The Group may fail to effectively manage its growth.

The Group is targeting a growth in its business, and the Group's future financial performance and its ability to sell its solutions will depend, in part, on its ability to manage any future growth effectively. The Group expects to make investments to enable future growth through, among other things, new technologies and development of additional capacity.

The Group must also be prepared to expand its work force and to train, motivate and manage additional employees as the need for additional personnel arises. The Group's personnel, facilities, systems, procedures and controls may not be adequate to support its future operations, and Aker Solutions – through the agreements with the Group - may not be able to provide such additional services and work force. Any failure to manage future growth effectively could have a material adverse effect on the Group's business, results of operations, financial condition, cash flows and/or prospects.

The Group's business relies on the experience and expertise of its senior management, as well as on its ability generally to retain existing, or hire additional, skilled personnel.

The Group's success depends upon the continued service and performance of its senior management and experts. The loss of the services of any of these individuals could delay or prevent the continued successful implementation of its growth strategy, or could otherwise affect its ability to manage the Group effectively and to carry out its business plan. Members of the senior management team may resign at any time and there can be no assurance that the Group may be able to continue to retain such individuals. This may in turn result in a material adverse effect on the Group's business, results of operations and financial results and position.

The Group's growth and success will to a certain extent depend on its ability to attract, hire and retain additional highly qualified and skilled technical, research, managerial and finance personnel as well as experienced and skilled engineers. Competition for such skilled personnel is tough and the unexpected loss of an employee with a particular skill could materially and adversely affect the Group's operations until a replacement can be found and trained. If the Group experiences shortage of skilled personnel, or if a significant portion of the employees were to engage in strikes, work slowdowns or other actions, the Group may not be able to continue to operations domestically or globally, or develop new technologies. Furthermore, any failure to effectively integrate new personnel could prevent the Group from successfully growing which in turn may have a material adverse effect on the Group's financial condition.

The Group may not be able to develop new technology that may be required to expand and/or keep up with competitors.

The Group has a growth strategy and is targeting an expansion of its customer base for existing and new products. Research and development is expensive, time-consuming, and entails considerable uncertainty with respect to both achieving positive results and, if successful, the ability to commercially sell products and services using such technology. Due to long development processes, changing regulatory requirements, changing market conditions and customer preferences and other factors, new variants of existing technologies or new technologies may take longer and cost more to develop and may be less successful than the Group anticipates. It is expected that an increased target market and customer base will result in increased competition, and also attract established industrial companies such as oil companies and other potential customers to develop their own CCUS technologies and solutions, which in turn may reduce the potential client base of the Group. Furthermore, the Group may be unable to reduce costs as required to maintain a competitive position. No assurance can be given that any new technologies under research and development will be commercially successful. If the Group is unable to keep up with competitors, develop new technology or have commercial success with its technology under research and development, this could adversely affect the future development of the Group's business, financial condition, results of operations and/or prospects.

The Group is dependent on the use of certain technology and intellectual property rights, which may be difficult or costly to defend and maintain.

The Group's business is dependent upon its proprietary technology, including its amine solution. The Group's technology is based on a combination of patents, trade secrets, know-how and confidential procedures and contractual provisions to maintain secrecy and prevent un-authorised use. The Group cannot guarantee that its measures for preserving the secrecy of its know-how and trade secrets are sufficient to prevent others from obtaining such information and use the know-how.

The extent of the Group's intellectual property rights may vary in different countries, and filing, prosecuting, maintaining and defending the Group's patents throughout the world could be highly expensive. Consequently, the Group may be unable to prevent third parties from using its inventions in certain countries, especially in jurisdictions offering no or little protection of intellectual property rights, or in jurisdictions where enforcement may be difficult. Competitors could potentially also use the Group's technology in jurisdictions where the Group has not obtained patent protection.

In particular, proceedings to enforce the Group's intellectual property rights could result in substantial costs and divert the Group's efforts and attention from other aspects of its business, put its patents at risk of being invalidated or interpreted narrowly and its patent applications at risk of not being issued. Proceedings could furthermore provoke third parties to assert patent infringement or other claims against the Group and the Group may be liable for damages or other remedies for any lawsuits that the Group initiates. Accordingly, the Group's efforts to enforce its intellectual property rights may be inadequate to obtain a significant commercial advantage from the intellectual property that the Group develops or licenses from third parties.

There is also a risk that third parties may claim that the Company does not have rights or exclusive rights to the intellectual property it uses. The Group may as a consequence of this be a party to litigation to determine the scope and validity of its intellectual property, which, if resolved adversely to the Group, could invalidate or render unenforceable its intellectual property or generally preclude the Group from using such intellectual property, or the Group could be forced to pay substantial royalties. A successful claim of infringement against the Group, or its failure or inability to develop non-infringing technology or license the infringed technology could materially and adversely affect its business and results of operations, and/or prospects.

The Group cannot assure that its know-how and trade secrets will provide the Group with any competitive advantage, as the know-how and trade secrets may become known to or be independently developed by others including the Group’s competitors, regardless of measures the Group may take to try to preserve the confidentiality. The Group cannot give assurance that its measures for preserving the secrecy of its trade secrets and confidential information are sufficient to prevent others from obtaining such information.

If the Group’s proprietary technology, trade secrets, know-how etc. becomes known to the public, or third-parties develop similar technology, or the patents are held to be invalid, this could have a material adverse effect on the Group, its financial position and future prospects.

The Group is subject to project execution and contractual risk in its engineering and construction business.

There are numerous risks associated with engineering and construction of CCUS facilities, including but not limited to risks of delay and failure to deliver according to the agreed specifications (including the performance levels guaranteed), risks of early termination of contracts by customers and suppliers, risk of changes to the scope of work and amendments due to design development resulting in extension of time and increased cost.

The agreed pricing model in customer contracts is to a certain extent based on fixed prices. The estimates used for setting the prices may be based on wrong or inaccurate assumptions and facts which may result in cost over-run and reduced profit or loss for the Group.

If the Group is unable to meet its customers’ requirements under contracts, the customers may terminate their contracts or, pursuant to the term of the contracts, require the Group to compensate them for losses. In the event that the Group does not satisfy its obligations under such contracts, the Group's business, results of operations, financial position, cash flows and/or prospects could be materially adversely affected if one or more of long-term customers terminate their contracts with the Group, or if the Group is obligated to compensate them for losses.

The Group must comply with comprehensive requirements and practices relating to its development of carbon capture plants, including health, safety and environmental (“**HSE**”) requirements and training of employees. There is a risk that the Group, subcontractors or other third parties with responsibility for the operations may not be able to meet applicable standards, which may disrupt the operations (e.g. due to suspension or closing of operations). In addition, there is an inherent risk of delay or hindrances in production due to mechanical or manual failure or malfunction, human error or other unforeseen events, which could result in delays of whole or parts of the operations, leading to costs or damages. Any failure in the operations could have a material adverse effect on the Group's business, financial condition, results of operations, reputation and/or prospects.

The Group may also, as part of contractual commitments to its customers, provide functional performance guarantees. Such guarantees may include CO_2 capture rates or volumes and operational uptime. Breach or non-achievement of performance guarantees may affect the financial performance of the project and the Group negatively.

Interruptions in information technology systems and cyber security issues could adversely affect the Group's business.

The Group relies on the efficient and uninterrupted operation of several information technology systems and networks to operate its business. Any significant disruptions to the Group's systems or networks, including, but not limited to, new system implementations, computer viruses, security breaches, cyber-attacks, facility issues, natural disasters, terrorism, war, telecommunication failures or energy blackouts could have a material adverse impact on the Group's operations, sales and operating results.

The Group's third-party service providers and other vendors have access to certain portions of the Group's information technologies system. Certain failure or negligence of these service providers may cause material disruptions in the Group's operations, which could affect the Group's ability to perform in a timely manner. Any such failure to perform due to failure or negligence from the service providers may in turn have a material adverse effect on the Group's cash flow, financial results and conditions.

The Group may be exposed to currency exchange rate risks.

The Group's reporting currency and the functional currency in most of the Group's subsidiaries is NOK. A significant portion of the Group's operating expenses and certain of its revenues are incurred or expected to incur in other currencies, including USD, EUR, GBP, SEK and DKK. As a result, the Group is exposed to the risks that the foreign currencies may appreciate or depreciate relative to the NOK, which could have a material adverse effect on the Group's results of operations, financial position and/or cash flows.

The Group may in the future take on debt which in turn could limit the Group's cash flow and limit the Group's operational flexibility.

The Group does not currently have any borrowings, but it is likely that it will have to take on debt in the future, e.g. to secure working capital or its operations. This may require the Group to agree to restrictions and limitations on the Group's business operations and capital structure, to force the Group to dispose of current long-term assets or to issue additional equity, possibly on unfavourable terms, increase the Group's vulnerability to adverse economic and industry conditions, limit the Group's flexibility to make, or react to, changes in the business and industry, and/or place the Group at a competitive disadvantage. Furthermore, should the Group take on debt in the future, any fluctuations in the interest rates may affect the Group's interest costs, which in turn may reduce its cash flows and ability to make distributions to shareholders.

If the Group enters into any debt financing, the Group may have to comply with a number of financial and other covenants and clauses, including change of control provisions, cross default provisions and performance requirements, which could affect the operational and financial flexibility of the Group. Such restrictions could affect, and in many respects limit or prohibit, among other things, the Group's ability to pay dividends, create liens, sell assets, or engage in mergers or acquisitions. In addition, covenants under debt instruments may pledge the Group's assets as collateral and any negative pledge with respect to the Group's intellectual property could limit its ability to obtain additional debt financing on acceptable and/or commercially reasonable terms, or even at all. Any breach of covenants could result in defaults under instruments governing applicable indebtedness and cross-default provisions could be triggered in the event of default on other indebtedness and may require the Group to repay or restructure indebtedness. Failure to make payments or comply with any covenants under future debt instruments could result in an event of default and acceleration of amounts due, and could have a material adverse effect on the Group's business, operations, assets and/or prospects.

Potential licence fees to Aker ASA pursuant to share purchase agreement from 2012.

Aker ASA is entitled to, according to a share purchase agreement entered into in 2012, a potential earn-out of 45% of total net license fees, capped at NOK 147 million plus interest, under license contracts over a period of 10 years, as further set out and calculated in the share purchase agreement. Such earn-out has not been paid over the past 9+ years, and the Company does not consider it likely that any earn-out will become payable the remaining 1 year either, as the earn-out has to be based solely on earnings from technology rights already in place prior to the signing of the share purchase agreement in 2012. There can, however, be no assurance that Aker ASA will not be entitled to such earn-out. In the event that the earn-out is triggered and becomes payable, this could have a material adverse effect on the Company's financial position and may require the Company to raise additional capital to settle the earn-out.

The Group is subject to an exclusivity clause with Aker Solutions which may restrict the Group from obtaining technical services from other providers.

The Group has entered into several agreements with Aker Solutions in order to secure access to Aker Solutions' expertise and resource pool for execution of projects. Such agreements include, among other things, hire of personnel, provision of technical services and desktop engineering and fabrication capabilities. The Group currently uses its own resources to carry out the relevant technical services it requires, but in the event that the Group does not have sufficient internal resources to carry out desktop engineering and/or other technical services required as part of its operations going forward, the Group is subject to an exclusivity clause in the frame agreement for the provision of technical services with Aker Solutions which will restrict the Group from obtaining technical services from other providers. For the other services Aker Solutions shall be the preferred supplier. Such exclusive and preferred supplier agreements may limit the Group's commercial flexibility in the future and thus have an adverse effect on the Group's ability to access new projects and consequently its financial results.

2.3 Risks Relating to Legal and Regulatory Matters

Realisation of business opportunities may be dependent upon government or other non-commercial funding, licenses, governmental approvals and various public policies, including the price on carbon emissions.

Realisation of carbon capture projects, including the required infra-structure, is expensive and with limited prospect for short term profit. Although the European Union Emission Trading System ("**EU ETS**") prices reached all-time high in May 2021 at 56 EUR/tonnes, the general cost in the market of the CCUS value chain remains above the EU ETS prices. Investments will to a large extent be dependent upon government support and funding, and a regulatory framework which provides for incentives for the industries to invest in CCUS initiatives. In the long-term CCUS must become commercially attractive and cannot rely on governmental support. The perceived benefit of CCUS must over time exceed the customer's alternative cost, which normally relates to the CO_2 price in EU ETS scheme, local CO_2 tax levels, CO_2 tax credit schemes or other CO_2 policy regimes. Should such perceived benefits not be realised, the Group may not be able to achieve positive cash flow in its operations.

The policies for government incentives are still under development and vary in the jurisdictions in which the Group intends to operate. Changes in the relevant authorities' policies, including target for reduction in CO_2 emission and regulations, and willingness to fund CCUS projects may, until the CCUS business becomes commercially viable on its own, be critical to the Group's ability to attract clients and execute its business plan and may have a material adverse effect on the Group's financial results and position.

The Group is subject to a wide variety of laws and regulations and may be dependent on governmental licenses and approvals to commence and continue its operations. There is a risk that the Group will not obtain the necessary licences or approvals, or that obtaining such licenses or approvals will require significant resources from the Group that in turn may have a negative effect on the Group's financial position, operations and results. Furthermore, there is a risk that the relevant governments may change the requirements for obtaining such licenses, rendering it more expensive, difficult or even impossible for the Group or the Group's potential clients to obtain the necessary licenses, which in turn may have a material adverse effect on the Group's operations, ability to execute projects and ultimately on its financial condition and ability to grow.

The Group's business is dependent upon government approval to achieve sufficient storage sites for the CO_2.

National governments have the authority over possible storage sites for CO_2, whether in deep geological formation offshore, deep seabed sediments, the deep oceans or geological reservoirs on land. With respect to storage in geological reservoirs on land in particular, public resistance may cause the government not to authorise storage sites. Since the ability to store carbon is important for the demand for carbon capture services, the Group is dependent upon the governmental as well as public support, in order for customers to secure a sufficient volume of sites for storage of CO_2. Any lack of storage sites will impede the Group's business by slowing down market development and lead to materially adverse consequences for the Group until the supply of storage sites is sufficient to meet demand. Should there be periods with insufficient storage sites, this may have a material adverse effect on the Group's ability to achieve positive cash flow in its operations.

The Group's business comprises handling of hazardous substances which could take on fire, explode, be contaminated or lead to personal injuries etc.

The Group's carbon capture solutions involve controlled use of potentially harmful hazardous materials, including volatile solvents and chemicals. The Group faces the risk of fire, explosion, contamination or injury from the use, storage, handling and disposal of these materials. In the event of fire, explosion, contamination or injury, the Group could be subject to civil or criminal sanctions or fines or be held liable for damages, operating licenses could be revoked, or the Group could be required to suspend or modify its operations. This could in turn have a material adverse effect on the Group's financial position and its business and could ultimately lead to insolvency or bankruptcy.

The Group's employees, as well as employees of clients at sites where carbon capture plants are or are in the process of being installed, may from time to time be at risk of coming into contact with hazardous substances. This may lead to personal injuries which the Group may be liable for. This may also be the case for individuals otherwise being exposed to hazardous substances used in the construction or operation of CCUS facilities or intra-structure. In addition to human suffering, this may have an adverse effect on the Group's financial position and its general reputation.

The Group may fail to effectively protect information about customers and employees.

The Group makes use of information technology systems and network where amongst others information about customers and employees may be stored. Failure to maintain proper and sufficient cyber security will lead to such information becoming vulnerable to cyber-attacks, and may lead to such information becoming known to others. For loss of information regarding employees or clients, this may further lead to claims against the Group for improper handling and protection of such information, which in turn may lead to an adverse effect on the Group's financial position.

The Group is subject to various jurisdictions' laws and regulatory regimes which may vary from time to time and which may subject the Group to increased expenses in complying with multiple and potentially conflicting domestic and foreign laws, regulations and trade standards.

The Group's international operations are subject to a number of general risks relevant for such operations, including (i) potential imposition by governments of controls that prevent or restrict the transfer of funds, (ii) regulatory limitations imposed by foreign governments and unexpected changes in regulatory requirements, tariffs, customs duties, tax laws and other trade barriers, (iii) difficulties in staffing and managing foreign operations, (iv) laws and business practices favouring local competition and potential preferences for local content, (v) difficulties in protecting or enforcing intellectual property rights in certain foreign countries, (vi) fluctuations in exchange rates, (vii) the difficulties and increased expense in complying with multiple and potentially conflicting domestic and foreign laws, regulations and trade standards, (viii) protests by non-governmental organisations ("**NGOs**"), and (ix) national or international trade sanctions and restrictions. If the Group fails to overcome the challenges that it encounters in its international operations, including such risks mentioned above, the Group's business, results of operations, financial position, cash flows and/or prospects could be materially, adversely affected. Furthermore, any economic instability, conflict or war in a specific country or region in which the Group operates, may have an adverse impact on, among other things, the Group's ability to hire and/or retain competent employees.

Risk of violations of anti-corruption laws, ethical and political risks.

The Group's business operations and sales are subject to anti-corruption laws in multiple jurisdictions, which among other things prohibits improper payments and require the Group to keep accurate books and records as well as appropriate internal controls. The Group has implemented ethical policies and procedures to act according to domestic and international standard, anchored in the Code of Conduct available on the company website. As the Group has, or intends to have, limited or no operations in countries associated with high political, corruption and/or human rights risks, the Group has limited direct exposure to political and ethical risks in such countries. The Group could, nevertheless, potentially become involved in unethical behaviour, either directly or through third parties and partners. Any actual or claimed violations of applicable anti-corruption law or human rights may result in civil and criminal penalties or other sanctions, or make the Group suffer significant internal investigation costs or reputational harm, which could have a material adverse effect on the Group's business, financial condition, results of operations, reputation and/or prospects. Furthermore, any political trends, unrest or changes in regimes where the Group operates may result in changes to the regulations applicable to the Group's current or future operations, which in turn could have a material adverse effect on the Group's strategy, operations, ability to grow and financial position and results.

The Group may be party to various claims, legal proceedings or disputes, including class action lawsuits.

There are currently no claims, legal proceedings or disputes where the Group is involved, but the nature of the business exposes the Group to the risk of claims, legal proceedings and disputes (including litigation, arbitration and administrative procedures) with customers, contractors and suppliers, governments, as well as disputes over claims in relation to personal injury, environmental issues, intellectual property rights, tax matters, securities matters, labour and employment matters, unionising and collective action, discrimination matters, payments, privacy and personal data, data security issues, competition and anti-trust issues. The Group cannot predict with certainty the outcome or effect of any future claim or other litigation matters or disputes. Any litigation or dispute may have a material adverse effect on the Group's business, financial position, results of operations, cash flows and/or prospects due to potential negative outcomes, the costs associated with prosecuting or defending such lawsuits, and the diversion of management's attention to these matters. Any claims against the Group could result in professional liability, product liability, criminal liability, warranty obligations, and other liabilities which, to the extent the Group is not insured, or cannot insure, against a loss or the insurer may fail to provide coverage, which could have a material adverse impact on the business, results of operation, financial condition, cash flows and/or prospects of the Group. The Group may make provisions to cover expected outcome of proceedings and disputes to the extent that negative outcomes are likely and reliable estimates can be made, but the final outcome of these and other cases may be subject to uncertainties and resulting liabilities which may exceed booked provisions.

2.4 Risks Relating to the Listing and the Shares

The Company may or may not pay any dividends for the foreseeable future. Shareholders may never obtain a return on their investment or may lose their total investment.

As of the date of this Prospectus, the Company is in a growth phase and will prioritise to invest in organisational, product and technology development, and development of its ongoing and planned projects. Beyond the growth phase, it is the Company's ambition to pay an attractive dividend based on the consolidated net profit to be distributed to the shareholders as cash dividends or share buybacks, or a combination of both. There can, however, be no assurance that in any given year a dividend will be proposed or declared, or if proposed or declared, that the dividend will be as contemplated by the policy. The payment of future dividends will depend on legal restrictions, the Company's capital requirements, including capital expenditure requirements, its financial condition, general business conditions and any restrictions that its borrowing arrangements, or other contractual arrangements, in place at the time the dividend may place on its ability to pay dividends.

Future issuances of shares or other securities in the Company may dilute the holdings of shareholders and could materially affect the price of the Shares.

It is possible that the Company may decide to offer additional shares or other securities in order to finance new capital-intensive investments in the future in connection with unanticipated liabilities or expenses, or for any other purposes. Any such additional offering could reduce the proportionate ownership and voting interests of holders of Shares as well as the earnings per Share and the net asset value per Share of the Company, and any offering by the Company could have a material adverse effect on the market price of the Shares. Depending on the structure of such future offering, certain existing shareholders may not have the ability to purchase additional equity securities.

The Company has a major shareholder with significant voting power.

As of the date of this Prospectus, Aker ASA ("Aker") control approximately 51% of the Shares in the Company, indirectly through Aker Horizons Holding AS, a wholly owned subsidiary of Aker Horizons ASA. Aker/Aker Horizons will hence be in a position to exercise considerable influence, or control, over all matters requiring shareholder approval. This concentration of share ownership could delay, postpone or prevent a change of control in the Company, and impact mergers, consolidations, acquisitions or other forms of combinations, as well as distributions of profit, which may or may not be desired by other investors.

The Company's majority shareholder, Aker Horizons Holding AS, is ultimately beneficially owned by Kjell Inge Røkke, through the following companies: Aker Horizons ASA, Aker Capital AS, Aker ASA, TRG Holding AS and The Resource Group TRG AS. Kjell Inge Røkke is also a deputy member of the Company's Board of Directors.

3. RESPONSIBILITY STATEMENT

The Board of Directors of Aker Carbon Capture ASA accepts responsibility for the information contained in this Prospectus. The members of the Board of Directors confirm that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Oslo, 16 June 2021

The Board of Directors of Aker Carbon Capture ASA

Henrik Overgaard Madsen (Chairperson)
Kristian Monsen Røkke
Øyvind Eriksen
Nina Kristine Jensen
Oscar Fredrik Graff
Liv Monica Stubholt
Linda Litlekalsøy Aase

4. GENERAL INFORMATION

This Section provides general information on the presentation of financial and other information, as well as the use of forward-looking statements, in this Prospectus. You should read this information carefully before continuing.

4.1 The approval of this Prospectus by the Norwegian Financial Supervisory Authority

The Financial Supervisory Authority of Norway (Nw. *Finanstilsynet*) (the "**Norwegian FSA**") has reviewed and approved this Prospectus, as competent authority under the EU Prospectus Regulation, only as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered as an endorsement of the Company that is the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities. The Norwegian FSA approved this Prospectus on 16 June 2021.

4.2 Other Important Investor Information

The Company has furnished the information in this Prospectus. No representation or warranty, express or implied is made as to the accuracy, completeness or verification of the information set forth herein, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future.

Neither the Company nor any of its affiliates, representatives, advisers or selling agents, are making any representation to any offeree or purchaser of the Shares regarding the legality of an investment in the Shares. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Shares.

4.3 Cautionary Note Regarding Forward-Looking Statements

This Prospectus includes forward-looking statements that reflect the Company's current views with respect to future events and financial and operational performance; including, but not limited to, statements relating to the risks specific to the Company's business, future earnings, the ability to distribute dividends, the solution to contractual disagreements with counterparties, the implementation of strategic initiatives as well as other statements relating to the Company's future business development and economic performance ("**Forward-looking Statements**"). These Forward-looking Statements can be identified by the use of forward-looking terminology; including the terms "assumes", "projects", "forecasts", "estimates", "expects", "anticipates", "believes", "plans", "intends", "may", "might", "will", "would", "can", "could", "should" or, in each case, their negative or other variations or comparable terminology. These Forward-looking Statements are not historical facts. They appear in a number of places throughout this Prospectus; Section 5 "Business Overview", Section 6 "Industry Overview" and Section 12 "Dividend and Dividend Policy" and include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, goals, objectives, financial condition and results of operations, liquidity, outlook and prospects, growth, strategies, impact of regulatory initiatives, capital resources and capital expenditure and dividend targets, and the industry trends and developments in the markets in which the Group operates.

Prospective investors in the Shares are cautioned that forward-looking statements are not guarantees of future performance and that the Company's actual financial position, operating results and liquidity, and the development of the industry in which the Company operates may differ materially from those contained in or suggested by the forward-looking statements contained in this Prospectus. The Company cannot guarantee that the intentions, beliefs or current expectations that these forward-looking statements are based will occur.

By their nature, forward-looking statements involve and are subject to known and unknown risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements. Should one or more of these risks and uncertainties materialise, or should any underlying assumption prove to be incorrect, the Company's business, actual financial condition, cash flows or results of operations could differ materially from that described herein as anticipated, believed, estimated or expected.

The information contained in this Prospectus, including the information set out under Section 2 "Risk Factors", identifies additional factors that could affect the Company's financial position, operating results, liquidity and performance. Prospective investors in the Shares are urged to read all sections of this Prospectus and, in particular, Section 2 "Risk Factors" for a more complete discussion of the factors that could affect the Company's future performance and the industry in which the Company operates when considering an investment in the Shares.

The forward-looking statements speak only as at the date of this Prospectus. Except as required according to the Norwegian Securities Trading Act, the Company undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on the behalf of the Company are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Prospectus.

4.4 Presentation of Financial Information

4.4.1 Historical Financial Information

The Company was incorporated on 8 July 2020 and became the parent of the Group on the same date. The Company has therefore only prepared historical separate financial statements for the period 8 July 2020 to 31 December 2020 (the "**Company Financial Statements**") and historical consolidated financial statements for the Group for the period 8 July 2020 to 31 December 2020 (the "**Group Financial Statements**"), which have been subject to audit by the Company's independent auditor, KPMG AS ("**KPMG**"). The Company Financial Statements are prepared in accordance with Norwegian legislation and Norwegian Generally Accepted Accounting Principles. The Group Financial Statements are prepared in accordance with International Financial Reporting Standard as adopted by the European Union ("**IFRS**"). The Company Financial Statements and the Group Financial Statements have been audited by KPMG, as set forth in their report thereon included herein. There are no qualifications or emphasis of matter set out in the report prepared by KPMG. The Company Financial Statements and the Group Financial Statements are included in Appendix A to this Prospectus.

Additionally, the Group has prepared a business update for the three months ended 31 March 2021 (the "**Q1 2021 Business Update**"). The Q1 2021 Business Update has not been prepared in accordance with IAS 34 Interim Financial Reporting ("**IAS 34**") and has not been subject to audit or review by the Company's auditor KPMG. The Q1 2021 Business Update has been prepared based on the recognition and measurement criteria as stated in the historical Group Financial Statements. The Q1 2021 Business Update is incorporated by reference to this Prospectus, see Section 16.2 "Documents Incorporated by Reference".

4.4.2 Complex Financial History

As the Company has not existed for three full financial years, the Company is deemed to have a complex financial history. The Company has therefore included additional financial information in this Prospectus in the form of Carve-out Combined Financial Statements (as defined below).

4.4.3 Carve-out Combined Financial Statements

Prior to establishment of the Company and the Group, the activities of ACC were part of the Aker Solutions Group, a subsidiary of the Aker ASA Group and therefore ACC's operations were deemed to be under the common control of Aker ASA. In order to provide a three year track record of the Group's underlying business, the Company has prepared carve-out combined financial statements as of and for the years ended 31 December 2020, 2019 and 2018 (the "**Carve-out Combined Financial Statements**"), see below for details.

The Carve-out Combined Financial Statements are prepared in accordance with IFRS and have been audited by KPMG, as set forth in their report thereon included herein. There are no qualifications set out in the report prepared by KPMG, however KPMG emphasizes the following: They draw attention to Note 1 and 2 to the Carve-out Combined Financial Statements, which describes their basis of preparation, including the approach to and the purpose for preparing them . The Carve-Out Combined Financial Statements were prepared to meet the requirements in connection with the Aker Carbon Capture ASA' listing of shares on Oslo Stock Exchange, including the Prospectus prepared in connection therewith, and for no other purpose. KPMG's opinion is not modified in respect of this matter. The Carve-out Combined Financial Statements are included in Appendix A to this Prospectus.

The Carve-out Combined Financial Statements prior to the establishment of the Company and Group reflect assets, liabilities, revenue and expenses historically recognised within the Aker Carbon Capture business. All figures presented in the Carve-out Combined Financial Statements from the period up until the legal Group entities were established in 2020, are according to what has been recorded in the Aker Carbon Capture profit centers in Aker Solutions ASA with an additional allocation being made to cover various management functions not historically reflected in the profit centers (see Note 2 in the Carve-out Combined Financial Statements for further details). The Carve-out Combined Financial Statements after establishment of the Company and Group have been derived from the historical accounting records of the Group, from the Group Financial Statements, with the exclusion of an amount in the tax disclosure.

The denominator in the calculation of pro forma basic earnings per share ("**EPS**") for each period presented is the number of issued ordinary shares per the reporting date 2020. The Company did not have any issued shares prior to the incorporation on 8 July 2020. The presented EPS data is considered proforma and should not be viewed as historical information. See note 7 in the Carve-out Combined Financial Statements for further information about the calculation of pro forma EPS.

The Carve-out Combined Financial Statements, the Company Financial Statements and the Group Financial Statements are together referred to as the "**Financial Information**".

The Company presents the Financial Information in NOK thousands, except when otherwise stated (presentation currency).

4.4.4 Non-IFRS Financial Information

This Prospectus contains certain non-IFRS measures and ratios or Alternative Performance Measures ("**APMs**"), such as EBITDA, Operating profit (loss) (EBIT), CAPEX and Net Current Operating Assets that are not required by, or presented in accordance with, IFRS or the accounting standards of any other jurisdiction. These measures are not measurements of financial performance or liquidity under IFRS, are not audited, and should not replace measures of liquidity or operating profit that are derived in accordance with IFRS. The Company define the relevant APMs as follows:

EBITDA: Profit (loss) for the period before net financial items, tax benefit (expense) and depreciation, amortisation and impairment.

Operating profit (loss) (EBIT): Profit (loss) for the period before net financial items, and tax benefit (expense), corresponding to operating profit (loss) in the Carve-out Combined Financial Statements.

CAPEX: the sum of acquisition of property, plant and equipment and payments for capitalised development, corresponding to investing activities in the cash flow statement of the Carve-out Combined Financial Statements.

Net Current Operating Assets: current operating assets less current operating liabilities.

The APMs presented herein may not be indicative of the Group's historical operating results, nor are such measures meant to be predictive of the Group's future results. The Group believes however that the APMs included herein are useful supplemental indicators that may be used to assist in evaluating a company's future operating performance, and its cash flows. Accordingly, this information has been disclosed to permit a more complete and comprehensive analysis of the Group's operating performance, consistent with how the Group's business performance is evaluated by management.

The Group believes that the presentation of these APMs enhance an investor's understanding of the Group's operating performance and its cash flows. In addition, the Group believes that these APMs are commonly used by companies in the market in which it competes and are widely used by investors in comparing performance on a consistent basis. EBITDA presents the Company's performance without regard to factors such as depreciation, amortisation income taxes, interest income, financing and currency gains/losses which can vary significantly depending upon accounting methods or based on non-operating factors. EBIT presents the Company's performance, without regard for income taxes, interest income, financing and currency gains/losses. CAPEX presents the Company's investments in property, plant and equipment, as well as investments in intangible assets, to show its capital expenditures and capitalisation of technological development. Additionally, the Company presents Net Current Operating Assets as a measure of working capital and used by the Company when assessing the cash flow from operations. Accordingly, the Group discloses the APMs presented herein to permit a more complete and comprehensive analysis of its operating performance relative to other companies and across periods, and of the Group's ability to service its debts. However, these APMs may be calculated differently by other companies and may not be comparable. APMs may not be comparable with similarly titled measures used by other companies. The Group's APMs are not measurements of financial performance under IFRS and should not be considered as alternatives to other indicators of our operating performance, cash flows or any other measures of performance derived in accordance with IFRS. The Group's APMs have important limitations as analytical tools, and they should not be considered in isolation or as substitutes for analysis of the Group's results of operations as reported under IFRS.

The following tables reconciles the APMs to its nearest IFRS measure, derived from the Group's Carve-out Combined Financial Statements:

EBITDA	**Year ended 31 December**		
Amounts in NOK thousand	**2020**	**2019**	**2018**
Profit (loss) for the period	(53,621)	(8,696)	(4,669)
Tax benefit (expense)	-	-	-
Net financial items	(121)	-	-
Depreciation and amortisation	1,881	-	-
EBITDA	**(51,862)**	**(8,696)**	**(4,669)**

Operating Profit (Loss) (EBIT)	Year ended 31 December		
Amounts in NOK thousand	**2020**	**2019**	**2018**
Profit (loss) for the period	**(53,621)**	**(8,696)**	**(4,669)**
Tax benefit (expense)	-	-	-
Net financial items	(121)	-	-
Operating Profit (Loss) (EBIT)	**(53,743)**	**(8,696)**	**(4,669)**

CAPEX	Year ended 31 December		
Amounts in NOK thousand	**2020**	**2019**	**2018**
Which consists of:			
• Capitalised PP&E	2,514	96	-
• Capitalised development	3,792	-	-
CAPEX	**6,306**	**96**	**-**

Net Current Operating Assets	Year ended 31 December		
Amounts in NOK thousand	**2020**	**2019**	**2018**
Current operating assets	7,196	3,538	8,368
Less			
Current operating liabilities	15,592	18,332	8,911
Net current operating assets	**(8,396)**	**(14,794)**	**(543)**

4.5 Presentation of Industry Data and Other Information

Sources of Industry and Market Data

To the extent not otherwise indicated, the information contained in this Prospectus on the market environment, market developments, growth rates, market trends, market positions, industry trends, competition in the industry in which the Company operates and similar information are estimates based on data compiled by professional organisations, consultants and analysts; in addition to market data from other external and publicly available sources, including market data from IEA[1], IRENA[2], Fraunhofer ISE[3], McKinsey[4], Bellona[5], Global CCS Institute[6][7][8], European Commission[9][10], and World Bank Group[11], as well as various public websites.

[1] Sustainable Development Scenario from World Energy Outlook 2020, IEA (https://www.iea.org/reports/world-energy-outlook-2020/achieving-net-zero-emissions-by-2050#abstract)

[2] IRENA 2019 (https://www.irena.org/publications/2020/Jun/Renewable-Power-Costs-in-2019)

[3] Fraunhofer ISE https://www.ise.fraunhofer.de/en/publications/studies/cost-of-electricity.html)

[4] McKinsey Energy Insights Global Energy Perspective, April 2020 (https://www.mckinsey.com/industries/oil-and-gas/our-insights/global-energy-perspective-2021)

[5] Bellona (https://bellona.org/news/ccs/2021-02-norway-proposes-e200-per-ton-co2-tax-by-2030)

[6] GCC Global Status Report 2019 (https://www.globalccsinstitute.com/resources/global-status-report/previous-reports/)

[7] Global CCS Institute (https://co2re.co/FacilityData)

[8] Global CCS Institute (https://www.globalccsinstitute.com/resources/global-status-report/)

9 European Commission (June 2020) – A hydrogen strategy for a climate-neutral Europe (https://ec.europa.eu/energy/sites/ener/files/hydrogen_strategy.pdf)

[10] European Commission - The European Green Deal Investment Plan and Just Transition Mechanism explained (January 2020) (https://ec.europa.eu/commission/presscorner/detail/en/qanda_20_24)

[11] World Bank Group - “State and Trends of Carbon Pricing 2020” (https://openknowledge.worldbank.org/bitstream/handle/10986/33809/9781464815867.pdf)

While the Company has compiled, extracted and reproduced such market and other industry data from external sources, the Company has not independently verified the correctness of such data. Thus, the Company takes no responsibility for the correctness of such data. The Company cautions prospective investors not to place undue reliance on the above mentioned data.

The Company confirms that where information has been sourced from a third party, this information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified.

In addition, although the Company believes its internal estimates to be reasonable, such estimates have not been verified by any independent sources and the Company cannot assure prospective investors as to their accuracy or that a third party using different methods to assemble, analyse or compute market data would obtain the same results. The Company does not intend to or assume any obligations to update industry or market data set forth in this Prospectus. Finally, behaviour, preferences and trends in the marketplace tend to change. As a result, prospective investors should be aware that data in this Prospectus and estimates based on those data may not be reliable indicators of future results.

Other Information

In this Prospectus, all references to “NOK” are to the lawful currency of Norway, all references to “EUR” are to the lawful currency of the EU and all references to “U.S. dollar”, “US$”, “USD”, or “$” are to the lawful currency of the United States of America.

In this Prospectus all references to “EU” are to the European Union and its Member States as of the date of this Prospectus; all references to “EEA” are to the European Economic Area and its member states as of the date of this Prospectus; and all references to “US”, “U.S.” or “United States” are to the United States of America.

Certain figures included in this Prospectus have been subject to rounding adjustments. As a result of the rounding, the totals of data presented in this Prospectus may vary slightly from the actual arithmetic totals of such data. Percentages in tables have been rounded and accordingly may not add up to 100 per cent.

5. BUSINESS OVERVIEW

This Section provides an overview of the business of the Group as of the date of this Prospectus. The following discussion contains Forward-looking Statements that reflect the Company's plans and estimates; see Section 4.3 "General Information—Cautionary Note Regarding Forward-Looking Statements". You should read this Section in conjunction with the other parts of this Prospectus, in particular Section 2 "Risk Factors".

5.1 Introduction

Aker Carbon Capture acquired Aker Solutions' CCUS business in 2020, and is a pure-play carbon capture company with solutions, services and technologies serving a range of industries with carbon emissions, including the cement, bio and waste-to-energy, gas-to-power and blue hydrogen segments. Aker Carbon Capture's proprietary, carbon-capture technology offers a unique, environmentally friendly solution for removing CO_2 emissions.

The Group offers products, technology and solutions within the field of carbon capture, utilisation and storage, and is one of the few companies globally that are involved in the entire CCUS value chain. The uplisting of the Company represents one of the few opportunities for investors to invest in a pure-play carbon capture company on the Oslo Stock Exchange.

As a supplier of carbon capture technologies, the Group is positioned as a main supplier for its customers, sourcing components and services from sub-contractors with the ambition to deliver complete carbon capture facilities. Key services delivered by the Group include technology development, feasibility studies, project management, engineering, procurement and construction/fabrication services, as well as assistance with operations and aftermarket services post construction. Together with delivery of the carbon capture plant, the Group sells license rights for the use of its general technology components including the patented amine technology used as the reagent separating CO_2 from the flue gas in the capture process. Delivery models for plants include, but are not limited to, the traditional turn-key engineering, procurement & construction ("**EPC**") models through to licensing models with process design packages, key equipment and standardised modules. All include a performance guarantee.

Beyond providing solutions and services associated with a carbon capture plant, the Group also possesses extensive knowledge of, and has developed solutions and services for players responsible for transportation, use and storage of CO_2. These services include solution design with alternative CO_2 separation technologies, inter alia, membranes, supporting customers with pre-combustion CO_2 steams. The Group is thus positioned to play an integral part in developing the CCUS value chain and by having the competence to deliver holistic solutions and guide its customers in complex investment decisions.

The Group consists of the Company and its wholly owned subsidiaries Aker Carbon Capture Norway AS ("**ACCN**"), Aker Carbon Capture Denmark A/S ("**ACCD**") and Aker Carbon Capture UK Ltd. ("**ACCUK**"). As of the date of this Prospectus, ACCN is the only operational subsidiary in the Group, holding all IP, customer contracts and the majority of the cash and cash equivalents in the Group. Furthermore, all Group employees are currently employed with ACCN. Once fully operational, the newly incorporated ACCD and ACCUK will have similar functions in their respective jurisdictions and be used as contracting entities towards customers and suppliers. For more information about the group structure, please see Section 13 "Corporate Information; Shares and Share Capital" below.

Business Description

Through various undertakings over a period in excess of 20 years, an extensive operational experience has been acquired by the Group. The Group is now able to provide customers with competence and knowledge throughout the whole CCUS value chain, which includes capture of CO_2 in industrial flue gasses, liquefaction, transport in pipelines, offloading to transportation vehicles, injection and permanent storage, CO_2 separation and utilisation while ultimately focusing on being a technology and EPC supplier of carbon capture plants.

The Group's carbon capture technology can be applied on new-built or existing plants both onshore and offshore, and across a wide range of emission sources. The mobile test unit (the "**MTU**"), together with the design and full delivery of the Mongstad Test Centre, has been crucial to test and prove the Group's technology. The MTU is container-based for easy transport and hook-up at industrial test sites, and is available for rental (including operators) to do pre-studies and test capture at facilities verifying flue gases and reducing risk prior to investing in a complete carbon capture plant. This model provides the Group with extensive experience working across various industries and proprietary research to further develop its technology.

In order to capture the CO_2, the Group uses its proprietary proven technology Advanced Carbon Capture, ACC™, which has a CO_2 capture rate of ~90-95%, and minimum emission to air and liquid waste as well as unique HSE characteristics. This technology uses a mixture of water and organic amine solvent to absorb the CO_2 and has been qualified for application on a commercial scale after extensive testing and verifications.

There are a number of trademarks and patents related to the ACC technology, including the aforementioned patented amine solvent which is used in the carbon capture process. Products and solutions involving the use of ACC's patents, developed technology and acquired know-how include the Just Catch™ modularised carbon capture plant for small to medium scale capture and liquefaction (currently available in two models; 40 000 and 100 000 Tonnes per Annum ("TPA") CO_2), the Big Catch (trade mark under registration) industrial customised carbon capture plant for large scale capture and liquefaction (i.e. from several hundred thousand to million TPA CO_2), and Just Catch Offshore (trade mark under registration) used for installing carbon capture in offshore and marine applications. The aforementioned product offering allows ACC to serve a broad spectre of customers with varying capacity needs for capture of CO_2 both onshore and offshore.

Through continuously developing its current and new technology and solutions it is expected that the Group will be able to broaden its offerings and reduce the costs associated with delivering carbon capture plants. Key cost saving levers include standardisation, industrialisation and effective delivery models of components and solutions as well as advancement on the learning curve as ACC builds experience across industries. The trademarked "Just Catch" solution demonstrates the Group's achievement in developing a standardised and modular carbon capture plant fitted in a small number of pre-assembled containers. The plant is designed to be eligible for transportation and easy installation on customer sites, reducing the total cost associated with a carbon capture plant.

5.2 Business Models and Strategies

Strategy

The Group has an ambition to be a leading player in the global carbon capture market. Europe and North America are considered the Group's primary markets as this is where market interest from prospective customers and the regulatory environment to support adaptation of carbon capture technology is seen as more mature.

In 2020, the highest market activity was seen in Scandinavia, Benelux and the UK, with several capture and storage projects being launched. In addition to its geographical focus, the Company identified four prioritised market sectors: cement, bio- or waste to energy, gas power and blue hydrogen. During 2020, the Company made substantial progress in all four sectors; securing contracts and studies, entering into partnerships or performing test campaigns.

Continued technology and solution development will be a core component of the Group's strategy and is believed to be a key enabler of long-term competitive advantage. Beyond the current product offering, the Group has an ambition to develop new solutions to better meet the market demand. In addition, the Group plans to invest heavily in reducing the costs associated with its product offering and have to date identified several cost reducing initiatives to be carried out both in the near and longer-term. Cost reduction is viewed as a key strategic pillar to execute the Group's strategy as it is expected to significantly improve project economics, lowering the investment hurdle of its customers.

Beyond pure technology improvements in the fields of capture technology, CO_2 conditioning and heat integration; large scale plants are believed to have a significant cost reduction potential where utilising standardised modules and digitalisation, as well as industrialisation and partnering schemes with key equipment suppliers will drive economies of scale in project realisation.

Developments

The Group has developed, and plans to further develop, its core execution capabilities in terms of project management, engineering and subcontracting, to act as a solid counterpart in the market. As part of the Aker group of companies, the Group benefits from the deep and broad capacity and know-how across engineering, fabrication and project execution. In 2020, the Group established agreements with Aker Solutions to assist with inter alia fabrication and project execution.

To support the establishment of an optimised carbon capture value chain the Group envisions playing an important role in supporting industry players adapting carbon capture technology. This entails developing the required technologies and solutions to enable the captured CO_2 to be safely transported and stored or utilised. Although onsite carbon capture solutions are considered the core operation, the Group sees viable business opportunities in leveraging its current competences in enabling its customers to connect to the carbon capture value chain.

Currently, the Group is mainly delivering its services and products through engineering, procurement, construction and service contracts as well as license contracts where delivery of process design packages, key equipment and standardised modules together with associated license and performance guarantee as part of the offering. The Group is continuously exploring alternative delivery models to meet the needs of its customers. As both the Group and the market further matures, it is envisaged that alternative business models such as "Carbon Capture as a Service" and "Pay per tonne Captured" may be potential profitable avenues in the longer-term to enable growth and improve margins.

Since the start-up during the summer of 2020, the Group maintained a certified operating model based on the methods developed in Aker Solutions. To strengthen the organisational development of Aker Carbon Capture, the Group developed a new management system in late 2020 which has been certified to ISO 9001 and ISO 14001 by DNV. The new management system serves the Group through technology development, studies, EPCI projects and plant life services.

Collaborations, studies and FEED (Front-End Engineering Design) contracts

Forming partnerships and collaborating with prospective customers and suppliers of technologies and solutions are central to the Group's strategy. Early engagement with customers is prioritised, and ACCN signed three such collaboration agreements in 2020 and 2021, as further described in Section 5.3 "Key Projects" below. Furthermore, ACCN signed five MoUs and collaboration agreements with strategic partners in the same period, see Section 5.3 below for more information.

In 2020, the Group initiated and participated in six research, development and innovation projects. The wind down and planned completion of phase one (the initial FEED phase) of the Brevik CCS Project and phase one of the Twence Project, led to lower revenues. Phase two (the EPC phase) of the Brevik CCS Project commenced in Q1 2021, and the Twence Project (a CCU project) is due to begin Q3 2021 pending government approval. Aker Carbon Capture emphasizes collaboration with universities and centres for natural sciences as an important tool for innovation, and are members of the Norwegian CCS Center (CCS) hosted by SINTEF and NTNU.

The Group continues to perform a number of feasibility studies in market sectors including bio/waste to energy gas to power and blue hydrogen. The European Union foresees investments of €11 billion for retrofitting half of the existing European hydrogen plants with carbon capture and storage before 2030, supporting the Group's ambitions to decarbonize the hydrogen value chain.

ESG

From the outset, as the Company was established in 2020, a concerted effort was made to ensure the company and its operations are sustainable, with particular regard to environmental, social and governance-related aspects. As for the UN Sustainable Developments Goals (SDGs), the most important contribution on the part of Aker Carbon Capture, and the very reason for why the company is in business, is towards SDG 13 Climate Action – where the Group aims on having a transformative impact. This will be achieved through decarbonization of fossil energy through enabling blue hydrogen, and by decarbonization of hard-to-abate industries, i.e. industries where there is no other means to reduce emissions.

Aker Carbon Capture's Code of Conduct outlines the company's commitments and requirements for ethical business practices and personnel conduct. The Code of Conduct describes what Aker Carbon Capture expects from its employees, subsidiaries, subcontractors, representatives and other partners and explains the company's policies in a number of areas of particular importance such as corruption, conflict of interest, protecting the environment and human rights. The Code of Conduct is available at www.akercarboncapture.com.

Aker Carbon Capture has policies providing business practice guidance within several key areas. These policy documents define commitment and express the expected behaviour across the Group within areas such as HSSE, sustainability, project execution, quality, governance and finance.

Aker Carbon Capture has a zero tolerance for corruption and works continuously to avoid such behaviour. To ensure compliance with the standards, ethical training is conducted annually as a minimum. Aker Carbon Capture expects their suppliers to act according to the same standards. Aker Carbon Capture has an established Business Integrity and Compliance (BIC) and whistleblower channel to ensure reporting of any concerns in our operations. Compliance training of all permanent personnel was conducted in 2020 and will continue annually.

The Group's commitment to human rights and labor rights is covered by the Global Framework Agreement between Aker ASA and the Norwegian and international trade unions Fellesforbundet, IndustriALL Global Union, NITO and Tekna. Aker Carbon Capture complies with the Euronext guidance on ESG reporting as of January 2020. This includes reporting based on the Global Reporting Initiative (GRI).

5.3 Key Projects

Brevik CCS Project

The Brevik CCS project forms part of Europe's first industrial demonstration of CO_2 capture, transport and storage, the Longship Initiative. The Brevik CCS project is the capture of the CO_2 from Norcem AS' ("**Norcem**") cement plant at Brevik in Norway. The captured CO_2 will be transported and injected into a CO_2 storage site offshore Norway, developed by the Equinor-managed Northern Lights consortium. The Brevik CCS project is split in to two different phases; a concept/front-end engineering design ("FEED") phase and an EPC phase. The first phase is complete and delivered. Norcem and ACCN, a wholly-owned subsidiary of the Company, have signed an EPC contract and the EPC phase commenced in January 2021.

As security for ACCN's performance under the EPC contract, ACC has issued a parent company guarantee. In addition, as part of the Separation, Aker Solutions AS and Aker Solutions ASA have both provided corporate guarantees to Norcem to secure ACCN's performance.

In order to ensure an efficient execution of ACCN's obligations under the above EPC contract with Norcem, ACCN has awarded a contract for engineering, procurement and management assistance services with Aker Solutions AS. The agreement was signed on 21 December 2020. Contracts with key suppliers, such as for the compression module and fabrication work, are currently under negotiation.

Twence Project

The Twence project comprises the delivery of a carbon capture and liquefaction plant at Twence BV's ("**Twence**") waste-to-energy plant in Hengelo in the Netherlands based on ACC's Just Catch technology. The concept engineering work has been executed, but the realisation of the complete project is subject to certain conditions, *inter alia* public funding. Project commencement is currently estimated to Q3 2021. The main contract with Twence is with Aker Solutions AS since it was agreed before the Separation, but Aker Solutions AS and ACCN are in the process of finalising a back-to-back subcontract agreement passing rights and obligations on to ACCN. ACCN is currently contracted to update technical documentation, project schedule and commercial conditions.

MoUs and Cooperations

In addition to key projects, the Group has entered into numerous cooperation agreements and memorandums of understanding ("MoUs", singular "MoU") with strategic partners for the purpose of developing technology, market offerings and integrated solutions. The same approach has been taken towards customers to ensure support on their decarbonisation journey.

The agreements with strategic partners comprise an MoU with Hitachi Zosen Inova ("HZI"), with the purpose to accelerate carbon capture solutions in the waste to energy industry in Europe by exploring opportunities to develop a joint offering for HZI's and the Group's customers. Other cooperations comprise agreements such as the technology cooperation agreement with MAN Energy Solutions SE concerning development and commercialisation of CO_2 compression systems, as well as the cooperation agreement entered into with Haldor Topsøe A/S ("Haldor Topsoe") entailing *inter alia* development of a competitive process scheme comprising Haldor Topsoe's hydrogen/syngas process with ACC's post-combustion CO_2 capture technology. Furthermore, the Group and Siemens Energy have signed an MoU aimed at developing combined offerings for carbon capture solutions that can be applied to gas turbines and gas-fired power plants. Most recently, the Group has signed an MoU with SINTEF to accelerate deployment of industry scale CCUS through research, development and innovation.

Cooperations with customers comprise an MoU with Vattenfall AS to accelerate the evaluation of future carbon capture plants in Sweden and Northern Europe, an MoU with Ørsted A/S and Microsoft to explore ways to support the development of carbon capture and storage at biomass-fired heat and power plants in Denmark, and an MoU with Forus Energigjenvinning and Lyse to explore development of a full-scale CCS facility in Stavanger/Sandnes region in southwestern Norway.

5.4 History and Development

The Aker group of companies has been involved in the CCUS business since 1996. Aker Clean Carbon AS was owned on a 50/50 basis by Aker Capital AS and Aker Solutions. On 19 March 2012, Aker Solutions bought the remaining 50% of the shares of Aker Clean Carbon AS from Aker Capital AS and has since performed the CCUS business as part of Aker Solutions' business.

Through an asset purchase agreement dated 17 July 2020 and entered into between the Group and Aker Solutions AS (the "**Asset Purchase Agreement**"), Aker Solutions' technology, patents, know-how, personnel, the MTU and contracts related to its CCUS operations were transferred to the Group. Aker Solutions has been a frontrunner in the CCUS field since 1996.

The Company was incorporated on 8 July 2020 as a private limited liability Company under the laws of Norway, for the purposes of being a holding company of the Group. The Group was at this time wholly owned by Aker Solutions ASA.

On 14 August 2020, an extraordinary general meeting in Aker Solutions ASA resolved to distribute all of Aker Solutions' shares in the Company as dividend in kind to Aker Solutions' shareholders (the "**Separation**"). The Separation was completed by delivery of Aker Solutions' shares in the Company to the eligible Aker Solutions shareholders on 26 August 2020. At the same time, the Company was admitted to trading on Euronext Growth (Oslo).

Furthermore, on 13 August 2020, the Company completed a private placement of 294,117,647 new Shares towards certain new investors, raising gross proceeds of approximately NOK 500 million (the "**Private Placement**") to be used to fund planned investments and general corporate purposes.

Upon completion of the Separation and the Private Placement, Aker Solutions' ownership in the Company was reduced from 100% to approximately 0%.

On 4 June 2021, the Company was converted into a public limited liability company (ASA) subject to the Norwegian Public Limited Liability Companies Act.

5.5 Technology, Know-How, Intellectual Property and Proprietary Methods

The Group's business includes a portfolio of technology, consisting of a combination of patents, trademarks, confidential know-how and proprietary methods, most notably;

- Advanced Carbon Capture, ACC™; a proven and qualified carbon capture technology offered as a license package, including key equipment and proprietary solvents. The technology uses a mixture of water and organic amine solvents to absorb CO_2;

- patented Amine Solvent; an amine solvent solution which is a key component in ACC and its carbon capturing abilities. The solution is developed with strong focus on environmental characteristics to be non-toxic, readily biodegradable etc.;

- the Just Catch™ modularised carbon capture plant, which makes use of a number of patents, developed technology and acquired know-how for small to medium scale capture and liquefaction, i.e. less than 100,000 TPA CO_2;

- the Big Catch industrial customised carbon capture plant, which makes use of a number of patents, developed technology and acquired know-how large scale capture and liquefaction, i.e. more than 100,000 TPA CO_2;

- the Just Catch Offshore, which makes use of a number of patents, developed technology and acquired know-how for installing carbon capture on-board ships/FPSO from 120 000 TPA CO_2 to 340 000 TPA CO_2;

- the Carbon Capture and Heat Recovery Technology, specifically developed for cement plants but could be applied to other industries as well;

- the MTU, which is a unique, complete, small scale carbon capture test plant, container-based for easy transport and hook-up at industrial test sites; and

- technologies and proprietary information related to associated CCUS technologies , such as integration concepts and proprietary knowledge related to technologies for blue hydrogen production.

5.6 Disclosure About Dependency on Contracts, Patents and Licenses

The Group is dependent upon its technology as set out above, including the intellectual property rights owned by the Group, in order to realise its business plan.

To ensure access to capabilities and manpower while maintaining needed flexibility in the cost base, the Company's wholly owned subsidiary ACCN has on 31 July 2020 entered into three global frame agreements with Aker Solutions for (i) provision of fabrication services; (ii) provision of technical services, including engineering services; and (iii) for personnel hire (jointly, the "**Global Frame Agreements**"). All agreements are subject to a 5-year term with an option to renew for 3 + 3 years. The Group currently uses its own resources for relevant technical services. However, in the event that the Group requires additional engineering resources and/or other technical services, the frame agreement for the provision of technical services will ensure access to such technical services, including desktop engineering services, on competitive terms, including from the Aker Solutions Mumbai office. The technical services agreement is entered into on a mutually exclusive basis pursuant to which the Group is restricted from obtaining such technical services from other providers. The same parties have also on the same date agreed on a roadmap for the purpose of negotiating and agreeing on a framework agreement for the provision of engineering, procurement, construction and management assistance services based on an alliance model.

The Company, having limited employees of its own, is dependent on these kinds of agreements in order to be involved in the full CCUS value chain.

For the purpose of limiting overhead cost while ensuring access to support functions at a need-to basis, the Group has entered into a cooperation and shared service agreement ("**SSA**") with Aker Horizons Holding AS. The agreement includes financing and accounting services, business development and M&A support, real estate and facility management, human resources, business integrity and compliance services, communication and IR support and other support functions. In relation to the SSA, Aker Horizons ASA also handles processing of the Company's data. The agreement between the companies has been entered into on an arm's length basis. Until the Group has obtained its own support function resources, it is dependent on services provided under the SSA.

5.7 Material Contracts

The Group has a portfolio of study and FEED contracts and a limited number of contracts for substantial projects. Positioning for large carbon capture projects through study and FEED work is an essential way of conducting business. Except as set out below, the Group has not entered into any other material contracts outside of the ordinary course of business and none of the Group's contracts contain any provision under which any member of the Group has any obligation or entitlement which is material to the Group as at the date of this Prospectus:

Asset Purchase Agreement

On 17 July 2020, the Company's wholly owned subsidiary Aker Carbon Capture Norway AS entered into the Asset Purchase Agreement with Aker Solutions for the acquisition of personnel, technology (including know-how) and intellectual property rights, the MTU, as well as its project and tender portfolio in the CCUS business, together with other industry projects/engagements.

Advanced Payment Guarantee Facility

On 11 May 2021, ACCN entered into a NOK 750 million guarantee facility agreement (the "**Guarantee Facility**") in order to provide advance payment bank guarantees for its obligations under the EPC contract for delivery of a CCS plant at Norcem's cement factory at Brevik (the Norcem CCS project). The Guarantee Facility was granted by DNB Bank ASA, Swedbank AB (publ) and Skandinaviska Enskilda Banken AB (publ), with DNB Bank ASA acting as agent and fronting bank. The Company is a parent guarantor under the Guarantee Facility, where it has, among other things, undertaken not to distribute dividends to its shareholders for as long as the Guarantee Facility is in place (without consent from the banks granting the Guarantee Facility). The Guarantee Facility also include restrictions on incurrence of further financial indebtedness for the Group and contains a change of control provision whereby a full refinancing will have to take place if either (i) Aker Horizons ASA ceases to own or control, directly or indirectly, at least thirty-three point forty per cent (33.40%) of the shares of ACC or ACCN; or (ii) any other person or group of persons acting in concert owns or controls, directly or indirectly, a larger shareholding in ACC or ACCN than Aker Horizons ASA. Under the Guarantee Facility, the Group has an obligation to ensure that it has sufficient cash (or cash equivalents) available at any given time – which shall be at least the amount equal to 25% of any outstanding guarantees under the Guarantee Facility and, in any event, NOK 100,000,000, at any given time. As a result, the Company is subject to a restriction on use of funds below these thresholds which may affect the Group's operations.

5.8 Legal and Arbitration Proceedings

As of the date of this Prospectus, the Company is not aware of any governmental, legal or arbitration proceedings during the course of the preceding twelve months, including any such proceedings which are pending or threatened, of such importance that they have had in the recent past, or may have, a significant effect on the Company or the Group's financial position or profitability.

6. INDUSTRY OVERVIEW

This Section discusses the industry and markets in which the Group operates. Certain of the information in this Section relating to market environment, market developments, growth rates, market trends, industry trends, competition and similar information are estimates based on data compiled by professional organisations, consultants and analysts; in addition to market data from other external and publicly available sources, and the Company's knowledge of the markets, see Section 4.5 "General Information—Presentation of Industry Data and Other Information—Sources of Industry and Market Data". The following discussion contains Forward-looking Statements, see Section 4.3 "General Information—Cautionary Note Regarding Forward-Looking Statements". Any forecast information and other Forward-looking Statements in this Section are not guarantees of future outcomes and these future outcomes could differ materially from current expectations. Numerous factors could cause or contribute to such differences, see Section 2 "Risk Factors" for further details.

6.1 Green transition and market outlook

The global targets set in the Paris agreement to combat global warming, by keeping temperature levels below two degrees Celsius above pre-industrial levels, conditions that society needs to develop solutions to reduce the emissions of greenhouse gases. In addition to energy efficiency, transitioning to renewable energy sources and alternative fuels, it is foreseen that society needs to leverage carbon capture technology to meet emissions targets. This is underpinned by the fact that there are few other alternatives for low emission transitioning of processing industries, such as cement production. Against this backdrop governments have shown strong commitment to develop and support the adaptation of carbon capture technology.

The commitment to environmental targets thus entails a huge future demand for carbon capture solutions which is the backbone for the belief in a rapid development of a global carbon capture market. The market potential could be as high as ~2,400 large scale industrial carbon capture plants to meet the two-degree Celsius target in 2040 according to the International Energy Agency (IEA)[12].

The Company expects that the market will grow quickly as the carbon capture value chain materialises and that the growth will further increase as the supply industry builds scale, reducing cost through scale-efficiency and standardisation. It is likely that carbon capture technology will follow a similar cost curve development as other mature technologies as energy production through wind and solar PV, which have seen a reduction in levelized cost of energy between 70-80% since 1995 (wind) and 2010 (solar PV). In addition to cost reduction, growth is expected to be highly driven by regulatory measures taken to reduce emissions, such as carbon-taxes, other carbon pricing initiatives as well as through a tightening carbon quota system with reduced amount of new quotas coming to market in the coming years. The first indications of what future carbon prices will be are now surfacing in countries such as Norway expecting up to 200 EUR/ton in 2030 and several other countries having similar discussions[13].

6.2 Market introduction

The addressable market of the Company should in broad terms be considered any industry with material CO_2 emissions where it would be feasible to install and operate a carbon capture plant. The post-combustion technology that the Company offers is ideal not only for normal industrial emitters but also energy production necessary to complement renewables. Given the early stage of commercialisation of carbon capture technology, applicability across industries is still under development. The Company has however already tested and proven the commercial application of its technology across several industries including cement, waste-to-energy, gas-to-power and blue hydrogen.

From a services perspective it should be considered that the Company will deliver any of the services described under the Section 5.2 "Business models and Strategies", either combined or separate as part of its offering. Although the Company is mainly focused on delivering solutions, technology and services to enable capture of CO_2, it is also competent to deliver solutions and services related to CO_2 transportation and storage.

6.3 Market development

The market for carbon capture solutions should still be considered in early development as the value chain is still developing in most geographies. A key milestone underway is the establishment of sufficient transportation and storage infrastructure which will receive the captured CO_2. There are currently several ongoing initiatives such as the Northern Lights Project, the Greensand Project, the Net Zero Teesside Project, the Hynet North West Project, the Scottish Acorn project and the

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[12] Sustainable Development Scenario from World Energy Outlook 2020, IEA (https://www.iea.org/reports/world-energy-outlook-2020/achieving-net-zero-emissions-by-2050#abstract)

[13] IRENA 2019 (https://www.irena.org/publications/2020/Jun/Renewable-Power-Costs-in-2019);
Fraunhofer ISE https://www.ise.fraunhofer.de/en/publications/studies/cost-of-electricity.html);
McKinsey Energy Insights Global Energy Perspective, April 2020 (https://www.mckinsey.com/industries/oil-and-gas/our-insights/global-energy-perspective-2021)
Bellona (https://bellona.org/news/ccs/2021-02-norway-proposes-e200-per-ton-co2-tax-by-2030)

Rotterdam Backbone Initiative (Porthos), which purpose is to develop the required infrastructure to transport and store CO_2 in reservoirs below the seabed. Due to the high capital requirement to roll-out the required infrastructure, the execution of the above-mentioned initiatives and others are highly dependent on positive government investment decisions. In the UK, such government support is managed through a process of selection of at least two hubs in 2021, with subsequent process for another two later this decade. Other countries in Europe have other hub initiatives where the final investment is still pending. A further development of the market in North America is expected with the recent strengthening of climate ambitions both in Canada and the US. The already existing 45Q incentive scheme for support CO_2 capture and storage is further supported through the recently announced planned trillion-dollar infrastructure plan[14].

6.4 Key markets

The carbon capture market is expected to develop into a global market within this decade. Aker Carbon Capture has in the initial phase prioritised the European market, where market interest from prospective customers and the regulatory environment to support adaptation of carbon capture technology is most mature. In 2020, the highest market activity was seen in Scandinavia, Benelux and the UK, with several capture and storage projects being launched.

6.4.1 Scandinavia

The Norwegian parliament approved funding for the Longship project to establish the full CCS value chain at industrial scale. Aker Carbon Capture won the contract to deliver the world's first carbon capture plant at a cement factory. Several other industrial clients across Scandinavia are looking into the use of carbon capture as part of their decarbonisation strategy and position towards potential negative emissions market (BioCCS).

6.4.2 BeNeLux

The Porthos storage project outside the Port of Rotterdam is well positioned in the EU funding schemes and expected to be among the frontrunners. For the market in the Netherlands, Aker Carbon Capture is involved in the Twence project where the Group shall deliver its modular Just Catch plant to Twence for a waste-to-energy plant in Hengelo where the captured CO_2 will be used as fertilizer at greenhouses. The concept engineering work has been executed, but the realisation of the complete project is subject to certain conditions, *inter alia* public funding.

6.4.3 UK

The government launched ambitions to capture 10m tonnes CO_2 by 2030, and plans to invest up to £1 billion to support the establishment of CCUS in four industrial clusters. A further increase of the capture ambitions in 2030 has been discussed. Two or three industrial clusters are expected to be identified for the further funding rounds in October 2021, while another two will be identified later. In the UK, the government plan is to complement renewable with dispatchable power in the form of either gas turbines with carbon capture or hydrogen fueled gas turbines in the future.

6.5 Key Industries

Aker Carbon Capture has identified four prioritised sectors: Cement production, Bio- or waste to energy generation, Gas power and Blue hydrogen. Carbon capture utilisation and storage (CCUS) has the potential to remove CO_2 emissions across these sectors and thus support the plant operators on their journey towards establishing sustainable business models for the future.

6.5.1 Cement production

The cement industry accounts for 6-7 percent of CO_2 emissions, from more than 2,000 plants in about 150 countries around the world. Although cement producers over many years have been reducing emissions from their burning of fuel by introducing alternative fuels, the calcination process which accounts for 2/3 of the emissions remains difficult to tackle without carbon capture or alternative production methods.

6.5.2 Bio/waste-to-energy

There are more than 1,200 waste to-energy plants in the world, with 400 of them in Europe. Applying CCS at bio energy plants offers a route towards negative emissions. Many of these energy from waste and bio-based energy providers are

[14] GCC Global Status Report 2019 (https://www.globalccsinstitute.com/resources/global-status-report/previous-reports/)
Project websites (https://www.porthosco2.nl/en/); (https://projectgreensand.com/); (https://hynet.co.uk/); (https://www.netzeroteesside.co.uk/); (https://northernlightsccs.com/about-the-longship-project/)

expected to position for a market of negative emissions enabled either by commercial sale of negative emissions or by regulators such as the EU.

6.5.3 Gas-to-power

Gas-fired power plants contributed 23 percent of global power generation in 2019, according to the IEA, and account for some of the biggest single emission points in Europe. As a decarbonization strategy to phase out coal, transition to gas has been important in several countries although the future seems to be more focused on dispatchable power complementing renewables and balancing grids.

6.5.4 Blue hydrogen[15]

Producing hydrogen from natural gas with CCS, represents a major opportunity to create an efficient energy carrier without greenhouse gas emissions. Believed to be a fast track to reduce emissions, the introduction of blue hydrogen is expected to be vital in decarbonization of key areas such as the maritime sector as well as the aviation industry. Scalability of blue hydrogen is seen as vital to support this transition as green hydrogen is still undergoing development.

It is a priority for the EU to develop blue hydrogen, produced mainly by wind and solar energy. On the way to 2050, blue hydrogen should progressively be deployed at large scale alongside the roll-out of new renewable power generation, as technology matures and the costs of its production technologies decrease.

The hydrogen ecosystem in Europe is likely to develop through a gradual trajectory, at different speeds across sectors and possibly across regions and requiring different policy solutions.

In the first phase, from 2020 up to 2024, the strategic objective is to install at least 6 GW of renewable hydrogen electrolysers in the EU and the production of up to 1 million tonnes of renewable hydrogen.

In a second phase, from 2025 to 2030, hydrogen needs to become an intrinsic part of an integrated energy system with a strategic objective to install at least 40 GW of renewable hydrogen electrolysers by 2030 and the production of up to 10 million tonnes of renewable hydrogen in the EU.

In a third phase, from 2030 onwards and towards 2050, renewable hydrogen technologies should reach maturity and be deployed at large scale to reach all hard-to-decarbonise sectors where other alternatives might not be feasible or have higher costs.

The Company has already tested and proven the application of post-combustion carbon capture technology to enable production of blue hydrogen both for new and retro-fit hydrogen cases. Enabling the deployment of carbon capture technology at hydrogen product plants is viewed as an attractive market opportunity as hydrogen is foreseen to become a vital ingredient in the energy mix in a net zero scenario and it is expected that green hydrogen production (through electrolysis) will take time to develop at scale.

6.6 Revenue breakdown

For the years ended 31 December 2020, 2019 and 2018, all revenues were service revenues related to various CCUS studies were generated in Norway, including revenue related to phase one (the initial FEED phase) of the Brevik CCS Project and phase one of the Twence Project. No further breakdown by operating segment and geographic market is available.

The revenue in Aker Carbon Capture is expected to relate to delivery of technology, engineering, procurement and construction services within the carbon capture, storage and utilisation value chain, with a core focus on supplying the solutions and technology which together comprise a carbon capture plant and the downstream processing and management of CO_2 (including capture, compression, liquefication and intermediate storage at site). Project execution is a key component of all deliveries. Deliveries include studies, Front End Engineering and Design (FEED) contracts, as well as full scale Engineering, Procurement and Construction (EPC) contracts related to the full carbon capture value chain. This will typically include services related to capturing, compression, liquefication and storing carbon.

6.7 Market regulation and public funding

Market development is currently dependent on governmental involvement in many regions. This is expected to be a key contributor, at least in the initial development phase of the CCUS value chain and the necessary supply chains. It is expected that governments will provide support through funding for CCUS infrastructure, in addition to implementing tightening emissions regulations and other national carbon pricing incentives and/or initiatives such as fines, giving industry players increased incentives to reduce emissions. Several regional initiatives have also been implemented to complement the

[15] European Commission (June 2020) – A hydrogen strategy for a climate-neutral Europe (https://ec.europa.eu/energy/sites/ener/files/hydrogen_strategy.pdf)

national regulations. These initiatives are often more stringent than the national regulations. This includes, as an example, Copenhagen which has a stated goal to be the world's first carbon neutral capital city by 2025. Hence, the cost of carbon emission is a combination of emission trading systems, national carbon tax system as well as regional pricing initiatives and fines[16].

As of May 2020, there were 61 carbon pricing initiatives implemented or scheduled for implementation, whereof 31 related to emissions trading systems and 30 related to carbon taxes. Most of these initiatives are implemented on a national level. This implied that a total of 46 nations were putting a price on carbon. Going forward it is expected that several new initiatives will emerge, mostly in developed countries, and that many jurisdictions will deepen their carbon pricing and tax initiatives to better align with their climate goals. From 2010 until 2021, the countries with an implemented carbon pricing initiative will have increased from 19 to 61. These countries represent more than 22% of all global greenhouse gas emissions planned in 2021[17].

The EU has in addition established several vehicles to invest in solutions which support the transition to a zero-emission society by 2050. This includes, amongst other, the European Green Deal Investment plan which aim is to mobilise at least €1 trillion in sustainable investment over the next decade[18].

6.8 Competitive positioning

The market landscape for carbon capture solutions is currently occupied by large industrial conglomerates as Mitsubishi Heavy Industries (MHI), Fluor, the Linde Group, and Shell Cansolv focusing on larger scale capture plants (~50,000 to +400,000 TPA), in addition to many smaller players focusing on the low capacity market (~10,000 TPA). While certain of the competitors appear to have a strong foothold in certain geographies, as MHI in Asia and Fluor in North America, the Company is well known in the European market[19].

It is the belief that the Company has a superior amine-solution technology when it comes to HSE properties in addition to being of high quality with low degradation. Competitors have in general focused more on energy efficiency (i.e. the energy required to catalyst the absorption of CO_2 with the amine-solution), which supports the Company's value proposition as the leading sustainable carbon capture company. Based on market feedback, it is the Company's view that customers are making purchasing decisions based on quality and HSE properties. This view is supported by the observation that use of lower quality solutions can result in release of carcinogenic toxins and lead to faster degradation. Going forward it is expected that the majority of customers would be hesitant to invest in technology with environmentally damaging amine emissions.

[16] World Bank Group - "State and Trends of Carbon Pricing 2020" (https://openknowledge.worldbank.org/bitstream/handle/10986/33809/9781464815867.pdf); Carbon Brief; Internal Revenue Code Tax Fact Sheet, U.S. Department of Energy, København Kommune (https://international.kk.dk/artikel/carbon-neutral-capital)

[17] World Bank Group - "State and Trends of Carbon Pricing 2020", World Bank Group (https://openknowledge.worldbank.org/bitstream/handle/10986/33809/9781464815867.pdf) ; Carbon Brief.org

[18] European Commission - The European Green Deal Investment Plan and Just Transition Mechanism explained (January 2020) (https://ec.europa.eu/commission/presscorner/detail/en/qanda_20_24)

[19] Global CCS Institute (https://co2re.co/FacilityData); GOV.UK, Company websites (https://www.mhi.com/products/engineering/projectrecords/co2plants.html), (https://www.fluor.com/projects/shell-quest-carbon-capture-epc), (https://www.fluor.com/projects/shell-quest-carbon-capture-epc), (https://www.shell.com/business-customers/catalysts-technologies/licensed-technologies/emissions-standards/tail-gas-treatment-unit/cansolv-co2.html), Global CCS Institute (https://www.globalccsinstitute.com/resources/global-status-report/)

7. CAPITALISATION AND INDEBTEDNESS

This Section provides information about the Company's capitalisation and net financial indebtedness on an actual basis as of 31 March 2021 derived from the Group's condensed consolidated balance sheet as presented in the Group's Q1 2021 Business Update.

There have been no material changes to the Group's capitalisation and net financial indebtedness since 31 March 2021.

The information presented below should be read in conjunction with the other parts of this Prospectus, in particular Section 8 "Selected Financial Information and Other Information", Section 9 "Operating and Financial Review", and the Company's Financial Statements and the notes related thereto included in Appendix A—Financial Statements to this Prospectus, Section 9.3 "Recent Developments" and the Group's Q1 2021 Business Update incorporated by reference to this Prospectus, see Section 16.2 "Documents Incorporated by Reference".

7.1 Capitalisation

Capitalisation	**As of 31 March 2021 (i)**
Amounts in NOK thousand	
Guaranteed	-
Secured (1)	5,393
Unguaranteed/unsecured (2)	261,547
Total current debt	**266,940**
Guaranteed	-
Secured (3)	7,896
Unguaranteed/unsecured (4)	2,849
Total non-current debt (excluding current portion of non-current debt)	**10,745**
Total debt (A)	**277,685**
Share capital (5)	566,060
Legal reserve(s)	-
Other reserves (6)	(138,026)
Shareholder equity (B)	**428,034**
Total capitalisation (A) + (B)	**705,719**

(i) The data set forth in this column is derived from the Group's Q1 2021 Business Update as of 31 March 2021.

(1) Current secured debt of NOK 5,393 thousand consists wholly of the financial statement line item current lease liabilities and consists of the current portion of the leasing liability which is secured in the underlying leased asset.

(2) Current unguaranteed/unsecured debt of NOK 261,547 thousand consists wholly of the financial statement line item trade and other payables.

(3) Non-current secured debt of NOK 7,896 consists wholly of the financial statement line item non-current lease liabilities which is secured in the underlying leased asset.

(4) Non-current unguaranteed/unsecured debt of NOK 2,849 thousand consists wholly of the financial statement line item pension liabilities.

[5] Share Capital of NOK 566,060 thousand consists wholly of the financial statement line item share capital.

[6] Other reserves of NOK (138,026) thousand consists wholly of the financial statement line item other paid-in capital.

7.2 Net Financial Indebtedness

Net Financial Indebtedness	**As of 31 March 2021 (i)**
Amounts in NOK thousand	
A. Cash (1)	483,666
B. Cash Equivalents	-
C. Other current financial assets	-
D. Liquidity (A)+(B)+(C)	**483,666**
E. Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	-
F. Current portion of non-current financial debt [2]	5,393
G. Current financial indebtedness (E+F)	**5,393**
H. Net current financial indebtedness (G-D)	**(478,273)**
I. Non-current financial debt (excluding current portion and debt instruments) [3]	7,896
J. Debt instruments	-
K. Non-current trade and other payables	-
L. Non-current financial debt (I)+(J)+(K)	**7,896**
M. Total financial indebtedness (H)+(L)	**(470,377)**

[i] The data set forth in this column is derived from the Group's Q1 2021 Business Update as of 31 March 2021.

[1] Cash of NOK 483,666 thousand consists wholly of the financial statement line item cash and cash equivalents.

[2] Current portion of non-current financial debt of NOK 5,393 thousand consists wholly of the financial statement line item current lease liabilities related to the current portion of the Group's lease liability for office premises at Fornebu, Bærum.

[3] Non-current financial debt (excluding current portion and debt instruments) of NOK 7,896 thousand consists wholly of the financial statement line item non-current lease liabilities related to the non-current portion of the Group's lease liability for office premises at Fornebu, Bærum.

7.3 Indirect and contingent indebtedness

As of the date of this Prospectus the Group does not have any indirect or contingent indebtedness, except for a NOK 15 million commitment pursuant to the digital program memorandum of understanding which is further described in Section 11.8 "Digital Program – Memorandum of Understanding".

7.4 Working Capital Statement

As of the date of this Prospectus, the Company is of the opinion that the working capital available to the Group is sufficient for the Group's present requirements for the period covering at least 12 months from the date of this Prospectus.

8. SELECTED FINANCIAL INFORMATION AND OTHER INFORMATION

*The Company is assessed as having a complex financial history (see Section 4.4.2 "Complex Financial History"), as it was not incorporated until July 2020. The Company has therefore only prepared annual historical unconsolidated financial statements for the period 8 July 2020 to 31 December 2020 (the "**Company Financial Statements**") and annual historical consolidated financial statements for the Group for the period 8 July 2020 to 31 December 2020 (the "**Group Financial Statements**") and had no consolidated financial information for the Group for the years ended 31 December 2019 and 2018. In order to represent the Group's activity for the years ended 31 December 2020, 2019 and 2018, Carve-out Combined Financial Statements have been prepared on behalf of the business of Aker Carbon Capture and subsidiaries which were under common control for the years ended 31 December 2020, 2019 and 2018 and are presented in this Section. The Company Financial Statements and the Group Financial Statements are included in Appendix A to this Prospectus.*

The following selected financial information has been extracted from the Group's audited Carve-out Combined Financial Statements as of and for the years ended 31 December 2020, 2019 and 2018, which are included in Appendix A—Financial Statements to this Prospectus and the Q1 2021 Business Update incorporated by reference to this Prospectus, see Section 16.2 "Documents Incorporated by Reference". The audited Carve-out Combined Financial Statements have been prepared in accordance with IFRS and are presented in NOK. The Company Financial Statements are audited and prepared in accordance with Norwegian legislation and Norwegian Generally Accepted Accounting Principles. The Group Financial Statements are audited and prepared in accordance with IFRS. The Q1 2021 Business Update has been prepared based on the recognition and measurement criteria as stated in the Group Financial Statements. The Q1 2021 Business Update has not been prepared in accordance with IAS 34 and has not been subject to audit or review by the Company's independent auditor KPMG. This Section should be read together with Section 9 "Operating and Financial Review".

8.1 Summary of accounting policies and principles

For information regarding assumptions, methods, accounting policies and the use of estimates and judgements, please refer to note 2 of the Carve-out Combined Financial Statements, included in this Prospectus in Appendix A.

8.2 Selected Income Statement Information

The table below sets out a summary of the Group's condensed consolidated income statement information for the three months ended 31 March 2021 extracted from the Group's Q1 2021 Business Update. As the Group was not incorporated until July 2020, there are no comparatives for the three months ended 31 March 2020.

Income statement	**For the three months ended 31 March 2021**
Amounts in NOK thousand	
Revenues	63,452
Materials, goods and services	(62,811)
Salary and other personnel costs	(8,007)
Other operating expenses	(15,298)
Depreciation and amortization	(1,334)
Operating profit (loss)	**(23,998)**
Financial income	391
Financial expenses	(219)
Net financial items	**172**
Profit (loss) before tax	**(23,826)**
Tax benefit (expense)	-
Profit (loss) for the period	**(23,826)**

The table below sets out a summary of the Group's income statement information for the years ended 31 December 2020, 2019 and 2018 extracted from the Carve-out Combined Financial Statements.

Income statement	**For the year ended 31 December**		
Amounts in NOK thousand	**2020**	**2019**	**2018**
Revenues	23,739	42,529	17,777
Materials, goods and services	(17,219)	(36,244)	(12,995)
Salary and other personnel costs	(30,012)	(8,765)	(3,916)
Other operating expenses	(28,370)	(6,216)	(5,535)
Depreciation and amortization	(1,881)	-	-
Operating profit (loss)	**(53,743)**	**(8,696)**	**(4,669)**
Financial income	462	-	-
Financial expenses	(341)	-	-
Net financial items	**121**	**-**	**-**
Profit (loss) before tax	**(53,621)**	**(8,696)**	**(4,669)**
Tax benefit (expense)	-	-	-
Profit (loss) for the period	**(53,621)**	**(8,696)**	**(4,669)**

8.3 Selected Balance Sheet Information

The table below sets out a summary of the Group's condensed consolidated balance sheet information as of 31 March 2021 extracted from the Group's Q1 2021 Business Update.

Balance Sheet	**As of 31 March 2021**
Amounts in NOK thousand	
Assets	
Property, plant and equipment	3,597
Intangible assets	3,884
Right-of-use assets	11,928
Total non-current assets	**19,409**
Trade and other receivables	202,643
Cash and cash equivalents	483,666
Total current assets	**686,309**
Total assets	**705,719**
Equity and liabilities	
Share capital	566,060
Contributed equity and retained earnings	(138,026)
Total equity	**428,035**
Pension liabilities	2,849

Balance Sheet	As of 31 March 2021
Amounts in NOK thousand	
Non-current lease liabilities	7,896
Total non-current liabilities	**10,745**
Current lease liabilities	5,393
Current operating liabilities	261,547
Total current liabilities	**266,939**
Total equity and liabilities	**705,719**

The table below sets out a summary of the Group's balance sheet information as of 31 December 2020, 2019 and 2018 extracted from the Carve-out Combined Financial Statements.

Balance Sheet	As of 31 December		
Amounts in NOK thousand	**2020**	**2019**	**2018**
Assets			
Intangible assets	3,792	-	-
Right-of-use assets	13,184	-	-
Property, plant and equipment	2,610	96	-
Total non-current assets	**19,586**	**96**	**-**
Current operating assets	7,196	3,538	8,368
Cash and cash equivalents	457,699		
Total current assets	**464,895**	**3,538**	**8,368**
Total assets	**484,481**	**3,634**	**8,368**
Equity and liabilities			
Share capital	566,060	-	-
Contributed equity and retained earnings	(114,200)	(14,698)	(543)
Total equity	**451,860**	**(14,698)**	**(543)**
Pension liabilities	2,849		
Non-current lease liabilities	9,272		
Total non-current liabilities	**12,121**	**-**	**-**
Current lease liabilities	4,908		
Current operating liabilities	15,592	18,332	8,911
Total current liabilities	**20,500**	**18,332**	**8,911**
Total equity and liabilities	**484,481**	**3,634**	**8,368**

8.4 Selected Changes in Equity Information

The table below sets out a summary of the Group's changes in equity information for the years ended 31 December 2020, 2019 and 2018 extracted from the Carve-out Combined Financial Statements.

Changes in equity	**For the year ended 31 December**		
Amounts in NOK thousand	**Share capital**	**Other paid in capital and retained earnings**	**Total equity**
Equity as of 1 January 2018	-	7,286	7,286
2018			
Profit (loss) for the period	-	(4,669)	(4,669)
Changes in parent's investment 1	-	(3,160)	(3,160)
Equity as of 31 December 2018	**-**	**(543)**	**(543)**
2019			
Profit (loss) for the period	-	(8,696)	(8,696)
Changes in parent's investment	-	(5,458)	(5,458)
Equity as of 31 December 2019	**-**	**(14,697)**	**(14,697)**
2020			
Profit (loss) for the period	-	(53,621)	(53,621)
Other comprehensive income	-	-	-
Total other comprehensive income	**-**	**(53,621)**	**(53,621)**
Equity at incorporation 8 July 2020	30	-	30
Reduction of shares	(30)	-	(30)
Contribution-in-kind	271,943	240,057	512,000
Share issue	294,118	205,882	500,000
Transaction costs, share issue	-	(12,489)	(12,489)
Continuity difference	-	(502,633)	(502,633)
Loss sale of Treasury shares	-	(558)	(558)
Changes in parent's investment	-	23,860	23,860
Total equity as of 31 December 2020	**566,060**	**(114,200)**	**451,860**

8.5 Selected Cash Flow Information

The table below sets out a summary of the Group's condensed consolidated cash flow information for the three months ended 31 March 2021 extracted from the Group's Q1 2021 Business Update. As the Group was not incorporated until July 2020, there are no comparatives for the three months ended 31 March 2020.

Cash Flow	**For the three months ended 31 March 2021**
Amounts in NOK thousand	
Profit (loss) before tax	(23,826)
Adjustment for:	
Amortisation and depreciation	1,334
Changes in net current operating assets	50,508
Accrued intererst and foreign exchange	174
Cash flow from operating activities	**28,190**
Acquisition of property, plant and equipment	(1,158)
Payments for capitalized development	-
Cash flow from investing activities	**(1,158)**
Payment of finance lease liabilities	(1,066)
Proceeds form share issues	-
Transaction costs related to share issues	-
Purchase of treasury shares	-
Sale of treasury shares	-
Cash flow from financing activities	**(1,066)**
Net cash flow	**25,967**
Cash and cash equivalent at the beginning of the period	**457,699**
Cash and cash equivalent at the end of the period	**483,666**

The table below sets out a summary of the Group's cash flow information for the years ended 31 December 2020, 2019 and 2018 extracted from the Carve-out Combined Financial Statements.

Cash Flow	**For the year ended 31 December**		
Amounts in NOK thousand	**2020**	**2019**	**2018**
Profit (loss) before tax	(53,621)	(8,696)	(4,669)
Adjustment for:			
Depreciation	1,881	-	-
Accrued interest and foreign exchange	308	-	-
Changes in net current operating assets	(6,399)	13,502	8,560
Paid tax	-	-	-

Cash Flow	For the year ended 31 December		
Cash flow from operating activities	**(57,832)**	**4,806**	**3,892**
Payments for property, plant and equipment	(2,514)	(96)	-
Payments for intangible assets	(3,792)	-	-
Cash flow from investing activities	**(6,306)**	**(96)**	**-**
Principal lease payments	(1,192)	-	-
Proceeds from share issues	500,000	-	-
Transaction costs related to share issues	(12,489)	-	-
Purchase of treasury shares	(1,859)		
Sale of treasury shares	1,302	-	-
Net contribution from parent	36,075	(4,710)	(3,892)
Cash flow from financing activities	**521,837**	**(4,710)**	**(3,892)**
Net cash flow	**457,699**	**(0)**	**-**
Cash and cash equivalent at the beginning of the period	**-**	**-**	**-**
Cash and cash equivalent at the end of the period	**457,699**	**-**	**-**

9. OPERATING AND FINANCIAL REVIEW

The Company is assessed as having a complex financial history (see Section 4.4.2 "Complex Financial History"), as it was not incorporated until July 2020 and had no consolidated financial information prior to incorporation. In order to represent the Group's activity for the years ended 31 December 2020, 2019 and 2018, Carve-out Combined Financial Statements have been prepared on behalf of the Group and are presented in this Section.

The following selected financial information has been extracted from the Group's Carve-out Combined Financial Statements as of and for the years ended 31 December 2020, 2019 and 2018, which are included in Appendix A— Financial Statements to this Prospectus and the Q1 2021 Business Update incorporated by reference to this Prospectus, see Section 16.2 "Documents Incorporated by Reference". The Carve-out Combined Financial Statements have been prepared in accordance with IFRS and are presented in NOK. The Q1 2021 Business Update has been prepared based on the recognition and measurement criteria as stated in the Group Financial Statements and presented in NOK. The Q1 2021 Business Update has not been prepared in accordance with IAS 34 and has not been subject to audit or review by the Company's independent auditor KPMG.

This operating and financial review should be read together with Section 8 "Selected Financial Information and Other Information", the Financial Information which is included in Appendix A —"Financial Statements" to this Prospectus and the Q1 2021 Business Update incorporated by reference to this Prospectus, see Section 16.2 "Documents Incorporated by Reference". The following discussion contains Forward-looking statements that reflect the Company's plans and estimates. Factors that could cause or contribute to differences to these Forward-looking Statements include those discussed in Section 2 "Risk Factors", see also Section 4.3 "General Information—Cautionary Note Regarding Forward-Looking Statements".

9.1 Introduction

The Group offers products, technology and solutions within the large-scale CCUS field, and is one of the few dedicated pure-play carbon capture companies globally. The Group mainly operates as a supplier within the CCUS value chain, with a core focus on supplying the solutions and technology which together comprise a carbon capture plant and the downstream processing and management of CO_2 (including capture, compression, liquefaction and intermediate storage at site). These solutions and services are provided to plant owners and operators across various industries, including energy production.

The Group presents the Financial Information in NOK (presentation currency) and in accordance with IFRS. For the years ended 31 December 2020, 2019 and 2018 the Group's revenues and operating expenses are primarily denominated in NOK.

9.2 Principal Factors Affecting the Company's Financial Condition and Results of Operations

The business, financial condition, results of operations and cash flows, as well as the period-to-period comparability of the financial results of the Company, are affected by a number of factors, see Section 2 "Risk Factors". Some of the factors that have influenced the Company's financial condition and results of operations during the periods under review and which are expected to continue to influence the Company's business, financial condition, results of operations and cash flows, as well as the period-to-period comparability of the Company's financial results, are:

Transition to a low-carbon economy

In order to meet the global climate targets set out in the Paris Agreement, it is fundamental that governments, companies and individuals make a transition to a low-carbon economy. Today, several industries do not have a clear path or technology available to eliminate all their CO_2 emissions. Implementing CCUS solutions across these industries, in combination with renewables and energy efficiency, is essential to meet the Paris agreement targets. Since not all emissions can be cut by applying renewable energy options CCUS is considered to play an important and diverse role in meeting the global energy and climate goals. The CCUS technology is well established and the Group's market-leading technology has been validated by extensive track-record and long-term operations at industrial scale. New ways to apply CCUS technology across a range of sectors and industries is constantly investigated. Accordingly, the Group believes that CCUS has significant potential to contribute to reducing CO_2 emissions in many parts of the global industry and energy system.

The political and regulatory environment in the Group's key markets is important to drive maturation, scale and widen the application faster than what would be possible without government support for CCUS solutions. Stronger investment incentives and climate targets are expected to add momentum to the CCUS industry. The speed of the transition into a low-carbon economy will also affect the realisation of carbon capture projects, and governmental support and environmental regulation is a key factor that will influence the speed of this transition. General political and regulatory support for expediting this transformation through investments, licenses, subsidies, grants, and penalizing carbon emissions are considered to be growth drivers for CCUS solutions. As such, the Group expects that investors' environmental, social and governance ("**ESG**") preferences for CCUS projects will be influenced by the EU Green Deal, the EU Taxonomy and the

U.S.' return to the Paris agreement and hence increase the demand for carbon capture projects. Currently, the Group has identified four prioritised industries it believes will benefit from and be most responsive to large scale CCUS solutions: Cement production, Bio- and waste to energy generation, gas to power and Blue hydrogen. The Group has the potential to remove CO_2 emissions across these industries and thus support the plant operators on their journey towards establishing sustainable business models for the future.

The carbon capture market is expected to develop into a global market. The Group has in the initial phase of its commercial development prioritised the European market and monitored the North American market, where market interest from prospective customers is high and the regulatory environment to support adoption of carbon capture technology is most mature. CO_2 storage is an important component of the CCUS value chain and sufficient storage, or alternatively utilisation methods, are important for the Group's growth prospects. Additionally, new areas of utilisation have the potential to add further economic incentives to carbon capture by creating new desired products from carbon capture and utilisation ("CCU").

Completion of projects in backlog and product cost competitiveness

The Group's revenues relate to projects where they deliver technology, engineering, procurement and construction within the large-scale CCUS value chain, with a core focus on supplying the solutions and technology which together comprise a carbon capture plant and the downstream processing and management of CO_2 (including capture, compression, liquefication and intermediate storage at site). Historically the Group has focused on the gas to power and cement industry, but has over the last years expanded into bio/waste to energy and blue hydrogen.

The Group aims to continuously increase the number of projects and products under development for customers within the key prioritised industries (cement production, bio- and waste to energy generation, gas to power and blue hydrogen). As the majority of the Group's revenues stems from projects, the ability to identify, win and deliver new projects and customers is key to growing the business and revenues. In addition to the expected growth in demand for CCUS solutions, project execution is a key component of all deliveries and successful execution of ongoing engagements is an important source of generating new business. Demonstrating both the technical and financial viability of the Group's offerings through reference projects is important when trying to win new projects and to show the Group's capabilities. This is exemplified through the successful engagement of the Brevik CCS EPC project at the Norcem cement plant in Brevik, after the successful completion of the project's phase one (the FEED phase).

The growth and success of the Group is likely to be affected by their ability to engage in continuous technological development and innovation in order to reduce costs and increase the application of the Group's offerings and solutions. The Group's key offerings consists of Just Catch™ and Big Catch. The Group is exploring new ways to expand their products and solutions into new industry applications to improve market reach, reduce cost and accelerate growth. In particular, the Group's ability to further optimise their solutions and core technology within bio/waste to energy and blue hydrogen as well as exploring further improvements within gas to power and cement industry will be of importance. Through technological development and innovation, the Group is expected to expand the applicability of the Group's CCUS technology consequently increasing demand and reducing costs for the Group's CCUS solutions. Cost reduction is viewed as a key strategic pillar to execute the Group's strategy as it is expected to significantly improve project economics, lowering the investment hurdle of its customers. The Group intends to capture cost reductions through increased standardisation, modularisation and digitalisation of its products and solutions. The Group has to a large degree done this with its Just Catch™ and Big Catch product which only requires minor adjustments to be operational at the customer's site. The Group has identified and working with additional areas for standardisation, modularisation and digitalisation of the Just Catch™ and Big Catch.

To achieve its goals of increasing the applicability of the products and solutions and reduce costs the Group spends significant amounts on technological development and innovation. These costs are spent in the Group's technology department, but also achieved through conducting projects on behalf of clients where the Group is paid either in full or in part by the client or through grants and other government support of the development and delivery of the products and solutions.

Furthermore, the Group is dependent on cost control and effective management of ongoing projects and product development. The Group's projects are to a large extent priced with fixed budgets and timelines, requiring efficient management of time and resources. Being engaged in projects deploying innovative technology in new ways, further increases the need for this ability. The identification and management of partnerships is key to developing and securing access to leading technology and in order to gain access to key market sectors. Additionally, the Group's ability to leverage partnerships to learn across industries and generate new projects are likely to be key.

Moreover, the Group is dependent on its ability to price its products and services appropriately to cover costs and earn profits. The Group is dependent on the market's valuation of the products and services it provides which will be affected by the competitive landscape, regulatory environment and technological development in CCUS.

The Group relies on its ability to capitalise on know-how and successfully market its patents. The value of the Group's patents, such as those used in their patented CO_2 absorption process, are dependent on the marketability of the technology as well as the availability of substitutional options. The Group's ability to successfully win, develop and execute projects will affect the value of the Group's know-how through proof of commercial application.

As both the Group and the market further matures, it is envisaged that alternative business models such as "Carbon Capture as a Service" and "Pay per ton Captured" may be potential profitable avenues in the longer-term to enable growth and improve margins.

Technological development

The Group's technology is cost-effective, robust and flexible, meaning it can be applied to existing plants or new builds. Costs of CCUS solutions have been declining and the technology is advancing and attracting interest from society, investors and policymakers. The Group have industry leading organic amine solvents and carbon capture technology, but continuous technological development and innovation is key to maintain a leading position and to be at the forefront in developing next generation capture technology and solutions. Beyond pure technology improvements in the fields of capture technology, CO_2 conditioning and heat integration; large scale plants are believed to have a significant cost reduction potential where utilising standardised building blocks and digitalisation, as well as industrialisation and partnering schemes with key equipment suppliers will drive economies of scale in project realization. As discussed above the Group is also focusing on increasing the applicability of its technology in more industries and reducing costs associated with its products and solutions through standardisation, modularization and digitalisation. Such technological advancements will necessarily also improve the financial viability of the Group's projects and create further demand for CCUS solutions. The Group develops and enhance its technological solutions, the applicability across several industries and efficiency of its technology through the projects it conducts for its clients where the Group is paid either in full or in part by the client, through development where the Group receives grants or other government support, and through its own technology department.

Capital, capital markets and acquisitions

Access to and the cost of capital is likely to have an impact on the Group's profitability. The Group's access to capital impacts both its ability to fund and deliver existing projects as well as its ability to invest in new projects and acquisitions within the CCUS value chain. Investors' interest in investing in CCUS solutions companies, and the intensity of competition for such investments, impacts the Group's access to and the cost of capital and is therefore an important driver for Company's ability to take advantage of future growth opportunities and related capital costs.

Ability to attract and retain talent and key personnel

The Group's activities can be divided into development of technology and engineering know-how, the business development and commercial capabilities needed to secure and successfully develop projects and partnerships, project execution, investment activities and corporate support. In all of these main activity areas the nature of operations is of a technical and specialised nature, requiring skilled personnel. As such, the Group's ability to attract and retain personnel is vital to their performance. Moreover, the Group's ability to scale the organisation in line with the market demand will be of importance and as such the Group benefits from being part of the Aker Ecosystem.

Importantly, the Group's ability to secure value accretive projects rests on its ability to attract and retain professionals to effectively accelerate innovation, develop technologies and maximise the value potential. This includes, inter alia, business development, market, industry and technology specialists, as well as talent within the areas of digitalisation. Currently approximately 50% of the employees in the technology team have a PhD. The Group's ambition of being a technological leader and its ability to deliver its projects and ambitions rests on its ability to attract and retain specialist talent within areas of technological development, digitalisation, business development, engineering and project management.

Aker Ecosystem

The Group benefits from the financial and operational capabilities of Aker ASA and the companies Aker ASA is invested in (the "**Aker Ecosystem**"), including but not limited to Aker Horizons ASA. Across the portfolio of companies in the Aker Ecosystem, there are competencies, capacities and relationships that offer the Group a competitive advantage compared to on a stand-alone basis. The Aker Ecosystem has vast competencies across a range of relevant industries that may enrich the Group, such as in the field of industrials and engineering (through its ownership interest in Aker Solutions) and industrial software (through its ownership in Cognite and Aize).

In relation to digitalisation, the Group aims to leverage the capabilities of Cognite and Aize, on the basis of arm's length commercial principles, to enhance the value creation in the Group. Cognite provides an industrial software platform that moves digitalisation beyond the proof-of-concepts, while Aize has developed technology to use industrial data to plan and execute complex projects and operations. In this regard, the Group sees potential to capture strategic data driven insights across the business and reduce project costs and has commenced initiatives to pursue these opportunities.

In addition, the Group expects to benefit from other's competencies and derive synergies from cooperation with different portfolio companies. In this context, Aker Clean Hydrogen ("**ACH**") is of interest to increase the Group's footprint within the hydrogen space. The broader network of the Aker Ecosystem will also be of value to the Company in the essence of attracting talent and resources to its portfolio companies, leveraging on existing customer and supplier relationships, and supporting the SDG focus of the Company via Aker's significant philanthropic efforts (e.g., Aker Scholarship, Ocean Data Platform, Plastic REVolution Foundation).

9.3 Recent Developments

During the first quarter of 2021, the Group continues to experience rising activity levels. The Brevik CCS Project in Norway has progressed as planned, with key milestones reached as scheduled. The total contract value for the Brevik CCS Project is NOK 1.7 billion. The Twence Project in the Netherlands is planned to start in Q3 2021, pending final government approval. The Group is contracted to update technical documentation, project schedule and commercial conditions in Q2 2021.

Additionally, the Group experiences high study and tender activity including support to EU Innovation Fund applications for different customers across the Group's key regions. Feedback on the funding for these projects is expected in the first half of 2021. The Group has also secured MoUs with Ørsted and Microsoft for exploration of carbon capture at biomass-fired heat and power plants in Denmark as well as Forus Energi and Lyse for a full-scale CCS facility in southwestern Norway. Further, the Group has secured partnerships with SINTEF for technology development and Hitachi Zosen Inova for construction of waste to energy plants. See Section 9.10 "Investing Activities" for further details on MoUs and partnerships in 2021. The Group has initiated a digitalisation collaboration program with Aize and Cognite to investigate cost reduction initiatives.

The Group saw revenues increase in the first quarter of 2021, to NOK 63,452 thousand. The Group's net loss for the period was NOK 23,826 thousand, and net cash flow from the period was NOK 25,967 thousand.

The Group's total assets at the end of the quarter was NOK 705,719 thousand, an increase of NOK 221,238 thousand compared to 31 December 2020. The increase was driven by cash and cash equivalents increasing by NOK 25,967 thousand to NOK 483,666 thousand, and trade and other receivables increasing by NOK 195,447 thousand to NOK 202,643 thousand. The increase in trade and other receivables is a result of higher activities and invoiced milestones. The Group's liabilities increased by NOK 245,063 thousand. The increase was driven by increases in trade and other payables, increasing with NOK 245,955 thousand in the period as a result of the higher activity level leading to increased payables to subcontractors, VAT and contract liabilities as a result of prepayments. The Group's total equity decreased by NOK 23,826 thousand to NOK 428,035 thousand, driven by the Group's net losses for the period.

9.4 Results of Operations

9.4.1 Results of operation for the Year Ended 31 December 2020 Compared with the Year Ended 31 December 2019 extracted from the Carve-out Combined Financial Statements.

Income statement	**Year ended 31 December**			
	2020	***Change in NOK***	***Change in %***	**2019**
Amounts in NOK thousand				
Revenues	23,739	*(18,789.8)*	*(44.2)*	42,529
Materials, goods and services	(17,219)	*19,025.1*	*(52.5)*	(36,244)
Salary and other personnel costs	(30,012)	*(21,246.8)*	*242*	(8,765)
Other operating expenses	(28,370)	*(22,154.1)*	*356*	(6,216)
Depreciation and amortization	(1,881)	*(1,880.5)*	*n.m*	-
Operating profit (loss)	**(53,743)**	***(45,046)***	***518***	**(8,696)**
Financial income	462	*462*	*n.m*	-
Financial expenses	(341)	*(341)*	*n.m*	-

Net financial items	**121**	***121***	***n.m***	**-**
Profit (loss) before tax	**(53,621)**	***(44,925)***	***517***	**(8,696)**
Tax benefit (expense)	-	-	*n.m*	-
Profit (loss) for the period	**(53,621)**	***(44,925)***	***517***	**(8,696)**

Results of operations for the year ended 31 December 2020 compared to the year ended 31 December 2019

The Group's revenues decreased by NOK 18,789 thousand to NOK 23,739 thousand for the year ended 31 December 2020, compared to NOK 42,529 thousand for the year ended 31 December 2019. The increase of NOK 45,046 in the Group's operating loss from NOK 8,696 thousand for the year ended 31 December 2019, to the operating loss of NOK 53,743 thousand for the year ended 31 December 2020 was primarily a result of two factors, increased operating costs and lower revenues. The wind down and planned completion of phase one (the initial FEED phase) of the Brevik CCS Project and phase one of the Twence Project, led to lower revenues (together these projects contributed with NOK 39,673 thousand in revenues in 2019 compared to NOK 17,616 in 2020). Phase two (the EPC phase) of the Brevik CCS Project commenced in Q1 2021, and the Twence Project (a CCU project) is due to begin Q3 2021 pending government approval. Additionally, revenues from other projects increased in 2020 compared to 2019 by NOK 3,268 thousand as the Group won several new projects within paid research, development and innovation projects in 2020 compared to 2019.

Increased salary and other personnel costs and increased other operating expenses were driven by the Group gearing up for increased operational activity with phase two the Brevik CCS Project and the Twence Project, investment in the development of the business and pipeline projects, the Group has also hired more full time employees after the Separation from Aker Solutions, as well as expenses incurred to manage the increased operational complexity of becoming its own legal entity and admission to trading on Euronext Growth (Oslo).

Further, salary costs in relation to consultancy work on paid projects are included within materials, good and services and accounted for NOK 10,690 thousand for the year ended 31 December 2020 compared to NOK 22,732 thousand for the year ended 31 December 2019. When these costs are taken into account the Group's actual salary and other personnel costs were NOK 40,702 thousand for the year ended 31 December 2020 compared to NOK 31,497 thousand for the year ended 31 December 2019 and the actual increase in the period was NOK 9,205 thousand. The allocation change was primarily due to and in line with revenue reductions in connection with the wind down and completion of phase one of the Brevik CCS Project and the Twence Project.

Depreciation and amortization expense increases related to new leased office premises acquired in August 2020. Net financial items increased from nil to NOK 121 thousand, driven by interest income on bank deposits offset by interest on lease liabilities and currency losses. Losses before taxes which changed from NOK 8,696 thousand for the period ended 31 December 2019 to NOK 53,621 thousand for the year ended 31 December 2020. The Group had no tax expenses, bringing net loss for the period equal to the loss before tax.

9.4.2 Results of operations for the Year Ended 31 December 2019 Compared with the Year Ended 31 December 2018 extracted from the Carve-out Combined Financial Statements.

Income statement	**Year ended 31 December**			
Amounts in NOK thousand	**2019**	***Change in NOK***	***Change in %***	**2018**
Revenues	42,529	*24,751.3*	*139.2*	17,777
Materials, goods and services	(36,244)	*(23,249.0)*	*179*	(12,995)
Salary and other personnel costs	(8,765)	*(4,849.4)*	*124*	(3,916)
Other operating expenses	(6,216)	*(680.8)*	*12*	(5,535)
Operating profit (loss)	**(8,696)**	***(4,028)***	***86***	**(4,669)**
Net financial items	**-**	***-***	***n.m***	**-**
Profit (loss) before tax	**(8,696)**	***(4,028)***	***86***	**(4,669)**
Tax benefit (expense)	-	-	*n.m*	-
Profit (loss) for the period	**(8,696)**	***(4,028)***	***86***	**(4,669)**

Results of operations for the year ended 31 December 2019 compared to the year ended 31 December 2018.

The Group's revenues increased from NOK 17,777 thousand for the year ended 31 December 2018 to NOK 42,529 thousand for the year ended 31 December 2019. The Group's operating loss changed from NOK 4,669 thousand for the year ended 31 December 2018 to NOK 8,696 thousand for the year ended 31 December 2019. The Group is in the early phases of commericalisation where incurred project costs additionally include a degree of research and development costs that negatively affect margins but that is expected to benefit the Group going forward. Increases in revenues were primarily driven by the Brevik CCS Project and Twence Project (CCU). The Brevik CCS Project contributed with NOK 30,271 thousand in revenues for the year ended 31 December 2019, an increase of NOK 16,099 thousand compared to NOK 14,172 thousand for the year ended 31 December 2018. The Twence Project contributed with NOK 9,402 thousand in revenues for the year ended 31 December 2019, an increase of NOK 5,797 thousand compared to the NOK 3,605 thousand in revenues for the year ended 31 December 2018. Additionally, several paid studies contributed with NOK 2,855 thousand in revenues for the year ended 31 December 2019.

Increasing revenues led to increases in materials, goods and services costs, as well as increasing salary and other personnel costs. A significant portion of the Group's materials, goods and services costs are composed of salary costs in relation to consultancy work on paid projects and accounted for NOK 22,732 thousand for the year ended 31 December 2019 compared to NOK 12,255 thousand for the year ended 31 December 2018. When these costs are taken into account the Group's actual salary and other personnel costs were NOK 31,497 thousand for the year ended 31 December 2019 compared to NOK 16,171 thousand for the year ended 31 December 2018 and the actual increase in the period was NOK 15,326 thousand. The allocation change and increased costs was primarily due to and in line with revenue increases in connection with phase one of both the Brevik CCS Project and the Twence Project. Lastly, the Group's other operating expenses increased from the year ended 31 December 2018 to the year ended 31 December 2019, from NOK 5,535 thousand to NOK 6,216 thousand. The increase was primarily driven by increased spend on external consultants and hired-ins.

9.5 Liquidity and Capital Resources

9.5.1 Overview; Sources and Uses of Funds

The Group's primary source of liquidity is equity injected by its shareholders and cash flow from operations. The Group's liquidity requirements consist primarily of funding of the Group's growth strategy, including investment in technological development and partnerships, current operations and other working capital requirements.

As of 31 March 2021, the Group had cash and cash equivalents of NOK 483,666 thousand. The equity ratio of the Group at 31 March 2021 was 61%. The cash and cash equivalents are primarily held in cash with reputable banks in NOK. The Group's liabilities as of 31 March 2021 solely consisted of lease liabilities of NOK 13,289 thousand, pension liabilities of NOK 2,849 thousand, and trade and other payables of NOK 261,547 thousand.

The Group's future ability to generate cash from its operations depends on the Group's future operating performance, which is in turn is dependent, to some extent, on general economic, financial, competitive, market, political, regulatory and other factors, many of which are beyond the Group's control. See Section 2 "Risk Factors" for further information.

The Group's expected liquidity needs for the 12-month period following the date of this Prospectus primarily relate to:

- Operating cashflows to fund ongoing business activities and group functions in the parent company
- Investing cashflows to finance acquisition of assets and technological development
- Financing cashflows to cover repayments of lease debt

The Group's objective when managing its capital is to optimise the capital structure to ensure sufficient and timely funding over time to finance its activities at the lowest cost, in addition to investing in projects and technology which is expected to increase the Group's return on capital employed over time.

9.5.2 Borrowings

The Group has not entered into any borrowings or loan agreements.

9.6 Cash Flows

9.6.1 Cash flow for the Year Ended 31 December 2020 Compared with the Year Ended 31 December 2019 extracted from the Carve-out Combined Financial Statements.

Cash flow statement	**Year ended 31 December**			
	2020	**Change in NOK**	**Change in %**	**2019**
Amounts in NOK thousand				
Profit (loss) before tax	(53,621)	(44,925)	516.6	(8,696)
Adjustment for:	-	-	n.m	-
Depreciation	1,881	1,881	n.m	-
Accrued interest and foreign exchange	308	308	n.m	-
Changes in net current operating assets	(6,399)	(19,901)	(147.4)	13,502
Paid tax	-	-	n.m	-
Cash flow from operating activities	**(57,832)**	**(62,638)**	**(1,303.3)**	**4,806**
Payments for property, plant and equipment	(2,514)	(2,418)	2,518.8	(96)
Payments for intangible assets	(3,792)	(3,792)	n.m	-
Cash flow from investing activities	**(6,306)**	**(6,210)**	**6,468.8**	**(96)**
Principal lease payments	(1,192)	(1,192)	n.m	-
Proceeds from share issues	500,000	500,000	n.m	-
Transaction costs related to share issues	(12,489)	(12,489)	n.m	-
Purchase of treasury shares	(1,859)	(1,859)	n.m	-
Sale of treasury shares	1,302	1,302	n.m	-
Net contribution from parent	36,075	40,785	(865.9)	(4,710)
Cash flow from financing activities	**521,837**	**526,548**	**(11,178.7)**	**(4,710)**
Net cash flow	**457,699**	**457,699**	**n.m**	**-**
Cash and cash equivalent at the beginning of the period	**-**	**-**	**n.m**	**-**
Cash and cash equivalent at the end of the period	**457,699**	**457,699**	**n.m**	**-**

Cash flow from operating activities

The Group's cash flow from operating activities went from an inflow of NOK 4,806 thousand for the year ended 31 December 2019 to an outflow of NOK 57,832 thousand for the year ended 31 December 2020. The outflow was driven by decreased revenues resulting from the planned completion of phase 1 of both the Brevik CCS and Twence CCU projects, as well as increased personnel and other operating expenses. These related to both technological development expenditures as well as increased operational complexity of becoming its own legal entity, see Section 9.5 "Liquidity and Capital Resources" for further details. Additionally, an increase in the Group's net current operating assets further increased the cash outflow from operating activities, through an increase in current operating assets of NOK 3,658 thousand and a decrease in the Group's current operating liabilities of NOK 2,740 thousand.

Cash flow from investing activities

The Group increased its investment activities in the year ended 31 December 2020 compared to the year ended 31 December 2019. The increased investments in property, plant and equipment were solely related to the Group's MTU, and the investments in intangible assets were capitalised investments in the Group's internal development of its Just Catch™ technology.

Cash flow from financing activities

The Group's cash inflow from financing activities was NOK 521,837 thousand for the year ended 31 December 2020, increasing from an outflow of NOK 4,710 thousand for the year ended 31 December 2019. The predominant driver for the change was the private placement in relation to the admission to trading on Euronext Growth (Oslo). Net of transaction costs, the private placement contributed with a cash inflow of NOK 487,511 thousand. Additionally, a net contribution from parent reflecting carve-out allocations that has not been paid by the Group to Aker Solutions ASA or Aker ASA and where no payables have been established, hence representing a capital contribution to the Group, contributed to the increase. Lastly, principal lease payments related to office premises and payments related to treasury shares moderately offset the cash flow from financing activities.

9.6.2 Cash flow for the Year Ended 31 December 2019 Compared with the Year Ended 31 December 2018 extracted from the Carve-out Combined Financial Statements.

Cash flow statement	**Year ended 31 December**			
Amounts in NOK thousand	**2019**	**Change in NOK**	**Change in %**	**2018**
Profit (loss) before tax	(8,696)	(4,028)	86.3	(4,669)
Adjustment for:	-	-	n.m	-
Depreciation	-	-	n.m	-
Accrued interest and foreign exchange	-	-	n.m	-
Changes in net current operating assets	13,502	4,942	57.7	8,560
Paid tax	-	-	n.m	-
Cash flow from operating activities	**4,806**	**914**	**23.5**	**3,892**
Payments for property, plant and equipment	(96)	(96)	n.m	-
Payments for intangible assets	-	-	n.m	-
Cash flow from investing activities	**(96)**	**(96)**	**n.m**	**-**
Principal lease payments	-	-	n.m	-
Capital increase from NCI	-	-	n.m	-
Transaction costs related to share issues	-	-	n.m	-
Payments related to treasury shares	-	-	n.m	-
Net contribution from parent	(4,710)	(819)	21.0	(3,892)
Cash flow from financing activities	**(4,710)**	**(819)**	**21.0**	**(3,892)**
Net cash flow	**-**	**-**	**n.m**	**-**
Cash and cash equivalent at the beginning of the period	**-**	**-**	**n.m**	**-**
Cash and cash equivalent at the end of the period	**-**	**-**	**n.m**	**-**

Cash flow from operating activities

The Group's cash inflow from operating activities increased by NOK 3,892 thousand to NOK 4,806 thousand for the year ended 31 December 2019 from NOK 914 thousand for the year ended 31 December 2018. The Group's cash flow from operating activities was driven by losses before taxes, and changes in net current operating assets. The Group's increased losses for the years ended was a result of the increase in FTEs impacting both salary and other personnel costs and materials, goods and services where the FTEs relate to consultancy work on paid projects, as discussed in further detail in Section 9.4.2. The increase in losses before tax were more than offset by changes in Net Current Operating Assets, due to the receival of advance payments for phase 1 of the Brevik project.

Cash flow from investing activities

The Group's cash outflow from investing activities changed from nil for the year ended 31 December 2018 to NOK 96 thousand for the year ended 31 December 2019. The change was caused by investments in the Group's MTU.

Cash flow from financing activities

The Group' cash outflow from financing activities changed from NOK 3,892 thousand for the year ended 31 December 2018 to NOK 4,710 thousand for the year ended 31 December 2019. The change was in full caused by changes to net contributions from parent. As the Group was not a legal entity for the years ended 31 December 2018 and 2019, the cash and cash equivalents of the beginning and end of both periods was nil.

9.7 Balance Sheet Data

9.7.1 Balance Sheet Data as of 31 December 2020 Compared with as of 31 December 2019 extracted from the Carve-out Combined Financial Statements.

Balance sheet	**Year ended 31 December**			
Amounts in NOK thousand	**2020**	**Change in NOK**	**Change in %**	**2019**
Assets				
Intangible assets	3,792	3,792	n.m	-
Right-of-use assets	13,184	13,184	n.m	-
Property, plant and equipment	2,610	2,514	2,618.8	96
Total non-current assets	**19,586**	**19,490**	**20,301.8**	**96**
Current operating assets	7,196	3,658	103.4	3,538
Cash and cash equivalents	457,699	457,699	n.m	-
Total current assets	**464,895**	**461,357**	**13,040.1**	**3,538**
Total assets	**484,481**	**480,847**	**13,231.9**	**3,634**
Equity and liabilities				
Share capital	566,060	566,060	n.m	-
Contributed equity and retained earnings	(114,200)	(99,502)	677.0	(14,698)
Total equity	**451,860**	**466,558**	**(3,174.2)**	**(14,698)**
Pension liabilities	2,849	2,849	n.m	-
Non-current lease liabilities	9,272	9,272	n.m	-
Total non-current liabilities	**12,121**	**12,121**	**n.m**	**-**
Current lease liabilities	4,908	4,908	n.m	-
Current operating liabilities	15,592	(2,740)	(14.9)	18,332
Total current liabilities	**20,500**	**2,168**	**11.8**	**18,332**
Total equity and liabilities	**484,481**	**480,847**	**13,233.4**	**3,634**

Assets

The Group's total assets amounted to NOK 484,481 thousand for the year ended 31 December 2020 compared to NOK 3,634 thousand for the year ended 31 December 2019. The increase was primarily caused by increases in the Group's cash and cash equivalents, resulting from the private placement completed before admission to trading on Euronext Growth (Oslo). Increases in right-of-use assets related to newly leased office premises for the Group's headquarters in Bærum, Norway. During 2020 the Group continued with its investing strategy and capitalised investments in property, plant and equipment related to the Group's MTU for NOK 3,792 thousand and intangible assets related to development of the Group's Just Catch™ carbon capture technology for NOK 2,514 thousand. Increases in current operating assets were primarily due to outstanding receivables related to the Brevik CCS project which in 2019 were settled prior to year-end.

Liabilities

The Group's total liabilities increased from NOK 18,332 thousand for the year ended 31 December 2019 to NOK 32,621 thousand for the year ended 31 December 2020. The change was primarily due to increased non-current and current lease liabilities for the newly leased office premises which in aggregate accounted for NOK 14,180 thousand in increased liabilities. Increased pension liabilities stem from new hires coming in from Aker Solutions who were entitled to transfer their pension rights from defined contribution plans established prior to 2008. These increases were partially offset by decreased current operating liabilities which consisted primarily outstanding accrued expenses.

Equity

The Group's total equity increased by NOK 466,558 from the year ended 31 December 2019 to the year ended 31 December 2020. The increase was primarily a result of a private placement in relation to the Group's admission to trading on Euronext Growth (Oslo), changes in parent's investment and a contribution in-kind from Aker Solutions. The private placement concluded in a share issue increasing total equity with NOK 500,000 thousand, through the placing of 294,117 thousand shares with a par value of NOK 1, each with a subscription price of NOK 1.7, completed on 12 August 2020. Changes in parent's investment, represented contributions from Aker Solutions AS to ACC that were not settled but did not generate intercompany positions between the companies and are recognised in equity resulting in an increase of NOK 23,860 for the year. The contribution in-kind related to the acquisition of carbon capture business from Aker Solutions in July 2020 whereby ACC acquired personnel, technology (including know-how) and intellectual property rights, the MTU, as well as tender and project portfolio in the CCUS business, together with other industry projects/engagements with a fair value of NOK 512 million and completed through the issuance of 271,943 thousand shares. The difference between fair value of the transaction and the net assets acquired was booked as a continuity difference towards equity, resulting in a net increase in equity of NOK 9,368 thousand.

9.7.2 Balance Sheet Data for the Year Ended 31 December 2019 Compared with the Year Ended 31 December 2018 extracted from the Carve-out Combined Financial Statements.

Balance sheet	**Year ended 31 December**			
Amounts in NOK thousand	**2019**	**Change in NOK**	**Change in %**	**2018**
Assets				
Intangible assets	-	-	n.m	-
Right-of-use assets	-	-	n.m	-
Property, plant and equipment	96	96	n.m	-
Total non-current assets	**96**	**96**	**n.m**	**-**
Current operating assets	3,538	(4,830)	(57.7)	8,368
Cash and cash equivalents	-	-	n.m	-
Total current assets	**3,538**	**(4,830)**	**(57.7)**	**8,368**
Total assets	**3,634**	**(4,734)**	**(56.6)**	**8,368**
Equity and liabilities	**-**			**-**

Share capital	-	-	n.m	-
Contributed equity and retained earnings	(14,698)	(14,155)	2,607.4	(543)
Total equity	**(14,698)**	**(14,155)**	**2,607.4**	**(543)**
Pension liabilities	-	-	n.m	-
Non-current lease liabilities	-	-	n.m	-
Total non-current liabilities	**-**	**-**	**n.m**	**-**
Current lease liabilities	-	-	n.m	-
Current operating liabilities	18,332	9,421	105.7	8,911
Total current liabilities	**18,332**	**9,421**	**105.7**	**8,911**
Total equity and liabilities	**3,634**	**(4,734)**	**(56.6)**	**8,368**

Assets

The Group's total assets amounted to NOK 3,634 thousand for the year ended 31 December 2019 compared to NOK 8,368 thousand for the year ended 31 December 2018. The change was primarily caused by decreases in current operating assets, which was mainly a result of a NOK 3,704 thousand decrease in trade receivables. Additionally, prepaid expenses, other receivables and public duty and tax refund changed by NOK (1,125) thousand. PPE related to the Group's MTU increased total assets with NOK 96 thousand.

Liabilities

The Group's total liabilities increased from NOK 8,911 thousand for the year ended 31 December 2018 to NOK 18,332 thousand for the year ended 31 December 2019. The change was solely driven by increases in the Group's current operating liabilities, of which accrued expenses related to the Brevik CCS project's phase 1 contributed with NOK 10,585 thousand of the change. The increase in accrued expenses was partially offset by trade payables, decreasing with NOK 1,164 thousand from the year ended 31 December 2018 to the year ended 31 December 2019.

Equity

Total equity changed from NOK (543) thousand for the year ended 31 December 2018 to NOK (14,698) thousand for the year ended 31 December 2019. The change was caused by decreases to contributed equity and retained earnings.

9.8 Restriction on Transfer of Funds

Other than as set out below, the Group does not have any restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the Group's operations.

Under the Guarantee Facility (as described in Section 5.7 "Material Contracts" above) however, the Group has an obligation to ensure that it has sufficient cash (or cash equivalents) available at any given time – which shall be at least the amount equal to 25% of any outstanding guarantees under the Guarantee Facility and, in any event, minimum NOK 100,000,000, at any given time. As a result, the Company is subject to a restriction on use of funds below these thresholds which may affect the Group's operations.

9.9 Funding and Treasury Policies

The Company is and its wholly owned subsidiaries are solely operating within the large-scale carbon capture, utilisation and storage industry. The Group is currently primarily financed through equity. At present, the Group is developing one facility in Brevik for Norcem and is in the process of initiating several other projects. Through this, the Group is or may be exposed to various financial risks including credit-, liquidity- and market risk (e.g currency- and interest rate risk). The purpose of risk management is to measure and mange financial risk in a reliable manner, thereby increasing predictability and reducing negative effects on the Group's financial results. The Group will use different financial instruments to manage its financial exposure actively. The Group and its operating subsidiaries have prepared guidelines on the management of interest risks and currency risks, including hedging of expected future cash flows and value of assets and liabilities in foreign currencies.

Management of capital

The objective of the Group's capital management is to optimise its capital structure to ensure sufficient and timely funding over time to finance its activities at the lowest cost, in addition to investing in projects and technology which will increase the company's return on capital employed over time.

Investment policy

The Group's capital management is based on a rigorous investment selection process which considers the weighted average cost of capital and strategic orientation in addition to external factors such as market expectations and extrinsic risk factors.

Liquidity planning

The Group has a strong focus on its liquidity situation in order to meet its short-term working capital needs. The Group had a liquidity reserve as of 31 December 2020 of NOK 457,699 thousand being cash and cash equivalents.

Management of financial risks

Management of currency risk

Aker Carbon Capture currently operates mainly in Norway with a large portion with a Norwegian cost base as well as Norwegian customers. The currency risk is limited as a result of current operations, but will increase if future projects or cost bases relate to foreign operations.

Management of credit risk

The Group is exposed to the risk of financial losses if a customer or counterparty to a financial receivable or financial instrument fails to meet contractual obligations.

Assessment of credit risk related to customers and subcontractors is an important requirement in the bid phase and throughout the contract period. Such assessments are based on credit ratings, income statement and balance sheet reviews and using credit assessment tools available (e.g. Dun & Bradstreet). Revenues are mainly related to large and long-term projects closely followed up in terms of payments up front and in accordance with agreed milestones. Normally, lack of payment is due to disagreements related to project deliveries and is solved together with the customer.

Impairment is assessed using the expected credit loss (ECL) method for financial assets. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligation to the company in full. ECLs are estimated probability-weighted net present value of future expected credit losses. ECLs are discounted at the effective interest rate of the financial asset. At each reporting date, the company assesses whether any financial assets are credit impaired. Evidence that a financial asset is credit-impaired includes when invoices are more than 90 days past due without agreed postponement, knowledge of significant financial difficulty of the customer or debtor or other forward-looking information. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off.

Management of liquidity risk

Liquidity risk is the risk that the Group is unable to meet the obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity reserves to meet its liabilities when due.

Management of price risk

The group is exposed to fluctuations in market prices in the operational areas related to contracts, including changes in market prices for raw materials, equipment and development in wages. These risks are to the extent possible managed in bid processes by locking in committed prices from vendors as a basis for offers to customer or through escalation clauses with customers.

Guarantees

Aker Carbon Capture ASA has issued a parent company guarantee on behalf of Aker Carbon Capture Norway AS related to the Brevik CCS project.

On 11 May 2021, the Group entered into a NOK 750 million Guarantee Facility with DNB Bank ASA, Skandinaviska Enskilda Banken AB (publ) and Swedbank AB (publ) in relation to the Brevik CCS project. For more information on the Guarantee Facility, see Section 5.7 "Material Contracts".

9.10 Investing Activities

9.10.1 Principal Investments for the years ended 2020, 2019 and 2018

The Group is Aker's principal CCUS investment platform and has over twenty years of experience in the large-scale CCUS space, starting in 1996 in Aker Solutions with the Mongstad and Sleipner projects. From inception to 2020 the Group has spent significant amounts (in addition to public grants and partner investments) in developing the Group's large-scale CCUS capabilities and solutions. Going forward the Group seeks to build on this solid history and accelerate investments in technology and new growth opportunities to maintain and strengthen its market position.

The table below presents the Group's CAPEX investing for the years ended 31 December 2020, 2019 and 2018.

CAPEX Investment	**Year ended 31 December**		
Amounts in NOK thousand	**2020**	**2019**	**2018**
Capitalised investing activities:	6,306	96	-
Which consists of:			
• Capitalised PP&E	2,514	96	-
• Capitalised development	3,792	-	-
Total CAPEX	**6,306**	**96**	**-**

Continuous technology development is a key enabler for the company's long-term competitive advantage and as such the Group is strongly committed to investment in technology development and innovation. The CCUS market is expected to grow significantly over the next decade, driven by political ambitions to reduce CO_2 emissions from industrial sources and energy production. The Group, through its commitment to investment in technology, development and innovation, is positioning itself early to be a major global player. As the Group is in the early phase of commercialising its proprietary technologies, the majority of the Group's historical investment has been expensed as it did not meet the requirements for capitalisation. As the Group evolves and more of its CCUS technology is commercially applied, more of these expenses will be capitalized. For the year 2020, commercialisation of the Group's Just Catch™ technology at Twence, as well as commercial application of the MTU, has led to a significant increase in capitalisation.

In 2020 the Groups total CAPEX was NOK 6,306 thousand where NOK 2,514 thousand related to development of the MTU and NOK 3,792 thousand related to capitalised carbon capture technology. CAPEX investment was internally funded. Additionally, the Group initiated and participated in six research and development projects in Scandinavia, Benelux and the UK which included activities to strengthen core technology, as well as to expand the technological footprint to adjacent areas. The research and development project running a test campaign at Preem's refinery in Lysekil, Sweden using the MTU resulted in the successful qualification of the Group's technology for carbon capture from hydrogen production. Further, the Group performed a number of feasibility studies on new and improved applications for customers. The research and development projects and the feasibility studies were expensed as they did not meet the criteria for capitalisation and were largely funded through external sources.

In 2019 the Groups total CAPEX was NOK 96 thousand and related to development of the MTU. Additionally, the Group initiated and participated in three research and development projects and performed a number of feasibility studies on new and improved applications for customers. The research and development projects and the feasibility studies were expensed as they did not meet the criteria for capitalisation and were partially funded through external sources.

In 2018 the Group did not perform any investment activity that qualified for capitalisation. In 2018 the Group initiated and participated in one research and development project and performed a number of feasibility studies on new and improved applications for customers. The research and development projects and the feasibility studies were expensed as they did not meet the criteria for capitalisation and were primarily funded through external sources.

9.10.2 Collaborative prospects

Forming partnerships and collaborating with prospective customers and suppliers of technologies and solutions is central to Aker Carbon Capture's strategy to realise its ambitions. Early engagement with customers is prioritised, and the Company signed three such collaborative agreements in 2020 and six in 2021. These collaborations are in early stages and have not resulted in committed investments as per the date of this Prospectus but may in the future lead to such commitments. Details of these collaborations are as follows:

- In October 2020, ACCN signed a Memorandum of Understanding with Sweden's Vattenfall to accelerate the evaluation of future carbon capture plants in Sweden and Northern Europe. The agreement supports Vattenfall's ambitions to achieve negative emissions in waste and bio CCS plants.

- In December 2020, ACCN and MAN Energy Solutions of Germany signed a technology-cooperation agreement to develop energy-efficient compression solutions for CCS applications with heat recovery. The cooperation builds on MAN's experience in compressor technology, the integration of system components and their design and delivery, as well as Aker Carbon Capture's proprietary amine technology and efficient carbon-capture process design.

- In January 2021, ACCN and Hitachi Zosen Inova (HZI) have signed a Memorandum of Understanding (MoU) aimed at accelerating carbon capture solutions in the waste to energy industry in Europe. The agreement outlines the two companies' ambition to combine Aker Carbon Capture's patented and HSE-friendly CCS technology with HZI's proven capabilities as a turnkey supplier of waste to energy plants.

- In February 2021, ACCN has signed an MoU with Forus Energigjenvinning and Lyse to explore ways to support the development of a full-scale carbon capture and storage facility in the Stavanger/Sandnes region in southwestern Norway. The collaboration follows the recent launch of the "Longship" full-scale CCS project by the Norwegian government.

- In February 2021, ACCN has signed an agreement with Elkem to conduct a feasibility study for the establishment of carbon capture at its Norwegian smelters, and to support the company's long-term goal of achieving carbon-neutral metal production. The purpose of the study is to assess the technical and economic feasibility of installing carbon capture at Elkem's Norwegian plants in Bjølvefossen, Bremanger, Rana, Salten and Thamshavn. The project has received financial support from through the CLIMIT programme by Gassnova, the Norwegian state enterprise to further develop CCS technologies. The findings from the study will be transferred to Elkem's plants outside Norway, including its ferrosilicon plant in Iceland.

- In March 2021, ACCN, Ørsted and Microsoft have signed a MoU to explore ways to support the development of carbon capture and storage at biomass-fired heat and power plants in Denmark. The three companies will cooperate to address technological, regulatory, and commercial challenges and opportunities for creating negative emissions by capturing and storing carbon emitted by biomass-fired heat and power stations, with each party playing crucial and distinct commercial roles.

  Under the terms of the MoU the parties agreed to:
    - Explore the possibility to jointly develop a negative emission project at one of Ørsted's biomass plants in Denmark, potentially using Northern Lights where Microsoft is an existing partner
    - Explore a technology collaboration to integrate Microsoft's digital expertise into a biogenic carbon capture project with Aker Carbon Capture's health, safety & environment (HSE) friendly capture technology
    - Explore ways for Microsoft, Aker Carbon Capture, and Ørsted to jointly accelerate the development of a biogenic carbon capture project
    - Explore and establish advocacy of policies that help accelerate the negative emission frameworks in European countries

- Additionally, ACCN and Haldor Topsoe signed an MoU in December 2020 and entered into a cooperation agreement in March 2021, with the intention to offer a complete solution for low-carbon hydrogen production. The solution combines Danish group Haldor Topsoe's proven hydrogen process and ACC's post combustion carbon capture technology to achieve low-emission and cost-effective production of 'blue' hydrogen – a clean energy carrier with a wide array of applications in industry and as a fuel. The European Union foresees investments of €11 billion for retrofitting half of the existing European hydrogen plants with carbon capture and storage before 2030.

- In March 2021, ACCN and Siemens Energy signed an MoU aimed at developing combined offerings for carbon capture solutions that can be applied to gas turbines and gas-fired power plants. The parties will explore a technology collaboration to further advance technical optimization within the whole process of power generation and carbon capture combining ACC's HSE-friendly capture technology with Siemens Energy's market leading portfolio of offerings in the energy sector. ACCN and Siemens Energy will also explore ways to jointly fast-track development of major projects globally. The global collaboration will initially focus on the European market for new and existing low-carbon power generation where a combination of new turbines and CCS can provide sustainable solutions fit for the 21st century.

- In April 2021, ACCN and SINTEF AS signed an MoU with the joint aim to accelerate deployment of industry scale CCUS through research, development and innovation. ACC and SINTEF, one of Europe's largest independent research organisations, have collaborated on CCS development for more than a decade (including when the

Company's business was part of Aker Solutions) including on developing the CCS industry's most HSE-friendly amine solution. Now, the parties plan to further advance ongoing and future work and pursuant to the intentions under the MoU, Aker Carbon Capture and SINTEF will strengthen collaboration on bilateral research projects, share insight and know-how among technology experts in both organisations.

9.11 Property, Plant and Equipment

The Company is currently not aware of any environmental issues that may negatively affect the Company and its subsidiary's utilisation of their sites, equipment or other assets. The Group's assets consist of NOK 13 million in right-of-use assets relating to leased office premises in Norway and NOK 3 million in property, plant and equipment relating to the MTU which is utilised internationally across customer sites.

Based on a longer timeframe the Group's business, equipment and other assets are subject to both risks and opportunities from environmental factors relating to climate change. The nature and level of these risks is dependent on governments, business and society's response to climate change both in the long and short term. With a continued strong response to the climate challenge in the short term up to 2030, the Group anticipates its business and utilisation of assets will be affected positively as their will be an increased demand for the Group's solutions and services. A more limited response to climate change from governments, businesses and society would likely lead to less demand for the Group's solutions and services and would potentially impact utilisation of its equipment and assets. In the long term past 2030 a limited response may also lead to physical effects such as extreme weather and higher temperatures that may pose other challenges to the Group's utilisation of their sites, equipment or other assets. The Group works to mitigate the negative environmental impact of industries effect on climate change through strong investment in TD&I, through the supply chain by leveraging their purchasing power to suppliers who support the green transition and through advocacy towards governments, public and organisations to ensure knowledge on carbon capture and storage as a solution to combat climate change.

9.12 Significant Recent Trends

The Group continues to view the market with optimism based on ongoing positive interest for the green economy, strong interest for sustainable investment opportunities and the positive development of the financial markets. In the first four months of 2021 the Group especially noted the following events:

- The CO_2 price reached all-time high in April at EUR 47.25 per metric ton, a 44.4% increase in the first four months of 2021, from EUR 32.72 at 31 December 2020.
- United States has committed to achieve a 50-52% reduction from 2005 levels in economy-wide net greenhouse gas pollution in 2030
- Radical new climate change commitments will set the United Kingdom on course to cut carbon emissions by 78% by 2035

For an overview of market trends please also refer to Section 6.3 "Market development".

During the first quarter of 2021, the Group continues to experience rising activity levels as discussed in Section 9.3 "Recent Developments". Realisation of carbon capture projects, including the required infra-structure, is expensive and with limited prospect for short term profit. The cost of the CCUS process chain remains significantly above the EU ETS prices. Investments will to a large extent be dependent upon government support and funding, and a regulatory framework which provides for incentives for the industries to invest in CCUS initiatives. In the long-term CCUS must be commercially attractive and cannot rely on governmental support. The cost must therefore come below the CO_2 price in EU ETS schemes or CO_2 tax levels. The Group intends to reduce the costs through standardisation, modularisation and digitalisation and have put several initiates in motion to reach this goal. The increase in the CO_2 prices in the first four months of 2021 is also beneficial for the Group as it increases the costs of emissions.

9.13 Off-Balance Sheet Arrangements

The Group is not party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Group's financial condition, results of operations, liquidity, capital expenditure or capital resources. Aker ASA is however entitled to, according to a share purchase agreement entered into in 2012, a potential earn-out of 45% of total net license fees under license contracts over a period of 10 years, as further set out and calculated in the share purchase agreement. Such earn-out has not been paid over the past 9+ years, and the Company does not consider it likely that any earn-out will become payable the remaining 1 year either.

10. THE BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND EMPLOYEES

This Section provides summary information about the Board of Directors and the Executive Management of the Company and disclosures about their employment arrangements with the Company and other relations with the Company.

10.1 Overview

The Board of Directors is responsible for the overall management of the Company and may exercise all the powers of the Company. In accordance with Norwegian law, the Board of Directors is responsible for, among other things, supervising the general and day-to-day management of the Company's business; ensuring proper organisation, preparing plans and budgets for its activities; ensuring that the Company's activities, accounts and asset management are subject to adequate controls and to undertake investigations necessary to ensure compliance with its duties. The Board of Directors may delegate such matters as it seems fit to the executive management of the Company (the "**Executive Management**").

The Company's Executive Management is responsible for the day-to-day management of the Company's operations in accordance with instructions set out by the board of directors. Among other responsibilities, the Company's CEO is responsible for keeping the Company's accounts in accordance with existing Norwegian legislation and regulations and for managing the Company's assets in a responsible manner. In addition, at least once a month the Company's CEO must brief the Board of Directors about the Company's activities, financial position and operating results.

10.2 Board of Directors and Executive Management

Board of Directors

The Company's Board of Directors are elected by the Company's shareholders in an ordinary or extraordinary General Meeting. In accordance with the Norwegian Public Limited Liabilities Act, the CEO and at least half of the members of the Board of Directors must either be resident in Norway, or be citizens of and resident in an EU/EEA country.

The Company's Board of Directors currently consists of the following members:

Name	Position	Served Since	Expiration of Term
Henrik Overgaard Madsen	Chairperson	2020	2023
Kristian Monsen Røkke	Director	2020	2023
Nina Kristine Jensen	Director	2020	2023
Øyvind Eriksen	Director	2020	2023
Oscar Fredrik Graff	Director	2020	2023
Liv Monica Stubholt	Director	2021	2023
Linda Litlekalsøy Aase	Director	2021	2023

The Company's registered business address, Oksenøyveien 8, 1366 Lysaker, serves as c/o address for the members of the Board of Directors in relation to their directorship of the Company.

The composition of the Company's Board of Directors is in compliance with the independence requirements of the Norwegian Code of Practice of 17 October 2018 (the "**Norwegian Code of Practice**"). The Norwegian Code of Practice provides that a board member is generally considered to be independent when he or she does not have any personal, material business or other contacts that may influence the decisions it makes as a board member.

Set out below are brief biographies of the directors of the Company, along with disclosures about the companies and partnerships of which each director has been member of the administrative, management and supervisory bodies in the previous five years, not including directorships and executive management positions in the Company or any of its subsidiaries.

Henrik Overgaard Madsen, Chairperson

Henrik O. Madsen has worked more than 25 years for DNV GL in a number of scientific research and management positions, and served as the President and CEO of the company from 2006 to 2015. He holds a PhD in civil and structural engineering from the Technical University of Denmark. In 2002, he was appointed a technology pioneer by the United States Offshore Energy Center's Technology Hall of Fame. Madsen was previously chairperson of the Norwegian Research Council. Mr. Madsen is a Danish citizen.

Current other directorships and management positions.....	Directorships: Global Compact Foundation (Board member). Management position(s): None.

Previous directorships and management positions held during the last five years	Directorships: Aker Offshore Wind (Chairman), Norwegian Research Council (Chairman), Aker Solutions, TERI (Delhi, India), UN Global Compact (New York), Polarcus (Dubai). Management position(s): None.

Kristian Monsen Røkke, Director

Kristian Monsen Røkke has experience from offshore services and shipbuilding in several companies in the Aker group. Prior to assuming his current position as CEO of Aker Horizons ASA, Røkke served as Chief Investment Officer of Aker ASA. Before that, he served as CEO of Akastor ASA, a publicly listed oil service investment company and prior to this he spent several years in various operational and executive roles at Philly Shipyard. He has an MBA from The Wharton School of the University of Pennsylvania. Kristian Røkke is a board member of several companies, including: Akastor ASA (Chairman), Philly Shipyard ASA (Chairman), American Shipping Company ASA and Aker Offshore Wind AS.

Current other directorships and management positions.....	Directorships: Akastor ASA (chairperson), Philly Shipyard ASA (chairperson), Riverrun Invest AS (chairperson), Riverrun Capital Management AS (chairperson), Aker Offshore Wind (chairperson), Aker Onshore Wind AS (chairperson), Aker Mainstream Renewables AS (chairperson), Aker Clean Hydrogen, Prototech AS. Management position(s): Aker Horizons ASA (CEO), Aker Horizons Holding AS (CEO).
Previous directorships and management positions held during the last five years	Directorships: Aker ASA, American Shipping Company ASA, Plastic Revolution Foundation (chairperson). Management position(s): Aker ASA (Chief Investment Officer), Akastor ASA (CEO).

Nina Kristine Jensen, Director

Nina Jensen (born 1975) is the CEO of REV Ocean and is a tireless champion for promoting environmentally responsible solutions for the world's ocean. She started this position in 2018 after 15 years of positive impact in WWF-Norway (as Secretary-General since 2012). Ms. Jensen holds a Master's degree in Marine Biology from the University of Fishery Science in Tromsø, and has a background in communications and marketing from Ogilvy&Mather. She was named Young Global Leader by the World Economic Forum in 2014. She is also part of Friends of Ocean Action and an advisor to the High Level Panel for a Sustainable Ocean Economy. Ms. Jensen is a Norwegian citizen.

Current other directorships and management positions.....	Directorships: Aker Offshore Wind, The Plastic REVolution Foundation, The Technology for Ocean Foundation, The Business for Peace Foundation, Hjernesvulstforeningen (The Brain Tumour Society), PER-A: Project Energy Reimagined Acquisition Corp. Management position(s): REV Ocean (CEO).
Previous directorships and management positions held during the last five years	Directorships: The Ocean Data Foundation, The Norwegian Institute for Nature Research. Management position(s): WWF Verdens naturfond (CEO).

Øyvind Eriksen, Director

Øyvind Eriksen joined Aker ASA in January 2009. Mr. Eriksen holds a law degree from the University of Oslo. He joined Norwegian law firm BA-HR in 1990, where he became a partner in 1996 and a director/ chairman in 2003. As a corporate attorney he among other things worked with strategic and operational development, M&A and negotiations. Mr. Eriksen has held several board positions in different industries, including shipping, finance, asset management, offshore drilling, fisheries, media, trade and industry. As CEO Mr. Eriksen is currently chairman of the board in Aker BP ASA, Cognite AS, Aker Capital AS, Aker Holding AS, Aker Horizons, Aker Property Group AS, C4IR Ocean, and REV Ocean AS. He is also a director of several companies, including Aker Solutions ASA, Aker BioMarine ASA, Aker Energy AS, Aker Carbon Capture ASA, The Resource Group TRG AS, TRG Holding AS, The Norwegian Cancer Society (Kreftforeningen), and a member of World Economic Forum C4IR Global Network Advisory Board. Mr. Eriksen is a Norwegian citizen.

Current other directorships and management positions.....	Directorships: Aker BP (chairman), Cognite (chairman), Aker Capital (chairman), Aker Holding (chairman), Aker Horizons (chairman), Aker Property Group (chairman), C4IR Ocean (chairman), REV Ocean (chairman), Aker Solutions, Aker BioMarine, Aker Energy, The Resource Group TRG, TRG Holding and Kreftforeningen. Management position(s): Aker ASA (President & CEO).
Previous directorships and management positions held during the last five years	Directorships: Reitangruppen. Management position(s): None.

Oscar Fredrik Graff, Director

Oscar Graff joined Aker in 1980. Mr. Graff holds a Masters of Science degree in Chemical Engineering from the Norwegian University of Science and Technology (NTNU). Since 2000 he has been instrumental in the development of carbon capture technologies to reduce CO_2 emissions from industries. Mr. Graff has held several positions within Carbon Capture, Utilisation and Storage (CCUS) and climate related technical boards and advisory committees in Norway, UK and the EU. Mr. Graff was appointed as Chief Technology Officer for Aker Clean Carbon in 2008, and has in recent years been responsible for CCUS in Aker Solutions. Mr. Graff is a Norwegian citizen.

Current other directorships and management positions.....	Directorships: None. Management position(s): None.
Previous directorships and management positions held during the last five years	Directorships: None. Management position(s): None.

Liv Monica Stubholt, Director

Liv Monica Stubholt practices law as partner in law firm Selmer AS. She has been active in energy and climate change related industries for more than 15 years. She is today a recognised legal advisor on ESG and the legal dimension of sustainability, compliance and governance to businesses in Norway and abroad.

Ms Stubholt has held government positions as deputy minister in the Ministry of Foreign Affairs and later Ministry of Petroleum and Energy. She joined Aker ASA in 2009 as investment director and has served as chairperson and later CEO of Aker Clean Carbon; a carbon capture company previously in operation under the Aker group. Ms Stubholt is a Norwegian citizen.

Current other directorships and management positions.....	Directorships: Fortum Oslo Varme AS (chairperson), Silex Gas Norway AS (chairperson), Andrevind AS, Aquaship AS, Biomega Group AS, Hydrogen Source AS, Neptune Partners AS, Nor Marine Invest AS, OKEA ASA, Pareto Asset Management AS, SINTEF AS and EnQuest PLC. Management position(s): Advokatfirmaet Selmer AS (Partner).
Previous directorships and management positions held during the last five years	Directorships: None.

	Management position(s): Varanger Kraft AS (chairperson), Norsk Hydro ASA, Solveig Gas Norway AS, Broadnet AS.

Linda Litlekalsøy Aase, Director

Linda Litlekalsøy Aase (born 1966) is head of the global Electrification, Maintenance and Modifications business in Aker Solutions. She joined Aker Solutions in 2014 and has almost 20 years of industry experience. Ms Aase has held a variety of leadership positions in Aker Solutions and previously also in Rolls-Royce Marine. Linda holds the position as Chairman of the Board in Aker Solutions AS since 2016. She has a strong drive for low carbon and renewable energy solutions and has been a member of the board of directors for ENOVA SF since 2017. She has also been a member of the board in Salmar ASA since 2020. She holds an MSc in material technology from the Norwegian Industry of Science and Technology (NTNU) in Trondheim and has studied business economics and management accounting at the Norwegian School of Economics (NHH). Ms Aase is a Norwegian citizen.

Current other directorships and management positions.....	Directorships: Aker Solutions AS (chairperson), Enova SF and Salmar ASA. Management position(s): EVP Electrification, Maintenance and Modifications in Aker Solutions ASA.
Previous directorships and management positions held during the last five years	Directorships: Næringslivets Sikkerthetsorganisasjon (chairperson). Management position(s): None.

Executive Management

The Company's Executive Management comprises of the following members:

Name	Position	Employed From
Valborg Lundegaard	CEO	2020[(1)]
Egil Andre Fagerland	CFO	2021
Erik Langholm	Chief Project Officer	2020[(1)]
Jim Stian Olsen	Chief Technology Officer	2020[(1)]
Jon Christopher Knudsen	Chief Commercial Officer	2020[(1)]
Karianne Kristiansen	People & Organization Director	2020[(1) (2)]
Pernille Brente	General Counsel	2020[(1) (2)]

(1) Employed in Aker Solutions prior to joining the Group.
(2) Hired in from Aker Horizons

Set out below are brief biographies of the members of the Executive Management, along with disclosures about the companies and partnerships of which each member of the Executive Management has been member of the administrative, management and supervisory bodies in the previous five years, not including directorships and Executive Management positions in the Company or its subsidiaries.

Valborg Lundegaard, CEO

Valborg Lundegaard came from the position as EVP of Customer Management at Aker Solutions ASA. She holds a Master of Science in Chemical Engineering from NTNU and has more than 30 years' experience from the energy industry, including several key management positions in Aker Solutions. Her experience includes corporate and project management, international business development and several development projects.

Current other directorships and management positions.....	Directorships: Aker Engineering International Sdn Bhd. Management position(s): None
Previous directorships and management positions held during the last five years	

	Directorships: Aker Engineering & Technology Ltd. (Chairperson), Aker Engineering International Sdn Bhd. (Chairperson), Aker Powergas (Chairperson).
	Management position(s): Executive Vice President Customer Management Aker Solutions, Executive Vice President Engineering Business Area, Aker Solutions.

Egil Andre Fagerland, CFO

Egil Andre Fagerland holds a Master of Science in Economics and Business Administration from the Norwegian School of Economics (NHH) and joined the company in 2021 from DeepOcean, where he was head of ERP and Business Systems. Fagerland has previously held various roles in Aker Solutions' finance department from 2012 till 2020, including as senior vice president, group controlling and financial systems.

Current other directorships and management positions.....	Directorships: None.
	Management position(s): None.
Previous directorships and management positions held during the last five years	Directorships: EAF Holding AS (chairperson).
	Management position(s): Head of ERP and Business Systems, DeepOcean, Senior Vice President Group Controlling Systems, Aker Solutions

Erik Langholm, Chief Project Officer

Erik Langholm holds a Master of Science in Chemical Engineering from NTNU and has more than 20 years' experience in Aker Solutions, including position as Project Director for Johan Sverdrup EPma and for international projects. Langholm has previously served as Department Manager for Aker Solutions CCUS and Project Director for the Brevik CCS project.

Current other directorships and management positions.....	Directorships: None.
	Management position(s): None.
Previous directorships and management positions held during the last five years	Directorships: None.
	Management position(s): Project Director, Johan Sverdrup EPma, Aker Solutions.

Jim Stian Olsen, Chief Technology Officer

Jim Stian Olsen is an experienced research and innovation professional with a demonstrated history of operating in the intersection of industry, business and scientific research. Olsen is a Mechanical Engineer and holds a Ph.D. and Master of Science in Mechanical Engineering from NTNU.

Current other directorships and management positions.....	Directorships: None.
	Management position(s): None.
Previous directorships and management positions held during the last five years	Directorships: None.
	Management position(s): Senior Manager, Aker Solutions.

Jon Christopher Knudsen, Chief Commercial Officer

Jon Christopher Knudsen is a strategy and technology expert with more than 20 years' experience from the oil and energy sector, including several leadership positions in digitalisation, customer experience, strategy and HR at Aker Solutions. He also has previous experience from international consultancy firm Accenture. Knudsen holds a Master of Science in Business Administration from the Norwegian School of Economics and Business Administration (NHH) and College of William and Mary (US).

Current other directorships and management positions.....	Directorships: Ardeo AS (Chairman). Management position(s): None.
Previous directorships and management positions held during the last five years	Directorships: None. Management position(s): Vice President Global Business Development Aker Solutions, Vice President Head of Strategy, Engineering Business Area Aker Solutions, Vice President Head of HR, Engineering Business Area Aker Solutions.

Karianne Kristiansen, People & Organization Director

Karianne joined the Aker Group in 2012 and has held various HR positions within the Aker Group, including Senior Vice President HR of Aker Solutions. She started her position of People & Organization Director in Aker Horizons in December 2020. Karianne has more than 15 years' experience from working in the UK and Norway and holds a Masters Degree in Human Resources from London School of Economics, UK.

Current other directorships and management positions.....	Directorships: None. Management position(s): People & Organization Director, Aker Horizons ASA, People & Organization Director, Aker Offshore Wind AS.
Previous directorships and management positions held during the last five years	Directorships: None. Management position(s): Senior Vice President of HR, Aker Solutions.

Pernille Brente, General Counsel

Pernille Brente came from the position as Head of Legal Customer Management in Aker Solutions and has held various management positions within the Aker Solutions legal department in the UK and at the corporate headquarters. Before joining Aker Solutions in 2012, she served as in-house counsel at Nordnet AB in Stockholm and was in private practice at Arntzen de Besche law firm. Brente holds a cand.jur. degree from the University of Oslo and is a qualified lawyer (advokat) and member of the Norwegian Bar Association.

Current other directorships and management positions.....	Directorships: None. Management position(s): None.
Previous directorships and management positions held during the last five years	Directorships: None. Management position(s): Head of Legal Customer Management, Aker Solutions, Director of Legal Norway, Aker Solutions.

10.3 Remuneration and Benefits

Board of Directors

The compensation for the members of the Board of Directors is determined on an annual basis by the shareholders of the Company at the Annual General Meeting. The compensation for each member of the Board of Directors of the Company for the period from August 2020 to December 2020 is set out below.

NOK	**For the year ended 31 December 2020**
Henrik Overgaard Madsen (Chairperson)	166,667(1)
Kristian Monsen Røkke	125,000(1)
Øyvind Eriksen	75,000(2)
Oscar Fredrik Graff	75,000(2)
Nina Kristine Jensen	75,000(2)

(1) Remuneration period August-December.

(2) Remuneration period October-December.

Executive Management

The remuneration paid to the Executive Management in 2020, was in total NOK 7,790,742, of which NOK 2, 707,325 was to the CEO. The remuneration structure comprises primary salaries, bonus, variable pay programs and employee benefits such as insurance cover, company-provided phones and other benefits which are of minor nature.

Benefits Upon Termination of Employment

All members of the Company's Executive Management are entitled to benefits upon termination of employment in the form of a contractual right to three months' severance pay, except for the CEO who has a right to six months' severance pay.

Loans and Guarantees

The Company has not provided any guarantees, or granted any loans or made any other similar commitments to any member of the Board of Directors or the Executive Management.

10.4 Shares and Options held by Members of the Board of Directors and Executive Management

The table below sets forth the number of Shares beneficially owned by each of the Company's members of the Board of Directors and Executive Management as of the day of this Prospectus.

	Position	**Shareholding**	**Options etc.**
Henrik Overgaard Madsen	Chairperson	30,000	0
Kristian Monsen Røkke	Director	0(1)	0
Øyvind Eriksen	Director	0(2)	0
Nina Kristine Jensen	Director	0	0
Oscar Fredrik Graff	Director	0	0
Liv Monica Stubholt	Director	0	0
Linda Litlekalsøy Aase	Director	19,551	0

	Position	Shareholding	Options etc.
Valborg Lundegaard	CEO	30,581	0
Egil Andre Fagerland	CFO	4,317	0
Jon Christopher Knudsen	Chief Commercial Officer	41,356	0
Erik Langholm	Chief Project Officer	13,417	0
Jim Stian Olsen	Chief Technology Officer	10,725	0
Karianne Kristiansen	People & Organization Director	0	0
Pernille Brente	General Counsel	4,628	0

(1) Excluding indirect ownership through his holding of 1,056 shares in the Resource Group TRG AS, the indirect owner of Aker ASA, as well as his holding of 4,054 shares in Aker ASA and shares in Aker Horizons Holding AS which may be exchanged into 952,280 shares in Aker Horizons ASA, pursuant to an incentive program in Aker Horizons ASA.

(2) Excluding indirect ownership through his indirect holding of 219,072 shares in Aker ASA, the parent of Aker Capital AS.

10.5 Disclosure of Conflicts of Interests

Board member Kristian Monsen Røkke is CEO in Aker Horizons ASA and holds various board positions within the Aker group. Board member Øyvind Eriksen is CEO in Aker ASA, board member in Aker Solutions ASA and chairman of the board in Aker Horizons ASA. Deputy board member Kjell Inge Røkke is the ultimate beneficial owner of Aker Capital, the Company's majority shareholder, and thereby holds a controlling indirect ownership interest in the Company. Board member Linda Aase is employed by Aker Solutions ASA, a significant business associate of the Group. There may therefore be actual or potential conflicts of interest between the Company and such members of the Board of Directors. The Company will have procedures in place in order to handle potential conflicts of interest in respect of significant contracting parties to the Group.

To the Company's knowledge, there are currently no actual or potential conflicts of interest between the Company and members of the Executive Management.

10.6 Disclosure About Convictions in Relation to Fraudulent Offences

During the last five years preceding the date of this Prospectus, no member of the Board of Directors or the Executive Management has:

- any convictions in relation to indictable offences or convictions in relation to fraudulent offences;
- received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his capacity as a founder, director or senior manager of a company.

10.7 Nomination Committee

The Company's Articles of Association provide for a nomination committee composed of minimum two members who are elected by the General Meeting. The nomination committee is responsible for nominating the members of the Board of Directors and the nomination committee. The nomination committee of the Company comprises of the following members: Ingebret G. Hisdal (chair) and Svein Oskar Stoknes.

10.8 Audit Committee

The Company has an audit committee, currently comprising of board member Liv Monica Stubholt (Chair) and Kristian Monsen Røkke. The primary purposes of the audit committee are to:

- carry out preparatory work for the Board of Directors' monitoring of the financial reporting,

- monitor the Company's systems for internal control and risk management, and the Company's internal audit function, if applicable,
- maintain regular contact with the Company's elected auditor in respect of the statutory audit of the annual accounts, and
- review and monitor the independence of the statutory auditor, and in particular the extent to which services other than statutory audit provided by the auditor or audit firm represent a threat to the auditor's independence.

The audit committee reports and makes recommendations to the Board of Directors, but the Board of Directors retains responsibility for implementing such recommendations.

10.9 Corporate Governance

The Company's corporate governance principles are based on, and comply with, the Norwegian Code of Practice, with the following exceptions:

- The general meeting is chaired by the Chairman of the Board or an individual appointed by the Chairman of the Board. Having the Chairman of the Board or a person appointed by him chairing the general meetings simplifies the preparations for the general meetings significantly. In the company's experience, its procedures for the chairmanship and execution of general meetings have proven satisfactory.

- The shareholders are invited to vote on the composition of the Board of Directors proposed by the nomination committee as a group, and not on each Board Member separately, as it is important to the Group that the Board of Directors of the Company works in the best possible manner as a team and that the background and competence of the Board Members complement each other.

- The Company encourages shareholders to attend the general meeting. It is also the intention to have representatives of the Board of Directors and the chairman of the nomination committee to attend the general meeting. The company will, however, normally not have the entire board attend the meeting as this is considered unnecessary. This represents a deviation from the Norwegian Code of Practice which states that arrangements shall be made to ensure participation by all directors.

- The Company does not have separate guidelines on how to respond in the event of a takeover bid. The Norwegian Code of Practice recommends the adoption of such guidelines. Through his privately held TRG holding companies, Kjell Inge Røkke is the ultimate beneficial owner of Aker Capital, the Company's majority shareholder, and thereby holds a controlling indirect ownership interest in the Company. In view of this, the Board of Directors has deemed separate takeover guidelines as recommended by the Norwegian Code of Practice to be unnecessary.

- The Company does not have a remuneration committee as this has not been considered necessary in the light of the composition of the Board of Directors. The Company will however consider establishing a remuneration committee going forward.

10.10 Employees

Employees

As of 31 December 2020, the Group had 82 employees, including full time employees and hired in personnel.

Share purchase program for employees

In 2020, the Company carried out a share purchase program which gave employees the opportunity to invest in the Company's shares capped at 25% of the employee's annual salary. The participants were offered a price reduction of 30% due to a lock-up period of three years and furthermore a discount of 20% of purchase value up to maximum NOK 5,000. The shares purchased by each employee were paid in cash. In total 13 employees participated in the share purchase program. The Company expensed NOK 60 thousand in salary and other expenses and NOK 558 thousand directly in equity related the share purchase program.

11. RELATED PARTY TRANSACTIONS

This Section provides information on certain transactions which the Company is, or has been, subject to with its related parties since its incorporation and up to the date of this Prospectus. For the purposes of the following disclosures of related party transactions, "related parties" are those that are considered as related parties of the Company pursuant to IAS 24 "Related Party Disclosures". All agreements entered into with related parties have been entered into on an arm's length basis.

11.1 Asset Purchase Agreement

On 17 July 2020, the Asset Purchase Agreement with Aker Solutions was entered into for the acquisition of personnel, technology (including know-how) and intellectual property rights, the MTU, as well as its project and tender portfolio in the CCUS business, together with other industry projects/engagements.

11.2 Global Frame Agreements

On 31 July 2020, the three Global Frame Agreements with Aker Solutions were entered into for (i) provision of fabrication services; (ii) provision of technical services, including engineering services; and (iii) for personnel hire. The purpose of these agreements is to ensure access to capabilities and manpower while maintaining needed flexibility in the cost base following the Separation. All agreements are subject to a 5-year term with an option to renew for 3 + 3 years. The Group currently uses its own resources for relevant technical services. In the event that the Group requires additional desktop engineering resources and/or other technical services, the frame agreement for the provision of technical services will ensure access to such technical services, including desktop engineering services, on competitive terms, including from the Aker Solutions Mumbai office. The technical services agreement is entered into on a mutually exclusive basis pursuant to which the Group is restricted from obtaining such technical services from other providers. Also, the same parties have on the same date agreed on a roadmap for the purpose of negotiating and agreeing on a framework agreement for the provision of engineering, procurement, construction and management assistance based on an alliance model.

11.3 Agreement for engineering, procurement and management assistance services

On 22 December 2020, Aker Carbon Capture awarded Aker Solutions a project specific subcontract for engineering, procurement and management assistance services to realise the carbon capture plant at the Brevik cement factory in southern Norway. Aker Solutions expects around 100 employees will be involved in delivering these services.

11.4 Shared Services Agreement

For the purpose of limiting overhead cost while ensuring access to support functions at a need-to basis, the Group has entered into a cooperation and shared service agreement ("**SSA**") with Aker Horizons Holding AS. The agreement includes financing and accounting services, business development and M&A support, real estate and facility management, human resources, business integrity and compliance services, communication and IR support and other support functions.

11.5 Rent of office facilities

The Group has entered into a lease agreement with Aker Horizons Holding AS, via a sublease agreement from Aker Solutions, for its headquarter offices at Fornebu. The contract term is two years starting 17 August 2020, with option for one additional year.

11.6 IT Services Agreement

The Group has entered into an IT service agreement with Aker ASA for delivery of IT services to the Group. It has a term of three years starting 1 September 2020. After 1 September 2023, the agreement will be automatically extended for one year at a time, unless it is terminated by ACCN with a three month notice period. If the agreement is terminated prior to 1 September 2023, ACCN shall pay to Aker ASA the agreed remuneration for work already performed, as well as an amount equal to the remuneration to be paid for the three months' notice period.

11.7 Insurance Services Agreement

The Group has entered into a service agreement with Aker Insurance Services AS, pursuant to which Aker Insurance Services AS will deliver services related to the Group's need for corporate insurances and pension plans. The agreement has a duration of 41 months from 1 September 2020, and will be automatically extended with one year at a time thereafter unless the parties terminate the agreement in writing within 60 days prior to the renewal date.

11.8 Digital Program - Memorandum of Understanding

A Memorandum of Understanding between Aker Horizons Holding AS and Aize Holding AS was signed on 31 March 2021 regarding the Aker Horizons' digital program involving Aker Horizons itself and its existing and future portfolio companies, including Aker Carbon Capture. By participating in the program, Aker Carbon Capture desires to develop and make use of digital tools, including software, for Aker Carbon Capture's operations, seeking to transform fundamentally the way low carbon solutions are developed and operated. A formal program agreement is yet to be agreed, but on 3 June 2021, Aker Carbon Capture confirmed its first phase commitment to the digital program, including a financial commitment of NOK 15 million for 2021. Any commitment for the subsequent phases shall be agreed in good faith.

12. DIVIDEND AND DIVIDEND POLICY

This Section provides information about the dividend policy and dividend history of the Company, as well as certain legal constraints on the distribution of dividends under the Norwegian Public Limited Liability Companies Act (Nw. allmennaksjeloven). Any future dividends declared by the Company will be paid in NOK as this is the currency that currently is supported by the Euronext VPS. The following discussion contains Forward-looking Statements that reflect the Company's plans and estimates; see Section 4.3 "General Information—Cautionary Note Regarding Forward-Looking Statements".

12.1 Dividend Policy

As of the date of this Prospectus, the Company is in a growth phase and is not in a position to pay any dividends. Beyond the growth phase, it is the Company's ambition to pay an attractive dividend based on the consolidated net profit to be distributed to the shareholders as cash dividends or share buybacks, or a combination of both. There can, however, be no assurance that in any given year a dividend will be proposed or declared, or if proposed or declared, that the dividend will be as contemplated by the policy.

In deciding whether to propose a dividend and in determining the dividend amount, the Company's Board of Directors will take into account legal restrictions, as set out in Section 12.3 "—Legal Constraints on the Distribution of Dividends", the Company's capital requirements, including capital expenditure requirements, its financial condition, general business conditions and any restrictions that its borrowing arrangements or other contractual arrangements in place at the time of the dividend may place on its ability to pay dividends and the maintaining of appropriate financial flexibility.

12.2 Dividend History

The Company was incorporated in July 2020 and has not yet paid any dividend.

12.3 Legal Constraints on the Distribution of Dividends

Dividends may be paid in cash or, in some instances, in kind. The Norwegian Public Limited Liability Companies Act provides several constraints on the distribution of dividends:

- Unless the Company follows the procedures stipulated in sections 12-4 and 12-6 of the Norwegian Public Limited Liability Companies Act in respect of reduction of share capital, dividends are payable only out of distributable equity of the Company. Section 8-1 of the Norwegian Public Limited Liability Companies Act provides that a company may only distribute dividends to the extent that the company following the distribution still has net assets which provide coverage for the company's share capital and other non-distributable reserves.

- Certain items shall be deducted from the distributable equity, being the total nominal value of treasury shares which the Company has acquired for ownership or pledge prior to the balance sheet date, and credit and security that, pursuant to sections 8-7 to 8-9 of the Norwegian Public Limited Liability Companies Act, prior to the balance sheet date fall within the limits of distributable equity, provided that such credit and security have not been repaid or cancelled prior to the resolution date, or a credit to a shareholder to the extent such credit is cancelled by offset in the dividends. In the event the Company after the balance sheet date has carried out any disposals that pursuant to the Norwegian Public Limited Liability Companies Act shall fall within the distributable equity, such disposals shall be deducted from the distributable equity.

- The Company cannot distribute dividends which would result in the Company not having an equity which is adequate in terms of the risk and scope of the Company's business.

- The calculation of dividends shall be on the basis of the balance sheet in the Company's last approved annual financial statements, but the Company's registered share capital at the time of the resolution shall still apply. It is also possible to distribute extraordinary dividends on the basis of an interim balance sheet which is prepared and audited in accordance with the rules for annual financial statements and approved by the General Meeting of the Company. The interim balance sheet date cannot be dated more than six months prior to the resolution by the General Meeting of payment of such extraordinary dividend.

- The amount of distributable dividends is calculated on the basis of the Company's separate financial statements and not on the basis of the consolidated financial statements of the Company and its consolidated subsidiaries.

- Distribution of dividends is resolved by a majority vote at the general meeting of the shareholders of the Company and on the basis of a proposal from the Board of Directors. The general meeting cannot distribute a larger amount than what is proposed or accepted by the Board of Directors.

The Norwegian Public Limited Liability Companies Act does not provide for any time limit after which entitlement to dividends lapses. Subject to various exceptions, Norwegian law provides a limitation period of three years from the date on which an obligation is due. There are no dividend restrictions or specific procedures for non-Norwegian resident shareholders to claim dividends. For a description of withholding tax on dividends applicable to non-Norwegian residents, see Section 15.2 “Norwegian Taxation— Non-Resident Shareholders”.

13. CORPORATE INFORMATION; SHARES AND SHARE CAPITAL

The following is a summary of certain corporate information and other information relating to the Group, the Shares and share capital of Company, summaries of certain provisions of the Company's Articles of Association and applicable Norwegian law in effect as of the date of this Prospectus, including the Norwegian Public Limited Liability Companies Act (Nw. allmennaksjeloven). This summary does not purport to be complete and is qualified in its entirety by Company's Articles of Association and applicable Norwegian law.

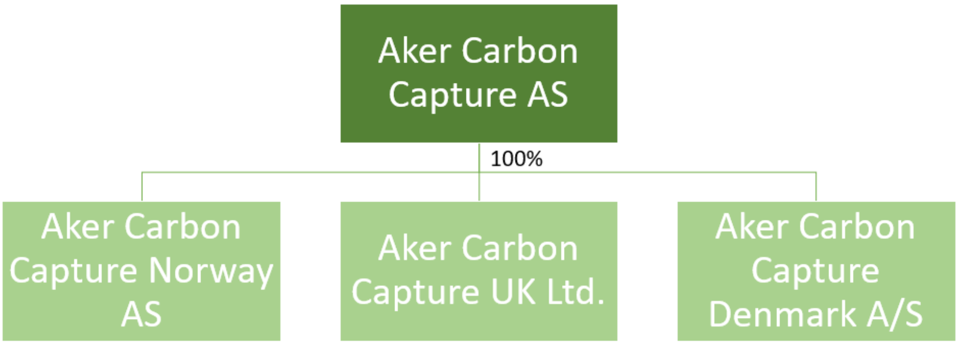
13.1 Incorporation; Registration Number; Registered Office and Other Company Information

The Company's legal name is Aker Carbon Capture ASA, and its commercial name is Aker Carbon Capture. The Company is a Norwegian public limited liability company (Nw. *allmennaksjeselskap* or *ASA*), incorporated under the laws of Norway and in accordance with the Norwegian Public Limited Liability Companies Act. The Company's business registration number is 925 355 496 and its LEI is 549300JXF011KX2HXT02. The Company was incorporated on 8 July 2020 and converted into a public limited liability company on 4 June 2021.

The head office and registered address of the Company is Oksenøyveien 8, 1366 Lysaker, and its website is www.akercarboncapture.com. The information on the Company's website does not form part of this Prospectus, unless that information is incorporated by reference to this Prospectus.

13.2 Legal Structure

The chart below shows the current legal structure of the Group:



13.3 Information on Holdings

The following table sets out information about the entities in which the Company, as of the date of this Prospectus, holds (directly or indirectly) more than 10% of the outstanding capital and votes (dormant companies are not included).

Name	Country of Incorporation	Holding	Field of Activity
Aker Carbon Capture Norway AS	Norway	100%	CCUS - operations
Aker Carbon Capture UK Ltd	United Kingdom	100%	CCUS - operations
Aker Carbon Capture Denmark A/S	Denmark	100%	CCUS - operations

13.4 Share Capital and Share Capital History

As of the date of this Prospectus, the Company's share capital is NOK 566,060,400 divided into 566,060,400 Shares, fully paid and each Share having a par value of NOK 1. The Shares have been issued under Norwegian limited liability companies law and are registered on the Company's ISIN NO0010890304 with Euronext VPS in book-entry form.

The table below shows the development in the share capital of the Company since its incorporation on 8 July 2020 and up to the date of this Prospectus.

	Date	Capital Increase (NOK)	Share Capital After Change (NOK)	Par Value of Shares (NOK)	Subscription Price per Share (NOK)	New Shares	Total Number of Outstanding Shares
Incorporation	8 July 2020	30,000	30,000	10	10	3,000	3,000
Capital reduction	31 July 2020	- 30,000	0	10	0	0	0
Contribution in kind	31 July 2020	271,942,753	271,942,753	1	1.8827491975 85710	271,942,753	271,942,753
Private Placement	13 August 2020	294,117,647	566,060,400	1	1.70	294,117,647	566,060,400

13.5 Authorisation to Increase the Share Capital and to Issue Shares and Other Financial Instruments

On 20 April 2021, the general meeting granted the Board of Directors with an authorisation to increase the share capital in connection with future capital raises, without the need to call for a general meeting.

The authorisation comprises an increase of the share capital on one or more occasions up to a total of NOK 113 212 080. The authorisation is valid until the annual general meeting in 2022, but in any event no later than 30 June 2022. The shareholders' pre-emption right pursuant to the Companies act section 10-4 may be set aside in relation to the authorisation. Furthermore, the Board of Directors decides the other terms and conditions for the share capital increase and may amend the articles of association following the completion of share capital increases pursuant to the authorisation.

13.6 Share Classes; Rights Conferred by the Shares

The Company has a single share class and all Shares carry the same rights. At the Company's General Meetings, each share carries one vote.

13.7 Disclosure on Notifiable Holdings

As of 16 June 2021, which was the latest practicable date prior to the date of this Prospectus, and insofar as known to the Company, the following persons had, directly or indirectly, interest in 5% or more of the issued share capital of the Company (which constitutes a notifiable holding under the Norwegian Securities Trading Act):

	%
Aker Horizons Holding AS	50.99861%

None of the major shareholders have different voting rights than the other shareholders of the Company.

The Company is not aware of any arrangements, the operation of which may at a date subsequent to the date of this Prospectus result in a change of control in the Company.

As the Company has a majority shareholder controlling approximately 51% of the Company's Shares, which also controls a number of entities which from time to time may be involved in commercial transactions with entities within the Group, the Company has implemented certain principles on related party transactions to ensure that such control is not abused in respect of minority shareholders. Any agreement or transaction between the Company and a related party will be entered into on the basis of arm's length commercial principles. In addition, minority shareholders are protected from abuse by relevant regulations in e.g. the Norwegian Securities Trading Act and the Norwegian Public Limited Liability Act.

13.8 Articles of Association

The Company's Articles of Association are appended as Appendix B—Articles of Association to this Prospectus. Below is a summary of certain provisions of the Articles of Association. The Company's Articles of Association do not contain any provisions that would have the effect of delaying, deferring or preventing a change of control of the Company.

Objective

Pursuant to section 2 of the Articles of Association, the Company's objective is to conduct business, invest in and/or own rights in the capture, use and storage of CO_2, hydrogen, and other related activities.

No Restrictions on Transfer of Shares

The Articles of Association do not provide for any restrictions, or a right of first refusal, on transfer of Shares. Share transfers are not subject to approval by the Board of Directors.

General Meetings

Pursuant to section 6 of the Articles of Association, documents which deal with matters that are to be considered by the shareholders at General Meetings are not required to be sent to the shareholders, provided that such documents have been made available on the Company's website. A shareholder may in any case request such documents to be sent to him.

13.9 Certain Aspects of Norwegian Company Law

General Meetings

In accordance with Norwegian law, the Annual General Meeting of the Company's shareholders is required to be held each year on or prior to June 30. Norwegian law requires that written notice of General Meetings setting forth the time, date and agenda of the meeting be sent to all shareholders whose addresses are known at least three weeks prior to the date of the meeting. A shareholder may vote at the General Meeting either in person or by proxy. Although Norwegian law does not require the Company to send proxy forms to its shareholders for General Meetings, the Company plans to include a proxy form with notices of General Meetings. All of the Company's shareholders who are registered in the register of shareholders maintained with the Euronext VPS as of the date of the General Meeting, or who have otherwise reported and documented ownership to Shares, are entitled to participate at General Meetings, without any requirement of pre-registration.

Apart from the Annual General Meeting, Extraordinary General Meetings of shareholders may be held if the Board of Directors considers it necessary. An Extraordinary General Meeting of shareholders must also be convened for the consideration of specific matters at the written request of the Company's auditor or of shareholders representing a total of at least 5 per cent of the Company's share capital. The requirements for notice and admission to the Annual General Meeting of the Company's shareholders also apply for Extraordinary General Meetings of shareholders.

Voting Rights; Amendments to the Articles of Association

Each of the Company's Shares carries one vote. In general, decisions that shareholders are entitled to make under Norwegian law or the Company's Articles of Association may be made by a simple majority of the votes cast. In the case of elections, the persons who obtain the greatest number of votes cast are elected. However, as required under Norwegian law, certain decisions, including resolutions to derogate from the shareholders preferential rights to subscribe in connection with any share issue in the Company, to approve a merger or demerger of the Company, to amend the Articles of Association, to authorise an increase or reduction in the share capital, to authorise an issuance of convertible loans or warrants by the Company or to authorise the board of directors to purchase the Shares and hold them as treasury shares or to dissolve the Company, must receive the approval of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a general meeting. Norwegian law further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval by the holders of such shares or class of shares as well as the majority required for amending the Articles of Association.

Decisions that (i) would reduce the rights of some or all of the Company's shareholders in respect of dividend payments or other rights to assets or (ii) restrict the transferability of the Shares, require that at least 90 per cent of the share capital represented at the general meeting of the Company's shareholders in question vote in favour of the resolution, as well as the majority required for amending the Articles of Association. Certain types of changes in the rights of shareholders require the consent of all shareholders affected thereby as well as the majority required for amending the Articles of Association.

In general, only shareholders registered in the EURONEXT VPS are entitled to vote on Shares. Neither beneficial owners of Shares that are registered in the name of a nominee are generally not entitled to vote on Shares under Norwegian law, nor are persons who are designated in the EURONEXT VPS register as the holder of such Shares as nominees. Thus, beneficial owners of the Shares that are registered in a nominee account may not be able to vote for such Shares unless their ownership is (a) re-registered in their names with Euronext VPS prior to the Company's general meetings or (b) the registered nominee holder grants a proxy to such beneficial owner in the manner provided in the Articles of Association in force at that time and pursuant to the contractual relationship, if any, between the nominee and the beneficial owner, to vote for such Shares. The Company cannot guarantee that beneficial owners of the Shares will receive the notice of a general meeting of shareholders of the Company in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote for their Shares in the manner desired by such beneficial owners. Any persons that hold their Shares through a nominee arrangement should consult the nominee to ensure that any Shares beneficially held are voted for in the manner desired by such beneficial owner.

There are no quorum requirements that apply to the general meetings of the shareholders of the Company.

Additional Issuances and Preferential Rights

If the Company issues any new Shares, including bonus share issues, the Company's Articles of Association must be amended, which requires the same vote as other amendments to its Articles of Association. In addition, under Norwegian law, the Company's shareholders have a preferential right to subscribe for new Shares issued by the Company. Preferential rights may be derogated from by resolution in a General Meeting of the Company's shareholders passed by the same vote required to approve amending the Articles of Association. A derogation of the shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding Shares.

At a General Meeting the Company's shareholders may, by the same vote as is required for amending the Articles of Association, authorise the Board of Directors to issue new Shares, and to derogate from the preferential rights of shareholders in connection with such issuances. Such authorisation may be effective for a maximum of two years, and the par value of the Shares to be issued may not exceed 50 per cent of the registered nominal share capital when the authorisation is registered with the Norwegian Register of Business Enterprises.

Under Norwegian law, the Company may increase its share capital by a bonus share issue, subject to approval by the Company's shareholders, by transfer from the Company's distributable equity or from the Company's share premium reserve, and thus the share capital increase does not require any payment of a subscription price by the shareholders. Any bonus issues may be affected either by issuing new shares to the Company's existing shareholders or by increasing the par value of the Company's outstanding Shares.

Issuance of new Shares to shareholders who are citizens or residents of the United States upon the exercise of preferential rights may require the Company to file a registration statement in the United States under United States securities laws. Should the Company in such a situation decide not to file a registration statement, the Company's US shareholders may not be able to exercise their preferential rights. If a US shareholder is ineligible to participate in a rights offering, such shareholder would not receive the rights at all and the rights would be sold on the shareholder's behalf by the Company if deemed appropriate by the Company.

Minority Rights

Norwegian law sets forth a number of protections for minority shareholders of the Company, including but not limited to those described in this paragraph and the description of General Meetings as set out above. Any of the Company's shareholders may petition Norwegian courts to have a decision of the Board of Directors or the Company's shareholders made at the General Meeting declared invalid on the grounds that it unreasonably favours certain shareholders or third parties to the detriment of other shareholders or the Company itself. The Company's shareholders may require the courts to dissolve the Company as a result of such decisions. Minority shareholders holding 5 per cent or more of the Company's share capital have a right to demand in writing that the Company's Board of Directors convene an Extraordinary General Meeting of the Company's shareholders to discuss or resolve specific matters. In addition, any of the Company's shareholders may in writing demand that the Company place an item on the agenda for any General Meeting as long as the Company is notified in time for such item to be included in the notice of the meeting. If the notice has been issued when such a written demand is presented, a renewed notice must be issued if at least two weeks remain before the General Meeting is to be held.

Rights of Redemption and Repurchase of Shares

The share capital of the Company may be reduced by reducing the par value of the Shares or by cancelling Shares. Such a decision requires the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at a General Meeting of the Company's shareholders. Redemption of individual Shares requires the consent of the holders of the Shares to be redeemed.

The Company may purchase its own Shares provided that the Board of Directors has been granted an authorisation to do so by a General Meeting of the Company's shareholders with the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at the meeting. The aggregate par value of treasury shares so acquired, and held by the Company must not exceed 10 per cent of the Company's share capital, and treasury shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the shares. The authorisation by the General Meeting of the Company's shareholders cannot be granted for a period exceeding 24 months.

Shareholder Vote on Certain Reorganisations

A decision of the Company's shareholders to merge with another company or to demerge requires a resolution by the General Meeting of the shareholders passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the General Meeting. A merger plan, or demerger plan signed by the Board of Directors along with certain other required documentation, would have to be sent to all the Company's shareholders at least one month prior to the General Meeting of the Company's shareholders to pass upon the matter.

Liability of Directors

Members of the Board of Directors owe a fiduciary duty to the Company and its shareholders. Such fiduciary duty requires that the directors act in the best interests of the Company when exercising their functions and exercise a general duty of loyalty and care towards the Company. Their principal task is to safeguard the interests of the Company.

Members of the Board of Directors may each be held liable for any damage they negligently or wilfully cause the Company. Norwegian law permits the General Meeting of the Company's shareholders to discharge any such person from liability, but such discharge is not binding on the Company if substantially correct and complete information was not provided at the General Meeting of the Company's shareholders passing upon the matter. If a resolution to discharge the Company's directors from liability or not to pursue claims against such a person has been passed by a General Meeting of the Company's shareholders with a smaller majority than that required to amend the Company's Articles of Association, shareholders representing more than 10 per cent of the share capital or, if there are more than 100 shareholders, more than 10 per cent of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility but can be recovered from any proceeds the Company receives as a result of the action. If the decision to discharge any of the Company's directors from liability or not to pursue claims against the Company's directors is made by such a majority as is necessary to amend the Articles of Association, the minority shareholders of the Company cannot pursue such claim in the Company's name.

Indemnification of Directors

Neither Norwegian law nor the Articles of Association contain any provision concerning indemnification by the Company of the members of the Board of Directors. The Company is permitted to purchase, and has purchased, insurance to cover the Company's directors against certain liabilities they may incur in their capacity as such.

Distribution of Assets on Liquidation

Under Norwegian law, the Company may be wound-up by a resolution of the Company's shareholders at the General Meeting passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the meeting. In the event of liquidation, the Shares rank equally in the event of a return on capital by the Company, if any.

14. SECURITIES TRADING IN NORWAY

The following is a summary of certain information in respect of trading and settlement of shares on the Oslo Stock Exchange, securities registration in Norway and certain provisions of applicable Norwegian securities law, including the Norwegian Securities Trading Act, in effect as of the date of this Prospectus, which may be subject to changes occurring after such date. This summary does not purport to be complete and is qualified in its entirety by Norwegian law. Shareholders who wish to clarify the aspects of securities trading in Norway should consult with and rely upon their own advisors.

14.1 Introduction

As a company listed on Oslo Børs, the Company is subject to certain duties to inform the market under the Norwegian Securities Trading Act, the EU Market Abuse Regulation (as amended from time to time "**MAR**") as well as Oslo Børs obligations applicable to stock exchange listed companies. Furthermore, the Company is subject to Norwegian securities regulations and supervision by the relevant Norwegian authorities.

14.2 Trading and Settlement

The Oslo Stock Exchange comprise three separate trading markets for trading in equities, Oslo Børs, a stock exchange operated by Oslo Børs ASA, Euronext Expand, a regulated market operated by Oslo Børs ASA, and Euronext Growth (Oslo), a multilateral trading facility operated by Oslo Børs ASA. Official trading on the Oslo Stock Exchange takes place between 9:00 a.m. CET and 16:30 p.m. CET each trading day. The settlement period for trading on the Oslo Stock Exchange is two trading days (T+2). This means that securities will be settled on the investor's account in Euronext VPS two trading days after the transaction, and that the seller will receive payment after two trading days.

Investment services in Norway may only be provided by Norwegian investment firms holding a license under the Norwegian Securities Trading Act, branches of investment firms from a member state of the EEA or investment firms from outside the EEA that have been licensed to operate in Norway. Investment firms in an EEA member state may also provide cross-border investment services into Norway.

It is possible for investment firms to undertake market-making activities in shares listed in Norway if they have a license to this effect under the Norwegian Securities Trading Act, or in the case of investment firms in an EEA member state, a license to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. However, such market-making activities do not as such require notification to the Norwegian FSA or the Oslo Stock Exchange except for the general obligation of investment firms that are members of the Oslo Stock Exchange to report all trades in stock exchange listed securities.

14.3 Information, Control and Surveillance

Under Norwegian law, the Oslo Stock Exchange is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of the Oslo Stock Exchange monitors all market activity on a continuous basis. Market surveillance systems are largely automated, promptly warning department personnel of abnormal market developments.

The Norwegian FSA controls the issuance of securities in both the equity and the bond markets in Norway and evaluates whether the issuance documentation contains the required information and whether it would otherwise be unlawful to carry out the issuance.

Under Norwegian law, having implemented MAR, a company that is listed on a Norwegian regulated market, or has applied for listing on such market, must promptly release any inside information directly concerning the company. Inside information means precise information about financial instruments, the issuer thereof or other matters that are likely to have a significant effect on the price of the relevant financial instruments or related financial instruments, and that are not publicly available or commonly known in the market. A company may, however, delay the release of such information in order not to prejudice its legitimate interests, provided that it is able to ensure the confidentiality of the information and that the delayed release would not be likely to mislead the public. The Oslo Stock Exchange may levy fines on companies violating these requirements.

14.4 Euronext VPS and Transfer of Shares

The Company's shareholder register is operated through Euronext VPS. Euronext VPS is the Norwegian paperless centralised securities register. It is a computerised book-keeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded. Euronext VPS and the Oslo Stock Exchange are both wholly owned by Euronext Nordics Holding AS.

All transactions relating to securities registered with Euronext VPS are made through computerised book entries. No physical share certificates are, or may be, issued. Euronext VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To give effect to such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, Norges Bank (Norway's central bank), authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

As a matter of Norwegian law, the entry of a transaction in Euronext VPS is prima facie evidence in determining the legal rights of parties as against the issuing company or any third party claiming an interest in the given security. A transferee or assignee of shares may not exercise the rights of a shareholder with respect to such shares unless such transferee or assignee has registered such shareholding or has reported and shown evidence of such share acquisition, and the acquisition is not prevented by law, the relevant company's articles of association or otherwise.

Euronext VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside Euronext VPS's control which Euronext VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by Euronext VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

Euronext VPS must provide information to the Norwegian FSA on an on-going basis, as well as any information that the Norwegian FSA requests. Further, Norwegian tax authorities may require certain information from Euronext VPS regarding any individual's holdings of securities, including information about dividends and interest payments.

14.5 Shareholder Register – Norwegian law

Under Norwegian law, shares are registered in the name of the beneficial owner of the shares. As a general rule, there are no arrangements for nominee registration, and Norwegian shareholders are not allowed to register their shares in Euronext VPS through a nominee. However, foreign shareholders may register their shares in Euronext VPS in the name of a nominee (bank or other nominee) approved by the Norwegian FSA. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the company and to the Norwegian authorities. In case of registration by nominees, the registration in Euronext VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions but cannot vote in general meetings on behalf of the beneficial owners.

14.6 Foreign Investment in Shares listed in Norway

Foreign investors may trade shares listed on the Oslo Stock Exchange through any broker that is a member of the Oslo Stock Exchange, whether Norwegian or foreign.

14.7 Disclosure Obligations

If a person's, entity's or consolidated group's proportion of the total issued shares and/or rights to shares in a company listed on a regulated market in Norway (with Norway as its home state, which will be the case for the Company) reaches, exceeds or falls below the respective thresholds of 5%, 10%, 15%, 20%, 25%, 1/3, 50%, 2/3 or 90% of the share capital or the voting rights of that company, the person, entity or group in question has an obligation under the Norwegian Securities Trading Act to notify the Oslo Stock Exchange and the issuer immediately. The same applies if the disclosure thresholds are passed due to other circumstances, such as a change in the company's share capital.

14.8 Insider Trading

According to Norwegian law, subscription for, purchase, sale or exchange of financial instruments that are listed, or subject to the application for listing, on a Norwegian regulated market, a multilateral trading facility or an organised trading facility, or incitement to such dispositions, must not be undertaken by anyone who has inside information, as defined in MAR Article 7. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions.

14.9 Mandatory Offer Requirement

The Norwegian Securities Trading Act requires any person, entity or consolidated group that becomes the owner of shares representing more than 1/3 (with a repeated obligation at 40% and at 50%) of the voting rights of a company listed on a Norwegian regulated market (with the exception of certain foreign companies not including the Company) to, within four weeks, make an unconditional general offer for the purchase of the remaining shares in that company. A mandatory offer obligation may also be triggered where a party acquires the right to become the owner of shares that, together with the party's own shareholding, represent more than 1/3 of the voting rights in the company and the Oslo Stock Exchange decides that this is regarded as an effective acquisition of the shares in question.

The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares that exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

When a mandatory offer obligation is triggered, the person subject to the obligation is required to immediately notify the Oslo Stock Exchange and the company in question accordingly. The notification is required to state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a rule, a notification to the effect that an offer will be made cannot be retracted. The offer and the offer document required are subject to approval by the Oslo Stock Exchange, in its capacity as Take-over Authority of Norway, before the offer is submitted to the shareholders or made public.

The offer price per share must be at least as high as the highest price paid or agreed to be paid by the offeror for the shares in the six-month period prior to the date the threshold was exceeded. However, if it is clear that that the market price was higher when the mandatory offer obligation was triggered, the offer price shall be at least as high as the market price. If the acquirer acquires or agrees to acquire additional shares at a higher price prior to the expiration of the mandatory offer period, the acquirer is obliged to restate its offer at such higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered.

In case of failure to make a mandatory offer or to sell the portion of the shares that exceeds the relevant mandatory offer threshold within four weeks, the Oslo Stock Exchange may force the acquirer to sell the shares exceeding the threshold by public auction. Moreover, a shareholder who fails to make an offer may not, as long as the mandatory offer obligation remains in force, exercise rights in the company, such as voting in a general meeting, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise his/her/its rights to dividends and pre-emption rights in the event of a share capital increase. If the shareholder neglects his/her/its duty to make a mandatory offer, the Oslo Stock Exchange may impose a cumulative daily fine that accrues until the circumstance has been rectified.

Any person, entity or consolidated group that owns shares representing more than one-third of the votes in a company listed on a Norwegian regulated market (with the exception of certain foreign companies not including the Company) is obliged to make an offer to purchase the remaining shares of the company (repeated offer obligation) if the person, entity or consolidated group through acquisition becomes the owner of shares representing 40%, or more of the votes in the company. The same applies correspondingly if the person, entity or consolidated group through acquisition becomes the owner of shares representing 50% or more of the votes in the company. The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares which exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

Any person, entity or consolidated Company that has passed any of the above mentioned thresholds in such a way as not to trigger the mandatory bid obligation, and has therefore not previously made an offer for the remaining shares in the company in accordance with the mandatory offer rules is, as a main rule, obliged to make a mandatory offer in the event of a subsequent acquisition of shares in the company.

14.10 Compulsory Acquisition

Pursuant to the Norwegian Public Limited Liability Companies Act and the Norwegian Securities Trading Act, a shareholder who, directly or through subsidiaries, acquires shares representing 90% or more of the total number of issued shares in a Norwegian public limited liability company, as well as 90% or more of the total voting rights, has a right, and each remaining minority shareholder of the company has a right to require such majority shareholder, to effect a compulsory acquisition for cash of the shares not already owned by such majority shareholder. Through such compulsory acquisition the majority shareholder becomes the owner of the remaining shares with immediate effect.

If a shareholder acquires shares representing more than 90% of the total number of issued shares, as well as 90% or more of the total voting rights, through a voluntary offer in accordance with the Norwegian Securities Trading Act, a compulsory acquisition can, subject to the following conditions, be carried out without such shareholder being obliged to make a mandatory offer: (i) the compulsory acquisition is commenced no later than four weeks after the acquisition of shares through the voluntary offer, (ii) the price offered per share is equal to or higher than what the offer price would have been in a mandatory offer, and (iii) the settlement is guaranteed by a financial institution authorised to provide such guarantees in Norway.

A majority shareholder who effects a compulsory acquisition is required to offer the minority shareholders a specific price per share, the determination of which is at the discretion of the majority shareholder. However, where the offeror, after making a mandatory or voluntary offer, has acquired more than 90% of the voting shares of a company and a corresponding proportion of the votes that can be cast at the general meeting, and the offeror pursuant to section 4-25 of the Norwegian Public Limited Liability Companies Act completes a compulsory acquisition of the remaining shares within three months after the expiry of the offer period, it follows from the Norwegian Securities Trading Act that the redemption price shall be determined on the basis of the offer price for the mandatory/voluntary offer unless specific reasons indicate another price.

Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline of not less than two months, request that the price be set by a Norwegian court. The cost of such court procedure will, as a general rule, be the responsibility of the majority shareholder, and the relevant court will have full discretion in determining the consideration to be paid to the minority shareholder as a result of the compulsory acquisition.

Absent a request for a Norwegian court to set the price, or any other objection to the price being offered in a compulsory acquisition, the minority shareholders would be deemed to have accepted the offered price after the expiry of the specified deadline for raising objections to the price offered in the compulsory acquisition.

14.11 Foreign Exchange Controls

There are currently no foreign exchange control restrictions in Norway that would potentially restrict the payment of dividends to a shareholder outside Norway, and there are currently no restrictions that would affect the right of shareholders of a company that has its shares registered with Euronext VPS who are not residents in Norway to dispose of their shares and receive the proceeds from a disposal outside Norway. There is no maximum transferable amount either to or from Norway, although transferring banks are required to submit reports on foreign currency exchange transactions into and out of Norway into a central data register maintained by the Norwegian customs and excise authorities. The Norwegian police, tax authorities, customs and excise authorities, the National Insurance Administration and the Norwegian FSA have electronic access to the data in this register.

15. NORWEGIAN TAXATION

*This Section describes certain tax rules in Norway applicable to shareholders who are resident in Norway for tax purposes ("**Norwegian Shareholders**") and to shareholders who are not resident in Norway for tax purposes ("**Foreign Shareholders**"), as well as certain US Federal income tax considerations. The statements herein regarding taxation are based on the laws in force in Norway and the US as of the date of this Prospectus and are subject to any changes in law occurring after such date, which changes could be made on a retrospective basis. The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Shares. Investors are advised to consult their own tax advisors concerning the overall tax consequences of their ownership of Shares. The statements only apply to shareholders who are beneficial owners of Shares. Please note that for the purpose of the summary below, references to Norwegian Shareholders or Foreign Shareholders refers to the tax residency rather than the nationality of the shareholder.*

15.1 Norwegian Shareholders

Taxation of Dividends

Norwegian corporate shareholders (i.e. limited liability companies and similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**") are subject to the Norwegian tax exemption method. Under the exemption method, only 3% of the dividend income on shares in Norwegian limited liability companies shall be taxed as ordinary income (22% flat rate), implying that such dividends are effectively taxed at a rate of 0.66%.%. For financial institutions resident in Norway for tax purposes the tax rate for ordinary income is 25%, resulting in an effective tax rate for dividends of 0.75%.

Dividends distributed to Norwegian individual shareholders (i.e. other Norwegian shareholders than Norwegian Corporate Shareholders) ("**Norwegian Individual Shareholders**" and taken together with Norwegian Corporate Shareholders "**Norwegian Shareholders**") are taxable under the "shareholder model". According to the shareholder model, dividends distributed to individual shareholders are multiplied with a factor of 1.44 before taken to taxation at the ordinary income rate of 22% (resulting in an effective tax rate of 31.68%) to the extent the dividend exceeds a basic tax-free allowance.

The tax-free allowance shall be computed for each individual shareholder on the basis of the cost price of each of the shares multiplied by a risk-free interest rate. The risk-free interest rate will be calculated every income year and is allocated to the shareholder owing the share on 31 December of the relevant income year. Any part of the calculated tax-free allowance one year exceeding the dividend distributed on the share ("**Unused Allowance**") may be carried forward and set off against future dividends received on (or gains upon realization of, see below) the same share. Any Unused Allowance will also be added to the basis of computation of the tax-free allowance on the same share the following year.

Norwegian Individual Shareholders may hold the Shares through a Norwegian share saving account (*Nw. aksjesparekonto*). Dividends received on shares held through a share saving account will not be taxed with immediate effect. Instead, withdrawal of funds from the share saving account exceeding the paid in deposit will be regarded as taxable income, regardless of whether the funds are derived from gains or dividends related to the shares held in the account. Such income will be taxed with an effective tax rate of 31.68%. Norwegian Individual Shareholders will still be entitled to a calculated tax-free allowance. Please refer to the Section "Taxation of Capital Gains" below for further information in respect of share saving accounts.

Taxation of Capital Gains

Sale, redemption or other disposal of shares is considered as a realization for Norwegian tax purposes.

Capital gains generated by Norwegian Corporate Shareholders through a realisation of shares in Norwegian limited liability companies are subject to the Norwegian tax exemption method and therefore tax exempt. Net losses from realisation of shares and costs incurred in connection with the purchase and realisation of such shares are not tax deductible for Norwegian Corporate Shareholders.

Norwegian Individual Shareholders are taxable in Norway for capital gains on the realization of shares, and have a corresponding right to deduct losses. This applies irrespective of how long the shares have been owned by the individual shareholder and irrespective of how many shares that are realized. Gains are taxable as ordinary income in the year of realization, and losses can be deducted from ordinary income in the year of realization. Any gains or losses are also multiplied with a factor of 1.44 before taken to taxation at the tax rate for ordinary income of 22% (resulting in an effective tax rate of 31.68%). Under current tax rules, gain or loss is calculated per share, as the difference between the consideration received and the tax value of the share. The tax value of each share is based on the individual shareholder's purchase price for the share. Costs incurred in connection with the acquisition or realization of the shares may be deducted in the year of sale. Unused tax-free allowance connected to a share may be deducted from a capital gain on the same share, but may not lead to or increase a deductible loss. Further, unused tax-free allowance related to a share may not be set off against gains from realization of other shares.

If Norwegian Shareholders realizes shares acquired at different point of time, the shares that were first acquired will be deemed as first sold (the "first in first out"-principle) upon calculating taxable gain or loss.

Gains derived from the realisation of shares held through a share saving account will be exempt from immediate Norwegian tax and losses will not be tax deductible. Instead, withdrawal of funds from the share saving account exceeding the Norwegian Individual Shareholder's paid in deposit, will be regarded as taxable income, subject to tax at an effective tax rate of 31.68%. Norwegian Individual Shareholders will be entitled to a calculated tax-free allowance provided that such allowance has not already been used to reduce taxable dividend income (please see Section "Taxation of Dividends above"). The tax-free allowance is calculated based on the lowest paid in deposit in the account during the income year, plus any unused tax-free allowance from previous years. The tax-free allowance can only be deducted in order to reduce taxable income, and cannot increase or produce a deductible loss. Any excess allowance may be carried forward and set off against future withdrawals from the account or future dividends received on shares held through the account.

A shareholder who ceases to be tax resident in Norway due to domestic law or tax treaty provisions may become subject to Norwegian exit taxation of capital gains related to shares in certain circumstances

Net Wealth Tax

The value of shares is taken into account for net wealth tax purposes in Norway. The marginal tax rate is currently 0.85%. Norwegian limited liability companies and similar entities are exempted from net wealth tax.

Shares listed on the Oslo Stock Exchange are valued at 55% of the quoted value at 1 January in the assessment year. The value of debt allocated to the shares for Norwegian wealth tax purposes is reduced correspondingly (i.e. to 55%).

Norwegian Corporate Shareholders are not subject to net wealth tax.

VAT and Transfer Taxes

No VAT, stamp duty or similar duties are currently imposed in Norway on the transfer or issuance of shares.

Inheritance Tax

A transfer of shares through inheritance or as a gift does not give rise to inheritance or gift tax in Norway.

15.2 Non-Resident Shareholders

Taxation of Dividends

Dividends paid from a Norwegian limited liability company to shareholders that are not resident in Norway for tax purposes ("**Foreign Shareholders**") are subject to Norwegian withholding tax at a rate of 25% unless the recipient qualifies for a reduced rate according to an applicable tax treaty or other specific regulations. Norway has entered into tax treaties with a number of countries and withholding tax is normally set at 15% under these treaties. The shareholder's home country may give credit for the Norwegian withholding tax imposed on the dividend.

Foreign corporate shareholders (i.e. limited liability companies and similar entities) ("**Foreign Corporate Shareholders**") which are genuinely established and carry out genuine economic activities within the EEA are not subject to Norwegian withholding tax.

Dividends paid to foreign individual shareholders (i.e. other shareholders than Foreign Corporate Shareholders) ("**Foreign Individual Shareholders**") are as the main rule subject to Norwegian withholding tax at a rate of 25%, unless a lower rate has been agreed in an applicable tax treaty. If the individual shareholder is resident within the EEA, the shareholder may apply to the tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share, see Section "Taxation of Dividends" above. However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25% less the tax-free allowance.

Foreign Individual Shareholders resident in the EEA for tax purposes may hold the Shares through a Norwegian share saving account (*Nw. aksjesparekonto*). Dividends received on Shares held through a share saving account by Foreign Individual Shareholders resident in the EEA will not be taxed with immediate effect. Instead, withdrawal of funds from the share saving account exceeding the Non-Norwegian Personal Shareholder's paid in deposit, will be subject to withholding tax at a rate of 25% (unless reduced pursuant to an applicable tax treaty). Capital gains realised upon realisation of shares held through the share saving account are proposed regarded as paid in deposits, which may be withdrawn without taxation.

Losses will correspondingly be deducted from the paid in deposit, reducing the amount which can be withdrawn without withholding tax. The Government has announced that the proposed rules may be subject to changes.

In accordance with the present administrative system in Norway, the withholding obligation lies with the company distributing the dividends and the Company assumes this obligation. A Foreign Shareholder that is entitled to an exemption from or reduction of withholding tax on dividends, may request that the exemption or reduction is applied at source by the distributing company. Such request must be accompanied by satisfactory documentation which supports that such Foreign Shareholder is entitled to a reduced withholding tax rate. Please refer to the tax authorities' web page for more information about the requirements: https://www.skatteetaten.no/en/business-and-organisation/start-and-run/rutiner-regnskap-og-kassasystem/lonn-lan-og-utbytte/dividends-from-norwegian-companies-to-foreign-shareholders---documentation-requirements-for-reduced-withholding-tax-rate/.

The supplier of the account will have the obligation to deduct and report withholding tax on shares held through a saving account.

Foreign Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments.

Taxation of Capital Gains

Gains from realisation of shares by Foreign Shareholders will not be subject to tax in Norway unless the Foreign Shareholders are holding the shares in connection with business activities carried out or managed from Norway. Such taxation may be limited according to an applicable tax treaty or other specific regulations.

Please refer to Section "Taxation of Dividends" above for a description of the availability of a Norwegian share saving accounts.

Net Wealth Tax

Foreign Shareholders are not subject to Norwegian net wealth tax with respect to the Shares, unless the Foreign Shareholder is an individual, and the shareholding is effectively connected with a business which the shareholder takes part in or carries out in Norway. Such taxation may be limited according to an applicable tax treaty.

15.3 Transfer Taxes etc.; VAT

No transfer taxes, stamp duty or similar taxes are currently imposed in Norway on purchase, issuance, disposal or redemption of shares. Further, there is no VAT on transfer of shares.

16. DOCUMENTS ON DISPLAY; INCORPORATION BY REFERENCE

16.1 Documents on Display

For twelve months from the date of this Prospectus, copies of the following documents will be available for inspection at the Company's registered office during normal business hours from Monday through Friday each week (except public holidays) and the Company's website www.akercarboncapture.com:

- The Articles of Association of the Company.
- All reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Company's request any part of which is included or referred to in the Prospectus.
- The Company Financial Statements and the Group Financial Statements.
- The Carve-out Combined Financial Statements.
- This Prospectus.

16.2 Documents Incorporated by Reference

For the life of this Prospectus the following documents (or copies thereof), where applicable, is incorporated by reference, and may be found at the website of the Company:

Section in Prospectus	Disclosure requirements of the Prospectus	Reference document and link	Page (P) in reference document
Sections 8 and 9.3	N/A	Q1 2021 Business Update **https://www.akercarboncapture.com/globalassets/akercarboncapture/investors/quarterlyresults/2021/aker-carbon-capture-1q-2021.pdf**	All

17. ADDITIONAL INFORMATION

17.1 Independent Auditors

The Company's independent auditors are KPMG AS which has their registered address at Sørkedalsveien 6, 0369 Oslo, was elected as the Company's independent auditors in 2020. The partners of KPMG AS are members of The Norwegian Institute of Public Accountants (Nw. *Den Norske Revisorforening*).

KPMG's audit reports on the Company Financial Statements, the Group Financial Statements and the Carve-out Combined Financial Statements are included in Appendix A to this Prospectus. There are no qualifications set out in the reports prepared by KPMG, however KPMG emphasizes the following in relation to the Carve-Out Combined Financial Statements: They draw attention to Note 1 and 2 to the Carve-out Combined Financial Statements, which describes their basis of preparation, including the approach to and the purpose for preparing them. The Carve-Out Combined Financial Statements were prepared to meet the requirements in connection with the Aker Carbon Capture ASA's listing of shares on Oslo Stock Exchange, including the Prospectus prepared in connection therewith, and for no other purpose. KPMG's opinion is not modified in respect of this matter.

Except for the auditor's reports on the Financial Statements, KPMG has not audited, reviewed or issued any report on any other information in this Prospectus.

17.2 Legal Advisors

Advokatfirmaet BAHR AS is acting as legal adviser (as to Norwegian law) to the Company in connection with the Listing.

17.3 VPS Registrar

The Company's VPS registrar is DNB Bank ASA, which has their registered address at Dronning Eufemias gate 30, 0191 Oslo, Norway.

18. DEFINITIONS

Capitalised terms used throughout this Prospectus shall have the meaning ascribed to such terms as set out below, unless the context require otherwise.

ACC	Aker Carbon Capture ASA
ACCN	Aker Carbon Capture Norway AS
Anti-Money Laundering Legislation	The Norwegian Money Laundering Act of 1 June 2018 no. 23 and the Norwegian Money Laundering Regulation of 14 September 2018 no. 1324, taken together.
Aize	Aize AS
Aker	Aker ASA
Aker Capital	Aker Capital AS
Aker Clean Hydrogen Holding	Aker Clean Hydrogen Holding AS
Aker Ecosystem	The benefits for the Group from the financial and operational capabilities of Aker ASA and the companies Aker is invested in
Aker Horizons Holding	Aker Horizons Holding AS
Aker Solutions	Aker Solutions ASA together with its subsidiaries
AKSO Holding	Aker Solutions Holding AS
Articles of Association	The Company's Articles of Association
AOW	Aker Offshore Wind AS
APMs	Alternative Performance Measures
Board of Directors	The Company's board of directors
Board Member	Each of the members of the Board of Directors
Carve-out Combined Financial Statements	The Carve-out Combined Financial Statements for the Combined group as of and for the years ended 31 December 2020, 2019 and 2018 prepared in accordance with IFRS.
CCS	Carbon capture and storage
CCUS	Carbon capture, utilisation and storage
Code of Conduct	The Group's Code of Conduct available on the Company's website
Cognite	Cognite AS
Company	Aker Carbon Capture ASA
Company Financial Statements	The Company's historical separate audited financial statements for the period 8 July 2020 to 31 December 2020
Group Financial Statements	The Company's historical consolidated audited financial statements for the period 8 July 2020 to 31 December 2020
EPC	Engineering, procurement and construction
EPS	Earnings per share
ESG	Environmental, social and governance
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 20014/71/EC.
EU ETS	European Union Emission Trading System
Euronext VPS	The Norwegian Central Securities Depository (Nw. Verdipapirsentralen)
Executive Management	The members of the Company's Executive Management.
FEED	Front-end engineering design
FEED phase	Front-end engineering design phase
FID	Final investment decision
Foreign Corporate Shareholders	Foreign corporate shareholders (i.e. limited liability companies and similar).
Foreign Individual Shareholders	Foreign individual shareholders (i.e. other foreign shareholders than Foreign Corporate Shareholders).
Forward-looking Statements	Has the meaning ascribed to it in Section 4.3.
FSMA	The Financial Services and Markets Act 2000.
Group	The Company together with its consolidated subsidiaries.
HSE	Health, safety and environment
IAS	International Accounting Standards.
IAS 34	IAS 34 Interim Financial Reporting
IFRS	International Financial Reporting Standards as adopted by the EU.
KPMG	The Company's independent auditor, KPMG AS
MiFID II	EU Directive 2014/65/EU on markets in financial instruments, as amended

MiFIID II Product Governance Requirements................................	MiFID II, Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures, together.
MTU	The Group's Mobile Carbon Capture Test Unit
Non-Norwegian Shareholders	Shareholders who are not resident in Norway for tax purposes.
Norcem	Norcem AS
Norwegian Code of Practice	The Norwegian Corporate Governance Code of 17 October 2018.
Norwegian Corporate Shareholders.......	Norwegian corporate shareholders (i.e. limited liability companies and similar).
Norwegian FSA..............................	The Norwegian Financial Supervisory Authority (Nw. *Finanstilsynet*)
Norwegian Individual Shareholders	Norwegian individual shareholders (i.e. other Norwegian shareholders than Norwegian corporate shareholders).
Norwegian Securities Trading Act.........	The Norwegian Securities Trading Act of 29 2007 no. 75, as amended.
Norwegian Shareholders...................	Norwegian Corporate Shareholders taken together with Norwegian Individual Shareholders.
Oslo Stock Exchange	Oslo Børs (a stock exchange operated by Oslo Børs ASA), or as the case may be, Euronext Expand (a regulated market place operated by Oslo Børs ASA).
p.a..	per annum.
Prospectus....................................	This prospectus dated 16 June 2021.
QIB	Qualified Institutional Buyer, as defined in the U.S. Securities Act.
Regulation S..................................	Regulation S of the U.S. Securities Act.
Relevant Member State.....................	Each member state of the EEA which has implemented the EU Prospectus Regulation.
Rule 144A.....................................	Rule 144A of the U.S. Securities Act.
SEC	U.S. Securities and Exchange Commission
Shares...	The shares of the Company, each with a nominal value of NOK 1.
Twence	Twence BV
U.S. Securities Act	The United States Securities Act of 1933, as amended.

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APPENDIX A – FINANCIAL STATEMENTS

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Annual report 2020

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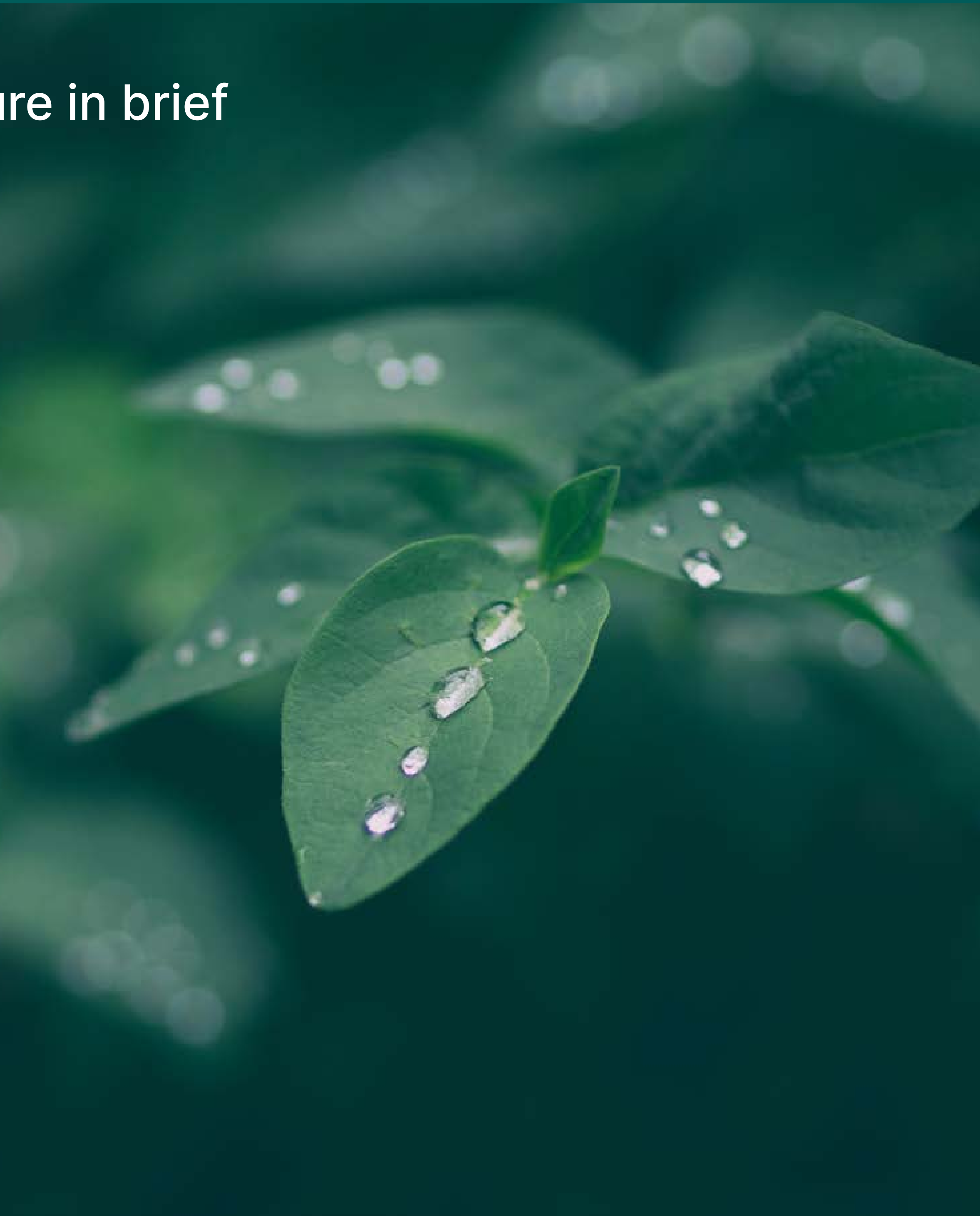
Aker Carbon Capture in brief



PURE PLAY CARBON CAPTURE company delivering ready-to-use capture plants

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BEST-IN-CLASS HSE friendly solvent and other patented plant technologies for better all-round plant performance

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VALIDATED AND CERTIFIED market-leading proprietary technology with more than 50,000 operating hours

Content

Key industries

Aker Carbon Capture has identified four prioritized market segments: Cement production, Bio- or waste to energy generation, Gas power and Blue hydrogen. Carbon capture utilization and storage (CCUS) has the potential to remove CO_2 emissions across these segments and thus support the plant operators on their journey towards establishing sustainable business models for the future.

CEMENT
The cement industry accounts for 6-7 percent of CO_2 emissions, from more than 2,000 plants in about 150 countries around the world.

BIO/WASTE-TO-ENERGY
There are more than 1,200 waste-to-energy plants in the world, with 400 of them in Europe. Applying CCS at bio energy plants offers a route towards negative emissions.

GAS-TO-POWER
Gas-fired power plants contributed 23 percent of global power generation in 2019, according to the IEA, and account for some of the biggest single emission points in Europe.

BLUE HYDROGEN
Producing hydrogen from natural gas with CCS, represents a major opportunity to create an efficient energy carrier without greenhouse gas emissions.

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Key markets

The carbon capture market is expected to develop into a global market. Aker Carbon Capture has in the initial phase prioritized the European market, where market interest from prospective customers and the regulatory environment to support adaptation of carbon capture technology is most mature.

In 2020, the highest market activity was seen in Scandinavia, Benelux and the UK, with several capture and storage projects being launched.

SCANDINAVIA
The Norwegian parliament approved funding for the Longship project to establish the full CCS value chain at industrial scale. Aker Carbon Capture won the contract to deliver the world's first carbon capture plant at a cement factory.

BENELUX
The Porthos storage project, outside the Port of Rotterdam, received funding from the EU. Aker Carbon Capture has secured a contract to deliver its modular Just Cast plant to Twence for a waste-to-energy plant in Hengelo, in the Netherlands.

UK
The government launched ambitions to capture 10m tonnes CO_2 by 2030, and plans to invest up to £1 billion to support the establishment of CCUS in 4 industrial clusters.

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CCS economics turning positive

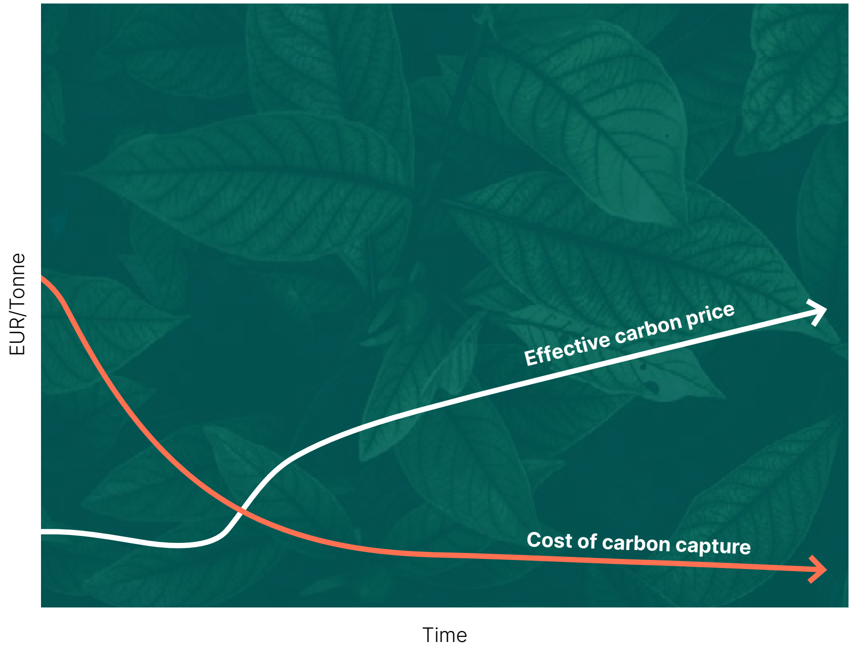
Carbon capture is a cost-competitive option to dramatically cut CO_2 emitted during heavy industry processes such as cement, steel and chemicals production. It can also be more cost-effective to retrofit CCUS to existing facilities than building new capacity with alternative technologies. The cost of emitting CO_2 to the atmosphere is expected to rise further in the European quota market, and beyond. At the same time, Aker Carbon Capture has identified several cost-reducing initiatives. Cost reduction is viewed as a key strategic pillar to execute the Group's strategy to improve project economics.

Continuous cost reductions

- Standardization of products
- Digitalization
- Technology development
- Competitive supply chains
- Learning by doing

Favorable price development

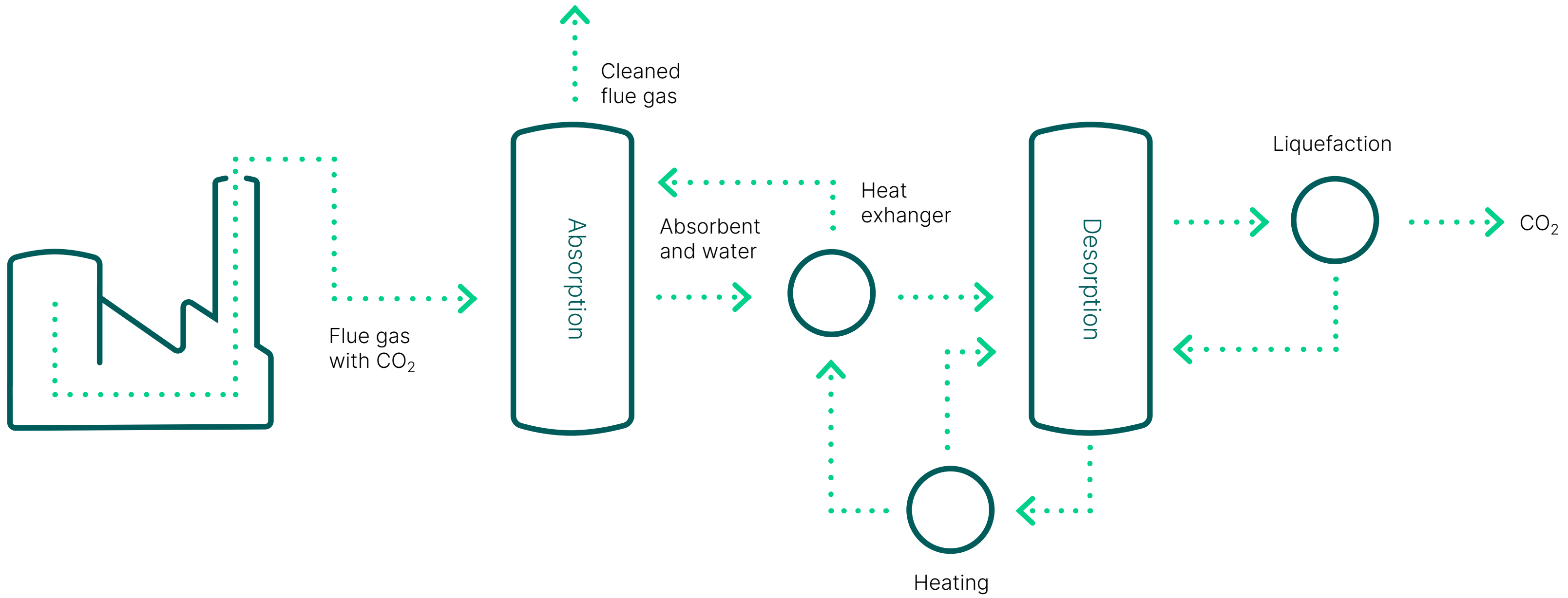
- Other regulations
- New carbon taxes
- CO_2 quota system
- Public sentiment



Content

CCS technology

Aker Carbon Capture's technology is cost-effective, robust and flexible, meaning it can be applied to existing plants or new builds. Our proprietary carbon capture process uses a mixture of water and organic amine solvents to absorb the CO_2. This process can be applied on emissions from various sources, from gas, cement, refineries, and waste-to-energy through to hydrogen and other process industries.



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CEO letter

Aker Carbon Capture was established in 2020, an extraordinary year with a global pandemic affecting societies, businesses and lives. Nevertheless, the timing was right to launch the company due to an increased focus on fighting climate change and many countries taking action to meet the goals of the Paris agreement.

Few companies have had longer runways before taking off than Aker Carbon Capture. Aker's involvement in managing CO_2 goes all the way back to the 1990s. Some colleagues have worked on developing our proprietary technology and solutions their entire careers.

We established Aker Carbon Capture as a pure play company to combine the agility of a start-up with the strength of the Aker group. It has been an exciting journey, from a small group of industry experts to become a company with a broad set of capabilities, in just a matter of months. I am very thankful to everyone at Aker Carbon Capture for their commitment and positive attitude during this first period. Our company was formally established as a spin-off from Aker Solutions, and I know the separation will benefit both organizations and the companies continue to work closely together.

2020 was also a special year for the carbon capture and storage industry. While the technology has proven itself over time, it was only recently that CCS became widely accepted as part of the solution to reach the Paris goals.

In September, the Norwegian government launched the Longship project to establish the entire CCS value chain, from capture to transport and permanent storage underneath the North Sea. Longship includes the Brevik CCS project, where Aker Carbon Capture will deliver a complete CO_2 capture plant in 2024.

The contract marks a breakthrough for Aker Carbon Capture and the carbon capture industry. During the autumn, we signed a contract with Norcem HeidelbergCement for the delivery of what will be the first industrial scale carbon capture plant at a cement factory. The captured CO_2 at the plant, 400,000 tonnes per year, equals the total emissions from about 200,000 cars from the roads.

Sustainability

This annual report also contains Aker Carbon Capture's first sustainability reporting. Aker Carbon Capture will contribute to the sustainable development of society through responsible commercial operations and continuous improvement to enable emission free industries and energy solutions through carbon capture.

Sustainability at Aker Carbon Capture is about operating and making decisions that add value to the company, its stakeholders and society. We offer the most environmentally friendly carbon capture solution. In business, we act responsibly and according to our Code of Conduct, wherever we are.

This report outlines Aker Carbon Capture's priorities and ambitions with regards to sustainability. It highlights some key accomplishments for 2020, and describes how we want to operate going forward, with sustainability as a natural and integrated part of our operations. The report reflects both the fact that the company had only five months of operations and that our projects were in an early phase of development with limited industrial activity.

I am proud of our accomplishments during our first year. Together with our customers, partners and suppliers, and with the backing of the Aker group, we are in a great position to make a major positive impact and contribute to creating a sustainable future for our company, our customers and society.

Valborg Lundegaard
CEO

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Board of directors' report

OVERVIEW

Aker Carbon Capture supplies the solutions and technology which together comprise a carbon capture plant and the downstream processing and management of CO_2, including capture, compression, liquefaction, and intermediate storage at site. These solutions and services are provided to industrial plant owners and operators across various industries to remove CO_2 emissions.

Aker Carbon Capture was established as a standalone company in the summer of 2020, following more than 15 years of developing carbon capture technology and solutions as part of Aker Solutions. The group is headquartered in Norway. The proprietary technology with unique HSE characteristics includes the company's patented amine-solution, which is used as the reagent separating CO_2 from the flue gas in the capture process.

Key services include technology development, feasibility studies, project management, engineering, procurement, construction and fabrication services, as well as assistance with operations and aftermarket services.

During 2020, market interest in carbon capture technologies continued to increase markedly. In order to pursue these market opportunities, it was this decided by the board of directors of Aker Solutions to spin off the CCUS activity into a separate entity and list this as a pure play company on the Oslo Stock Exchange's Euronext Growth (previously Merkur Market) trading platform. The plans were announced on July 17, including an intention to distribute shares in the new company – Aker Carbon Capture – to Aker Solutions shareholders. A private placement, raising NOK 500 million, and a subsequent listing followed and shares in Aker Carbon Capture started trading on August 26, 2020. See note 3 in the consolidated accounts for more information about the internal restructuring that took place related to the spin off.

STRATEGY AND DEVELOPMENT

The carbon capture market is considered a global market in various stages of development. Europe and North America are the primary markets for Aker Carbon Capture, as this is where market interest from prospective customers and the regulatory environment to support adaptation of carbon capture technology is seen as most mature. In 2020, the highest market activity was seen in Scandinavia, Benelux and the UK, with several capture and storage projects being launched.

In addition to its geographical focus, Aker Carbon Capture identified four prioritized market segments: cement, bio- or waste to energy, gas power and blue hydrogen. During 2020, the company made substantial progress in all four segments; securing contracts and studies, entering partnerships or performing test campaigns.

Continued technology development will be a key enabler for the company's long-term competitive advantage. Aker Carbon Capture invests in reducing costs associated with its product offering and have identified several cost-reducing initiatives. Cost reduction is a pillar in the company's strategy, as it will significantly improve project economics, lowering the investment hurdle for customers.

The company developed its core execution capabilities, in terms of project management, engineering and subcontracting, to act as a solid counterpart in the market. As part of the Aker group of companies, Aker Carbon Capture benefits from the deep and broad capacity and know-how across engineering, fabrication and project execution. Last year, the company established agreements with Aker Solutions to assist with inter alia fabrication and project execution.

Since the start-up during the summer of 2020, Aker Carbon Capture maintained a certified operating model based on the methods developed in Aker Solutions. To strengthen the organizational development of Aker Carbon Capture, the company developed a new management system in late 2020 which has been certified to ISO 9001 and ISO 14001 by DNV. The new management system serves the company through technology development, studies, EPCI projects and plant life services.

PROJECTS

In September, the Norwegian government launched the Longship project to establish the entire CCS value chain, from capture to transport and permanent storage underneath the North Sea. The public funding of the project was approved by the Norwegian parliament in December. Longship includes the Brevik CCS project, where Aker Carbon Capture will deliver a complete and fully functioning CO_2 capture plant in Brevik, Telemark in southern Norway in 2024.

Aker Carbon Capture signed an EPC contract with Norcem HeidelbergCement for the delivery of what will be the first industrial scale carbon capture plant at a cement factory anywhere in the world. The captured CO_2 at the plant, 400,000 tonnes per year, equals the total emissions from about 200,000 cars from the roads. Securing the Brevik CCS project was a

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major milestone for Aker Carbon Capture, and a big step towards the industrialization of carbon capture in major industries.

The company has also secured a EPC contract for a delivery of its modular Just Catch™ unit to Twence, a Dutch operator of waste-to-energy plants. In this project the captured CO_2 will be utilized as fertilizer at local greenhouses, making it one of the first industrial scale carbon capture and utilization (CCU) cases. The project is pending public funding and expected to commence in 2021.

PARTNERSHIPS & COLLABORATION

Forming partnerships and collaborating with prospective customers and suppliers of technologies and solutions are central to Aker Carbon Capture's strategy to realize its ambitions. Early engagement with customers is prioritized, and the company signed three such collaborative agreement in 2020.

In October, Aker Carbon Capture signed a Memorandum of Understanding with Sweden's Vattenfall to accelerate the evaluation of future carbon capture plants in Sweden and Northern Europe. The agreement supports Vattenfall's ambitions to achieve negative emissions in waste and bio CCS plants.

In December, Aker Carbon Capture and MAN Energy Solutions of Germany signed a technology-cooperation agreement to develop energy-efficient compression solutions for CCS applications with heat recovery. The cooperation builds on MAN's experience in compressor technology, the integration of system components and their design and delivery, as well as Aker Carbon Capture's proprietary amine technology and efficient carbon-capture process design.

Aker Carbon Capture and Haldor Topsoe signed an MoU with the intention to offer a complete solution for low-carbon hydrogen production. The solution combines Danish group Haldor Topsoe's proven hydrogen process and Aker Carbon Capture's post combustion carbon capture technology to achieve low-emission and cost-effective production of 'blue' hydrogen – a clean energy carrier with a wide array of applications in industry and as a fuel.

The European Union foresees investments of €11 billion for retrofitting half of the existing European hydrogen plants with carbon capture and storage before 2030.

ORGANIZATION

The company was established with a core team of Carbon Capture, Utilization and Storage (CCUS) technology experts, most of whom have worked specifically on developing CCUS at Aker over the past decade. Valborg Lundegaard was appointed CEO of Aker Carbon Capture in July 2020. She brings with her more than 25 years' of experience from the energy industry, including the past decade as a member of Aker Solutions executive management team.

During the autumn of 2020, the company recruited for several key departments to strengthen the capabilities across the group and in response to increased market activity. At the end of 2020, Aker Carbon Capture employed a total of 26 employees, as well as 56 contractors.

In December 2020, Egil Fagerland was appointed chief financial officer, with effect from April 1, 2021. Fagerland was previously head of ERP and Business Systems at DeepOcean. Before that, he held various roles at Aker Solutions' finance department from 2012 till 2020, including as senior vice president, group controlling and financial systems. Ola Beinnes Fosse, Head of Treasury at Aker Horizons, was the acting CFO since the company was listed in 2020.

MARKET OUTLOOK

The Carbon Capture and Storage market is expected to grow significantly over the next decade, driven by political ambitions to reduce CO_2 emissions from industrial sources and energy production in order to reach the Paris agreement targets. In September last year, the EU raised its climate ambition and proposed a 55 percent cut in emissions by 2030, from 50 percent previously. Several countries have followed up the ambition by launching 'net zero' ambitions and declaring CCS will play a pivotal role in reaching the targets.

Projects nearing a final investment decision represented an estimated potential investment of around USD 27 billion – more than double the investment planned in 2017, according to a report published by the International Energy Agency last year.

The company is primarily focused on the European market, where interest from prospective customers and the regulatory environment to support adaptation of carbon capture technology is seen as most mature. The company is also monitoring developments in North America, where activity levels are rising.

In November, the European Commission reported that applications for the €10 billion EU Innovation Fund included 14 large scale CCS projects. Aker Carbon Capture is involved in several of these projects. There are now at least eight major storage projects – once seen as a bottleneck for realizing CCS – underway across Europe.

Based on the favorable market development expected in the coming years, the company launched a long-term ambition called "10 in 25" – stating that Aker Carbon Capture aims to secure contracts for the combined capture of 10 million tonnes per year by the end of 2025.

Carbon capture is considered the core operational activity, but the company also sees viable business opportunities in leveraging its in-house capabilities in enabling customers to connect to the carbon capture value chain. The company has so far delivered services and products through engineering, procurement, construction and service contracts.

The Group is continuously exploring alternative delivery models to meet the needs of its customers. As both the Group and the market further matures, it is envisaged that alternative business models such as "Carbon Capture as a Service" and "Pay per tonne Captured" may be potential profitable avenues in the longer-term

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to enable growth and improve margins.

SUSTAINABILITY

The company's commitment to human and labor rights is covered by the Global Framework Agreement between Aker ASA and the Norwegian and international trade unions Fellesforbundet, IndustriALL Global Union, NITO and Tekna. Aker Carbon Capture follows the Euronext guidance on ESG reporting as of January 2020. This includes reporting based on the Global Reporting Initiative (GRI). Aker Carbon Capture's strategy supports the UN Sustainable Development Goals.

From the outset, as the company was established in 2020, a concerted effort was made to ensure the company and its operations are sustainable, with particular regard to environmental, social and governance-related aspects. To ensure that Aker Carbon Capture's activities were aligned with stakeholders' expectations, a materiality assessment was conducted by a reputable third-party organization. The 2020 results reflect both the fact that the company had only five months of operations and that the carbon capture market remains in an early phase with limited industrial activity.

More information can be found in the sustainability reporting section of the annual report.

CORPORATE GOVERNANCE

Good corporate governance at Aker Carbon Capture will ensure sustainable operations and value creation over time to the benefit of shareholders and other stakeholders. Corporate governance is a framework of processes, mechanisms and responsibilities for managing the business and making sure the right objectives and strategies are set and implemented with results that can be measured and followed up.

The management and the board of directors are responsible for ensuring that the company conducts business using sound corporate governance and sets the standards for corporate governance.

The board holds exclusive authority under the company's authorization matrix to approve matters of significance. The board of directors regularly receives extensive reports from the chief executive officer and the chief financial officer on key aspects of the business. These reports reflect underlying reporting to executive management from the business operations.

Aker Carbon Capture's Code of Conduct outlines the company's commitments and requirements for ethical business practices and personnel conduct. The Code of Conduct describes what Aker Carbon Capture expects from its employees, subsidiaries, subcontractors, representatives and other partners and explains the company's policies in a number of areas of particular importance such as corruption, conflict of interest, protecting the environment and human rights. The Code of Conduct is available at www.akercarboncapture.com.

Aker Carbon Capture has a total of 13 policies providing business practice guidance within several key areas. These policy documents define commitment and express the expected behaviour across the company within areas such as HSSE, sustainability, project execution, quality, governance and finance.

More information can be found in the sustainability reporting section of the annual report.

GROUP FINANCIAL PERFORMANCE

Aker Carbon Capture presents its consolidated financial statements in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union. All amounts below refer to the consolidated financial statements for the group, unless otherwise stated. The financial statements cover the period from incorporation on July 8, 2020 to December 31, 2020.

In the period, the company had service revenues from various studies of NOK 15.8 million. Operating loss ended at negative NOK

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44.6 million and was primarily caused by an increase in salary and personnel costs as well as other operating expenses in line with the growing complexity of operations. Loss for the period was negative by NOK 44.5 million, resulting in loss per share of NOK 0.09.

Total assets of the group amounted to NOK 484.5 million as of December 31, 2020, of which NOK 457.8 million was cash and cash equivalents. Net current operating assets ended at negative NOK 8.4 million. The company has no interest-bearing debt. Total equity amounted to NOK 451.9 million at year-end 2020, giving an equity ratio of 93 percent.

Cash flows from operating activities ended at negative NOK 25.5 million, being lower than operating loss of NOK 44.5 million due to cost accruals in the end of the period. Cash flows from investing activities were negative by NOK 2.5 million, mainly reflecting capitalized development costs related to Just Catch technology. Cash flows from financing activities of NOK 485.8 million mainly include NOK 500 million from the share issue in August 2020, reduced by related transaction costs of NOK 12.5 million.

INVESTING IN RESEARCH, INNOVATION AND TECHNOLOGY

Continued technology development will be a key enabler for the company's long-term competitive advantage. Aker Carbon Capture invests in reducing costs associated with its product offering and have identified several cost-reducing initiatives. Cost reduction is viewed as a key strategic pillar to execute the Group's strategy as it is expected to significantly improve project economics.

Beyond pure technology improvements in the fields of capture technology, CO_2 conditioning and heat integration; large scale plants are believed to have a significant cost reduction potential where utilizing standardized building blocks and digitalization, as well as industrialisation and partnering schemes with key equipment suppliers will drive economies of scale in project realization.

In 2020 Aker Carbon Capture initiated and participated in six Research, Development and Innovation (RD&I) projects. The gross RD&I spend in 2020 was NOK 19.9 million, of which NOK 2.5 million qualified for capitalization. The company received external funding of NOK 15.3 million to support these RD&I initiatives, which included activities to strengthen core technology, as well as to expand the technological footprint to adjacent areas. Aker Carbon Capture emphasizes collaboration with universities and scientific institutions as an important tool for innovation, and are members of the Norwegian CCS Center (CCS) hosted by SINTEF and NTNU.

Aker Carbon Capture's Mobile Test Unit (MTU) is a fully functional carbon capture plant used to qualify the company's technology for new flue gases and to validate new technological solutions in an industrial environment. In 2020 the company successfully qualified its technology for carbon capture from hydrogen production during a test campaign at Preem's refinery in Lysekil, Sweden. The MTU campaign was part of a larger CCS project together with several partners (Preem, SINTEF, Chalmers University, Equinor, Climit and the Swedish Energy Agency). During the nine-month campaign the mobile test unit achieved more than 3,000 operating hours. The campaign was executed without any HSSE incidents.

Aker Carbon Capture also performed a number feasibility studies in market segments including waste to energy, oil and gas and hydrogen.

PARENT COMPANY AND ALLOCATION OF NET LOSS

The parent company Aker Carbon Capture AS is the ultimate parent company in the Aker Carbon Capture group and its business is the ownership and management of the subsidiary Aker Carbon Capture Norway AS. Aker Carbon Capture AS has outsourced all company functions to its subsidiary.

Aker Carbon Capture AS has a net loss of NOK 1.9 million in period from incorporation on July 8 to December 31, 2020. The company is currently in a growth phase and not in a position to pay any dividends. The board thereby proposes the following allocation of net loss (amounts in NOK million):

Dividends:	0
From share premium:	1.9
Total allocated:	**1.9**

HEALTH, SAFETY, SECURITY AND ENVIRONMENT

Aker Carbon Capture is committed to a goal of zero harm to people, assets and the environment. The cornerstone of this objective is a strong, structured and company-wide HSSE system, setting clear standards for HSSE management and leadership. Regular audits aim to identify, isolate and help address potential shortcomings. At Carbon Capture, the HSSE culture is founded on the principle that HSSE is a personal responsibility for every employee.

HEALTH AND WORKING ENVIRONMENT

Aker Carbon Capture is committed to a goal of zero harm to its employees, not just through accident prevention, but also through safeguarding employee's physical and mental health. Easy access to a variety of services from health personnel in 2020 has been provided by Aker Care.

In 2020, the COVID-19 pandemic had an adverse impact on working life. The company implemented a series of measures, in accordance with national recommendations and Aker group-wide initiatives, to reduce the spread of the virus while maintaining productivity. Throughout long periods, most or all employees worked from home, communicating via digital tools. In challenging conditions, the Mobile Test Unit team was able to complete an ongoing client project under strictly implemented

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COVID-19 procedures for travel of personnel and performance of work.

During these working conditions, an additional emphasis was placed on mental health issues among the workforce. Aker Carbon Capture introduced employee training sessions to manage this unprecedented situation, and the broader Aker group implemented various support measures, including anonymous helplines and free consultancy by medical professionals.

Aker Carbon Capture's global sick leave for 2020 was 0.8 percent.

SAFETY

Aker Carbon Capture operates with a zero-harm mindset and the belief that all incidents can be prevented. In its first year of operation, nearly all activities were office based. However, the company introduced a reporting structure and established methodologies and metrics such a Lost Time Injury Frequency (LTIF) and Total Recordable Injuries Frequency (TRIF), in order to measure performance and drive improvement across the company from 2021 onwards, as on-site activity levels will increase in line with the execution of industrial projects.

SECURITY

Aker Carbon Capture's commitment towards safeguarding employees, assets and reputation is demonstrated by the core team of security professionals and the operation of a 24/7 Global Security Operations Center. The Center is supporting all aspects of operations as well as some affiliated Aker companies. No serious security incidents were reported in 2020.

Cybercrime can be a major threat to operations. As part of the Aker group, Aker Carbon Capture continually monitors the threat landscape and takes the necessary steps to safeguard employees, systems, data and products. Phishing emails remain the most important vector for cyber attacks and further measures have been taken to secure email, improve capabilities to identify ongoing malicious activities and increase employee awareness of cyber threats. With smarter products connected to the internet, there is an increased risk to these devices and the systems they are connected to. Precautions have been taken to protect Aker Carbon Capture and its assets.

EMERGENCY PREPAREDNESS AND RESPONSE

The company's capabilities within crisis management were set up in 2020, with support from the Aker group. Dedicated resources are assigned to advise and assist management on development of systems and structure of emergency response and business continuity. In 2020 Aker Carbon Capture established and implemented RAYVN, a cloud-based system for efficient notification and coordination of critical events through an assigned critical event response team.

ENVIRONMENT

Aker Carbon Capture works to protect the environment by offering products, systems and services that reduces the CO_2 footprint of customers' operations, and by seeking to reduce negative climate impact of own operations. The company's biggest effect on the environment will be through its customer offerings. In 2020 Aker Carbon Capture was awarded certification according to the environmental management system standard ISO 14001:2015.

The major contributor to Aker Carbon Capture's carbon dioxide equivalent emissions is from energy consumption. The total carbon dioxide equivalent emissions in 2020 was 20.7 tonnes. More details are given in the ESG accounts.More information can be found in the sustainability reporting section of the annual report.

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SAFEGUARDING DIVERSITY EQUAL OPPORTUNITY AND INCLUSION

Aker Carbon Capture had 26 employees and 56 contract staff at the end of 2020. Aker Carbon Capture is strongly committed to the principles of non-discrimination and equal opportunity, regardless of gender, nationality or other factors. Men have traditionally dominated the industry. This continues to be reflected in our organization, where around 26 percent of our employees are women. The percentage of women in leadership roles was 37.5 percent in 2020. Aker Carbon Capture's workforce represented six nationalities and a range of competencies and insights, benefitting both its partners and the business.

Aker Carbon Capture seeks to promote inclusion and diversity in its workforce through clear recruitment requirements and the development of individuals and programs supporting equal opportunity, in accordance with its people policy and recruitment procedures. Focusing on inclusion helps build a sense of belonging More information regarding the company's commitment to equality and diversity is available in the company's 2020 sustainability report.

Aker Carbon Capture has a procedure for handling whistleblower cases, and it is followed with respect to investigating discrimination allegations. It ensures all allegations are investigated and feedback provided to the whistleblowers where identity is known. At the end of 2020 no such cases had been reported.

LEADERSHIP, TALENT AND PERFORMANCE

Aker Carbon Capture's ambition is to offer professional development, career opportunities, competitive pay and benefits and a healthy work-life balance for all its employees.

The COVID-19 pandemic has led to new ways of working and collaborating and Aker Carbon Capture has a digitally-connected, collaborative and mobile workplace for all employees. This will enhance end-user collaboration and communications through an agile, mobile and secure computing platform, in this case the Microsoft Office 365 set of tools. Employees can be onboarded and will continue to work in a more digitally-connected, collaborative and mobile world.

The company's performance process is built upon frequent performance conversations between managers and employees to ensure that all employees work towards common goals, accelerate performance and help people grow and develop. The dialogues are mandatory for all employees and have been simplified to make them efficient and impactful for both leader and employee.

RISK FACTORS

Aker Carbon Capture is operating in a global market which is influenced by CO_2 taxes, government subsidies and volatile commodity prices which provide both opportunities and risks that may affect the company's operations, performance, finances, reputation and share price. It is evident that external risk factors such as pandemics, market risk, CO_2 tax levels, ethical and political risks and climate related risks may have a significant adverse impact on the company, in addition to internal risk factors such as operational risks and financial risks. These risk factors are further described below.

MARKET RISK

The market outlook for CO_2 capture has been steadily increasing over time, driven by a clear need for carbon capture to reduce the climate effects from the industry. Significant investment decisions to industrialize carbon capture and permanent storage have been made in 2020, mainly through the Longship investment in Norway. With the COVID-19 pandemic effects expected to reduce during 2021, it is expected that more carbon capture and storage developments will be sanctioned. The main risks related to the market are listed below:

- Delayed investments in key carbon capture developments in Europe, where government subsidies are part of the business case
- Slow ramp-up of carbon capture and storage in global market
- Reduced or delayed CO_2 tax increase post COVID-19
- Supplier base, supplier capacity and logistics challenges in new market conditions

Aker Carbon Capture is committed to industrializing carbon capture, to drive down the cost of carbon capture to make it commercially attractive to the main target industries. The company has clear commitment to Environment Social Governance (ESG) requirements, and is dedicated to reduce energy consumption and continue developing environmentally friendly solutions for CO_2 removal.

ETHICAL AND POLITICAL RISKS

Aker Carbon Capture has implemented [ethical] policies and procedures to act according to domestical and international standard, anchored with the Code of Conduct visible on the company website. The company has limited direct exposure in countries associated with high political, corruption and human rights risks. Aker Carbon Capture could, nevertheless, potentially become involved in unethical behaviour, either directly or through third parties and partners.

Aker Carbon Capture has a zero tolerance for corruption and works continuously to avoid such behaviour. To ensure compliance with the standards, ethical training is conducted annually as a minimum. Aker Carbon Capture expects their suppliers to act according to the same standards. Aker Carbon Capture has an established Business Integrity Compliance (BIC) and whistleblower channel to ensure reporting of any concerns in our operations. Compliance training of all permanent personnel was conducted in 2020 and will continue annually.

OPERATIONAL RISK

For 2020 the operational risk was low with studies and testing only. However, going forward Aker Carbon Capture will be engaged

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through contracts on fixed price, reimbursable and a combination of these. The main risks are related to fixed price contracts, where potential cost overruns will need to be covered by the company. The projects are demanding from technology and complexity point of view, with extensive sourcing, sub-contracting and project management activities. These can impact upon the company's ability to deliver on time and in accordance with a contract, potentially harming Aker Carbon Capture's reputation, performance and finances. Factors that may have an adverse material effect on the business, results of operations and finances of Aker Carbon Capture include, but are not limited to:

- Loss of business from a significant customer, delivery issues or alterations to order backlog
- Competitiveness or ability to develop a significant market position
- Commercialization of new technology
- Partnerships, joint ventures and other types of cooperation that expose the company to risks and uncertainties outside its control.
- Non-delivery and/or disputes with a key supplier.
- Significant delays or quality issues impacting upon project delivery or performance.
- Cybercriminals and cyber security issues leading to system downtime or significant loss of intellectual property.

FINANCIAL RISKS

The objective of financial risk management is to manage exposure from financial risks to increase predictability of earnings and minimize potential adverse effects on financial performance.

Aker Carbon Capture is exposed to a variety of financial market risks such as currency risk, interest rate risk, tax risk, price risk, credit and counterparty risk, liquidity risk and capital risk as well as risks associated with access to and terms of financing.

The financial risks affect the group's income and the value of any financial instruments held. The objective of financial risk management is to manage and control financial risk exposures and thereby increase the predictability of earnings and minimize potential adverse effects on Aker Carbon Capture's financial performance. Aker Carbon Capture and its subsidiary will use financial derivative instruments to hedge certain risk exposures and aim to apply hedge accounting whenever possible in order to reduce the volatility resulting from the periodic market-to-market revaluation of financial instruments in the income statement. Risk management is performed in every project in order to identify, evaluate and hedge financial risks under policies approved by the board of directors.

Financial risk management and exposures are described in detail in note 15 and capital management is described in note 14.

GOING CONCERN

The world is currently in the middle of the COVID-19 pandemic, and how this will unfold remain uncertain. Aker Carbon Capture is continuously monitoring the development and will continue to take measures to mitigate the negative impacts for the company, including measures required to meet restrictions from governmental authorities. However, there is a risk that the COVID-19 outbreak may have substantial negative effects on the global economy which are worse than current estimates, in which case this will also have increased negative effects on Aker Carbon Capture. The COVID-19 outbreak gives higher uncertainty for the going concern assumption for most companies. This is also the case for Aker Carbon Capture. However, the company has no external debt and a solid liquidity reserve as of December 31, 2020.

Therefore, in accordance with the Norwegian Accounting Act, the board of directors confirms that the going concern assumption, on which the consolidated financial statements have been prepared, is appropriate.

Fornebu, March 25, 2021

Henrik Overgaard Madsen
Chairman

Kristian Monsen Røkke
Director

Øyvind Eriksen
Director

Oscar Fredrik Graff
Director

Nina Jensen
Director

Valborg Lundegaard
CEO

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AKER CARBON CAPTURE

Board of directors

HENRIK O. MADSEN
Chairman

Henrik O. Madsen (Chairman) has worked more than 25 years for DNV GL in a number of scientific research and management positions, and served as the President and CEO of the company from 2006 to 2015. He holds a PhD in civil and structural engineering from the Technical University of Denmark, where he also serves as adjunct professor. In 2002, he was appointed a technology pioneer by the United States Offshore Energy Center's Technology Hall of Fame. Madsen was previously chairperson of the Norwegian Research Council.

KRISTIAN MONSEN RØKKE
Board Member

Kristian Monsen Røkke has experience from offshore services and shipbuilding in several companies in the Aker group. Prior to assuming his current position as CEO of Aker Horizons AS, Røkke served as Chief Investment Officer of Aker ASA. Before that, he served as CEO of Akastor ASA, a publicly listed oil service investment company and prior to this he spent several years in various operational and executive roles at Philly Shipyard. He has an MBA from The Wharton School of the University of Pennsylvania. Kristian Røkke is a board member of several companies, including: Akastor ASA (Chairman), Philly Shipyard ASA (Chairman), American Shipping Company ASA and Aker Offshore Wind AS.

ØYVIND ERIKSEN
Board Member

Øyvind Eriksen (born 1964) joined Aker ASA in January 2009. Mr. Eriksen holds a law degree from the University of Oslo. He joined Norwegian law firm BA-HR in 1990, where he became a partner in 1996 and a director/ chairman in 2003. As a corporate attorney he among other things worked with strategic and operational development, M&A and negotiations. Mr. Eriksen has held several board positions in different industries, including shipping, finance, asset management, offshore drilling, fisheries, media, trade and industry. As CEO Mr. Eriksen is currently chairman of the board in Aker BP ASA, Aker Solutions ASA, Cognite AS, Aker Capital AS, Aker Kværner Holding AS, and REV Ocean Inc. He is also a director of several companies, including Aker Energy AS, Akastor ASA, The Resource Group TRG AS, TRG Holding AS, The Norwegian Cancer Society (Kreftforeningen), and a member of World Economic Forum C4IR Global Network Advisory Board. Mr. Eriksen is a Norwegian citizen.

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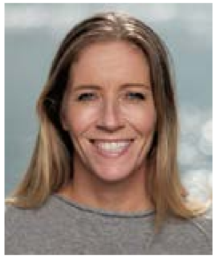
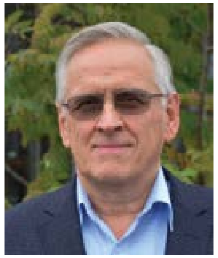


NINA JENSEN
Board Member

Nina Jensen (born 1975) is the CEO of REV Ocean and is a tireless champion for promoting environmentally responsible solutions for the world's ocean. She started this position in 2018 after 15 years of positive impact in WWF-Norway (as Secretary-General since 2012). Ms. Jensen holds a Master's degree in Marine Biology from the University of Fishery Science in Tromsø, and has a background in communications and marketing from Ogilvy&Mather. Ms. Jensen is a board member of The Business for Peace Foundation, The Plastic REVolution Foundation, The C4IR Ocean and The Brain Tumour Association. She was named Young Global Leader by the World Economic Forum in 2014. She is also part of Friends of Ocean Action and an advisor to the High Level Panel for a Sustainable Ocean Economy. Ms. Jensen is a Norwegian citizen.



OSCAR GRAFF
Board Member

Oscar Graff (born 1952) joined Aker in 1980. Mr. Graff holds a master degree in chemical engineering from the Norwegian University of Science and Technology (NTNU). Since 2000 he has been instrumental in the development of carbon capture technology to reduce carbon emissions. Mr. Graff has held several positions in CO_2 and climate related technical boards and advisory committees in Norway, UK and the EU. Mr. Graff was appointed as Chief Technology Officer for Aker Clean Carbon in 2008, and has in recent years been responsible for Carbon Capture in Aker Solutions. Mr. Graff is a Norwegian citizen.

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Sustainability report

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Introduction to sustainability

Aker Carbon Capture is a dedicated carbon capture technology provider that aims to mitigate the environmental impact of industry for a brighter, more sustainable future. We have more than 15 years of experience developing carbon capture technologies, including a proprietary solvent, suitable for large-scale carbon capture plants at industrial sites around the world.

Carbon capture is a key measure to reduce global CO_2 emissions. Implementing carbon capture across industries, in combination with renewables and energy efficiency, is essential to meet the Paris Agreement targets.

Large CO_2 emitters in energy, cement, waste-to-energy, steel, and other heavy industries are prepared to take action to become carbon neutral and transform their business models into sustainable operations.

Health, Safety and Environmentally (HSE) friendly CO_2 capture is essential when realizing carbon capture at scale. Aker Carbon Capture delivers best-in-class HSE based on our patented, proprietary solvent and technologies that prevent hazardous emissions.

Aker Carbon Capture is a young company with a long history – and a bright future. From the outset, as the company was established as a separate entity in the summer of 2020, a concerted effort was made to ensure that all parts of the company and its operations are sustainable, with particular regard to environmental, social and governance-related aspects.

Aker Carbon Capture is majority owned by Aker Horizons, a planet-positive investment company and part of the Aker group. Aker companies including Aker Carbon Capture operate in accordance with the overall values of Aker ASA; to be oriented around results, knowledge, opportunity and cooperation.

This report outlines the company's sustainability strategy, some early accomplishments in 2020, and how the company intends to operate in the future, with sustainability as a natural and integrated element across all activities. The sustainability report also constitutes our reporting to the UN Global Compact. The 2020 results reflect both the fact that the company had only five months of operations and that the carbon capture market remains in an early phase with limited industrial activity.

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Our mission

Enabling emission free industries and energy solutions through carbon capture

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Stakeholder engagement and materiality assessment

Aker Carbon Capture interacts with numerous stakeholders; employees, owners and shareholders, project partners and suppliers, governments and national authorities, regulators, customers, non-governmental organizations, civil society and local communities. The nature of our engagement and stakeholders' key priorities are presented in the table below.

The content of the company's sustainability disclosures was identified through a materiality assessment, identifying both how the company impact Environment, Social and Governance (ESG) topics ("social and environmental materiality"), and how the company's ESG performance may influence stakeholders' decisions about the company and thus influence the company's ability to create value ("financial materiality").

To ensure quality, a reputable third-party organization has been involved in the materiality assessment. The key ESG topics to prioritize for the company are based on the evaluation of the two dimensions of materiality; importance to stakeholders and significance of impact. This provides the basis for selecting relevant Key Performance Indicators (KPIs) for measuring and disclosing the company's ESG performance. Aker Carbon Capture has chosen to base the reporting on the Global Reporting Initiative (GRI), as this is a recognized framework and applicable to our business.

STAKEHOLDERS	NATURE OF ENGAGEMENT	STAKEHOLDERS' KEY ESG PRIORITIES
Employees	Daily	• Aker Carbon Capture's mission is an important part of the company's Employee Value Proposition and hence transparent and purpose-driven company culture is the foundation. • Environmentally friendly technology, reduction of own footprint together with responsible business conduct and diversity are other important aspects.
Owners/ shareholders	Daily	• Strong investor interest in carbon capture as a solution to climate change. Expectations related to positive impact on climate and the environment. • Expectation of appropriate risk management of environmental impact and key governance topics, such as diversity and compliance.
Government and regulators	Daily	• Accelerating scaling of implementation and the transition of the oil and gas sector to new green industries. Aker Carbon Capture to share key insights on barriers for the emitters to overcome to be able to implement carbon capture. • Environmentally friendly technology and lifecycle perspective of reducing emissions are the enabling factors to take the solution in use.
Customers	Daily/Regular engagement on a project-by-project basis	• Environmentally friendly and energy efficient carbon capture is important. Responsible supply chain management with high attention on HSE. • Reduced spend both in capex and opex are important factors for scaling.
Project partners and suppliers	Daily/Regular engagement on a project-by-project basis	• HSE in the value chain is an important part of the safety culture in industry. • Transparent and responsible business conduct.
Non-Governmental Organizations / Civil society	Regular engagement, and continuous monitoring	• The combined environmental and climate footprint of carbon capture technology as it moves into operation. Transparency of operations.
Local communities	Regular engagement on a project-by-project basis, and continuous monitoring	• The combined environmental and climate footprint of carbon capture technology as it moves into operation; adequate emissions and risk management and transparency of operations.

Content

Material ESG topics

These are the material ESG topics selected for Aker Carbon Capture, and our contribution is further described in this report.

ENVIRONMENT

- Reducing CO_2 emissions
- Lifecycle perspective on minimizing emissions
- Environmentally friendly technology

SOCIAL

- Creating new opportunities in green growth markets
- Diversity
- Health and safety in the value chain
- Human rights and labor rights

GOVERNANCE

- Transparent and purpose-driven company culture
- Responsible supply chain management
- Anti-corruption and anti-money laundering

Content

Governance

With the mission of Aker Carbon Capture of enabling emission free industries and energy solutions through carbon capture, it is essential to manage material aspects, with an extra emphasis on environment. This is secured through making sustainability an integrated part of the company strategy which is operationalized through various business processes.

MANAGEMENT SYSTEM

Aker Carbon Capture's sustainability policy defines our commitments and behaviors when it comes to sustainability. This includes our commitment to the ten principles of the UN Global Compact within the areas of human rights, labor, environment, and anti-corruption.

The policy is part of the company's management system. The management system sets out ambitions, direction, and detailed requirements pertaining to our business processes, facilitating a structured and holistic management approach across the organization. Aker Carbon Capture is certified according to the international standards ISO 9001 Quality Management System and ISO 14001 Environmental Management.

The management system contains policies, specific procedures, controls and review mechanisms to ensure operations are conducted in accordance with applicable internal and external regulatory frameworks. Aker Carbon Capture has a total of 13 policies providing business practice guidance across key areas. The policy documents define the commitment and express the expected behavior across the company within areas such as health, safety, security and environment (HSSE), project execution, quality, governance and finance. Business processes are owned by global functions and business owners, who have the responsibility and authority to standardize and optimize work processes to secure efficient operation.

BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

The Board of Directors of Aker Carbon Capture provides strategic guidance on sustainability. The Board of Directors approves and monitors the sustainability ambitions in our corporate strategy.

The Management Team is accountable for the sustainability program and approves the annual update of sustainability initiatives. This is linked to the materiality assessment which shall be reviewed and approved by the Management Team on an annual basis. It is the responsibility of the Management Team to ensure sustainability is an integral part of Aker Carbon Capture's strategy and annual objectives.

Sustainability ambitions are communicated to the Board of Directors for approval and subsequently operationalized by the Management Team. Executing the company's sustainability ambitions is a business line responsibility, and sustainability issues including climate-related risks and opportunities are regularly discussed by the Management Team.

RULES OF PROCEDURE

There are Rules of Procedure for the Board of Directors which govern areas of responsibility, duties and the distribution of roles between the Board, the Chairman and the Chief Executive Officer (CEO). The rules of procedure also include provisions on matters such as convening and chairing board meetings, decision making, the duty and right of the CEO to disclose information to the Board of Directors and the duty of confidentiality.

CONFLICT OF INTEREST

Aker Carbon Capture applies a strict norm as far as independence assessments are concerned, and has prepared guidelines ensuring that directors and executive personnel notify the Board of Directors if they have any material direct or indirect personal interest in any agreement concluded by the group.

The Rules of Procedure for the Board of Directors stipulate that neither the board members, the CEO nor anyone else shall participate in the preparation, deliberation, or resolution by the board of any matters that are of such special importance to themselves or any of their related parties such that the person in question is deemed to have a prominent personal or financial interest in these matters. The relevant board member or person shall raise the issue of his or her independence whenever there may be cause to question it, and is the primary responsible for adopting the correct decision as to whether he or she should step down from participating in the discussion of the matter at hand.

As far as the other officers and employees of Aker Carbon Capture are concerned, transactions with related parties are comprehensively addressed and regulated in the company's Code of Conduct.

Content

Contribution towards the UN's sustainable development goals

The UN Sustainable Development Goals (SDG) form a key part of the framework for our long-term strategic processes. All 17 goals are of relevance to our business activities, however we have identified a set of specific goals as material to our operations. These goals cover areas where we believe our company can have the greatest impact.

The most important contribution on the part of Aker Carbon Capture, and the very reason for why we are in business, is towards SDG 13 Climate Action – where we aim on having a transformative impact. This will be achieved through decarbonization of fossil energy through enabling blue hydrogen, and by decarbonization of hard-to-abate industries, i.e. industries where there is no other means to reduce emissions. An overview of the SDGS where we have the greatest impact, as well as examples of our contribution, is given in the following.

Our purpose and reason for being in business

Our greatest areas of impact

Our foundation for responsible business conduct

Content

Our contribution

Our purpose and reason for being in business

13 Climate Action
Our purpose of being in business is to provide solutions to mitigate climate change. Our ambition is to scale carbon capture and secure contracts for a total of 10 million tons of carbon captured per year by 2025.

Our greatest areas of impact

7 Affordable and Clean Energy
We are directly contributing to the decarbonization of fossil energy by enabling blue hydrogen. It is expected that blue hydrogen – produced from natural gas with Carbon, Capture and Storage (CCS) – will be required as part of the energy transition, while the scaling up of green hydrogen – based on renewables and electrolysis technologies – is under development. CCS in combination with bioenergy and biogenic waste to energy enables carbon removal, a requirement for reducing current carbon emissions in the atmosphere.

9 Industry, Innovation and Infrastructure
We contribute to decarbonizing hard-to-abate industries such as cement and bio/waste to energy. We will drive down the cost of carbon capture through further investments in our proprietary solutions and benefit from standardization and digitalization, making it a viable solution to implement for more emitters.

12 Responsible Consumption and Production
Circularity is key when it comes to designing our solutions. Integrating waste heat from the plants where we apply our technology improves energy efficiency, and our long-term dedication to improving the amine solvent has reduced the overall consumption and waste. Our designs are made to last for decades with limited maintenance requirements.

17 Partnership for the Goals
To meet our target of mitigating climate change we need to draw on the competences and strengths of our partners in the value chain and wider CCS ecosystem. That is why we are collaborating across technology, academia, emitters, and businesses.

Our foundation for responsible business conduct

3 Good Health and Well-being
The occupational health of our employees and those in our value chain is a fundamental enabler of our business. With our long industrial history in the Aker group this is core to our identity and will continue to be so. Excellent HSE performance is a license to operate.

5 Gender Equality
We will maintain a strong emphasis on diversity across our workforce and management as our company develops.

8 Decent Work and Economic Growth
As the company grows it will strive to maintain a positive working environment with equal rights and opportunities for all, free from harassment and discrimination. Employee development, participation and ownership are core in this respect.

16 Peace, Justice and Institutions
We conduct our business with integrity, respecting the laws, cultures, dignity and rights of individuals in all the countries where we operate. Our Code of Conduct describes Aker Carbon Capture's commitments and requirements regarding ethical business practices and personal conduct, and we encourage all our business partners to adhere to principles that are consistent with this. We are committed to making the UN Global Compact's guiding principles an integral part of our business strategy, day-to-day operations, and organizational culture.

Content

Sustainability ambitions and programs

As we scale up our activities, we will do so in a way that builds resilience for the future. Being in business to combat climate change, we pay special attention to driving down our own footprint while maximizing the positive contribution through carbon capture solutions.

As we do so:

- We commit to report on scope 1/2/3 emissions and continuously reduce emission towards net zero
- We commit to maintain best-in-class HSE properties and continue to develop our high-performing technology
- We commit to reduce waste and continue the transition to circularity
- We commit to drive the change in the supply chain through collaboration on ESG targets

Aker Carbon Capture has not formally signed the SDG ambition program, but as a participant member of UN Global Compact we are supporting SDG ambitions relevant to our operations. Relevant ambitions are included in the following sections, alongside with information on how we can contribute towards reaching the 2030 agenda.

SDG Ambition is an accelerator initiative that aims to challenge and support participating companies of the UN Global Compact in setting ambitious corporate targets and accelerating integration of the 17 Sustainable Development Goals into core business management. SDG Ambition enables companies to move beyond incremental progress and step-up transformative change – unlocking business value, building business resilience, and enabling long-term growth.

We will drive forward our sustainability program in the areas of:

Reducing Carbon Emissions

- Progressing towards '10 in 25'
- Introducing framework to identify scope 1/2/3 footprint reduction initiatives
- Technology investment for continued improved environmental impact and energy efficiency

Enabling Green Industries

- Collaboration with partners and suppliers on ESG aspects
- Transition to circularity

Responsible and purpose-driven business conduct

- Maintain and strengthen a diverse workforce as the company grows
- Strengthen employee training programs with a wider set of ESG topics

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Sustainability program:

Reducing Carbon Emissions

KEY AMBITIONS

- Securing contracts of capturing 10 million tons CO_2/annum by 2025 ('10 in 25'), by enabling low carbon energy and by decarbonizing hard-to-abate industries.
- Set science-based emission reductions targets in-line with a 1.5°C pathway (SDG ambition). Set carbon neutrality targets for scope 1, 2 & 3 aligned with the publishing of new guidelines from Greenhouse Gas Protocol (expected 2021) on how to calculate negative Scope 3 emissions from carbon capture.

MATERIAL TOPICS

- Reducing CO_2 emissions

KEY ACTIVITIES

Our ambition of carbon capture is clear, securing contracts of 10 million tons CO_2 captured annually by 2025. We are directly contributing to decarbonization of fossil energy by enabling blue hydrogen and to decarbonization of hard-to-abate industries such as cement and bio/waste to energy.

One of the key barriers of implementing carbon capture, utilization and storage (CCUS) is the cost. As the CO_2 tax is expected to rise, we will contribute to making CCUS a viable solution for more emitters through significant reduced cost.

We will report on scope 1, 2 and 3 greenhouse gas emissions from 2020 and we will further start the process of setting Science Based Targets and prepare for reporting on the aforementioned within two years at the latest, including Carbon Disclosure Project (CDP) and Task Force on Climate-related Financial Disclosures (TCFD).

Regarding our scope 3 emissions we will implement measures to continue to reduce emissions both during the construction phases and the operational phases.

Our operational footprint starts with design and as part of our technology development, we will continue to improve plant performance, invest in research and innovation, and explore novel capture technologies. Energy efficiency is an important cost driver when implementing carbon capture and reducing energy consumption through advanced heat integration is essential.

When it comes to reducing our emissions during the construction phase, we are dependent on close collaboration with our suppliers and partners. During 2021 we expect to engage in multiple dialogues with our network of partners and collaborators to decide on the appropriate measures to be implemented.

STATUS AND RESULTS

First project contract Brevik CCS enables emission reduction of 0.4 million tons/year

- Greenhouse gas emissions total: 20.7 t CO_2 equivalents (further details in Journey towards carbon neutrality).
  - Scope 1: 0.0 t CO_2 equivalents
  - Scope 2: 1.2 t CO_2 equivalents
  - Scope 3: 19.4 t CO_2 equivalents

Scope 1: Direct greenhouse gas emissions. Emissions that occur from sources owned or controlled by the company, for example, emissions from combustion in owned or controlled boilers, furnaces, vehicles, etc.

Scope 2: Indirect emissions from the generation of purchased electricity, steam, heating and cooling consumed by the reporting company.

Scope 3: All other indirect emissions that occur in a company's value chain.

Content

Sustainability program:

Enabling Green Industries

KEY AMBITIONS

- Transition to circularity
  - Zero waste to landfill and incineration (SDG ambition)
  - Zero discharge of hazardous pollutants and chemicals (SDG ambition)
  - 100% sustainable material inputs that are renewable, recyclable, and reusable (SDG ambition)
  - 100% resource recovery, with all materials and products recovered and recycled or reused at end of use (SDG ambition)
- Establish collaboration framework with partners and suppliers on ESG aspects

MATERIAL TOPICS:

- Lifecycle perspective on minimizing emissions
- Environmentally friendly technology
- Creating new opportunities in green growth markets

KEY ACTIVITIES

Part of the decarbonization journey is also to grow new green industries. In order to meet our decarbonization targets and to support the required systemic shift to circularity, we will establish close collaboration with partners and suppliers. As a first step we will gather data and knowledge on what is already possible and available, and then jointly identify opportunities of driving the new standards on ESG performance. This will shape the evaluation of supplier ESG performance and maturity in future bids.

Creating new jobs in the green economy is a material aspect for governments funding CCUS projects. The energy transition from fossil fuel to electrification, renewables, and hydrogen together with CCUS is a key driver and enabler for future job creation. For Aker Carbon Capture it is thus a key success factor to be able to build local supply chains in the projects we execute, both securing existing and creating new jobs in the green industry.

Circularity is a core aspect of our technology development, from integration of waste heat to our processes, energy efficiency, and our proprietary solvent resulting in less consumption and waste. As our operational activity levels increase, we will continue the transition to circularity, in collaboration with partners and suppliers to define new standards in this area.

STATUS AND RESULTS

Our continued efforts on technology development have already yielded results, improving the HSE characteristics and energy efficiency of our carbon capture solutions, as demonstrated in the following cases.

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CASE: ENERGY EFFICIENCY ENABLED BY CIRCULARITY

Amager Resource Center (ARC) is considering a CO_2 capture and liquefaction plant at the Waste to Energy plant at Amager, Copenhagen. In this context, Aker Carbon Capture was requested to perform a feasibility study with the objective to develop a design for a carbon capture and conditioning facility for 78 ton CO_2/hour and to minimize the impact on the existing waste-to-energy plant operation and performance. The study shows that implementation of a CO_2 capture and conditioning plant recovering 78 ton CO_2/hour is feasible. It can be done with neutral energy consumption by integrating CO_2 capture into the district heating system.

Heat integration includes internal heat integration within the carbon as well as heat integration with the district heat system and upgrade of waste heat from the carbon capture plant, by use of new heat pumps or reuse of existing absorption heat pumps at ARC.

An additional upside of this project, if it is realized, is that two-thirds of the waste is of biogenic origin, hence the project will deliver total negative emissions of approximately 330,000 ton/year.

CASE: DEVELOPMENT OF HSE-FRIENDLY AMINE

To find the optimal solvent, Aker Carbon Capture initiated a major research and development program together with industry players and Norwegian research partners. More than 45 researchers spent over eight years testing more than 90 different solvent cocktails. From these, the best candidates were further tested in six different industry pilots, utilizing our mobile test unit, a fully functioning carbon capture plant that was brought to test sites across Europe and the United States.

During testing, Aker Carbon Capture was not just looking at the energy consumption – emissions from the capture process itself were also a major consideration. Expectations for an environmentally friendly solutions were set by Norwegian authorities and parts of academia. This led to the development of an HSE-friendly amine which causes no harm to workers on site, surrounding communities and the environment.

About our amine solvent

- Best-in-Class HSE Profile
- Non-toxic
- Biodegradable
- Low degradation and waste
- Minimum corrosion

Cost-Efficient and High-Performing

- CO_2 capture rate of about 90 percent
- Minimum emission to air
- More than 99 percent CO_2 purity
- Minimum liquid waste
- Less energy requirement
- Cheaper materials with a lifetime of more than 25 years
- Easy operation and monitoring
- Efficient reclamation with HSS removal
- Improved energy consumption

Content

Sustainability program:

Responsible and purpose driven business conduct

KEY AMBITIONS

- Diversity; Gender balance across workforce, management, and board (SDG ambition)
- Zero HSE incidents
- Zero incidents of bribery (SDG ambitions)

MATERIAL TOPICS

- Diversity
- Health and safety in the value chain
- Human rights and labor rights
- Transparent and purpose-driven company culture
- Responsible supply chain management
- Anti-corruption and anti-money laundering

KEY ACTIVITIES

We will continue to adhere to the highest standards related to business conduct, with integrity, respecting the laws, cultures, dignity and rights of individuals in all the countries where we operate.

Our commitment to sustainability includes our external operations, such as those related to our suppliers and partners, as well as our internal operations. Aker Carbon Capture has integrated a global anti-corruption compliance program. Our commitment to human and labor rights is covered by the Global Framework Agreement between Aker ASA and the Norwegian and international trade unions Fellesforbundet, IndustriALL Global Union, NITO and Tekna.

Suppliers are expected to adhere to our business ethics and values, including our standards for health and safety, human and labor rights, environment, quality management, business integrity and sustainability as described in our Code of Conduct, as well as being competent and trustworthy.

Aker Carbon Capture's Country Risk Procedure regulates the company's involvement in countries with perceived high political, reputational, legal or ethical risks. Its purpose is to manage potential risks through early integrity risk assessments. In accordance with the company's Business Integrity Policy, we have guidelines and responsibilities for qualification and integrity due diligence of potential, new, and existing business partners. This is required in order to protect Aker Carbon Capture against the risk of becoming complicit in illegal or unethical practices conducted by a business partner, including direct or indirect involvement in corruption, human rights, environmental or labor rights violations.

With an expected steep increase in the workforce, we will pay special attention to maintaining and strengthening diversity across background, gender, nationalities, and age. Aker Carbon Capture is committed to ensuring that the unique contributions each employee brings to the company are encouraged. In order to ensure that everyone can make full use of their talents, we shall welcome, listen to and respect the ideas of all our employees. Our employees can expect a workplace free from harassment and discrimination. We do not tolerate discrimination against any employee based on age, gender, sexual orientation, disability, race, nationality, political opinions, religion or ethnic background, or any other basis prohibited by law.

The company maintains its zero incidents target, built on foundations from the high HSE standards in the oil and gas industry. As the Covid-19 pandemic continues to impact us well into 2021, we continue our efforts to ensure the well-being of our employees, with particular attention to mental health issues. We acknowledge that we have a significant number of employees working from remote locations, and therefore we commit to continuing a level of digital social events and other measures to support our co-workers, also post-Covid.

STATUS AND RESULTS

- Whistle blower cases: 0
- Code of conduct employee e-learning: 100% participation
- No HSE incidents
- Diversity statistics in ESG accounts

Content

Journey towards carbon neutrality

Although the positive effect of our solutions in operation by far outnumbers the footprint of construction and operation, we will continuously strive to reduce these emissions.

Our current emissions are in majority linked to power consumption of our offices and mobile test unit that we use to test the technology on different flue-gases. Until the construction phase of our projects begins, our carbon footprint is very low. As the activity level increases it will be part of the company's sustainability program to find ways to limit emissions through the construction phase and we will continue to invest in the energy efficiency of our technology.

For our scope 3 emissions we will further develop science-based targets, pending new guidelines from Greenhouse Gas Protocol on calculating negative Scope 3 emissions from carbon capture to be published (expected 2021). Reliable long-term offsetting solutions for carbon removal is lacking and is an area where we have ambitions to actively engage to establish. We are committed to invest in CO_2 removal through our carbon capture solutions to neutralize the residual emissions of our activities.

We aim to set science-based targets and report towards CDP and TCFD within two years.

SCOPE 1, 2 AND 3 EMISSIONS FOR 2020

In the period from 1. August to 31. December 2020, there were no direct (Scope 1) GHG emissions from equipment or facilities owned or operated by Aker Carbon Capture. Electricity usage and district heating/cooling in the company's office space contributed to indirect energy (Scope 2) emissions of 1.2 metric tons of CO_2e, using location-based emission factors[1].

Indirect emissions (Scope 3) totaled 19.4 metric tons of CO_2e in the period. The main contributor (87 percent of Scope 3 emissions[2]) is electricity and chemical usage in the category of downstream leased assets, where Aker Carbon Capture's Mobile Test Unit has been in operation at the Lysekil Refinery in Sweden. Employee mobility was significantly restricted due to Covid restrictions in 2020, with business travel and employee commuting representing 8 percent of Scope 3 emissions[3]. No business flights were conducted in the period, and other business travel was limited to passenger vehicles between Oslo and Lysekil. The remaining Scope 3 emissions are related to generated waste[4].

1) Based on emission factors for Norwegian electricity usage set by the Norwegian Water Resources and Energy Directorate. When using market-based emission factors calculated from the residual electricity mix, Scope 2 emissions were estimated to 28.9 metric tons.
2) Based on emission factors for electricity set by the Swedish Energy Agency and for chemical usage from the Ecoinvent database.
3) Estimated based on Norwegian average emission factors per passenger-kilometer.

Content

Risk and opportunities

RISK MANAGEMENT

The Board of Directors sets the direction of the company by determining the objectives, strategy and risk profile of the business within the parameters of the articles of association. The existing business targets and strategy are evaluated on an annual basis by the board through a designated strategy process whereby any significant changes as well as goals and guidelines of the company are adopted. The objectives and business strategy as defined and approved by the Board of Directors, are executed through a strategy implementation process in Aker Carbon Capture owned by the CEO.

The Board of Directors takes an active and strong approach in identifying and assessing business risks to ensure the overall risk profile of the company is understood and sound. The Board of Directors defines the general level of acceptable risk for the company and will continuously make assessments to ensure the risk level is within the parameters set and adopt changes to the company's risk profile as and when required or relevant.

Information concerning the objectives and principal strategies of the company and any changes thereto as well as business risk aspects, are disclosed to the market in the context of the company's annual report, its quarterly reporting and in designated market presentations as well as on the company's website.

CLIMATE CHANGE RISK & OPPORTUNITIES

Aker Carbon Capture is exposed to both risks and opportunities from climate change. The nature and level of risk is dependent on government, business, and society's response to the climate change in the short and long term. In the event of a strong response to climate change in the short term up to 2030, our business will mostly be affected positively as that will lead to an increased demand for our solutions and services. The challenge will be to keep the pace of the supply chain and to manage the scaling of the carbon capture technology whilst continuously challenging and implementing new technologies and methods to decrease the footprint of construction.

With a limited response to climate change, our business will be affected by limited market demand and in the long term past 2030 by physical effects such as extreme weather and higher temperatures. Accordingly, our analysis focuses on both transitional risks up to 2030 and physical risks past 2030.

These risks are tracked as part of the overall risk management system in the company and subsequently managed in the company strategy with a high degree of involvement by Board of Directors and the Management Team.

Our response to climate-related risks and opportunities spans all areas of our business including project development, technology development and investments. Considering the potential different effects we may experience due to climate change, there are a range of responses we will undertake and that are common for the two scenarios:

- Through our technology programs continuously improve the energy efficiency, both through developing new technology as well as by optimizing the integration of the carbon capture technology to the host facility to minimize the need for additional electricity.
- Through collaboration with our customers ensure that the individual site is assessed with respect to acute and chronic risks such as extreme weather due to climate change.
- Through our sustainability program we will address risks and opportunities in the supply chain, leveraging our purchasing power to support the transition to green industry in the markets we operate.
- Advocacy towards governments, public and organizations to ensure knowledge on carbon capture and storage as a solution to combat climate change.
- Leverage our memberships and partnerships to learn across industries and access to know-how and ideas on how to continuously improve on our carbon footprint and other material ESG aspects.

Aker Carbon Capture will follow the development of the taxonomy closely as this will be of great significance for our costumers' access to green finance. We plan to align our reporting with the EU taxonomy after the final version has been published by the EU, expectedly in 2021.

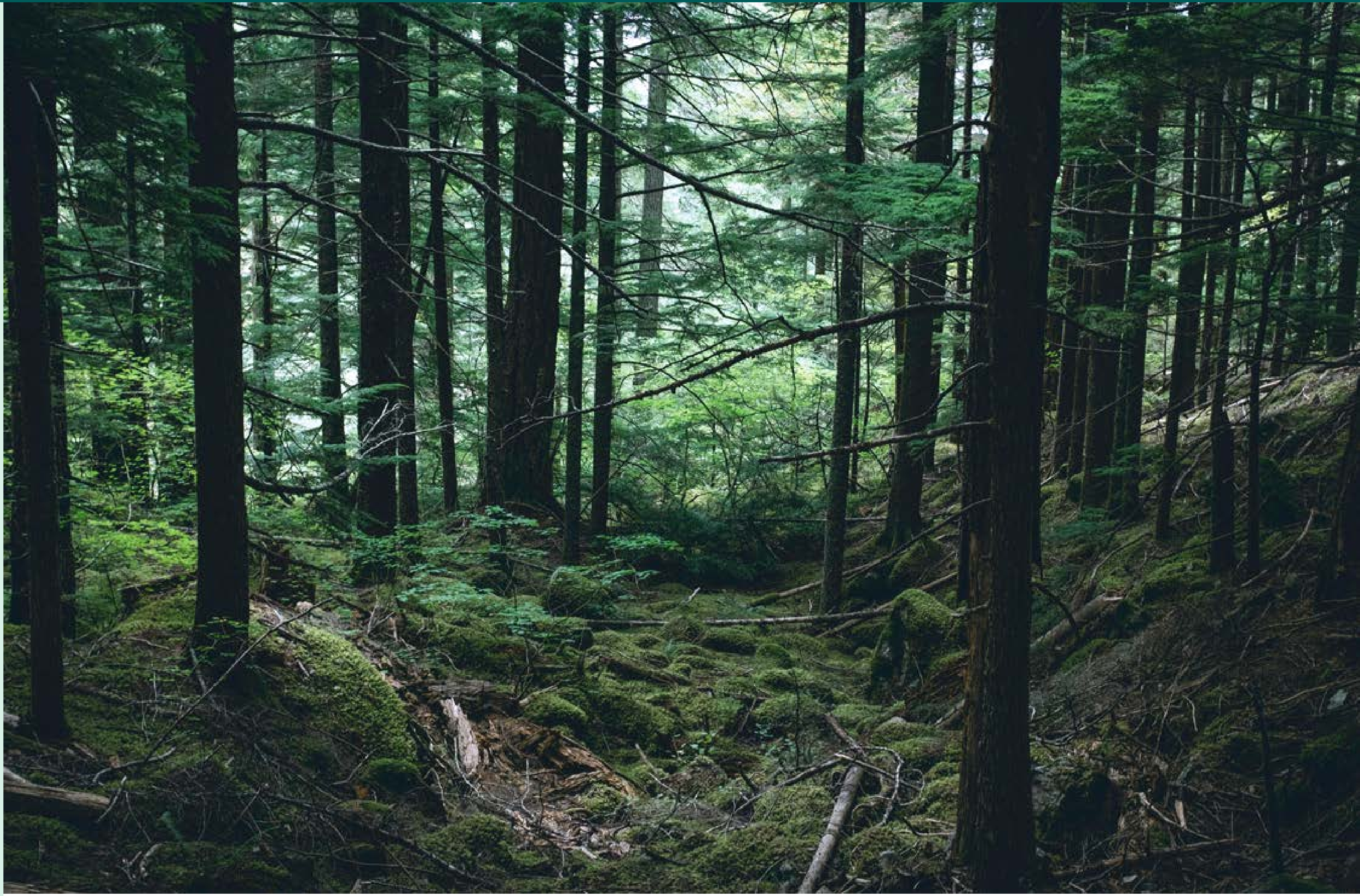
Content

Memberships and collaborations

Aker Carbon Capture provides solutions for decarbonization so that we go from insight of the need to mitigate climate change to action. A key enabler for meeting our "10 in 25" ambition on carbon capture is active partnerships across the value chain and ecosystem. Aker Carbon Capture has already established a number of these collaborations to bring down barriers and accelerate developments, including;

- Participant in UN Global Compact
- Membership in Global CCS Institute
- Membership in Polyteknisk Forening, a network for promotion of science-based and sustainable development
- Collaboration with Bellona, a Norwegian environmental NGO

Content



Appendix

Content

GRI tables

Material Disclosures across ESG

GRI-disclosure	Description	Reference/Reporting	Remarks
Environmental disclosures			
	Management approach	Sustainability section: Reduce Carbon Emissions, Enabling Green Industries	
303-5	Water consumption	ESG accounts	
306-1	Waste generation and significant waste-related impacts	ESG accounts	
306-2	Management of significant waste-related impacts	Sustainability section: Enabling Green Industries	
305-1	Scope 1	Our own journey to carbon neutrality, ESG accounts	
305-2	Scope 2	Our own journey to carbon neutrality, ESG accounts	
305-3	Scope 3	Our own journey to carbon neutrality, ESG accounts	
305-4	Carbon intensity	Our own journey to carbon neutrality, ESG accounts	
	Carbon capture contracts impact	ESG accounts	

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GRI-disclosure	Description	Reference/Reporting	Remarks
Social disclosures			
	Management approach	Sustainability section: Responsible and purpose driven business conduct, Governance	
203-2	Significant indirect economic impacts	Sustainability section: Enabling Green Industries. ESG accounts	Employment in green industries
201-1	Direct economic value generated and distributed	Annual report, section Annual accounts	
204-1	Proportion of spending on local suppliers	Sustainability section: Enabling Green Industries.	
405-1	Diversity of governance bodies and employees	Sustainability section: Responsible and purpose driven business conduct, ESG accounts	
405-2	Ratio of basic salary and remuneration of women to men	ESG accounts	
403-9	Work-related injuries	ESG accounts	
403-10	Work-related ill health	None recorded. The development of amines described in the sustainability section: Enabling Green Industries.	
205-1	Operations assessed for risks related to corruption	Sustainability section: Responsible and purpose driven business conduct	Limited activities for ACC in 2020, describes management approach
205-2	Communication and training about anti-corruption policies and procedures	Sustainability section: Responsible and purpose driven business conduct	
205-3	Confirmed incidents of corruption and actions taken	ESG accounts	

GRI-disclosure	Description	Reference/Reporting	Remarks
Governance disclosures			
	Management approach	Sustainability section: ESG management, Re-sponsible and purpose driven business conduct	
308 / 414	New suppliers that were screened using environmental / social criteria	Sustainability section: Responsible and purpose driven business conduct	
308-2	Negative environmental impacts in the supply chain and actions taken	Sustainability section: Enabling Green Industries	Note, limited activities for ACC in 2020, generic environmental assessment of activities conducted
414-2	Negative social impacts in the supply chain and actions taken	Sustainability section: Enabling Green Industries	Note, limited activities for ACC in 2020
205-2	Communication and training about anti-corruption policies and procedures	Sustainability section: Responsible and purpose driven business conduct	
102-16	Values, principles, standards and norms of behaviour	Sustainability Section: Introduction to Sustainability	
102-22	Composition of the highest governance body and its commit-tees	Annual report, section BoD presentation	
102-35	Remuneration policies	Annual accounts	CEO

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ESG accounts

We have collected detailed information on the main categories described in the sustainability report.

Safety		
	2020	
Lost-time injuries (LTIF)	Number	LTIF value
Total	0	0
	2020	
Injuries (TRIF)	Number	TRIF value
Total	0	0
Fatalities	2020	
Employees	0	
Subcontractors	0	
Penal sanctions, health and safety	Unit	2020
Cases where legal or administrative sanctions have been issued for material breaches of health and safety legislation	Number	0
Fines or charges for material breaches of health and safety legislation	MNOK	0

Decent working life		
Trade Unions	Unit	2020
Percentage of employees with collective agreements as at 31.12	%	50
Penal sanctions, human rights	Unit	2020
Cases where legal or administrative sanctions have been issued for material breaches of human rights legislation	Number	0
Fines or charges for material breaches of human rights legislation	MNOK	0

Working Environment		
Employees	Unit	2020
Permanent employees as per 31.12	Number	26
Contract staff	Number	56
Turnover	%	0
Trainees	Number	0
Age Distribution	Unit	2020
Employees under 30	%	7
Employees aged 30–50	%	58
Employees over 50	%	35
Average age, all employees	Years	46
Average age, men	Years	48
Average age, female	Years	42
Diversity, Gender	Unit	2020
Female representation, across Company	%	26
Female representation, Management	%	37.5
Female representation, Board of Directors	%	20
Diversity, Nationalities	Unit	2020
Number of nationalities in Company	Number	6
Equal pay	Unit	2020
Average salary for women as a percentage of average salary for all employees	%	101
Average salary for men as a percentage of average salary for all employees	%	99
Sickness absence	Unit	2020
Sickness absence	%	0.8

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Environment

Waste type	Unit	2020
Organic and sludge	tons	0.33
Paper, cardboard	tons	0.31
Glass	tons	0.09
Metal	tons	0.01
Soil and various materials	tons	0.04
Plastic	tons	0.04
Mixed waste	tons	0.80
Total	tons	1.6

Water consumption	Unit	2020
Water consumption, office	m3	347

Environmental incidents	Unit	2020
Environmental incidents	Number	0

Penal sanctions, environment	Unit	2020
Cases where legal or administrative sanctions have been issued for material breaches of environmental legislation	Number	0
Fines or charges for material breaches of environmental legislation	MNOK	0

Climate

Carbon Capture	Unit	2020
Impact through secured contracts, per year	Million tons	0.4

Energy consumption	Unit	2020
Electricity	MWh	380.1
District heating	MWh	37.7
District cooling	MWh	23.4

Greenhouse Gas Emissions	Unit	2020
Direct Emissions, Scope 1	tCO_2 equivalents	0
Indirect emissions, Scope 2	tCO_2 equivalents	1.2
Other indirect emissions, Scope 3	tCO_2 equivalents	19.4
Total Emissions	tCO_2 equivalents	20.7

Carbon Intensity	Unit	2020
Own operations (tCO_2e (Scope 1+2) / revenue in MNOK)	tCO_2 equivalents	0.078

Business Ethics and anti-corruption

Code of conduct employee e-learning	Unit	2020
Employees completed training	%	100

Whistle-blowing cases	Unit	2020
Total number of concerns reported	Number	0

Penal sanctions, environment	Unit	2020
Cases where legal or administrative sanctions have been issued for material breaches of business ethics legislation	Number	0
Fines or charges for material breaches of business ethics legislation	MNOK	0

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AKER CARBON CAPTURE

AKER CARBON CAPTURE GROUP

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AKER CARBON CAPTURE

AKER CARBON CAPTURE GROUP

Income statement and other comprehensive income

Consolidated statement for the period July 8 to December 31

Amounts in NOK thousand	Note	Jul 8 - Dec 31, 2020
Revenues	4	15 801
Materials, goods and salaries		(9 955)
Salary and other personnel costs	12	(21 147)
Other operating expenses	5	(27 400)
Depreciation	11	(1 881)
Operating profit (loss)		**(44 581)**
Financial income		462
Financial expenses		(341)
Net financial items		**121**
Profit (loss) before tax		**(44 460)**
Tax benefit (expense)	6	-
Profit (loss) for the period		**(44 460)**
Other comprehensive income		-
Total comprehensive income (loss)		**(44 460)**
Earnings (loss) per share in NOK (basic and diluted)	7	(0.09)

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AKER CARBON CAPTURE

AKER CARBON CAPTURE GROUP

Balance sheet

Consolidated statement for the period ended December 31

Amounts in NOK thousand	Note	2020
Assets		
Non-current assets		
Property, plant and equipment	8	2 610
Right-of-use assets	11	13 184
Intangible assets	9	3 792
Total non-current assets		**19 586**
Current assets		
Trade and other receivables	10	7 196
Cash and cash equivalents		457 699
Total current assets		**464 896**
Total assets		**484 481**

Amounts in NOK thousand	Note	2020
Equity and liabilities		
Equity		
Share capital		566 060
Other paid-in capital		(114 200)
Total equity	13	**451 860**
Non-current liabilities		
Pension liabilities	12	2 849
Non-current lease liabilities	11	9 272
Total non-current liabilities		**12 121**
Current liabilities		
Current lease liabilities	11	4 908
Trade and other payables	10	15 592
Total current liabilities		**20 500**
Total equity and liabilities		**484 481**

Fornebu, March 25, 2021

Henrik O. Madsen
Henrik Overgaard Madsen
Chairman

Kristian Røkke
Kristian Monsen Røkke
Director

Øyvind Eriksen
Øyvind Eriksen
Director

Oscar Fr. Graff
Oscar Fredrik Graff
Director

Nina Jensen
Director

Valborg Lundegaard
CEO

Content

AKER CARBON CAPTURE

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Cash flow statement

Consolidated statement for the period July 8 to December 31

Amounts in NOK thousand	**Jul 8 - Dec 31, 2020**
Profit (loss) before tax	(44 460)
Adjustment for:	
Depreciation	1 881
Accrued interest and foreign exchange	308
Changes in net current operating assets	16 728
Cash flow from operating activities	**(25 545)**
Acquisition of property, plant and equipment	(376)
Payments for capitalized development	(2 142)
Cash flow from investing activities	**(2 518)**
Payment of finance lease liabilities	(1 192)
Proceeds from share issues	500 000
Transaction costs related to share issues	(12 489)
Purchase of treasury shares	(1 859)
Sale of treasury shares	1 302
Cash flow from financing activities	**485 762**
Net cash flow in the period	**457 699**
Cash and cash equivalent at the beginning of the period	-
Cash and cash equivalent at the end of the period	**457 699**

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AKER CARBON CAPTURE

AKER CARBON CAPTURE GROUP

Statement of changes in equity

Consolidated statement for the period July 8 to December 31

Amounts in NOK million	Note	Share capital	Other paid-in capital	Total equity
Profit (loss) for the period			(44 460)	(44 460)
Other comprehensive income			-	-
Total other comprehensive income			**(44 460)**	**(44 460)**
Equity as of July 8, 2020 (incorporation)		30	-	30
Reduction of shares		(30)	-	(30)
Contribution-in-kind		271 943	240 057	512 000
Share issue		294 118	205 882	500 000
Transaction costs, share issue		-	(12 489)	(12 489)
Loss on sale of Treasury Shares		-	(558)	(558)
Continuity difference	3	-	(502 633)	(502 633)
Equity as of December 31, 2020		**566 060**	**(114 200)**	**451 860**

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Notes

Note 1 Reporting entity

Aker Carbon Capture AS is a limited liability company incorporated and domiciled in Norway and whose shares are traded on Euronext Growth. The registered office is located at Oksenøyveien 8, Bærum, Norway. The largest shareholder is Aker Horizons Holding AS and the ultimate parent company is The Resource Group TRG AS.

The consolidated financial statements of Aker Carbon Capture AS and its subsidiary (collectively referred as Aker Carbon Capture or the group, and separately as group companies) for the year ended December 31, 2020 were approved by the board of directors and CEO on March 17, 2021. The consolidated financial statements will be authorized by the Annual General Meeting on April 20, 2021.

Aker Carbon Capture is a global provider of products, technology and solutions within the field of carbon capture, utilization and storage, and is one of the few companies globally that are involved in the entire CCUS value chain. The main office is at Fornebu, Norway. Aker Carbon Capture AS was established on July 8, 2020 as a fully owned subsidiary of Aker Solutions ASA. On August 26, 2020 the company was listed on Euronext Growth under the ticker ACC-ME.

Information on the group's structure is provided in Note 16 Group companies. Information on other related party relationships of the group is provided in Note 17 Related parties.

Note 2 Basis of accounting

Statement of compliance
The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS), their interpretations adopted by the International Accounting Standards Board (IASB) and the additional requirements of the Norwegian Accounting Act as of December 31, 2020.

Going concern basis of accounting
The consolidated financial statements have been prepared on a going concern basis.

Functional and presentation currency
The consolidated financial statements are presented in NOK, which is Aker Carbon Capture AS's functional currency. When the functional currency in a reporting unit is changed, the effect of the change is accounted for prospectively.

All financial information presented in NOK has been rounded to the nearest thousand (NOK thousand), except when otherwise stated. The subtotals and totals in some of the tables in these consolidated financial statements may not equal the sum of the amounts shown due to rounding.

Basis of measurement
The consolidated financial statements have been prepared on the historical cost basis.

Cash flow statement
The statement of cash flow is prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term liquid investments.

Standards issued but not yet effective
A number of new standards are effective for annual periods beginning after January 1, 2020 and earlier application is permitted; however, the group has not early adopted the new or amended standards in preparing these consolidated financial statements and they are not expected to have a significant impact on the group's consolidated financial statements

Judgments and estimates
The preparation of consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions each reporting period that affect the income statement and balance sheet. The accounting estimates will by definition seldom precisely match actual results. The main areas where judgements and estimates have been made are described in each of the following notes: Note 4 Revenue, Note 6 Tax, Note 8 Property, Plant and Equipment, Note 9 Intangible Assets and Note 11 Leases.

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AKER CARBON CAPTURE

Note 3 Acquisition of business

Acquisition of Carbon Capture business from Aker Solutions
On July 17, 2020, an Asset Purchase Agreement with Aker Solutions was entered into for the acquisition of personnel, technology (including know-how) and intellectual property rights, the MTU, as well as its project and tender portfolio in the CCUS business, together with other industry projects/engagements. Approximately 20 employees were transferred as part of the deal. Purchase price was NOK 512 million.

The transaction is booked as a common control transaction out of scope from IFRS 3 Business Combinations as Aker Solutions were the sole shareholder at the time of the transaction. This means that Aker Solutions' book values of acquired assets and liabilities are continued in Aker Carbon Capture consolidated accounts. The difference between the fair value of the transaction and the net assets acquired has been booked as continuity difference towards equity.

Fair value of acquired assets and liabilities

Amounts in NOK thousand	Book value	Fair value adjustment[1]	Fair value
Property, plant and equipment	2 234	-	2 234
Intangible assets	1 650	502 633	504 283
Trade receivables and other short term assets	6 830	-	6 830
Trade payables and other short term liabilities	(1 347)	-	(1 347)
Total	**9 367**	**502 633**	**512 000**

1) The fair value adjustments have been booked towards equity as continuity difference in a common control transaction.

Note 4 Revenue

The revenue in Aker Carbon Capture relates to delivery of technology, engineering, procurement and construction services within the carbon capture, storage and utilization ("CCUS") value chain, with a core focus on supplying the solutions and technology which together comprise a carbon capture plant and the downstream processing and management of CO_2 (including capture, compression, liquefication and intermediate storage at site). Project execution is a key component of all deliveries.

Deliveries include studies, Front End Engineering and Design (FEED) contracts, as well as full scale Engineering, Procurement and Construction (EPC) contracts related to the full carbon capture value chain. This will typically include services related to capturing, compression, liquefication and storing carbon.

Financial reporting principles

Nature of performance obligations, including significant payment terms
Under construction contracts, specialized products are built to a customer's specifications and the assets have no alternative use to the group. If a construction contract is terminated by the customer, the group has an enforceable right to payment for the work completed to date. The contracts usually establish a milestone payment schedule. The group has assessed that these performance obligations are satisfied over time. Each contract is usually assessed as one performance obligation as the deliveries are combined in one output. Payment terms are normally 30-90 days according to predefined milestones, or as time and materials has been delivered.

Service revenue is generated from rendering of services to customers. The invoicing is usually based on the service provided at regular basis. Under some service contracts, the invoices are based on hours or days performed at agreed rates. The group has assessed that these performance obligations are satisfied over time.

Financial reporting principles
Revenue from the construction performance obligations is recognized according to progress. The progress is measured using an input method that best depicts the group's performance. The input method used to measure progress is determined by reference to the costs incurred to date relative to the total estimated contract costs. Revenue in excess of costs is not recognized until the outcome of the performance obligation can be measured reliably. Variable considerations, such as incentive bonus or penalties, are included in construction revenue when it is highly probable that a significant revenue reversal will not occur. Potential penalty for liquidated damages is recognized as a reduction of the transaction price unless it is highly probable that it will not be incurred. Disputed amounts and claims are only recognized when negotiations have reached an advanced stage, customer acceptance is highly likely and the amounts can be measured reliably. Contract modifications, usually in form of variation orders, are only accounted for when they are approved by the customers.

Service revenue is recognized over time as the services are provided. The revenue is recognized according to progress, or using the invoiced amounts when the invoiced amounts directly correspond with the value of the services that are transferred to the customers. The progress is normally measured using an input method, by the reference of costs incurred to date relative to the total estimated costs

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Types of contracts
In 2020, revenues were services revenues related to various studies. During first quarter 2021, the group will start up the project related to the EPC-delivery to Norcem Heidelberg Cement (Brevik CCS project) of a complete plant for capture, intermittent storage and offloading of CO_2, with integrated waste-heat recovery. The plant is scheduled to be in operation in 2024.

Amounts in NOK thousand	Jul 8 - Dec 31, 2020
Service revenue	15 801
Total	**15 801**

Timing of revenue
The performance obligations in customer contracts vary from a few months to as long as five years. The order backlog as of December 31, 2020 was NOK 1.7 billion, mainly consisting of the Brevik CCS project. Official commencement date for this contract is January 27, 2021. The revenue is expected to be recognized over the years 2021 to 2024.

Contract balances
The company has recognized the following assets and liabilities related to contracts with customers:

Amounts in NOK thousand	Note	2020
Trade receivables	10	5 171
Customer contract assets	10	191
Customer contract liabilities	10	(1 395)
Total		**3 967**

Customer contract assets relate to consideration for work completed, but not yet invoiced at the reporting date. The contract assets are transferred to trade receivables when the right to payment become unconditional, which usually occurs when invoices are issued to the customers. Customer contract liabilities relate to advances from customer for work not yet performed.

Note 5 Expenses

Expenses by nature

Amounts in NOK thousand	Jul 8 - Dec 31, 2020
IT	3 206
External consultants and hired-ins inclusive audit fees[1]	22 031
Other operating expenses	2 163
Other operating expenses	**27 400**

1) See note 17 for information about hired-ins from related parties.

Fees to KPMG

Amounts in NOK thousand	Aker Carbon Capture AS[1]	Other group companies	Total
Audit	287	134	421
Other assurance services	22	22	44
Total	**309**	**156**	**465**

1) Audit services of NOK 137 thousand relate to listing process on Euronext Growth and is reported directly to equity.

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Note 6 Tax

Financial reporting principles
Income tax in the income statement consists of current tax, effect of change in deferred tax positions and withholding tax. Income tax is recognized in the income statement except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current Tax
Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date that will be paid during the next 12 months. Current tax also includes any adjustment of taxes from previous years and taxes on dividends recognized in the year.

Deferred Tax
Deferred tax is recognized for temporary differences between the carrying amounts of assets and liabilities for financial reporting and the amounts used for taxation purposes. Deferred tax is measured at the tax rates expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax is not recognized for goodwill identified in business combinations. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority. Deferred tax assets are recognized for unused tax losses, tax credits and deductible temporary differences. The deferred tax asset is only recognized to the extent it is considered probable that future taxable profits will be available to utilize the credits.

Judgements and estimates
Income tax expense is calculated based on reported income in the different legal entities. Deferred income tax expense is calculated based on the temporary differences between the assets' carrying amount for financial reporting purposes and their respective tax basis. The total amount of income tax expense and allocation between current and deferred income tax requires management's interpretation of complex tax laws and regulations in the tax jurisdictions where the group operates. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred tax benefit.

Effective tax reconciliation

Amounts in NOK thousand		Jul 8 - Dec 31, 2020
Profit before tax		(44 460)
Expected tax rate	22.0%	9 781
Tax effects of:		
Permanent differences	5.6%	2 528
Tax effect loss on sale of treasury shares	0.3%	123
Difference due to continuity method[1]	12.6%	5 613
No recognition of deferred tax assets	(40.6%)	(18 045)
Total income tax benefit (expense)		**-**

1) The acquistion of business from Aker Solutions in July 2020 is recognised at fair values in statutory accounts, see Note 3 Acquisition of business.

Deferred tax positions

Amounts in NOK thousand	2020
Property, plant and equipment	(456)
Intangible assets	(4 423)
Tax loss carry forwards	22 924
Total deferred tax positions	18 045
Not recognized in the balance sheet[1]	(18 045)
Deferred tax asset (liability)	**-**

1) No deferred tax has been recognized as the companies are newly founded and have no history of taxable profits

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Note 7 Earnings per share

Aker Carbon Capture AS holds 566 060 400 shares as of December 31, 2020. The company holds no treasury shares.

Amounts in NOK thousand	Jul 8 - Dec 31, 2020
Profit (loss) for the period	(44 460)
Basic/ diluted earnings per share (NOK)	
Issued ordinary shares at incorporation	30
Effect of shares issued in July 2020	21 631 784
Effect of shares issued in August 2020	447 059 066
Weighted average number of issued ordinary shares for the year	**468 690 880**
Earnings (loss) per share in NOK (basic and diluted)	**0.09**

Note 8 Property, plant and equipment

The property, plant and equipment relates to Mobile Test Unit (MTU).

Financial reporting principles
Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Components of property, plant and equipment with different useful lives are accounted for separately.

Impairment triggers are assessed quarterly and impairment testing is performed when triggers have been identified. Borrowing costs are capitalized as part of the cost of the asset when significant. The cost of self-constructed assets includes the cost of materials, direct labor, production overheads and borrowing cost.

Judgments and estimates
The value in use of some of these assets can be significantly impacted by changes of market conditions. The group considers whether there are indications of impairment on the carrying amounts of such non-current assets. If such indications exist, an impairment test is performed to assess whether or not the assets should be impaired. The valuations, often determined by value in use calculations, will often be performed based on estimates of future cash flows discounted by an appropriate discount rate. Significant estimates and judgments are made by the management, including determining appropriated cash-generating units and discount rate, projections for future cash flows and assumptions of future market conditions.

Assets are normally depreciated on a straight-line basis over their expected economic lives, being 8 years for the MTU.

Amounts in NOK thousand	Note	Property, plant and equipment
Acquired in business combination	3	2 234
Additions		376
Depreciations[1]		-
Balance as of Dec 31, 2020		**2 610**

1) The additions relate to on-going upgrades and no depreciations have been recognized in the period.

The group has not entered into any contractual commitments for the acquisition of property, plant and equipment per December 31, 2020.

Note 9 Intangible assets

Intangible assets relate to development cost capitalized for Just Catch technology.

Financial reporting principles
Capitalized development
Development cost is only capitalized if the product or process is technically and commercially feasible and the business case shows a positive net present value. Capitalized development mainly includes internal labor costs in addition to materials for the development program. The capitalized development is normally amortized over five years on a straight-line basis, but certain programs with a clear differentiating offering and a longer economic benefit may be amortized up to seven years. For development projects in progress, a full impairment test is performed annually or when impairment indicators are identified. Assets are written down to recoverable amount, if lower than book value.

External funding of research and development activities
Research and development activities carried out by the group may qualify for funding i.e. from government institutions. Such funding is recognized when there is a reasonable assurance that the entity will comply with the relevant conditions and the funding will be received. The funding is be recognized in profit or loss on a systematic basis as the entity recognizes the expenses they are intended to compensate and is reported as a reduction of these expenses. If the research and development activities that are carried out qualify to be recognized in the balance sheet, then the funding is reported as reduction of the capitalized amount.

Judgments and estimates
The value in use of some of these assets can be significantly impacted by changes of market conditions. The group considers whether there are indications of impairment on the carrying amounts of such non-current assets. If such indications exist, an impairment test is performed to assess whether or not the assets should be impaired. The valuations, often determined by value in use calculations, will often be performed based on estimates of future cash flows discounted by an appropriate discount rate. Significant estimates and judgments are made by the management, including determining appropriated cash-generating units and discount rate, projections for future cash flows and assumptions of future market conditions.

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Amounts in NOK thousand	Note	Capitalised development costs
Acquired in business combination	3	1 650
Additions		2 142
Amortizations[1]		-
Balance as of Dec 31, 2020		**3 792**

1) The assets are under construction and no amortizations have been recognized in the period.

Research and development costs
NOK 2 million has been capitalized in 2020 related to development activities. In addition, research and development costs of NOK 17 million were expensed during the year because the criteria for capitalization are not met. Further, the group has received external funding of research and development costs of NOK 15 million that has been recognized as a reduction of costs in the income statement.

Note 10 Current operating assets and liabilities

Financial reporting principles
Current operating assets
Trade and other receivables are recognized at the original invoiced amount, less impairment losses. The invoiced amount is considered to be approximately equal to the value derived if the amortized cost method would have been used. Impairment losses are estimated based on the expected credit loss method (ECL) for trade receivables, contract assets (with or without a significant financing component) and other receivables.

Current operating liabilities
Trade and other payables are recognized at the original invoiced amount. The invoiced amount is considered to be approximately equal to the value derived if the amortized cost method would have been used.

Judgments and estimates
Judgment is involved when determining the impairment losses on doubtful receivables. The impairment is based on individual assessments of each customer and default risk in the industry and the country in which the customer operates. The customers of Aker Carbon Capture are mainly large companies with low credit risk.

Trade and other receivables

Amounts in NOK thousand	Note	2020
Trade receivables	4	5 171
Public duty and tax refund		1 835
Contract assets	4	191
Total		**7 196**

Trade and other payables

Amounts in NOK thousand	Note	2020
Trade payables		13 205
Accrued expenses		991
Contract liabilities	4	1 395
Total		**15 592**

Note 11 Leases

The company leases offices at Fornebu, Norway. The contract is for two years, with option for one additional year. See more information in Note 17 Related parties.

Financial reporting principles
The lease liability represents the net present value of the lease payments to be made over the remaining lease period. The right-of-use asset is depreciated over the lease term and is subject to impairment testing. The cash outflows for leases under IFRS 16 is presented as repayment of lease liabilities within financing activities in the cashflow statement. Interest paid is still classified as cash outflows within operating activities.

Judgments and estimates
The property lease, in which the group is a lessee, contain extension or termination options exercisable before the end of the noncancellable period. These options are used to provide operational flexibility for the group. In determining the lease term, the group considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The most relevant factors to be considered as “creating economic incentive” include significant leasehold improvement, alternatives for the leased property and the costs and business disruption required to replace the leased assets.The option for one additional year has been included in the lease term per the reporting date, as management has determined that the company is reasonably certain to exercise such options.

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The lease term assessment requires management's judgment and is made at the commencement of the leases. The lease term is reassessed if an option is actually exercised or the group becomes obliged to exercise it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the group's control.

Right-of-use assets (ROU)

Amounts in NOK thousand	2020
Additions	15 065
Depreciation	(1 881)
Total	**13 184**

Lease liability

Amounts in NOK thousand	2020
Additions	15 065
Lease payments	(1 192)
Accrued interest	308
Total	**14 181**
Current lease liability	4 908
Non-current lease liability	9 272

Note 12 Employee benefits

Salary and other personnel costs

Amounts in NOK thousand	Jul 8 - Dec 31 2020
Salaries and wages	21 147
Social security costs	2 767
Pension costs	960
Other employee benefits	164
Total salary and other personnel costs	**25 038**
Included in Cost of goods sold	(3 891)
Salary and other personnel costs	**21 147**

The company has 26 full-time employees as of December 31, 2020.

Share purchase program for employees
Aker Carbon Capture's share purchase program in 2020 gave employees the opportunity to invest in shares capped at 25% of the employees annual salary. The participants were offered a price reduction of 30% due to a lock-up period of three years and furthermore a discount of 20% of purchase value up to maximum NOK 5,000. The shares purchased by each employee were paid in cash. In total 13 employees participated in the share purchase program. The company expensed NOK 60 thousand in salary and other expenses and NOK 558 thousand directly in equity related the share purchase program.

Pension plans

Financial reporting principles
A defined contribution plan is a type of retirement plan where the employer makes contributions on a regular basis to the employees individual pension account. The benefits received by the employee are based on the employer contributions and gains or losses from investing the capital. Contributions to defined contribution pension plans are recognized as an expense in the income statement as incurred.

The Group's pension plans
Defined contribution plan
All employees are offered participation in a defined contribution plan. The annual contributions expensed for the Norwegian plans in 2020 were NOK 672 thousand. The estimated contribution expected to be paid in 2021 is NOK 1,638 thousand.

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Compensation plan
Employees in Aker Carbon Capture that were employed by Aker Solutions in 2008 when the company changed to defined contribution plan are part of a compensation plan. The compensation amount is adjusted annually in accordance with the adjustment of the employees' pensionable income, and accrued interest according to market interest. The compensation plan is an unfunded plan and is calculated using a earned balance method.

Tariff based pension agreement (AFP)
Employees in Norway have a tariff based lifelong retirement arrangement (AFP) organized by the main labour unions and the Norwegian state. The pension can be withdrawn from the age of 62. The information required to estimate the pension obligation from this defined benefit plan is not available from the plan administrator. Aker Carbon Capture therefore currently accounts for the plan as if it was a defined contribution plan. The company will account for it as a defined benefit plan if information becomes available from the plan administrator.

Total pension liability

Amounts in NOK thousand	2020
Compensation plan	2 849
Total	**2 849**

Note 13 Capital and reserves

Share capital
The total number of outstanding shares is 566 060 400 at par value NOK 1.00 per share. All issued shares are fully paid. Aker Carbon Capture AS has one class of shares, ordinary shares, with equal rights for all shares. The holders of ordinary shares are entitled to receive dividends and are entitled to one vote per share at general meetings.

Other paid-in capital
Other paid-in capital include share premium net of transaction costs, negative NOK 502 633 thousand in continuity difference from the common control transaction and retained earnings.

Note 14 Capital management

The objective of Aker Carbon Capture's capital management is to optimize the capital structure to ensure sufficient and timely funding over time to finance its activities at the lowest cost, in addition to investing in projects and technology which will increase the company's return on capital employed over time.

Investment policy
Aker Carbon Capture's capital management is based on a rigorous investment selection process which considers the weighted average cost of capital and strategic orientation in addition to external factors such as market expectations and extrinsic risk factors.

Liquidity planning
Aker Carbon Capture has a strong focus on its liquidity situation in order to meet its short-term working capital needs. Aker Carbon Capture had a liquidity reserve as of December 31, 2020 of NOK 457 699 thousand being cash and cash equivalents.

Note 15 Financial risk management and exposures

The objective of financial risk management is to manage and control financial risk exposures to increase the predictability of earnings and minimize potential adverse effects on the company's financial performance. The company is or may be exposed to currency risk, credit risk, interest rate risk, liquidity risk and price risk.

Risk management
Risk management of financial risks is performed in every project and is the responsibility of the project manager. They cooperate with finance managers to identify, evaluate and perform necessary hedging when necessary.

Currency risk
Aker Carbon Capture mainly operates in Norway with a Norwegian cost base as well as Norwegian customers. The currency risk is limited as a result of current operations, but will increase if future projects or cost bases relates to foreign operations.

Credit risk
Credit risk is the risk of financial losses if a customer or counterparty to financial receivables and financial instruments fails to meet contractual obligations.

Trade Receivables and Contract Assets
Assessment of credit risk related to customers and subcontractors is an important requirement in the bid phase and throughout the contract period. Such assessments are based on credit ratings, income statement and balance sheet reviews and using credit assessment tools available (e.g. Dun & Bradstreet). Revenues are mainly related to large and long-term projects closely followed up in terms of payments up front and in accordance with agreed milestones. Normally, lack of payment is due to disagreements related to project deliveries and is solved together with the customer.

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Measurement of Expected Credit Losses (ECLs)
Impairment is assessed using the expected credit loss (ECL) method for financial assets. The company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligation to the company in full. ECLs are estimated probability-weighted net present value of future expected credit losses. ECLs are discounted at the effective interest rate of the financial asset. Loss allowances are always measured at an amount equal to lifetime ECLs. At each reporting date, the company assesses whether any financial assets are credit-impaired. Evidence that a financial asset is credit-impaired includes when invoices are more than 90 days past due without agreed postponement, knowledge of significant financial difficulty of the customer or debtor or other forward-looking information. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off.

Liquidity risk
Liquidity risk is the risk that the company is unable to meet the obligations associated with its financial liabilities. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity reserves to meet its liabilities when due.

Price risk
The group is exposed to fluctuations in market prices in the operational areas related to contracts, including changes in market prices for raw materials, equipment and development in wages. These risks are to the extent possible managed in bid processes by locking in committed prices from vendors as a basis for offers to customer or through escalation clauses with customers.

Guarantees
Aker Carbon Capture AS has issued a parent company guarantee on behalf of Aker Carbon Capture Norway AS related to the Brevik CCS project.

Note 16 Group companies

Financial reporting principles
The consolidated statements include all entities controlled by Aker Carbon Capture AS. The group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases.

Subsidiaries
Aker Carbon Capture AS has one subsidiary at reporting date. Ownership equals the percentage of voting shares.

Company	Location	Country	Percent
Aker Carbon Capture Norway AS	Oslo	Norway	100

Note 17 Related parties

Financial reporting principles
Related party relationships are those involving control (either direct or indirect), joint control or significant influence. Related parties are in a position to enter into transactions with the company that would not be undertaken between unrelated parties.

Aker Carbon Capture AS is a parent company with control of one subsidary as listed in Note 16 Group companies. Any transactions between the parent company and the subsidiary are shown in the separate financial statements of the parent company, and are eliminated in the consolidated financial statements.

Remunerations and transactions with directors and executive officers are summarized in Note 18 Management remunerations.

The largest shareholder of Aker Carbon Capture AS is Aker Horizons Holding AS (previously Aker Horizons AS) which in turn is controlled by Kjell Inge Røkke through TRG Holding AS and The Resource Group TRG AS. The Resource Group TRG AS is the ultimate parent company of Aker Carbon Capture AS. In this respect, all entities controlled by Aker ASA and entities which Kjell Inge Røkke and his close family controls through The Resource Group TRG AS are considered related parties to Aker Carbon Capture AS and referred to as "Aker entities" in this note.

Aker Solutions ASA was the sole shareholder from incorporation until listing of the company on Euronext Growth on August 26, 2020 and transactions with Aker Solutions group until listing are considered internal.

Content

AKER CARBON CAPTURE

Significant related parties transactions
Acquisition of business from Aker Solutions
On July 17, 2020, Aker Carbon Capture Norway AS entered into an Asset Purchase Agreement with Aker Solutions for the acquisition of personnel, technology (including know-how) and intellectual property rights, the MTU, as well as its project and tender portfolio in the CCUS business, together with other industry projects/engagements, with a purchase price of NOK 512 million. The acquisition is considered a common control transactions and differences between fair values and book values are reflected as continuity difference in equity. See Note 3 Acquisition of business for further description of the transaction.

Agreements with related parties to Aker
Transitional Services Agreement
On July 17, 2020, the Transitional Services Agreement was entered into with Aker Solutions regarding services to be rendered to the Group. Such services include, inter alia, access to employees who possess information necessary for the business and operations, assistance with financials, tax, legal, IT and human resources, and other similar services that ensure a smooth transition. The term of the agreement is six months with an option for the Aker Carbon Capture to extend for further three months.

Global Frame Agreement
On July 31, 2020, the three Global Frame Agreements with Aker Solutions were entered into for (i) provision of fabrication services; (ii) provision of technical services, including engineering services; and (iii) for personnel hire. The purpose of these agreements is to ensure access to capabilities and manpower while maintaining needed flexibility in the cost base following the Separation. All agreements are subject to a 5-year term with an option to renew for 3 + 3 years. The contract for provision of technical services includes an exclusivity provision. Also, the same parties have on the same date agreed on a roadmap for the purpose of negotiating and agreeing on a framework agreement for the provision of engineering, procurement, construction and management assistance based on an alliance model.

Brevik Carbon Capture Project
On December 22, 2020, Aker Carbon Capture awarded Aker Solutions a contract for engineering, procurement and management assistance services to realise the carbon capture plant at the Brevik cement factory in southern Norway. Aker Solutions expects around 100 employees will be involved in delivering these services.

Agreements with Aker entities
Aker Horizons Holding AS
The group has entered into a cooperation and shared service agreement with Aker Horizons Holding AS, a 100% owned subsidiary of Aker ASA. The agreement includes CFO, financing and accounting services, business development and M&A support and other support functions.

Further, the group has entered into a sublease agreement with Aker Horizons Holding AS for its headquarter offices at Fornebu. The contract term is two years starting August 17, 2020, with option for one additional year.

Aker ASA
Furthermore, the group has enter into a IT service agreement with Aker ASA for delivery of IT services to the group.

Summary of transactions and balances with significant related parties

Amounts in NOK thousand	Aker entities	Related parties to Aker	Total
Income statement			
Operating expenses	(5 553)	(18 639)	**(24 192)**
Depreciations (ROU assets)	(1 881)	-	**(1 881)**
Net financial items (lease liability)	(308)	-	**(308)**
Balance sheet			
Right-of-use asset (ROU assets)	13 184	-	**13 184**
Trade and other payables	(2 106)	(5 473)	**(7 579)**
Lease liabilities	(14 181)	-	**(14 181)**

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AKER CARBON CAPTURE

Note 18 Management remuneration

Remuneration to the board of directors

The board of directors did not receive any other fees than those listed in the table. The members of the board of directors have no agreements that entitle them to any extraordinary remuneration. The fees in the table represent expenses recognized in the income statement based on assumptions about fees to be approved at the general assembly rather than actual payments made in the year.

Amounts in NOK	Period	Board fee
Henrik Overgaard Madsen (Chairman)	Aug-Dec	166 667
Kristian Monsen Røkke	Aug-Dec	125 000
Øyvind Eriksen	Oct-Dec	75 000
Oscar Fredrik Graff	Oct-Dec	75 000
Nina Jensen	Oct-Dec	37 500

According to policy in Aker, fees to directors employed in Aker companies are paid to the Aker companies, not to the directors in person. Therefore, board fees for Kristian Monsen Røkke and Øyvind Eriksen are paid to Aker Horizons Holding AS and Aker ASA, respectively.

Audit committee

Aker Carbon Capture has an audit committee comprising one director, which held one meeting in 2020. As of December 31, 2020, the audit committee comprises Kristian Monsen Røkke. No fees have been paid related to the Audit Committee.

Remuneration to the CEO

The total remuneration to the CEO consists of a fixed base salary, employee benefits and variable pay programs. The CEO participates in the standard pension and insurance schemes applicable to all employees. The table below includes remuneration earned in the period August 1 - December 31, 2020.

Further, the CEO was invited to participate in the group's share purchase program in 2020, see note 12 for further description.

Amounts in NOK	Job title	Base salary	Variable pay	Other benefits	Total taxable remuneration	Pension benefit earned
Valborg Lundegaard	CEO	1 236 667	1 456 000	14 658	**2 707 324**	107 476[1)]

1) Pension benefits also include a pension compensation scheme (for transfer from benefit to contribution scheme)

Shareholding of Directors and CEO

The following number of shares is owned by the directors and the CEO (and their related parties) as of December 31, 2020:

	Job title	Number of shares
Henrik Overgaard Madsen	Chairman	30 000
Valborg Lundegaard	CEO	30 581

The overview includes only direct ownership of shares in Aker Carbon Capture AS and does not include Øyvind Eriksen's indirect ownership through ownership in Aker ASA.

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Aker Carbon Capture AS

Financials and notes

Parent company

Notes

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AKER CARBON CAPTURE AS

Income statement

Statement for the period July 8 to December 31

Amounts in NOK thousand	Note	Jul 8 - Dec 31 2020
Operating expenses	4	(2 326)
Operating profit (loss)		**(2 326)**
Financial income		452
Net financial items		**452**
Profit (loss) before tax		**(1 874)**
Tax benefit (expense)	7	-
Profit (loss) for the period		**(1 874)**

Content

AKER CARBON CAPTURE AS

Balance sheet

Statement for the period July 8 to December 31

Amounts in NOK thousand	Note	2020
Assets		
Non-current assets		
Investment in group companies	5	987 030
Total non-current assets		**987 030**
Current assets		
Current operating assets		338
Cash and cash equivalents		14 553
Total current assets		**14 892**
Total assets		**1 001 922**

Amounts in NOK thousand	Note	2020
Equity and liabilities		
Equity		
Share capital		566 060
Share premium		431 576
Total equity	3	**997 637**
Current liabilities		
Current operating liabilities		4 285
Total current liabilities		**4 285**
Total equity and liabilities		**1 001 922**

Fornebu, March 25, 2021

Henrik Overgaard Madsen
Chairman

Kristian Monsen Røkke
Director

Øyvind Eriksen
Director

Oscar Fredrik Graff
Director

Nina Jensen
Director

Valborg Lundegaard
CEO

Content

AKER CARBON CAPTURE AS

Cash flow

Statement for the period July 8 to December 31

Amounts in NOK thousand	Note	Jul 8 - Dec 31 2020
Profit (loss) before tax		(1 874)
Changes in operating assets and liabilities		3 947
Cash flow from operating activities		**2 073**
Investment in subsidiaries	5	(475 030)
Cash flow from investing activities		**(475 030)**
Proceeds from share issues	3	500 000
Transaction costs related to share issues	3	(12 489)
Cash flow from financing activities		**487 511**
Net cash flow in the period		**14 554**
Cash and cash equivalent at the beginning of the period		-
Cash and cash equivalent at the end of the period		**14 554**

Content

AKER CARBON CAPTURE

AKER CARBON CAPTURE AS

Notes

Note 1 Company information

Aker Carbon Capture AS is the parent company and owner of Aker Carbon Capture Norway AS and is domiciled in Norway. Aker Carbon Capture AS was listed on Merkur Market operated by the Oslo Stock Exchange under the ticker "ACC-ME" on August 26, 2020.

Note 2 Basis of accounting

The financial statements of the parent company are prepared in accordance with Norwegian legislation and Norwegian Generally Accepted Accounting Principles.

Financial reporting principles for notes to these financial statements are included in the relevant notes. For other financial reporting principles, see below.

Functional currency and presentation currency
The parent company's financial statements are presented in NOK, which is Aker Carbon Capture AS's functional currency. All financial information presented in NOK has been rounded to the nearest thousand (NOK thousand), except when otherwise stated. The subtotals and totals in some of the tables in these financial statements may not equal the sum of the amounts shown due to rounding.

Foreign currency
Transactions in foreign currencies are translated at the exchange rate applicable at the date of the transaction. Monetary items in a foreign currency are translated to NOK using the exchange rate applicable on the balance sheet date. Foreign exchange differences arising on translation are recognized in the income statement as they occur.

Classification
Current assets and current liabilities include items due within one year or items that are part of the operating cycle. Other balance sheet items are classified as non-current assets/debts.

Measurement of borrowings and receivables
Financial assets and liabilities consist of investments in other companies, trade and other receivables, cash and cash equivalents and trade and other payables.

Trade receivables and other receivables are recognized in the balance sheet at nominal value less provision for expected losses.

Cash flow statement
The statement of cash flow is prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term liquid investments.

Note 3 Shareholders' equity

Financial reporting principles
Repurchase of share capital is recognized at cost as a reduction in equity and is classified as treasury shares. No gain or loss is recognized in the income statement on the purchase or sale of the company's own shares.

Amounts in NOK thousand	Share capital	Share premium	Total equity
Equity at incorporation July 8, 2020	30	-	30
Reduction of shares	(30)	-	(30)
Contribution-in-kind	271 943	240 057	512 000
Share issue	294 118	205 882	500 000
Transaction costs, share issue	-	(12 489)	(12 489)
Profit (loss) for the period	-	(1 874)	(1 874)
Total equity	**566 060**	**431 576**	**997 637**

The share capital of Aker Carbon Caputure AS is divided into 566 060 400 shares with a nominal value of NOK 1. All issued shares are fully paid. The shares can be freely traded. See Note 8 Shareholders for an overview of the company's largest shareholders.

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Note 4 Expenses

Expenses
Aker Carbon Capture AS has no employees and hence no personnel expenses. The CEO is employed by Aker Carbon Capture Norway AS.

Remuneration to and shareholding of CEO and Board of Directors are described in Note 18 Management remuneration in the consolidated financial statements of Aker Carbon Capture group.

Audit fees to KPMG

Amounts in NOK thousand	Jul 8 - Dec 31 2020
Audit	287
Other assurances services[1)]	22
Total	**309**

1) Other assurance services relates to listing process on Euronext Growth in August 2020 and is reported directly to equity.

Note 5 Investment in group companies

Financial reporting principles
Investments in subsidiaries are measured at cost. The investments are written down to fair value when the impairment is not considered to be temporary. Impairment losses are reversed if the basis for the impairment is no longer present.

Dividends and other distributions from subsidiaries are recognized in the same year as they are recognized in the financial statement of the provider. If the distributed dividend in the subsidiary exceeds accumulated profits in the ownership period, the payment is treated as a reduction of the carrying value of the investment.

Amounts in NOK thousand	Reg. office	Share capital	Number of shares held	Ownership	Book value
Aker Carbon Capture Norway AS	Fornebu, Norway	120 003	3 000	100%	987 030
Total					**987 030**

Note 6 Related parties

Related party relationships are those involving control (either direct or indirect), joint control or significant influence. Related parties are in a position to enter into transactions with the company that would not be undertaken between unrelated parties. All transactions with related parties to Aker Carbon Capture AS have been based on arm's length terms.

Transactions with related parties
The company provided a short-term loan to Aker Carbon Capture Norway AS in 2020 that was settled before December 31. Interest income of NOK 68 thousand has been recognized in the period.

Aker Carbon Capture AS has issued a parent company guarantee on behalf of Aker Carbon Capture Norway AS related to the Brevik CCS project.

Note 7 Tax

Financial reporting principles
Tax expenses in the income statement comprise current tax and changes in deferred tax. Deferred tax is calculated as 22 percent of temporary differences between accounting and tax values as well as any tax losses carried forward at the year-end. Deferred tax assets are recognized only to the extent it is probable that they will be utilized against future taxable profits.

Calculation of taxable income (loss)

Amounts in NOK thousand	Jul 8 - Dec 31 2020
Profit (loss) before tax	(1 874)
Permanent differences	(12 489)
Taxable income (loss)	**(14 363)**

Aker Carbon Capture AS has not recognized deferred tax asset related to tax loss carry forwards as the group is newly founded and has no history of taxable profits.

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Note 8 Shareholders

Shareholders with more than 1 percent shareholding per December 31 are listed below.

Company	Nominee	Number of shares held	Ownership
Aker Horizons Holding AS[1]		288 682 939	51.00%
Nærings- og Fiskeridepratementet		33 100 085	5.85%
Folketrygdfondet		21 011 677	3.71%
J.P. Morgan Bank Luxembourg S.A.	Nominee	10 691 362	1.89%
BNP Paribas Securities Services	Nominee	9 823 786	1.74%
Aker Solutions ASA		5 798 699	1.02%

1) The company changed name from Aker Horizons AS on January 26, 2021.

Content

Auditor's report

KPMG

KPMG AS
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Postboks 7000 Majorstuen
0306 Oslo

Telephone +47 45 40 40 63
Fax
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the General Meeting of Aker Carbon Capture AS

Independent auditor's report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Aker Carbon Capture AS, which comprise:

- The financial statements of the parent company Aker Carbon Capture AS (the Company), which comprise the balance sheet as at 31 December 2020, the income statement and cash flow statement for the period 8 July – 31 December 2020, and notes to the financial statements, including a summary of significant accounting policies, and
- The consolidated financial statements of Aker Carbon Capture AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2020, the income statement and other comprehensive income, statement of changes in equity and statement of cash flows for the period 8 July – 31 December 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion:

- The financial statements are prepared in accordance with the law and regulations.
- The accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2020, and its financial performance and its cash flows for the period 8 July – 31 December 2020 in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.
- The accompanying consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2020, and its financial performance and its cash flows for the period 8 July – 31 December 2020 in accordance with International Financial Reporting Standards as adopted by the EU.

Basis for Opinion

We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group as required by laws and regulations, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for the other information. The other information comprises information in the annual report, except the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Board of Directors and the Managing Director (Management) are responsible for the preparation in accordance with law and regulations, including a true and fair view of the financial statements of the Company in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for the preparation and true and fair view of the consolidated financial statements of the Group in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- 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 or the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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- 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 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.

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors' report concerning the financial statements, the going concern assumption and the proposed allocation of the result is consistent with the financial statements and complies with the law and regulations.

Opinion on Registration and Documentation

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

Oslo, 25 March 2021
KPMG AS

Vegard Tangerud
State Authorised Public Accountant

AKER CARBON CAPTURE AS

Carve-out Combined Financial Statements

For the years ended 31 December 2018 - 2020

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INCOME STATEMENT

For the financial years ended 31 December 2020, 2019 and 2018

Amounts in NOK thousand	Note	2020	2019	2018
Revenues	3	23,739	42,529	17,777
Materials, goods and services		(17,218)	(36,244)	(12,995)
Salary and other personnel costs	12, 18	(30,012)	(8,765)	(3,916)
Other operating expenses	5	(28,370)	(6,216)	(5,535)
Depreciation and amortization	8, 9, 11	(1,881)	-	-
Operating profit (loss)		**(53,742)**	**(8,696)**	**(4,669)**
Financial income		462	-	-
Financial expenses		(341)	-	-
Net financial items		**121**	**-**	**-**
Profit (loss) before tax		**(53,621)**	**(8,696)**	**(4,669)**
Tax benefit (expense)	6	-	-	-
Profit (loss) for the period		**(53,621)**	**(8,696)**	**(4,669)**
Pro forma earnings (loss) per share in NOK	7	(0.09)	(0.02)	(0.01)

COMPREHENSIVE INCOME

For the financial years ended 31 December 2020, 2019 and 2018

Amounts in NOK thousand	2020	2019	2018
Profit (loss) for the period	**(53,621)**	**(8,696)**	**(4,669)**
Other comprehensive income			
Other comprehensive income (loss)	**-**	**-**	**-**
Total comprehensive income (loss)	**(53,621)**	**(8,696)**	**(4,669)**

BALANCE SHEET
For the financial years ended 31 December 2020, 2019 and 2018

Amounts in NOK thousand	Note	2020	2019	2018
Assets				
Non-current assets				
Intangible assets	9	3,792	-	-
Right-of-use assets	11	13,184	-	-
Property, plant and equipment	8	2,610	96	-
Total non-current assets		**19,586**	**96**	**-**
Current assets				
Current operating assets	10	7,196	3,538	8,368
Cash and cash equivalents		457,699	-	-
Total current assets		**464,896**	**3,538**	**8,368**
Total assets		**484,481**	**3,634**	**8,368**

Equity				
Share capital	13	566,060	-	-
Contributed equity and retained earnings	13	(114,200)	(14,698)	(543)
Total equity		**451,860**	**(14,698)**	**(543)**
Non-current liabilities				
Pension liabilities	12	2,849	-	-
Non-current lease liabilities	11	9,272	-	-
Total non-current liabilities		**12,121**	**-**	**-**
Current liabilities				
Current lease liabilities	11	4,908	-	-
Current operating liabilities	10	15,592	18,332	8,911
Total current liabilities		**20,500**	**18,332**	**8,911**
Total equity and liabilities		**484,481**	**3,634**	**8,368**

Bærum, 30 April 2021

The Board of Directors and CEO of Aker Carbon Capture AS

Henrik O. Madsen

Henrik Overgaard Madsen
Chair of the Board

Liv Monica Stubholt

Liv Monica Stubholt
Board Member

Kristian Røkke

Kristian Monsen Røkke
Board Member

Øyvind Eriksen

Øyvind Eriksen
Board Member

Oscar Fr. Graff

Oscar Fredrik Graff
Board Member

Nina Kristine Jensen
Board Member

Valborg Lundegaard

Valborg Lundegaard
CEO

CASH FLOW STATEMENT

For the financial years ended 31 December 2020, 2019 and 2018

Amounts in NOK thousand	**Note**	**2020**	**2019**	**2018**
Profit (loss) before tax		(53,621)	(8,696)	(4,669)
Adjustment for:				
Depreciation	11	1,881	-	-
Accrued interest and foreign exchange	11	308	-	-
Changes in current operating assets and liabilities	10	(6,399)	13,502	8,560
Cash flow from operating activities		**(57,832)**	**4,806**	**3,892**
Payments for property, plant and equipment	8	(2,514)	(96)	-
Payments for intangible assets	9	(3,792)	-	-
Cash flow from investing activities		**(6,306)**	**(96)**	**-**
Principal lease payments	11	(1,192)	-	-
Proceeds from share issues		500,000	-	-
Transaction costs related to share issues		(12,489)	-	-
Purchase of treasury shares		(1,859)	-	-
Sale of treasury shares		1,302	-	-
Net contribution from parent [1]		36,075	(4,710)	(3,892)
Cash flow from financing activities		**521,837**	**(4,710)**	**(3,892)**
Net cash flow		**457,699**	**-**	**-**
Cash and cash equivalent at the beginning of the period [2]		-	-	-
Cash and cash equivalent at the end of the period [3]		**457,699**	**-**	**-**

1) Net contribution from (to) parent reflects carve-out allocations in the period that has not been paid by the carved-out combined Group to Aker Solutions ASA for which no payables have been established, and thereby these carve-out allocations have effectively been paid by Aker Solutions ASA, as capital contribution. Reference is made to note 2 Basis for preparation for further description of carve-out adjustments.

2) Cash and cash equivalents at the beginning of the periods were zero because there existed no legal combined entities at the beginning of the periods.

3) The carved-out combined Group held no restricted cash as at the end of each period.

STATEMENT OF CHANGES IN EQUITY

For the financial years ended 31 December 2020, 2019 and 2018

Amounts in NOK thousand	**Share capital**	**Other paid in capital and retained earnings**	**Total equity**
Equity as of 1 January 2018	-	7,286	**7,286**
2018			
Profit (loss) for the period	-	(4,669)	**(4,669)**
Changes in parent's investment [1]	-	(3,160)	**(3,160)**
Equity as of 31 December 2018	**-**	**(543)**	**(543)**
2019			
Profit (loss) for the period	-	(8,696)	**(8,696)**
Changes in parent's investment [1]	-	(5,458)	**(5,458)**
Equity as of 31 December 2019	**-**	**(14,697)**	**(14,698)**

[1)] Carve-out adjustments recognized during the period reflect a contribution between Aker Solutions ASA to the Group parent which are not settled and generate intercompany positions between the companies. These positions are recognized in equity as contributions to and from the parent and are presented as changes in parent's investment. See note 2 Basis of preparation for further information about carve-out adjustments.

Amounts in NOK thousand	**Share capital**	**Other paid in capital and retained earnings**	**Total equity**
2020			
Profit (loss) for the period	-	(53,621)	**(53,621)**
Other comprehensive income	-	-	**-**
Total other comprehensive income	**-**	**(53,621)**	**(53,621)**
Equity at incorporation 8 July 2020	30	-	**30**
Reduction of shares	(30)	-	**(30)**
Contribution-in-kind [1]	271,943	240,057	**512,000**
Share issue [1]	294,118	205,882	**500,000**
Transaction costs, share issue [1]	-	(12,489)	**(12,489)**
Continuity difference [2]	-	(502,633)	**(502,633)**
Loss sale of treasury shares	-	(558)	**(558)**
Changes in parent's investment [3]	-	23,860	**23,860**
Equity as of 31 December 2020 [4]	**566,060**	**(114,200)**	**451,860**

1) Relates to the capital contributions-in-kind and in cash to Aker Carbon Capture AS during 2020 by the conversion of debt established in the transfer of businesses to the Company and the private placement of shares.

2) As the Combined Group's acquisition of the Aker Carbon Capture business is considered a common control transaction in these carve-out combined financial statements, the differences between estimated fair values and book values are reflected as a continuity difference element included in equity. Please see note 17 for further information.

3) Carve-out adjustments recognized during the period reflect contributions from Aker Solutions ASA to the carved-out combined Group before the incorporation of the Company which are not settled and do not generate intercompany positions between the companies. These positions are recognized in equity as contributions from the parent and are presented as changes in parent's investment. See note 2 Basis of preparation for further information about carve-out adjustments.

4) Equity as of 31 December 2020 is presented in accordance with the Group's audited consolidated financial statements for 2020.

NOTES TO THE FINANCIAL STATEMENTS

1 REPORTING ENTITY

Aker Carbon Capture AS, previously named NFH 200701 AS, (the Company) was incorporated on 8 July 2020, following more than 15 years of developing carbon capture technology and solutions as part of Aker Solutions. The Company is a subsidiary in the Aker Horizons Group and supplies the solutions and technology which together comprise a carbon capture plant and the downstream processing and management of CO2, including capture, compression, liquefaction, and intermediate storage at site. These solutions and services are provided to industrial plant owners and operators across various industries to remove CO2 emissions.

Aker Carbon Capture AS is a limited liability company incorporated and domiciled in Norway whose shares are traded on Euronext Growth (Oslo). The registered office is located at Oksenøyveien 8, Bærum, Norway. The largest shareholder is Aker Horizons Holding AS and the ultimate parent company is The Resource Group TRG AS.

2 BASIS OF ACCOUNTING

Statement of Compliance

These special purpose carve-out financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board as adopted by the European Union (IFRS) for the periods presented and the carve-out basis as described below.

IFRS provides no guidance for the preparation of carve-out combined financial statements. Following IAS 8.12 and industry practice, the predecessor accounting approach has been applied in the carve-out combined financial statements of the Aker Carbon Capture Group. The carve-out combined financial statements of the Aker Carbon Capture Group reflect the Aker Carbon Capture business included in the IFRS consolidated financial statement of Aker ASA Group. Aker Carbon Capture AS, together with its subsidiary Aker Carbon Capture Norway AS, incorporated 16 June 2020, constitute the Aker Carbon Capture Group (the Group). Aker Carbon Capture Group applies the same accounting policies and measurement principles in preparing the carve-out financial statements as used by the Aker ASA Group.

Background and Formation for The Carve-Out Financial Statements

These special purpose carve-out combined financial statements (the carve-out combined financial statements) were prepared connection with the Company’s application for listing of its shares on Oslo Børs, and were authorized for issue by the CEO and the Board of Directors on 30 April 2021.

Prior to 8 July 2020, the activities of Aker Carbon Capture were part of the Aker Solutions Group, a subsidiary of the Aker ASA Group. Subsequently, the business was carved-out into the separate legal entity Aker Carbon Capture AS and distributed as dividends in kind to the shareholders of Aker Solutions ASA. In 2020 the Company was admitted to trading on Euronext Growth (Oslo) in connection with a private placement of new shares in the Company. The private placement was directed towards Aker Horizons Holding AS and new investors. The activities of Aker Carbon Capture were not organized in a separate legal entity in the Aker Solutions Group before they were carved-out.

The Company believes that the preparation of carve-out combined financial statements is useful to the users of the financial statement in assessing the historical results of the Aker Carbon Capture business. While the preparation of carve-out combined financial statements may produce similar results as if the Aker Carbon Capture business had been reported on a standalone basis for all periods presented, IFRS does not explicitly provide for the preparation of carve-out combined financial statements. Thus, the historical results of operations, financial position, and cash flows may not be indicative of what they would have been had the Aker Carbon Capture business been a separate independent stand-alone legal entity. The historical results as described above may not be indicative of what the Group's results of operations, financial position and cash flows may be in the future.

The reorganization of ownership interests, assets and liabilities under common control is outside the scope of IFRS 3 Business Combinations. Since IFRS as adopted by EU does not provide specific guidance, accounting policies have been established by the Group to account for such transactions at their historical carrying amounts recognized in Aker ASA Group, as if the internal reorganization occurred at the beginning of the earliest period presented.

The Group consists of assets and liabilities that have historically been under common control of Aker ASA for all periods presented.

The Group's carve-out financial statements have been prepared on the basis of historical cost.

Accounting Principles

Basis of Preparation of Carve-Out Financial Statements

In connection with the Company's application for listing of its shares on the Oslo Børs, carve-out combined financial statements for the Aker Carbon Capture business are prepared as at and for the year ended 31 December 2020, including carve-out combined comparative financial information as at and for the years ended 31 December 2019 and 2018. The Company was incorporated on 8 July 2020 and acquired the Aker Carbon Capture business at the same date. Consequently, subsequent to this date the business is part of a legal entity and a legal Group and no longer considered a carved-out combined Group. However, as predecessor accounting and book values have been used in the reorganization, management believes it provides useful information to include the period from 8 July to 31 December 2020 in the carved-out combined financial statements. This will also fulfil requirements for three years financial information to be included in a prospectus.

The carve-out combined financial statements have been prepared on a basis that combines the historical results and carrying amounts of assets and liabilities of the Aker Carbon Capture business as at 31 December 2019 and 2018, as presented in Aker ASA's consolidated financial statements. The assets and liabilities of the Aker Carbon Capture Group as at 31 December 2020 are presented in accordance with the Group's audited consolidated financial statements for 2020.

When preparing the carve-out financial statements carrying values at the highest level of common control have been applied.

The Aker Carbon Capture business has been under common control of Aker ASA for the periods covered by these carve-out financial statements and will also be under common control per the date of the application for listing in 2021. The listing requires the preparation of a prospectus, and the carve-out combined financial statements have been prepared for the purpose of inclusion herein and to provide historical financial information about the Aker Carbon Capture business for the investors. The carve out combined financial statements of the Aker Carbon Capture business have been prepared in accordance with IFRS as adopted by the EU and principles consistent with the historical consolidated financial statements of Aker ASA. As the Group's acquisition of the Aker Carbon Capture business is considered a common control transaction in these carve-out combined financial statements, the differences between fair values and book values are reflected as a continuity difference element included in equity.

Other paid-in equity and retained earnings as at 1 January 2018 is equal to carrying values at this date of the carve-out net assets contributed by Aker ASA to the Group. Carve-out adjustments recognized during the period reflect contributions from Aker Solutions ASA to the Aker Carbon Capture combined Group which are not settled and do not generate intercompany positions between the companies. These positions are recognized in equity as contributions from the parent and are presented as 'changes in parent's investments. Other changes in equity include 'Net loss for the period', 'Other comprehensive income', and the impact of the capital contribution received from the shareholders of the Company after the incorporation in 2020.

All transactions and balances between operations included in the carved out financial statements are eliminated.

The carve-out combined financial statements have been prepared on the assumption that the Group is a going concern.

Basis for Allocation

The carve-out combined financial statements reflect assets, liabilities, revenue and expenses historically recognized within the Aker Carbon Capture business. All figures presented in the carve-out combined financial statements from the period up until the legal Group entities were established in 2020, are according to what has been recorded in the Aker Carbon Capture profit centers in Aker Solutions ASA. One additional allocation has been made to cover various management functions, including HR, accounting, IT, treasury etc., as such costs were not historically reflected in the profit centers. These fees have been allocated for all the reporting periods up until the date of incorporation of the Company and are calculated based on the salary of certain key management personnel employed in Aker Carbon Capture Group per the 2020 reporting date. Fees have been allocated to the group entities based on relative size, taking into account both revenue and FTE metrics. This is according to the allocation method applied in Aker Carbon Capture Group after the Group was formally established, and it is aligned with the allocation principles applied in Aker ASA Group. These allocated costs are presented as Other operating expenses in the Income statement of the carve-out financial statements. Up until the Group's legal entities were established, they had no own debt financing or cash positions, and consequently no interest expenses or income. All carve-out financing until the legal entities were established have been in the form of equity contributions from parent.

However, the carve-out combined financial position, results of operations and cash flows of the Aker Carbon Capture business may differ from those that would have been achieved had the Group operated as an autonomous entity for all periods presented, as the Aker Carbon Capture business may have had, for example, additional administrative expenses, including legal, accounting, treasury and regulatory compliance and other costs normally incurred by an autonomous entity. It may also be expected increased costs for being a listed entity.

Pro forma earnings per share information for the periods presented are based on the number of outstanding shares in Aker Carbon Capture AS per the reporting date 2020.

Income tax for the carve-out combined financial statement periods have been based on the expected tax charges that would have been reported had Aker Carbon Capture been an independent Group. As no net taxable income has been reported throughout the years presented, and no deferred tax assets have been recognized as uncertainty for future taxable income exists, no income tax has been recognized for the periods presented. This assumption is not necessarily representative of the tax charges that would have been reported had Aker Carbon Capture been an independent Group throughout all periods presented and may not be representative of the income tax charges that may arise in the future.

Amounts are presented in Norwegian Kroner (NOK), which is Aker Carbon Capture AS functional currency and the presentation currency for the Group. All values are rounded to the nearest thousands, except where otherwise indicated. The subtotals and totals in some of the tables in these carve-out financial statements may not equal the sum of the amounts shown due to rounding. If the functional currency in a reporting unit is changed, the effect of the change is accounted for prospectively.

Basis of Measurement

The carve-out combined financial statements are based on the historical cost principle.

Cash Flow Statement

The statement of cash flow is prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term liquid investments. Cash and cash equivalents at the beginning of the periods presented were zero because there existed no legal entity at the beginning of the periods.

Standards Issued but Not Yet Effective

A number of new standards are effective for annual periods beginning after 1 January 2020 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these carve-out financial statements and they are not expected to have a significant impact on the Group's carve-out financial statements.

Judgments and Estimates

Preparing financial statements in accordance with IFRS requires the use of estimates. Furthermore, applying the Group's accounting policies requires the management team to use its judgment. Areas that involve a high degree of estimation and a high degree of complexity, or areas where assumptions and estimates are significant for the carve-out financial statements, are described in this note.

Estimates made for the preparation of these carve-out financial statements are consistent with estimates made for the same dates in accordance with the preparation of the annual financial statements for the Aker ASA Group, of which the Aker Carbon Capture business was a part. Accounting policies relevant for the preparation of these carve-out financial statements are also consistent with those of Aker ASA Group.

Any information after 1 January 2018 about estimates that Aker ASA Group had made in relation to the assets and liabilities of the Aker Carbon Capture business are treated in the same way as non-adjusting events after the reporting period in accordance with IAS 10 Events after the Reporting Period. Management is however not aware of any significant new information.

The main areas where judgements and estimates have been made are described in each of the following notes:

- 3 Revenue
- 6 Tax

- 8 Property, plant and equipment
- 10 Current operating assets and liabilities
- 12 Leases

3 REVENUES

The Group's revenue relates to the delivery of technology, engineering, procurement and construction services within the carbon capture, storage and utilization ("CCUS") value chain. The Group mainly operates as a supplier focusing on supplying the solutions and technology which together comprise a carbon capture plant and the downstream processing and management of CO_2 (including capture, compression, liquefaction and intermediate storage at site). Project execution is a key component of all deliveries.

Key services delivered by Aker Carbon Capture include technology development, feasibility studies, project management, engineering, procurement and construction/fabrication services, as well as assistance with operations and aftermarket services post construction. Revenue is recognized over time using a cost progress method or according to delivered time and materials.

Financial Reporting Principles

Nature of Performance Obligations, Including Significant Payment Terms

Service revenue is generated from rendering of services to customers. The invoicing is usually based on the service provided on a regular basis. Under some service contracts, the invoices are based on hours or days performed at agreed rates. The Group has assessed that these performance obligations are satisfied over time.

In the future, it is expected that the Group will have revenues from construction performance obligations.

Significant Revenue Recognition Policies

Revenue from construction performance obligations satisfied over time will be recognized according to progress. The progress is measured using an input method that best depicts the Group's performance. The input method used to measure progress is determined by reference to the costs incurred to date, relative to the total estimated contract costs. Revenue in excess of costs is not recognized until the outcome of the performance obligation can be measured reliably. Variable considerations, such as incentive bonus or penalties, are included in construction revenue when it is highly probable that a significant revenue reversal will not occur. Potential penalty for liquidated damages is recognized as a reduction of the transaction price unless it is highly probable that it will not be incurred. Disputed amounts and claims are only recognized when negotiations have reached an advanced stage, customer acceptance is highly likely, and the amounts can be measured reliably. Contract modifications, usually in form of variation orders, are only accounted for when they are approved by the customers.

Service revenue is recognized over time as the services are provided. The revenue is recognized according to progress or using the invoiced amounts when the invoiced amounts directly correspond with the value of the services that are transferred to the customers. The progress is normally measured using an input method, by the reference of costs incurred to date, relative to the total estimated costs.

Types of Contracts

In 2020, revenues were services revenues related to various studies. During the first quarter of 2021, the Group has started up a project related to the EPC-delivery to Norcem Heidelberg Cement (Brevik CCS project) of a complete plant for capture, intermittent storage and offloading of CO2, with integrated waste-heat recovery. The plant is scheduled to be in operation in 2024.

Disaggregation of Revenue from Contracts with Customers

All revenues for the year ended 2020, 2019 and 2018 were service revenues.

Timing of revenue

The performance obligations in customer contracts vary from a few months to as long as five years. The order backlog as of 31 December 2020 was NOK 1.7 billion, mainly consisting of the Brevik CCS project. Official commencement date for this contract is 27 January 2021. The revenue is expected to be recognized over the years 2021 to 2024.

Contract Balances

The Group has recognized the following assets and liabilities related to contracts with customers:

Amounts in NOK thousand	**Note**	**2020**	**2019**	**2018**
Trade receivables	10	5,171	2,950	7,328
Customer contract assets	10	191	-	-
Customer contract liabilities	10	1,395	-	-

Customer contract assets relate to consideration for work completed, but not yet invoiced at the reporting date. The contract assets are transferred to trade receivables when the right to payment becomes unconditional, which usually occurs when invoices are issued to the customers. Customer contract liabilities relate to advances from customer for work not yet performed.

4 OPERATING SEGMENTS

The Aker Carbon Capture Group focuses on projects within renewable energy and decarbonization, circular economy and disruptive technologies

Financial Reporting Principles

Operating segments are components of the Group regularly reviewed by the chief operating decision maker to assess performance and be able to allocate resources. The Group's CEO (Chief Executive Officer) is the chief decision maker at Aker Carbon Capture, and the business is defined as one operating and reportable segment. Internal reporting principles are in line with the Group's accounting principles as described in note 2 and other relevant sections in these carve-out combined financial statements.

The Aker Carbon Capture segment offers products, technology and solutions within the field of carbon capture, utilization and storage ("CCUS"). The segment mainly operates as a supplier within the CCUS value chain, with a core focus on supplying the solutions and technology which together comprise a carbon capture plant and the downstream processing and management of CO2. These solutions and services are provided to plant owners and operators across various industries, including energy production.

Major customer

The Group has a contract in place for carbon capture and storage services with one major customer. Total revenues from the customer were NOK 16.9 million in 2020 (2019: NOK 37.9 million, 2018: NOK 16.7 million).

Geographical information

All external revenue and non-current segment assets and capital expenditures were generated in Norway for the periods covered by these carve-out financial statements.

5 OTHER OPERATING EXPENSES

Amounts in NOK thousand	2020	2019	2018
IT services	3,249	25	-
External consultants and hired-ins inclusive audit fees	39,459	5,839	5,107
Government grants [1]	(19,919)	(5,325)	(4,866)
Selling, general and administration expenses	2,405	4,810	4,810
Other operating expenses	3,177	867	485
Total other operating expenses	**28,370**	**6,216**	**5,535**

1) Government grants pertain to the Groups R&D activities and expenditures. Please see note 9 for further information.

Other operating expenses increased significantly from 2019 to 2020 primarily due to the establishment of certain corporate functions for the Group in connection with the admittance to trading on Euronext Growth (Oslo) and increased costs related to the preparation for the Group's listing on the Oslo Stock Exchange, planned M&A expansion and increased operations.

6 TAX

Financial Reporting Principles

Income tax in the income statement consists of current tax, effect of change in deferred tax positions and withholding tax. Income tax is recognized in the income statement except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current Tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date that will be paid during the next 12 months. Current tax also includes any adjustment of taxes from previous years and taxes on dividends recognized in the year.

Deferred Tax

Deferred tax is recognized for temporary differences between the carrying amounts of assets and liabilities for financial reporting and the amounts used for taxation purposes. Deferred tax is measured at the tax rates expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority. Deferred tax assets are recognized for unused tax losses, tax credits and deductible temporary differences to the extent it is probable that future taxable profits will be available to utilize these.

Judgements and Estimates

Neither the Company nor any taxable subsidiaries existed before 8 July 2020 when the Company was incorporated. No income tax has been recognized for the periods presented. No net taxable income has been reported throughout the years presented, and no deferred tax assets have been recognized as uncertainty for future taxable income exists. This assumption is not necessarily representative of the tax charges that would have been reported had Aker Carbon Capture been an independent group and may not be representative of the income tax charges that may arise in the future.

Effective Tax Reconciliation

Amounts in NOK thousand	**2020**
Profit (loss) before tax [1]	(44,460)
Expected tax expense	9,781
Tax effects of:	
Permanent differences	2,528
Tax effect on sale of treasury shares	123
Difference due to continuity method [2]	5,613
No recognition of deferred tax assets	(18,045)
Total tax expense (income)	**-**

1) Since the Group was incorporated on 8 July 2020, the Group only began to be a taxable entity beginning on its date of incorporation. As a result, profit (loss) before tax used to calculate the expected tax expense is only for the period of 8 July - 31 December 2020

2) The acquisition of business from Aker Solutions in July 2020 is recognized at fair values in statutory accounts.

Deferred Tax Positions

Amounts in NOK thousand	**2020**
Property, plant and equipment	(456)
Intangible assets	(4,423)
Tax loss carry forwards	22,924
Total deferred tax positions	**18,045**
Not recognized in the balance sheet	(18,045)
Deferred tax asset (liability)	**-**

As of 31 December 2020, the subsidiary Aker Carbon Capture Norway AS had an additional NOK 456 million in tax reducing temporary differences not reflected in the table above, representing as of 31 December 2020 the difference between the book values and tax values on assets acquired from Aker Solutions in July 2020, see note 17 Related parties for further details.

7 PRO FORMA EARNINGS PER SHARE

Aker Carbon Capture AS has issued 566 060 400 ordinary shares as of December 31, 2020. The company held no treasury shares per the reporting date.

The denominator in the calculation of pro forma basic EPS for each period presented is the number of issued ordinary shares per the reporting date 2020.

The presented EPS data is considered pro forma and should not be viewed as historical information.

Pro forma Basic Earnings Per Share

(Amounts in NOK per share, except number of shares)	**2020**	**2019**	**2018**
Pro forma earnings per share (basic and diluted)	(0.09)	(0.02)	(0.01)
Number of issued ordinary shares (pro forma for 2019 and 2018)	566,060,400	566,060,400	566,060,400

8 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consists of the Mobile Test Unit (MTU) for carbon capture which has been classified as machinery.

Financial Reporting Principles

Property, plant and equipment (PPE) is stated at cost less accumulated depreciation and impairment losses. Components of property, plant and equipment with different useful lives are accounted for separately. Assets are normally depreciated on a straight-line basis over their expected economic lives as follows:

- Machinery: 8 years

Impairment triggers are assessed at the end of the reporting period, and impairment testing is performed when triggers have been identified. Borrowing costs are capitalized as part of the cost of the asset when significant. The cost of self-constructed assets includes the cost of materials, direct labor, production overheads and borrowing cost.

Judgments and Estimates

Judgment is involved when determining the depreciation period and when assessing impairment or reversal of impairment. Impairment is assessed for individual assets and for cash generating units. The impairment testing involves judgmental assumptions about future market development, cashflows, determination of weighted average cost of capital (WACC), growth rate and other assumptions that may change over time.

Amounts in NOK thousand	**Machinery**
Historical cost	
Balance as of 1 January 2019	-
Additions	96
Balance as of 31 December 2019	96
Additions	2,514
Balance as of 31 December 2020	2,610
Accumulated depreciation	
Balance as of 1 January 2019	-
Depreciation for the period [1]	-
Balance as of 31 December 2019	-
Depreciation for the period [1]	-
Balance as of 31 December 2020	-
Book value as of 31 December 2019	96
Book value as of 31 December 2020	2,610

1) The additions relate to on-going upgrades and no depreciation has been recognized in the period.

As of 31 December 2020, the Group has not entered any contractual commitments for the acquisition of property, plant and equipment.

9 INTANGIBLE ASSETS

Intangible assets relate to development costs capitalized for the Group's "Just Catch" carbon capture technology.

Financial Reporting Principles

Capitalized Development

Development costs are only capitalized if the product or process is technically and commercially feasible and the business case shows a positive net present value. Capitalized development mainly includes internal labor costs in addition to materials for the development program. Any third-party funding is presented as a reduction of the capitalized amount. The capitalized development is normally amortized over five years on a straight-line basis, but certain programs with a clear differentiating offering and a longer economic benefit may be amortized up to seven years. For development projects in progress, a full impairment test is performed annually or when impairment indicators are identified. Assets are written down to recoverable amount, if lower than book value.

External Funding of Research and Development Activities

Research and development activities carried out by the Group may qualify for funding i.e. from government institutions. Such funding is recognized when there is a reasonable assurance that the entity will comply with the relevant conditions and the funding will be received. The funding is be recognized in profit or loss on a systematic basis as the entity recognizes the expenses they are intended to compensate and is reporting as a reduction of these expenses. If the research and development activities that are carried out qualifies to be recognized in the balance sheet, then the funding is reported as reduction of the capitalized amount.

Judgments and Estimates

The value in use of some of these assets can be significantly impacted by changes of market conditions. The Group considers whether there are indications of impairment on the carrying amounts of such non-current assets. If such indications exist, an impairment test is performed to assess whether the assets should be impaired. The valuations, often determined by value in use calculations, will often be performed based on estimates of future cash flows discounted by an appropriate discount rate. The market capitalization of the Group per the reporting date 2020 further support management's assumption that the fair value of the Group's intangible assets exceeds the carrying values. Significant estimates and judgments made by the management includes discount rate projections for future cash flows and assumptions of future market conditions.

Amounts in NOK thousand	**Capitalized development**
Historical cost	
Balance as of 1 January 2020	-
Additions from internal development	3,792
Balance as of 31 December 2020	3,792
Accumulated depreciation	
Balance as of 1 January 2020	-
Amortization for the period [1]	-
Balance as of 31 December 2020	-
Book value as of 31 December 2020	3,792

1) The assets are under construction and no amortization has been recognized in the period.

Research and Development Costs

Aker Carbon Capture's research and development activities relate to the enhancement of the Group's CO2 emission removal technology which can be applied to existing plants or new builds. The proprietary carbon capture process uses a mixture of water and organic amine solvents to absorb the CO2. This process can be applied on emissions from various sources, from gas, coal, cement, refineries, and waste-to-energy through to hydrogen and other process industries.

NOK 3.792 million has been capitalized in 2020 related to development activities. In addition, research and development costs were expensed during the year because the criteria for capitalization are not met. Further, the Group has received external funding of research and development costs that has been recognized as a reduction of costs in the income statement.

Amounts in NOK thousand	**2020**	**2019**	**2018**
Capitalized research and development costs	3,792	-	-
Expensed research and development costs	23,598	10,960	5,397
External funding of research and development costs	(19,919)	(5,325)	(4,866)

10 CURRENT OPERATING ASSETS AND LIABILITIES

Financial Reporting Principles

Current Operating Assets

Trade and other receivables are recognized at the original invoiced amount, less impairment losses. The invoiced amount is considered to be approximately equal to the value derived if the amortized cost method would have been used. Impairment losses are estimated based on the expected credit loss method (ECL) for trade receivables, contract assets (with or without a significant financing component) and other receivables.

Current Operating Liabilities

Trade and other payables are recognized at the original invoiced amount. The invoiced amount is considered to be approximately equal to the value derived if the amortized cost method would have been used.

Judgments and Estimates

Judgment is involved when determining the impairment losses on doubtful receivables. The impairment is based on individual assessments of each customer and default risk in the industry and the country in which the customers operates. The customers of the Group are mainly large companies with low credit risk, and no material impairment losses have been recognized for the reporting periods presented.

Current Operating Assets

Amounts in NOK thousand	2020	2019	2018
Trade receivables	5,171	2,950	6,654
Public duty and tax refund	1,835	15	40
Contract assets	191	-	-
Other receivables	-	574	673
Prepaid expenses	-	-	1,000
Current operating assets	**7,196**	**3,538**	**8,368**

Current Operating Liabilities

Amounts in NOK thousand	2020	2019	2018
Trade payables	13,205	522	1,686
Accrued expenses	991	17,810	7,225
Contract liabilities	1,395	-	-
Current operating liabilities	**15,592**	**18,332**	**8,911**

11 LEASES

Leasing Activities

In 2020, the Group entered into a property lease contract for its offices at Fornebu, Norway. See note 17 Related parties for more information about the lease contract. No other material lease agreements existed for previous periods presented.

Financial Reporting Principles

The lease liability represents the net present value of the lease payments to be made over the remaining lease period. The right-of-use asset is depreciated over the lease term and is subject to impairment testing. The cash outflows for leases under IFRS 16 are presented as a repayment of lease liabilities within financing activities in the cashflow statement. Interest paid is still classified as cash outflows within operating activities.

Judgments and Estimates

The property lease contract, in which the Group is a lessee is with a related party and is for two years with a one-year extension option exercisable before the end of the non-cancelable period. The option for one additional year has been included in the lease term, as management has determined that the company is reasonably certain to exercise the option.

The lease term assessment requires management's judgment and is made at the commencement of the leases. The lease term is reassessed if an option is exercised or the Group becomes reasonably certain to exercise it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the Group's control.

Right-Of-Use Assets (ROU) and Lease Liabilities

The movement in the right-of-use assets and lease liabilities is summarized below.

Amounts in NOK thousand	**Right-of-use assets**
Historical cost	
Balance as of 1 January 2020	-
Additions	15,065
Balance as of 31 December 2020	**15,065**
Accumulated depreciation	
Balance as of 1 January 2020	-
Depreciation for the period	(1,881)
Balance as of 31 December 2020	**(1,881)**
Book value as of 31 December 2020	**13,184**

Amounts in NOK thousand	**Lease liabilities**
Movement of lease liabilities	
Balance as of 1 January 2020	-
Additions	15,065
Interest expense	308
Lease payments	(1,192)
Balance as of 31 December 2020	**14,181**
Current	4,908
Non-current	9,272

Maturity of Lease Liabilities

Amounts in NOK thousand	**2020**
Maturity within 1 year	4,908
Maturity 1-5 years	10,333
Maturity later than 5 years	-
Total undiscounted lease liabilities at 31 December	**15,241**

12 EMPLOYEE BENEFITS

Salary and Other Personnel Costs

Amounts in NOK thousand	**2020**	**2019**	**2018**
Salaries and wages	31,319	20,813	10,606
Social security costs	4,490	3,526	1,797
Pension costs	1,875	1,873	955
Other employee benefits	3,018	5,285	2,814
Total	**40,702**	**31,497**	**16,171**
Included in materials, goods and services	(10,690)	(22,732)	(12,255)
Total salary and other personnel costs	**30,012**	**8,765**	**3,916**
Average full-time employees (FTE)	24	25	13

1) No employees were employed by Aker Carbon Capture's business during 2019 and 2018. Instead, payroll costs were allocated to Aker Carbon Capture's operations for the periods, representative of the number of full-time employees.

Share Purchase Program for Employees

In 2020, Aker Carbon Capture Group's share purchase program gave employees the opportunity to invest in Aker Carbon Capture AS shares capped at 25% of the employees' annual salary. The participants were offered a price reduction of 30% due to a lock-up period of three years and furthermore a discount of 20% of purchase value up to maximum NOK 5,000. The shares purchased by each employee were paid in cash. In total 13 employees participated in the share purchase program. The Group expensed NOK 60 thousand in salary and other expenses and NOK 558 thousand directly in equity related to the share purchase program.

Pension Plans

Financial Reporting Principles

A defined contribution plan is a type of retirement plan where the employer makes contributions on a regular basis to the employees' individual pension account. The benefits received by the employee are based on the employer contributions and gains or losses from investing the capital. Contributions to defined contribution pension plans are recognized as an expense in the income statement as incurred.

Defined Contribution Plan

All employees are offered participation in a defined contribution plan. The annual contributions expensed for the Norwegian plans in 2020 were NOK 672 thousand. The estimated contribution expected to be paid in 2021 is NOK 1,638 thousand.

Compensation Plan

Employees in Aker Carbon Capture that were employed by Aker Solutions in 2008 when the Group changed to defined contribution plan are part of a compensation plan. The compensation amount is adjusted annually in accordance with the adjustment of the employees' pensionable income, and accrued interest according to market interest. The compensation plan is an unfunded plan and is calculated using an earned balance method.

Tariff Based Pension Agreement (AFP)

Employees in Norway have a tariff based lifelong retirement arrangement (AFP) organized by the main labor unions and the Norwegian state. The pension can be withdrawn from the age of 62. The information required to estimate the pension obligation from this defined benefit plan is not available from the plan administrator. The Aker Carbon Capture Group therefore currently accounts for the plan as if it was a defined contribution plan. The Group will account for it as a defined benefit plan if information becomes available from the plan administrator.

Total Pension Liability

Amounts in NOK thousand	**2020**	**2019**	**2018**
Compensation plan	2,849	-	-
Total	**2,849**	**-**	**-**

13 CAPITAL AND RESERVES

Share capital

The total number of outstanding shares in Aker Carbon Capture AS at 31 December 2020, and the expected 2021 prospectus date, is 566,060,400 at a par value of NOK 1.00 per share. All issued shares are fully paid. Aker Carbon Capture AS has one class of shares, ordinary shares, with equal rights for all shares. The holders of ordinary shares are entitled to receive dividends and are entitled to one vote per share at general meetings.

Issued ordinary shares at incorporation	3,000
Shares issued in July 2020	271,942,753
Shares issued in August 2020	294,117,647
Number of shares as of 31 Dec 2020	**566,060,400**

Other paid-in capital and retained earnings

Other paid-in capital includes share premium net of transaction costs, negative NOK 502,633 thousand in continuity difference from the common control transaction and retained earnings. Please see note 17 Related parties for further descriptions.

14 CAPITAL MANAGEMENT

The objective of Aker Carbon Capture's capital management is to optimize the capital structure to ensure sufficient and timely funding over time to finance its activities at the lowest cost, in addition to investing in projects and technology which will increase the Group's return on capital employed over time.

Investment Policy

Aker Carbon Capture's capital management is based on a rigorous investment selection process which considers the weighted average cost of capital and strategic orientation in addition to external factors such as market expectations and extrinsic risk factors.

Liquidity Planning

Aker Carbon Capture has a strong focus on its liquidity situation in order to meet its short-term working capital needs. Aker Carbon Capture had a liquidity reserve at 31 December 2020 of NOK 457,699 thousand being cash and cash equivalents. No restriction related to cash and cash equivalents existed per the 2020 reporting date.

15 FINANCIAL RISK MANAGEMENT AND EXPOSURES

The objective of financial risk management is to manage and control financial risk exposures to increase the predictability of earnings and minimize potential adverse effects on the

Group's financial performance. The Group is or may be exposed to currency risk, credit risk, interest rate risk, liquidity risk and price risk.

Risk Management

Risk management of financial risks is performed in every development project and is the responsibility of the project manager. They cooperate with finance managers to identify, evaluate and perform necessary hedging when necessary.

Currency Risk

The Group operates primarily in Norway but will going forward be engaged in international projects and will thus in the future be exposed to currency risk on commercial transactions, recognized assets and liabilities and net investments in foreign operations. Commercial transactions and recognized assets and liabilities are subject to currency risk when payments are denominated in a currency other than the respective functional currency of the Group.

Currency exposures from investments in foreign currencies are only hedged when specifically instructed by management. As of 31 December 2020, the Group had no net investment hedges.

Credit Risk

Credit risk is the risk of financial losses if a customer or counterparty to financial receivables and financial instruments fails to meet contractual obligations.

Trade receivables and contract assets

Assessment of credit risk related to customers and subcontractors is an important requirement in the bid phase and throughout the contract period. Such assessments are based on credit ratings, income statement and balance sheet reviews and using credit assessment tools available (e.g. Dun & Bradstreet). Revenues are mainly related to large and long-term projects closely followed up in terms of payments up front and in accordance with agreed milestones. Normally, lack of payment is due to disagreements related to project deliveries and is solved together with the customer.

Measurement of expected credit losses (ECLs)

Impairment is assessed using the expected credit loss (ECL) method for financial assets. The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligation to the Group in full. ECLs are estimated probability-weighted net present value of future expected credit losses. ECLs are discounted at the effective interest rate of the financial asset. Loss allowances are always measured at an amount equal to lifetime ECLs. At each reporting date, the Group assesses whether any financial assets are credit impaired. Evidence that a financial asset is credit-impaired includes when invoices are more than 90 days past due without agreed postponement, knowledge of significant financial difficulty of the customer or debtor or other forward-looking information. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off.

Liquidity Risk

Liquidity risk is the risk that the Group is unable to meet the obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity reserves to meet its liabilities when due.

Price Risk

The Group is exposed to fluctuations in market prices in the operational areas related to contracts, including changes in market prices for raw materials, equipment and development in wages. These risks are to the extent possible managed in bid processes by locking in committed prices from vendors as a basis for offers to customer or through escalation clauses with customers.

Guarantees

Aker Carbon Capture AS has issued a parent company guarantee on behalf of Aker Carbon Capture Norway AS related to the Breivik CCS project.

16 INTEREST IN OTHER ENTITES

Companies Included in the Financial Statements

Financial Reporting Principles

The carve-out statements include all entities controlled by Aker Carbon Capture AS per the reporting date. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiaries are included in the carve-out financial statements from the date control commences until the date control ceases.

Intra-group balances and transactions, and any unrealized income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated.

Subsidiaries

See below the list of group entities of Aker Carbon Capture. If not stated otherwise, ownership equals the percentage of voting shares. Aker Carbon Capture AS has one subsidiary at reporting date. Ownership equals the percentage of voting shares.

Companies	Directly owned by	Location	Ownership interest held by the Group 2020
Aker Carbon Capture Norway AS	Aker Carbon Capture AS	Oslo, Norway	100 %

17 RELATED PARTIES

Financial Reporting Principles

Related party relationships are those involving control (either direct or indirect), joint control or significant influence. Related parties are in a position to enter into transactions with Aker Carbon Capture that would not necessarily be undertaken between unrelated parties.

Aker Carbon Capture AS at 31 December 2020 is a parent company with control of the group entities as listed in note 16 Interest in other entities. Any transactions between the parent company and the group entities are eliminated in the carve-out financial statements.

Remunerations and transactions with directors and executive officers are summarized in note 18 Management remuneration.

The largest shareholder of Aker Carbon Capture AS is Aker Horizons Holding AS (previously Aker Horizons AS) which in turn is controlled by Kjell Inge Røkke through Aker ASA, TRG Holding AS and The Resource Group TRG AS. The Resource Group TRG AS is the ultimate parent company of Aker Carbon Capture AS. In this respect, all entities controlled by Aker ASA and entities which Kjell Inge Røkke and his close family controls through The Resource Group TRG AS are considered related parties to Aker Carbon Capture AS and referred to as "Aker entities" in the table below.

Related parties to Aker are other entities not controlled by Kjell Inge Røkke through Aker ASA, TRG Holding AS and The Resource Group TRG AS, but where Aker entities have significant influence over the reporting entities.

A significant portion of the Aker Carbon Capture business was an integral part Aker Solutions ASA. Aker Solutions ASA was a subsidiary of Aker ASA for the periods covered by these carve-out financial statements up until December 2020, where Aker ASA's investment in Aker Solutions ASA was classified as an associate. Related parties' balances per the reporting date 31 December 2020 are thus classified as Related parties to Aker.

Transactions and Balances with Related Parties

For the year ended 31 December 2020

Amounts in NOK thousand	**Aker entities**	**Related parties to Aker**	**Total**
Income statement			
Other operating expenses	(5,553)	(18,639)	**(24,192)**
Financial expenses (lease liability)	(308)	-	**(308)**
Balance sheet			
Right-of-use assets	13,184	-	**13,184**
Current operating liabilities	(2,106)	(5,473)	**(7,579)**
Lease liabilities	(14,181)	-	**(14,181)**

For the year ended 31 December 2019

Amounts in NOK thousand	**Aker entities**	**Related parties to Aker**	**Total**
Income statement			
Other operating expenses	7	-	**7**
Balance sheet			
Current operating liabilities	7	-	**7**

For the year ended 31 December 2018

Amounts in NOK thousand	**Aker entities**	**Related parties to Aker**	**Total**
Income statement			
Other operating expenses	337	-	**337**
Balance sheet			
Current operating liabilities	337	-	**337**

The Major Related Parties Transactions

Acquisition of Business from Aker Solutions

In July 2020, the Asset Purchase Agreement with Aker Solutions was entered into for the acquisition of personnel, technology (including know-how) and intellectual property rights, the MTU, as well as its project and tender portfolio in the CCUS business, together with other industry projects/engagements.

The purchase price was set at NOK 512 million based on fair value estimates, whereas the net book values for the acquired business was NOK 9 million at the date of the transaction. The transaction was financed by way of a seller's credit, later reclassified to equity through a debt conversion. The acquisition is considered a common control transactions and differences between fair values and book values are reflected as continuity difference in equity in these carve-out financial statements.

Agreements with Related Parties to Aker

Aker Solutions

Transitional Services Agreement

On 17 July 2020, the Transitional Services Agreement was entered into with Aker Solutions regarding services to be rendered to the Group. Such services include, inter alia, access to employees who possess information necessary for the business and operations, assistance with financials, tax, legal, IT and human resources, and other similar services that ensure a smooth transition. The term of the agreement is six months with an option for Aker Carbon Capture to extend for further three months and is otherwise entered into on market terms.

In addition, the Group has entered into certain Ancillary Agreements with Aker Solutions consisting of a personnel hire agreement, license agreement, technical services agreement, fabrication services agreement, agreement for sale of goods, EPCI agreement and an alliance agreement. The agreements provide the Group with, among other things, unique access to Aker Solutions' deep-water capabilities. The ancillary agreements are entered into on terms and conditions considered in line with prevailing practice for similar agreements.

Global Frame Agreement

On 31 July 2020, the three Global Frame Agreements with Aker Solutions were entered into for (i) provision of fabrication services; (ii) provision of technical services, including engineering services; and (iii) for personnel hire. The purpose of these agreements is to ensure access to capabilities and manpower while maintaining needed flexibility in the cost base following the Separation. All agreements are subject to a 5-year term with an option to renew for 3 + 3 years. The contract for provision of technical services includes an exclusivity provision. Also, the same parties have on the same date agreed on a roadmap for the purpose of negotiating and agreeing on a framework agreement for the provision of engineering, procurement, construction and management assistance based on an alliance model.

Brevik CCS Project

On 22 December 2020, Aker Carbon Capture awarded Aker Solutions a contract for engineering, procurement and management assistance services to realize the carbon capture plant at the Brevik cement factory in southern Norway. Aker Solutions expects around 100 employees will be involved in delivering these services.

Agreements with Aker Entities

Aker ASA

The Group has entered into an IT service agreement with Aker ASA for delivery of IT services to the Group.

Aker Horizons Holding AS

Office Lease Agreement

The Group has entered into a lease agreement with Aker Horizons Holding AS, via a sublease agreement from Aker Solutions, for office premises at Fornebu, Bærum. The contract term is two years starting 17 August 2020, with extension option for one additional year.

18 MANAGEMENT REMUNERATION

Remuneration to the Board of Directors

The Board of Directors did not receive any other fees than those listed in the table below. The members of the Board of Directors have no agreements that entitle them to any extraordinary remuneration. The fees in the table below represent expenses recognized in the income statement based on assumptions about fees to be approved at the general assembly rather than actual payments made in the year.

For the year ended 31 December 2020

Amounts in NOK	**Period**	**Board fee**
Henrik Overgaard Madsen (Chairman)	Aug-Dec	166,667
Kristian Monsen Røkke	Aug-Dec	125,000
Øyvind Eriksen	Oct-Dec	75,000
Oscar Fredrik Graff	Oct-Dec	75,000
Nina Jensen	Oct-Dec	75,000

According to policy in Aker, fees to directors employed in Aker companies are paid to the Aker companies, not to the directors in person. Therefore, board fees for Kristian Monsen Røkke and Øyvind Eriksen are paid to Aker ASA.

Audit Committee

Aker Carbon Capture has an audit committee comprising one director, which held one meeting in 2020. As of 31 December 2020, the audit committee comprises Kristian Monsen Røkke. No fees have been paid related to the Audit Committee.

Remuneration to the CEO

The total remuneration to CEO consists of a fixed base salary, employee benefits and variable pay programs. The CEO participate in the standard pension and insurance schemes applicable to all employees. The table below includes remuneration earned in the period 1 August - 31 December 2020.

Further, the CEO was invited to participate in the groups share purchase program in 2020, see note 12 for further description.

Amounts in NOK thousand	**Job title**	**Base salary**	**Variable pay**	**Other benefits**	**Total remuneration**	**Pension benefit**
Valborg Lundegaard	CEO	1,237	1,456	15	**2,707**	107[1]

1) Pension benefits also include a pension compensation scheme (for transfer from benefit to contribution scheme

Directors' and CEO's shareholding

The following number of shares is owned by the directors and the CEO (and their related parties) as of 31 December:

	Job title	**Number of shares**
Henrik Overgaard Madsen	Chairman	30 000
Valborg Lundegaard	CEO	30 581

The overview includes only direct ownership of Aker Carbon Captures shares and does not include Øyvind Eriksen’s indirect ownership through ownership in Aker ASA.

19 SUBSEQUENT EVENTS

No transactions or subsequent events after 31 December 2020 and before the Group's carve-out combined financial statements were approved by the CEO and the Board of Directors are deemed to have any material effects on the financial statements as presented per the reporting date.

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To the Board of Directors of Aker Carbon Capture AS

Independent auditor's report

Report on the Audit of the Carve-out Combined Financial Statements

Opinion

We have audited the carve-out combined financial statements of Aker Carbon Capture AS, which comprise:

- The carve-out combined financial statements of Aker Carbon Capture AS (the "Combined Group"), which comprise the carve-out combined balance sheet as at 31 December 2020, 31 December 2019 and 31 December 2018, the carve-out combined income statement and statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion:

- The accompanying carve-out combined financial statements give a true and fair view of the carve-out combined financial position of the Combined Group as at 31 December 2020, 31 December 2019 and 31 December 2018, and its carve-out combined financial performance and its carve-out combined cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU.

Basis for Opinion

We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the* Carve-out Combined *Financial Statements* section of our report. We are independent of the Combined Group as required by laws and regulations in Norway, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Basis of Preparation

We draw attention to Note 1 and 2 to the carve-out combined financial statements, which describes their basis of preparation, including the approach to and the purpose for preparing them. The carve-out combined financial statements were prepared to meet the requirements in connection with Aker Carbon Capture AS' listing of shares on Oslo Stock Exchange, including the prospectus prepared in connection therewith, and for no other purpose. Our opinion is not modified in respect of this matter.

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

The Board of Directors and the Managing Director (Management) are responsible for the preparation and fair presentation of the carve-out combined financial statements in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of carve-out combined financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the carve-out combined financial statements, management is responsible for assessing the Combined Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Combined Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Carve-out Combined Financial Statements

Our objectives are to obtain reasonable assurance about whether the carve-out combined financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these carve-out combined financial statements.

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

- identify and assess the risks of material misstatement of the carve-out combined 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 Combined 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 Combined 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 carve-out combined 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 Combined Group to cease to continue as a going concern.

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

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

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

Oslo, 3 May 2021
KPMG AS

Vegard Tangerud
State Authorised Public Accountant

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APPENDIX B—ARTICLES OF ASSOCIATION

Vedtekter

AKER CARBON CAPTURE ASA

(Org. Nr. 925 355 496)

Fastsatt 3. juni 2021

§ 1 Selskapets navn er Aker Carbon Capture ASA. Selskapet er et allmennaksjeselskap, med forretningskontor i Bærum kommune.

§ 2 Selskapets virksomhet er å drive virksomhet, investere i og/eller eie rettigheter innen fangst, bruk og lagring av CO_2, hydrogen, og annen relatert virksomhet.

§ 3 Selskapets aksjekapital er NOK 566 060 400, fordelt på 566 060 400 aksjer, hver pålydende NOK 1. Selskapets aksjer skal være registrert i Verdipapirsentralen.

§ 4 Styret består av 3 – 9 medlemmer. Selskapets firma tegnes av styrets leder alene eller to styremedlem i fellesskap. Styret kan meddele prokura .

§ 5 Selskapet skal ha en valgkomité bestående av minst 2 medlemmer som skal velges av generalforsamlingen. Generalforsamlingen fastsetter godtgjørelsen til valgkomiteen. Valgkomiteen skal forberede valg av styremedlemmer. Generalforsamlingen kan vedta instruks for valgkomiteens arbeid.

§ 6 Selskapets generalforsamling skal innkalles ved skriftlig henvendelse til alle aksjonærer med kjent adresse.

Når dokumenter som gjelder saker som skal behandles på generalforsamlingen, er gjort tilgjengelige for aksjonærene på selskapets internettsider, gjelder ikke lovens krav om at dokumentene skal sendes til aksjonærene. Dette gjelder også dokumenter som etter lov skal inntas i eller

Articles of association

AKER CARBON CAPTURE ASA

(Company. No. 925 355 496)

Adopted 3 June 2021

§ 1 The company's business name is Aker Carbon Capture ASA. The company is a public limited liability company, having its registered office in the municipality of Bærum.

§ 2 The company's purpose is to conduct business, invest in and / or own rights in the capture, use and storage of CO_2, hydrogen, and other related activities.

§ 3 The company’s share capital is NOK 566 060 400 divided into 566 060 400 shares, each with nominal value NOK 1. The shares shall be registered with the Norwegian Central Securities Depository.

§ 4 The Board of Directors consists of 3 – 9 directors. The chairman of the Board of Directors alone or two Directors jointly have the right to sign for and on behalf of the Company. The Board of Directors may grant power of procuration.

§ 5 The company shall have a nomination committee, consisting of at least two members elected by the general meeting. The general meeting determines the remuneration to the nomination committee. The nomination committee shall prepare the election of directors. The general meeting may adopt instructions for the nomination committee's tasks.

§ 6 General meetings shall be notified by written notice to all shareholders with known address.

When documents relating to matters which shall be considered in the General Meeting have been made available to the shareholders on the company’s internet pages, legislative requirements that documents must be sent to the shareholders in printed form shall not apply. This is applicable also to such documents which, according to legislation, must be vedlegges innkallingen til generalforsamlingen. En aksjonær kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

included in or attached to the notice of the General Meeting. Notwithstanding, a shareholder may demand to receive in printed form documents related to matters which are to be considered in the General Meeting.

Selskapet kan i innkallingen angi en frist for påmelding som ikke må utløpe tidligere enn fem (5) dager før generalforsamlingen.

The company may set a deadline in the Notice of General Meeting for registration of attendance to the General Meeting, which shall not fall earlier than five (5) days prior to the General Meeting.

Styret kan bestemme at aksjeeierne skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. For slik stemmegivning skal det benyttes en betryggende metode for å autentisere avsenderen.

The Board may decide that the shareholders may cast their vote in writing, including electronically, during a period prior to the General Meeting. For such voting an adequate method for authenticating the sender shall be applied.

Generalforsamlingen ledes av styrets leder eller den han oppnevner. På den ordinære generalforsamling skal følgende spørsmål behandles og avgjøres:

a) Godkjennelse av årsregnskap og årsberetning, herunder utdeling av utbytte.

b) Andre saker som etter lov eller vedtekter hører under generalforsamlingen.

The Chairman of the Board or a person designated by him shall preside at the General Meeting. The Annual General Meeting shall discuss and decide on the following matters.

a) Approval of the annual accounts and the annual report, including distribution of dividend, if any.

b) Other matters that pursuant to law or the Articles of Association fall under the authority of the general meeting

Generalforsamlingen kan holdes i Oslo.

The general meeting may be held in the municipality of Oslo.

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REGISTERED OFFICE, ADVISORS AND INDEPENDENT AUDITOR

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