



INFORMASJONSMEMORANDUM

**I FORBINDELSE MED OVERFØRING AV
NOTERING AV SELSKAPETS AKSJER FRA
EURONEXT EXPAND TIL EURONEXT GROWTH**

Euronext Growth Advisor

NORNE
securities

9 juli 2025

Dette informasjonsmemorandumet utgjør ikke et prospekt i betydningen av Europaparlamentets og rådets forordning (EU) 2017/1129 av 14. juni 2017 om prospekt som skal offentliggjøres når verdipapirer tilbys til allmennheten eller tas opp til handel på et regulert marked, og som opphever direktiv 2003/71.

Informasjonsmemorandumet er utarbeidet på vegne av EAM Solar AS som har ansvaret for innholdet. Det er gjennomgått av Selskapets Euronext Growth Advisor.

1. Innledende informasjon

Dette informasjonsmemorandumet (heretter "**Memorandumet**") er utarbeidet av EAM Solar AS (heretter "**EAM**" eller "**Selskapet**") for å gi informasjon om Selskapet og Selskapets virksomhet i forbindelse med overføring av noteringen av selskapets aksjer fra Euronext Expand til Euronext Growth.

EAM har per 1. juli, 2025, 6 483 direkte aksjonærer. Mer enn 90% av aksjonærene er hjemmehørende i Norge, og er privatpersoner. Memorandumet er av den grunn utarbeidet på norsk, samt forfattet med et direkte og presist språk så langt det lar seg gjøre.

Siden noteringen av selskapets aksjer på Oslo Access (senere Euronext Expand) i 2013 har Selskapet publisert 12 årsrapporter og 46 kvartalsrapporter. Selskapets finansielle rapporter inneholder omfattende informasjon om selskapets virksomhet. Rapportene kan finnes på selskapets hjemmeside <https://eamsolar.no/>.

Ingen andre enn de parter som er angitt i Memorandumet er gitt tillatelse til å gi informasjon eller andre opplysninger om Memorandumet eller om forhold omtalt i Memorandumet. Dersom noen likevel gir slik informasjon, må disse anses som uberettiget til dette.

Memorandumet skal ikke under noen omstendighet gi uttrykk for at det ikke kan ha skjedd endringer i forhold vedrørende Selskapet som beskrevet i Memorandumet etter tidspunkt for publisering av Memorandumet. Enhver ny vesentlig omstendighet eller vesentlig unøyaktighet i Memorandumet som kan få betydning for vurderingen av Selskapet, og som framkommer eller oppdages etter tidspunkt for offentliggjøring av Memorandumet vil bli meldt til markedet og Selskapets aksjonærer via børsmelding.

En investering i Selskapet er forbundet med risiko. Investorer oppfordres til å gjennomgå og vurdere risikofaktorene inntatt i kapittel 3 ("**Risikofaktorer**"), i tillegg til øvrig informasjon i Memorandumet, før det foretas en investeringsbeslutning. En investering i Selskapet egner seg bare for investorer som forstår risikofaktorene forbundet med denne type investering, og som tåler et tap av hele eller deler av investeringen.

Regnskapstall som er gjengitt i Memorandumet er utarbeidet i henhold til IFRS.

Innholdet i Memorandumet skal ikke anses som juridisk, finansiell eller skattemessig rådgivning. Hver enkelt investor oppfordres til å søke eget juridisk, finansielt og/eller skattemessig råd vedrørende investeringer i Selskapet.

Forhold vedrørende skatt og utbytte

Dette avsnittet oppsummerer enkelte norske skatteregler som er relevante for aksjonærer som ikke er skattemessig bosatt i Norge for norske skatteformål. De potensielle skatteforpliktelsene for ikke-norske aksjonærer i jurisdiksjonen der de er skattemessig bosatt eller andre jurisdiksjoner vil avhenge av skatteregler som gjelder i de relevante jurisdiksjoner og diskuteres ikke her.

Selskapet er ansvarlig for og påtar seg forpliktelsen til å trekke, rapportere og betale eventuell kildeskatt til norske skattemyndigheter. I henhold til dagens administrative system i Norge vil det norske distribusjonsselskapet normalt holde tilbake skatt med ordinær sats eller redusert sats i henhold til gjeldende skatteavtale, basert på de opplysninger som er registrert hos VPS med hensyn til den ikke-norske aksjonærens skattemessige hjemsted. Aksjer registrert på forvalterkonto kan, med forbehold om visse dokumentasjonskrav, kvalifisere for redusert kildeskattesats.

Beskatning av utbytte for ikke-norske Aksjonærer som er fysiske personer: Utbytte som utdeles til ikke-norske aksjonærer som er fysiske personer, er generelt gjenstand for kildeskatt med en sats på 25 %, med mindre annet er bestemt i gjeldende skatteavtale. Norge har inngått skatteavtaler med mer enn 80 land. I de fleste skatteavtaler er kildeskattesatsen redusert til 15 %. Videre kan ikke-norske aksjonærer som er fysiske personer bosatt i andre EØS-medlemsstater søke norske skattemyndigheter om fradrag av det samme skattefrie grunnlaget ved utbytte som norske aksjonærer som er fysiske personer har rett til.

Ikke-norske aksjonærer som er fritatt for kildeskatt og ikke-norske aksjonærer som har vært pålagt høyere kildeskatt enn gjeldende i den aktuelle skatteavtalen, kan søke norske skattemyndigheter om tilbakebetaling av overskytende kildeskatt.

Beskatning av utbytte for ikke-norske selskapsaksjonærer: Utbytte som utdeles til aksjonærer som er aksjeselskaper (og enkelte andre enheter) som ikke er skattemessig hjemmehørende i Norge ("ikke-norske bedriftsaksjonærer"), er som hovedregel underlagt kildeskatt med en sats på 25 %. Kildeskattesatsen på 25 % reduseres normalt gjennom skatteavtaler mellom Norge og landet hvor aksjonæren er bosatt.

Utbytte som utdeles til ikke-norske bedriftsaksjonærer bosatt innenfor EØS for skatteformål er fritatt for norsk kildeskatt i henhold til deltakelsesfritaksmetoden forutsatt at aksjonæren er den reelle eieren av aksjene og at aksjonæren er reelt etablert og utøver reell økonomisk forretningsvirksomhet innenfor den relevante EØS-jurisdiksjonen.

Ikke-norske bedriftsaksjonærer som har vært utsatt for høyere kildeskatt enn fastsatt i gjeldende skatteavtale, kan søke norske skattemyndigheter om tilbakebetaling av overskytende trekkskatt. Tilbakebetaling av innbetalt aksjekapital og innbetalt overkurs for hver aksje regnes ikke som utbytte skattemessig og dermed ikke kildeskatt (hvis behørig dokumentert).

Jurisdiksjon for informasjonsmemorandumet

Eventuelle tvister som måtte oppstå vedrørende Memorandumet er underlagt norsk rett og norske domstolars eksklusive domsmyndighet. Dokumenter det henvises til i Memorandumet er tilgjengelige på hovedkontoret til Selskapet. Med mindre annet er angitt, er Selskapets ledelse eller styre kilde til opplysningene i Memorandumet.

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2. Ansvarlige for utarbeidelsen av informasjonsmemorandumet

Memorandumet er utarbeidet av EAM Solar AS utelukkende i forbindelse med søknad om overføring av handel av selskapets aksjer fra Euronext Expand til Euronext Growth.

Styret i EAM Solar AS påtar seg ansvaret for informasjonen i dette Informasjonsdokumentet. Styret bekrefter at, etter å ha tatt alle rimelige forholdsregler for å sikre at dette er tilfellet, er informasjonen i dette informasjonsdokumentet, så langt de kjenner til, i samsvar med fakta og inneholder ingen utelatelser som kan påvirke innholdet.

Oslo, 9 juli 2025

Styret og ledelse i EAM Solar AS

Viktor E Jakobsen (sign.)

Styrets leder

Pål Hvammen (sign.)

Styremedlem

Erik Alexander (sign.)

Styremedlem

Erik B Reisenfeld (sign.)

Daglig leder

3. Selskapets revisor

Selskapets revisor er RSM Norge AS, Ruseløkkveien 30, 0251 Oslo. RSM har hatt revisjonsoppdraget for EAM Solar gruppen siden 2016. RSM er medlem i DnR (Den Norske Revisorforening).

4. Risikofaktorer

Investeringer i aksjer er generelt beheftet med risiko.

En investering i Aksjer i EAM har svært høy risiko da det meste av selskapets antatte verdi er knyttet opp mot utfall av rettslige beslutninger i domstoler utenfor Norge innenfor både strafferett og i sivile søksmål. I tillegg er selskapet i en finansiell situasjon hvor selskapets styre har gitt beskjed til selskapets aksjonærer at videre normal drift av selskapet ikke kan garanteres da dette er knyttet til utfall av rettsprosesser selskapet selv ikke kan kontrollere.

I 2025 har selskapets Aksje blitt omsatt på Euronext Expand på kurser fra varierende fra NOK 1,3 til NOK 28,00, med til tider meget høy kurssvingning og handelsvolum innenfor en enkelt dags omsetning av Aksjen. De som investerer i EAM må derfor være bevisst at hele deres investering kan gå tapt ved det tilfelle at selskapet ikke når frem i sine juridiske prosesser eller på grunn av andre forhold utenfor Selskapets kontroll.

Investorer oppfordres derfor til å lese og vurdere informasjonen i dette Memorandumet nøye, og særlig risikoene med en investering slik de er beskrevet, før en investeringsbeslutning fattes. Risikofaktorene presentert i Memorandumet er begrenset til kjente og relevante risikofaktorer Selskapet mener er av betydning for å vurdere virksomheten. Det kan imidlertid være risikofaktorer som ikke er identifisert i Memorandumet som også kan påvirke aksjemarkedets verdsettelse av Aksjen eller Selskapets generelle finansielle situasjon negativt.

Rekkefølgen på risikokategoriene representere ikke en vurdering av vesentligheten eller sannsynligheten for at den enkelte risikofaktor inntreffer.

Dersom én eller flere av risikofaktorene presentert faktisk inntreffer, vil Selskapets virksomhet, finansielle stilling, driftsresultat og/eller kursen på Selskapets Aksjer kunne bli vesentlig negativt påvirket.

Investorer må foreta en egen vurdering av hvorvidt en investering i Aksjen er egnet for den aktuelle investor. Hver potensiell investor bør konferere med egen juridisk rådgiver, bedriftsrådgiver eller skatterådgiver for juridiske, forretningsmessige eller skattemessige råd.

Risiko knyttet til utviklingen i verdipapirmarkedet

Internasjonale aksjemarkeder er volatile, dvs. verdsettelsen kan variere. Prisfastsettelsen av Selskapets Aksjer antas å også være påvirket av den generelle utviklingen i aksjemarkedene. Dette innebærer at kursen på Aksjen vil kunne gå opp eller ned uavhengig av Selskapets underliggende utvikling. Eventuell vedvarende volatilitet, markedsforstyrrelser eller andre hendelser i den globale økonomien kan ha vesentlig negativ effekt på Selskapets evne til å få tilgang til kapital og/eller virksomheten for øvrig, resultater av virksomheten og/eller Selskapets økonomiske stilling. Prissetting av Aksjen vil kunne påvirkes av likviditeten i markedet for Selskapets Aksjer.

Juridisk risiko

Selskapet er involvert i flere juridiske prosesser hvor utfallet er ukjent. Det er en risiko for at selskapet kan tape noen eller alle disse prosessene, samt at rettsprosessene kan resultere i et motkrav fra motparter i slike prosesser. Det er også en risiko for at motparten i rettsavgjørelser ikke er i stand til å gjøre opp en tildeling til fordel for selskapet.

Memorandumets kapittel 6 redegjør for de rettslige prosessene Selskapet er involvert i og risiko forbundet med disse prosessene.

Risiko knyttet til regulatoriske forhold

Selskapets fire kraftverk i drift er lokalisert i Italia og har subsidieavtaler for leveranse av elektrisitet med den Italienske stat gjennom deres selskap Gestore dei Servizi Energetici GSE S.p.A. (heretter GSE).

I 2014 erfarte eiere av solkraftverk i Italia en ensidig reduksjon på 8% i den opprinnelige avtalte subsidiertariffen for leveranse av elektrisitet til GSE. Etter dette oppleves regulatorisk risiko i Italia som den største risikoen for finansiell avkastning og drift av solkraftverk med subsidieavtaler.

Det er umulig å forsikre seg mot denne typen regulatorisk risiko i Italia da det internasjonale markedet for forsikring mot statsrisiko kun oppnås for land klassifisert som i "utvikling" av De Forente Nasjoner (FN) gjennom Verdensbankgruppens forsikringsinstitutt MIGA (MIGA garanterer forsikring mot statlig konfiskering, ulovlig straffbeskatning osv.). Da Italia er klassifisert som et utviklet land, er det ikke mulig å få forsikring mot regulatorisk risiko i Italia.

Regelverket for driften av solkraftverk i Italia utgjør en betydelig risiko da disse reglene kan benyttes til å redusere eller tilbakekalle langsiktige subsidieavtaler, både av ikke-materielle administrative eller ikke-materielle -tekniske årsaker.

Operasjonell risiko

EAM eier fire solkraftverk i drift. Inntektene fra solkraftverkene kommer delvis gjennom subsidier og delvis gjennom salg av elektrisitet til markedspriser. EAM er eksponert for risiko knyttet til svingninger i markedsmaktpriiser og generell teknisk operasjonell risiko. Selskapet reduserer disse risikoene så langt som mulig gjennom langsiktige strømsalgskontrakter med begrenset motpartsrisiko, utøvelse av god drift og gjennom forsikringsavtaler.

EAM sine kraftverk har erfart tyveri av utstyr ved flere anledninger. Som ledd i å redusere risiko og kostnad ved tyveri har Selskapet inngått tjenesteavtaler med sikkerhetsselskaper som holder oppsyn med kraftverkene.

Kreditt risiko

Under normale omstendigheter anses risikoen for kreditttap som lav, siden hovedkontraktsmotparten er GSE, et selskap eid av Staten Italia. Konsernet har ikke inngått noen motregning eller andre derivatavtaler for å redusere kredittrisikoen mot GSE. Økte renter påvirker til en viss grad konsernet gjennom den eksterne leasing gjeld tilknyttet tre av fire solkraftverk.

Eiendelsverdi risiko

EAM har ikke identifisert noen indikatorer for verdifall av kraftverkene som beskrevet i IAS 36 etter nedskrivninger utført i 2015 og andre kvartal 2016. Forutsetningene brukt i den årlige verdifallstesten, når det er indikatorer til stede, representerer de forretningsutviklingsscenarier EAM finner mest sannsynlig på rapporteringsdatoen, selv om det faktiske resultatet kan være vesentlig annerledes på grunn av pågående juridiske prosesser.

Risiko knyttet til personell og organisasjon

Selskapets har i 2025 etablert en egen intern organisasjon med 2 ansatte i Norge samt at Selskapets Styreleder utfører en betydelig operativt arbeidsinnsats på vegne av selskapet utover et normalt engasjement for en styreleder. Opprettholdelsen av selskapets virksomhet og juridiske prosesser har siden 2014 vært helt avhengig av den arbeidsinnsats og personlige risiko som enkeltindivider har utført og tatt på vegne av EAM.

Fratreden fra disse enkeltindividene fra selskapets drift vil kunne medføre en betydelig risiko for betydelige kostnadsøkninger samt å ikke lykkes i de rettsprosesser selskapet er involvert i.

Selskapet har fra etablering i 2011 frem til januar 2025 vært forvaltet av Energeia AS. Denne forvaltningsavtalen ble sagt opp i mai 2024. Fra januar 2025 har Selskapet gjennom ansettelse av egne ansatte i Norge, samt avtale om overtagelse av Energeia gruppen Italienske forvaltningsselskap fra april 2025, etablert egen intern organisasjon i stand til å drifte selskapet på selvstendig basis

5. Informasjon om EAM Solar AS

Selskapsinformasjon og aksjene

Selskapets juridiske og kommersielle navn er EAM Solar AS. Selskapet er et privat aksjeselskap stiftet under norsk lov i 2011 og registrert i Foretaksregisteret med organisasjonsnummer 996 411 265. Selskapets registrerte forretningsadresse er Karenslyst Allé 10, 0278 Oslo, som også er selskapets hovedkontor.

Selskapets juridiske enhetsidentifikator ("LEI-kode") er 5967007LIEEXZXIPFC54. Selskapets Aksjer er notert på Euronext Expand, med ticker-kode "EAM". Selskapets Aksjer er registrert i VPS, med International Securities Identification Number ("ISIN") NO0013601245. Aksjene er utstedt under aksjeloven.

Selskapet var frem til ordinær generalforsamling 27. juni 2024 registrert som et allmennaksjeselskap (ASA). Generalforsamlingen vedtok å endre selskapsform til aksjeselskap (AS). I forbindelse med omdanning fra ASA til AS kom selskapet i brudd med vilkårene for notering av selskapets aksjer på Euronext Expand. Selskapets Aksjer notert på Euronext Expand er p.t. i såkalt «Penalty Box» grunnet at Selskapet har vært i brudd med noteringsvilkårene på Euronext Expand siden Selskapet ble omdannet til et aksjeselskap fra allmennaksjeselskap. Generalforsamlingen 27. juni 2024 ga Styret fullmakt til å søke Oslo Børs om notering av Selskapets Aksjer på Euronext Growth.

Dette Memorandumet er laget i forbindelse med søknad til Oslo Børs om å få noteringen av selskapets aksjer overført fra Euronext Expand til Euronext Growth.

Den 11. juni 2025 vedtok den ordinære generalforsamlingen en aksjespleis i forholdet 20:1, som ble gjennomført 30. juni 2025. Selskapet har på tidspunktet for Memorandumet utstedt 7 649 740 aksjer med pålydende NOK 2,00 per aksje. Selskapet eier ingen egne aksjer på tidspunktet for Memorandumet.

I henhold til aksjeloven har en aksjonær som direkte eller indirekte erverver aksjer som representerer 90 % eller mer av det totale antall utstedte aksjer i et norsk aksjeselskap, samt 90 % eller mer av de totale stemmerettighetene, rett, og hver gjenværende minoritetsaksjonær i selskapet har rett, til å kreve at majoritetsaksjonæren overtar de resterende aksjene i selskapet. Gjennom slik erverv blir majoritetsaksjonæren eier av de resterende aksjene med umiddelbar virkning.

Reglene om pliktige tilbud samt innløsning og utløsning etter verdipapirhandelloven kapittel 6 gjelder ikke for selskaper notert på Euronext Growth Oslo, med mindre dette er vedtektsfestet. Selskapet har ikke inntatt slike bestemmelser i sine vedtekter, og nevnte regler anses derfor ikke som anvendelige for Selskapets aksjer.

Etter Utsteders beste kunnskap foreligger det ingen øvrige vesentlige forhold, kjennetegn eller omstendigheter knyttet til Utsteder eller dets aksjer, eller planlagte transaksjoner før opptak til handel, som ikke allerede er dekket av innholdskravene til dette informasjonsdokumentet.

Generelt om Selskapet

EAM ble etablert med det formål å eie solkraftverk med langsiktige kontrakter for salg av elektrisitet, samt å dele ut utbytte på regelmessig basis til sine aksjonærer. Formålet er inntatt i vedtektenes punkt 3.

Selskapet ble notert på Oslo Axess (nåværende Euronext Expand) i mars 2013. I utgangspunktet hadde EAM ingen egne ansatte og ble administrert under en forvaltningsavtale av Energeia AS. Ansatte i Energeia AS har i perioden fra etablering i 2011 frem til januar 2025 utført alle administrative og tekniske oppgaver. Fra og med januar 2025 har Selskapet egne ansatte og opererer som et selvstendig selskap uavhengig av tidligere forvaltningsselskap Energeia AS.

Den årlige generalforsamlingen i EAM velger selskapets styre, som tar alle vesentlige beslutninger om investeringer, salg og kontraktsmessige beslutninger.

EAM kjøpte sine første solkraftverket i Italia i 2011. per april 2025 eier EAM 4 solkraftverk med en samlet kapasitet på 4,0 MW som i gjennomsnitt genererer 5,4 GWh elektrisitet for salg årlig.

Etter kjøp av solkraftverk i drift fra det luxembourgske selskapet Aveleos SA i 2014, har EAM blitt involvert i mange rettsaker, både strafferettslige og sivilrettslige rettsaker, noe som har påvirket selskapets virksomhet negativt i betydelig grad.

6. Status for juridiske prosesser og deres risiko

Fra tid til annen kan et selskap bli involvert i rettssaker, tvister og andre rettslige prosesser som oppstår i forbindelse med ordinær virksomhet. For EAM har imidlertid perioden siden kjøp av solkraftverk fra det luxembourgske selskapet Aveleos SA i 2014 vært preget av mange rettsprosesser som en rekkefølgekonsekvens av dette kjøpet.

På datoen for Memorandumet er Selskapet involvert i flere juridiske prosesser som kan ha, eller har hatt i den senere tid, betydelige effekter på Selskapets økonomiske stilling og lønnsomhet.

Utgangspunktet for alle rettsprosessene Selskapet har vært og er involvert i er at inngikk EAM en betinget aksjekjøpsavtale (heretter «SPA») den 31. desember 2013, med en partiell gjennomføring av kjøpet den 15. juli 2014, med Aveleos SA, for kjøp av 31 italienske solkraftverk, den såkalte P31-porteføljen. Solkraftverkene var bygget og satt i drift av Aveleos i perioden 2010 til 2011, og hadde i 2013 etablert 20-årige subsidieavtaler med den Italienske Stat gjennom deres selskap GSE. Subsidieavtalene er benevnt som «Feed-in tariff-kontrakter (heretter «FIT»).

En uke etter gjennomføring av det partielle kjøpet, samt overføring av ca. NOK 400 millioner fra Norge, via Italia til Luxembourg og italienske selskaper, og etter å ha fått overført det formelle eierskapet til 21 av 31 solkraftverk, ble to direktører i Aveleos arrestert av italiensk politi mistenkt for subsidiesvindel mot staten Italia i forbindelse med søknadene om FIT-kontrakter i 2010 og 2011.

FIT-kontraktene til solkraftverkene overført til EAM fra Aveleos ble umiddelbart suspendert i august 2014, samt at Italienske myndigheter beslagla ca. EUR 10 millioner i kontanter som var på de overførte solkraftverkernes bankkonti. I 2016 ble 17 av 21 subsidieavtaler endelig terminert i en rettsprosess med den italienske elektrisitetsmyndigheten som følge av påstandene om subsidiesvindel, samt som følge av tilståelsesdommer i straffesaken i Milano i 2015 for subsidiesvindel av GSE. Straffesaken i Milano ble fremmet og gjennomført av statsadvokatembetet i Milano.

Det etterfølgende er en oversikt over de fleste aktive og pågående rettsprosesser EAM er involvert i som stammer fra kjøpet av solkraftverk fra Aveleos SA i 2014. For mer detaljert oppsummering, se EAM Solar AS årsrapporter og kvartalsrapporter.

Straffesak i Milano

Påtalemyndighetene i Milano startet en kriminaletterforskning av mulig subsidiesvindel rettet mot flere selskaper med delvis felles eierskap, herunder Aveleos SA, i 2012. Basert på omfattende etterforskning valgte påtalemyndighetene i Milano å tiltale flere individer for grovt bedrageri for en rekke tiltalepunkter knyttet til påstått subsidiesvindel mot den Italiensk Stat i 2014/2015.

I 2015 valgte påtalemyndighetene i Milano å inkludere EAM i den planlagte straffesaken som offer for grovt bedrageri i straffesaken. Påtalemyndighetene inkluderte i den endelige tiltalen et nytt tiltalepunkt (tiltale punkt F) som påsto grovt bedrageri av EAM utført av direktører i Aveleos i forbindelse med salget av solkraftverk til EAM i 2014.

Straffesaken startet i juni 2016, og i april 2019 publiserte kriminaldomstolen i Milano sin avgjørelse, der de tiltalte Aveleos-direktørene ble funnet skyldige i svindel mot staten Italia samt for kontraktssvindel mot EAM. I 2019 ble direktørene dømt til fengselsstraffer samt å betale en foreløpig umiddelbar erstatning til fordel for EAM på 5 millioner euro. Aveleos, som av domstolen ble holdt som sivilrettslig ansvarlig part, ble også dømt til å være økonomisk ansvarlig og betale for den samme foreløpige skaden.

Denne avgjørelsen ble anket av de dømte partene, og i 2021 frikjente Kriminaldomstolen i Milano de tiltalte direktørene for alle anklager.

Denne domsavgjørelsen ble anket til Italiensk Høyesterett, som i november 2021 fant at ankesdommen inneholdt vesentlige feil og mangler og på det grunnlaget annullerte dommen til Ankesdomstolen i Milano. Høyesterett sendte saken tilbake til Kriminaldomstolen i Milano for gjenopptagelse og revurdering med instruksjoner om hvordan domstolen skulle behandle bevisene i straffesaken.

4. juli 2024 avsa Kriminaldomstolen i Milano sin dom i gjenopptagelsessaken. Domstolen valgte å opprettholde domfellelsen av 2019 av tiltalte direktørene i Aveleos hvor for subsidiebedrageri mot staten Italia ved å uredelig å ha sendt inn forespørsler om tilgang til subsidier ved hjelp av forfalskede dokumenter. De tiltalte Aveleos direktørene ble imidlertid frikjent for domfellelsen av 2019 for bedrageri av EAM.

I samråd med EAMs italienske kriminaladvokat har EAM vurdert at det er tilstrekkelig grunnlag for å anke domsbeslutningen til Ankesdomstolen i Milano av 2024 til Italiensk Høyesterett. Dette er basert på ankesdomstolens unnlatelse av å nevne 16 av de 17 solkraftverken som mistet sine subsidiekontrakter, samt utelatelse av vitneutsagn og dokumentbevis som beviser at EAM ble gitt forfalskede dokumenter i forbindelse med kjøpet.

Anken til Italiensk Høyesterett ble levert den 11. oktober 2024. Den 17. juni 2025 publiserte Høyesterett sin avgjørelse som avviste alle anker. Straffesakene for domstolen i Milano er nå endelige. To tidligere direktører i Aveleos er dømt for bedrageri mot den italienske staten, men ikke mot EAM. Domfellelsene gjelder å ha avgitt falske erklæringer til italienske myndigheter for å oppnå statlige subsidier knyttet til solkraftverk.

Den fullstendige skriftlige avgjørelsen fra retten forventes mellom juli og september. I mellomtiden samarbeider EAM med sine juridiske rådgivere for å finne passende sivile rettsmidler for å ha mottatt solkraftverk med statlige subsidier som var oppnådd ved bedrageri.

Det er en risiko for at EAM ikke tilkjennes sivil erstatning, eller at den sivile erstatningen er relativt liten.

Voldgiftssak i Milano 2016

Etter at FIT-kontraktene for 17 solkraftverk ble terminert i 2016, stevnet EAM Aveleos til Milanos voldgiftsdomstol med påstand om vesentlig kontraktsbrudd. I april 2019 avsa voldgiftsretten i Milano sin endelige kjennelse, der EAM ble tilkjent erstatning opp til kjøpsavtalens ansvarstak på 10 % på grunn av Aveleos' brudd på representasjons- og garantiklausulene i kjøpsavtalen. Voldgiftsdomstolen avsto imidlertid å annullere kjøpsavtalen i sin helhet. En av tre voldgiftsdommere skrev en dissens til den endelige kjennelsen, og argumenterte for at kjøpsavtalen burde bli annullert.

Voldgiftsdomstolens avgjørelsen ble anket av EAM i 2019 til sivildomstolen i Milano. Sivildomstolen i Milano avviste anken i 2021. EAM har anket voldgiftsdomstolens avgjørelse videre til Italiensk Høyesterett hvor saken fortsatt er under behandling. En vellykket anke til høyesterett kan føre til at kjennelsen endres i EAMs favør eller kjennelsen annulleres, noe som kan kreve en ytterligere voldgift for å avgjøre tvisten. En avvisning av EAMs anke vil føre til at den nåværende kjennelsen blir rettskraftig.

Det er en risiko for at EAMs anke av voldgiftsdommen av 2019 til Høyesterett blir avvist. I et slikt tilfelle vil den første kjennelsen bli endelig og rettskraftig. I et slikt tilfelle vil EAMs kontraktsmessige erstatning være begrenset til 10 %. Ettersom disse 10 % har blitt beregnet og tildelt av den andre voldgiften, vil EAMs ytterligere krav være begrenset til skader utenfor kontrakt, erstatning eller annen kriminell skade.

Voldgiftssak i Milano - 2020

I oktober 2020 innledet Aveleos en voldgiftssak mot EAM. Voldgiften skulle beregne de utestående kontraktskravene mellom partene og produsere et endelig beløp for utestående mellom partene med grunnlag i kjøpsavtalen av 2014.

26. februar 2024 avsa voldgiftsdomstolen en dom hvor de tilkjente et nettobeløp i favør av EAM. Etter en ytterligere høring for å korrigere spørsmål angående gjeldende renter, ble det avgjort at EAM ble tilkjent en erstatning fra Aveleos på et nettobeløp på EUR 2 729 796, etter renter per 23 mai 2024. Renter på beløpet løper med 12,5 % frem til betaling.

Aveleos har anket denne kjennelsen til sivil domstol i Italia. Første høring i ankesaken fant sted 5. februar 2025. Retten har gitt primærdatoer for prosessen og foreløpig planlagt endelige høring i denne ankesaken til 11. mars 2026.

Det er en risiko for at Aveleos' anke av voldgiftssaken av 2024 blir akseptert. Det er en risiko for at Aveleos lykkes med å redusere beløpet det skylder, eller til og med at Aveleos lykkes med å oppnå et beløp fra EAM. Videre, gitt historien til Aveleos' handlinger, er det en risiko for at eventuelle beløp som Aveleos skylder EAM vil bli stoppet, forsinket eller skjult.

Sivil domstol i Italia mot UBI Bank

Da SPV-ene som EAM hadde kjøpt fra Aveleos SA gikk konkurs, kunne de ikke lenger betjene lånene sine til UBI-banken som hadde lånefinansiert 10 kraftverk gjennom leasing avtaler. Som del av salget i 2014 hadde EAM, som eier av SPV-ene, gitt et garantibrev til UBI i forhold til betaling av leasing avtalene.

I november 2018 ble EAM Solar ASA forkynt en melding om at UBI Leasing hadde bedt retten i Brescia, Italia, om en forføyning på 6 millioner euro på EAM-eiendeler. Retten innvilget en foreløpig ikke-håndhevbar forføyning.

EAM utfordret kravet. Den siste høringen i saken ble gjennomført 3. desember 2024. 8. januar 2025 ble EAM informert om at det var avsagt dom i denne saken. Dommeren fant til fordel for UBI og har pålagt EAM å betale et beløp på EUR 4 393 821,03 pluss renter og utgifter.

Dommeren mente at selv om UBI var juridisk eier av anleggene på det tidspunktet de forfalske søknadene om subsidier ble fremmet, var det SPV-ene og ikke UBI, som hadde ansvaret for å bekrefte at solkraftverke oppfylte kravene for å motta subsidier. Videre ble GSEs oppsigelse av subsidieavtalene og SPV-enes påfølgende insolvens ikke ansett for å være tilstrekkelig til å frita EAM fra sin plikt til å holde SPV-ene økonomisk i live og forhindre konkurs.

EAM har til hensikt å anke denne avgjørelsen. En anke skal leveres til domstolen senest 4. juli 2025.

I mellomtiden er EAM og UBI Leasing (Intesa Sanpaolo) i foreløpige diskusjoner om å finne alternative løsninger. I straffesaken i Milano ble bankene, inkludert UBI, tilkjent erstatning for tap fra de dømte individene samt fra involverte selskaper, deriblant Aveleos SA.

Det er en risiko for at UBI lykkes for de sivile domstolene i Brescia. EAM står overfor et ansvar overfor UBI på opptil 6 millioner euro.

Luxembourg kriminalanmeldelse med underordnet sivil krav

I 2016 sendte EAM inn en anmeldelse mot selskapene Aveleos og Enovos og samt de Aveleos direktørene som ikke er tiltalt i straffesaken Milano. EAM har blitt informert av undersøkelsesdommeren om at han ikke vil ta denne saken i betraktning før straffeprosessen i Italia er ferdig.

I 2019 anla EAM et sivil krav mot de samme selskapene og enkeltpersoner, underordnet kriminalklagen. Dette sivile kravet vil bare tre i kraft hvis kriminalanmeldelsen i Luxembourg henlegges eller eventuelle straffesaker anlagt av luxembourgske myndigheter trekkes.

«Stillstands-avtale» prosedyre i Luxembourg

I 2016 stevnet Aveleos EAM for sivil domstol i Luxembourg med påstand om brudd på en såkalt «Standstill»-avtale fra 2014. Aveleos hadde tidligere prøvd, og mislyktes, den samme juridiske handlingen i sivil domstolen i Milano i 2015. Denne saken har vært utsatt rettsbehandling siden mars 2017 og vil sannsynligvis forbli det til en eventuell konklusjon i Høyesterett knyttet til anken av den voldgiftsdommen av 2019.

Det er en risiko for at stillstandsforhandlingene i Luxembourg blir tatt opp og EAM til slutt taper. Dette kan resultere i en forpliktelse overfor Aveleos på EUR 2,5 millioner pluss renter.

Oppheving av pantet over ENS 1-aksjer

Under SPA'en i 2014 ga EAM et pant på EUR 3,7 millioner over aksjene i ENS1 som sikkerhet for den kontraktsmessige forpliktelsen til å betale Aveleos for aksjonærlån ved den endelige gjennomføringen av transaksjonen. Den endelige gjennomføringen med overføring av de siste 10 solkraftverken ble aldri gjennomført i desember 2014 som opprinnelig avtalt.

Gitt bruddene på kontraktsvilkårene i kjøpsavtalen som skjedde i 2014, betalte EAM aldri disse aksjonærlånene da det etter EAMs vurdering allerede var betalt med overføringen av penger til Luxembourg, gjennomført den 15. juli 2014. EAM var av den oppfatning at det var overbetalt for de 21 overførte solkraftverken i henhold til kjøpsavtalen. Denne vurderingen er bl.a. understøttet av vurderinger gjennomført av eksterne eksperter og revisorer. Pantsettelsen over aksjene i ENS1 er fortsatt gjeldende frem til en domstol erklærer disse for opphevet.

Med grunnlag i utfallet i voldgiftsdomstolen av 2024, som vurderte Aveleos' krav om tilbakebetaling av aksjonærlån og fant at EAMs motkrav var større, og effekten av at det er en nettobalanse i favør av EAM, har ikke pantet lenger noe økonomisk grunnlag for Aveleos, og EAM har følgelig begynt prosessen med å fjerne dette pantet.

Aveleos har i svar på forespørsel om å frivillig oppheve pantet nektet for dette. EAM vil derfor starte saksbehandling for sivil domstol i Milano for fjerningen av pantet. Denne prosessen kan bli stanset inntil utfallet av Aveleos' anke av den andre voldgiftskjennelsen er avsluttet.

EAM ønsker å oppheve pantsettelsen over aksjene i ENS 1 for om mulig selge solkraftverkene. Aveleos derimot bestrider opphevelsen av pantet, noe som krever en rettslig prosess som beskrevet ovenfor.

Generelle risikofaktorer knyttet til de juridiske prosessene Selskapet er involvert i

Det er en generell risiko for påvirkning utenfra i rettssystemene i Italia. Italia rangerer utenfor topp-40 på Transparency Internationals korrupsjonsindeks. Det er en risiko for at slik påvirkning, fra privatpersoner eller politisk tilknyttede personer, kan påvirke hvilke saker som behandles og hvordan sakene avgjøres.

Det foreligger en ytterligere generell risiko for at Aveleos går konkurs før en eventuell erstatning kan inndrives. Selv om det finnes mulige grunner til å forfølge eierne av Aveleos, er det fortsatt risiko for at en eventuell gjennomskjæring ikke lykkes og at aksjonærene er skjermet av en slik konkurs. Det er også en risiko at eiere lykkes med å tømme selskapene sine for eiendeler.

EAM står til enhver tid i fare for ytterligere søksmål fra de forskjellige motpartene mens de juridiske prosessene pågår. Selv om det ikke umiddelbart er forutsigbart, krever oppførselen til motpartene at EAM og dets potensielle investorer har en forventning om fremtidige rettssaker.

7. Finansiell og operasjonell informasjon

Selskapets leverer detaljerte års- og kvartalsrapporter. For detaljert informasjon om selskapet finansielle stilling samt drift bes investorer om å hente de finansielle rapportene fra selskapets hjemmeside. Det etterfølgende er et kort resyme av den finansielle informasjonen som kan finnes i Selskapets finansielle rapporter.

Operativ drift

Selskapets operative virksomhet er fire solkraftverk som er i drift i Italia. Solkraftverkene en samlet installert effekt på 4,0 MW med en normal gjennomsnittlig årlig kraftproduksjon på ca. 5,4 GWh. Kraftproduksjonen de siste årene har vært noe lavere enn normalt da to av solkraftverkene har lavere installert kapasitet grunnet tyveri av solcellepaneler. Disse er foreløpig ikke blitt erstattet.

Selskapet har i 2025 mottatt tilbud for rekonstruksjon av disse solkraftverkene og vil vurdere dette på et senere tidspunkt i løpet av året avhengig av utfallet av forskjellige juridiske prosesser.

Solkraftverken har en årlig inntekt på mellom NOK 10 og 14 millioner avhengig av markedsprisen på kraft samt den årlige produksjonen av elektrisitet. Driftsresultatet før administrative-, juridiske- og finanskostnader varierer med mellom 75 % og 85 % av brutto omsetning.

Ca. 2/3 av selskapets inntekter fra salg av elektrisitet kommer fra langsiktige subsidiekontrakter mens ca. 1/3 kommer fra salg av elektrisitet til markedspris. Subsidieavtalene løper frem til 2031. Solkraftverkene kan operer lenger enn dette, men vil da selge elektrisitet kun til markedspris. To av fire kraftverk eier eiendommen de står på, og to solkraftverk har landleieavtale med mulighet for forlengelse for ytterligere ti års landleie innbakt i dagens landleieavtale.

Selskapets arbeidskapital er, etter Selskapets oppfatning, tilstrekkelig for Selskapets behov.

Selskapets likviditet er imidlertid utfordret av avgjørelsen fra domstolen i Brescia til fordel for UBI Leasing, samt kostnader forbundet med juridiske prosesser og andre ikke-operative kostnader knyttet bl.a. til børsnoteringen av selskapets aksjer.

Vesentlig kontrakt med Gestore dei Servizi Energetici (GSE)

EAM eier og driver fire solkraftverk i Italia som omfattes av langsiktige subsidiekontrakter med den italienske staten, forvaltet gjennom det statlige energiselskapet Gestore dei Servizi Energetici GSE S.p.A. (heretter "GSE"), i form av såkalte Feed-in Tariff (FIT)-kontrakter. EAM mottar fastprisbasert FIT-inntekt fra GSE for elektrisitet produsert ved disse anleggene. Kontraktene løper til desember 2031. EAM anser FIT-kontraktene som vesentlige, ettersom de samlet utgjør over 60 % av selskapets inntekter. Den siste utviklingen knyttet til FIT-kontraktene var gjeninnføringen av kontrakten for kraftverket kjent som ENFO 25. En nærmere beskrivelse av dette finnes på side 3 i EAMs rapport for fjerde kvartal 2024.

Resultatregnskap 2014 - 2024

Resultatregnskapet for konsernet viser perioden fra 2014 til 2024. Alle regnskap er revidert.

Det samlede regnskapsmessige tapet for EAM Solar gruppen som følge av P31 bedrageriet er per utgangen av 31. desember 2024 ca. EUR 110 millioner.

EURm	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Inntekter	8,72	6,13	4,45	4,21	4,31	3,17	1,27	1,33	1,22	0,99	1,51
Driftskostnader	-1,16	-1,61	-1,12	-0,77	-0,66	-0,41	-0,21	-0,24	-0,81	-0,24	-0,22
Adm.kostnader	-2,36	-3,11	-2,00	-1,69	-1,44	-1,89	-0,95	-0,89	-0,95	-0,74	-0,91
Juridiske kostnader	-2,99	-20,36	-12,15	-6,65	-1,53	-1,31	-1,77	-2,50	-1,39	-0,98	-1,58
EBITDA	2,21	-18,95	-10,82	-4,89	0,67	-0,44	-1,66	-2,29	-1,93	-0,97	-1,19
Avskrivning og nedskrivning	-3,37	-49,57	-6,68	-1,91	-1,86	-1,29	-0,56	-0,56	-0,56	-0,56	-0,56
Driftsresultat	-1,15	-68,52	-17,50	-6,80	-1,19	-1,73	-2,22	-2,85	-2,49	-1,53	-1,76
Finansinntekt	4,87	3,96	1,22	2,88	0,96	3,49	4,06	0,26	1,19	1,40	0,92
Finanskostnad	-4,31	-5,47	-3,80	-2,78	-1,41	-1,69	-1,86	-1,09	-0,76	-0,82	-0,55
Resultat før skatt	-0,59	-70,03	-20,08	-6,70	-1,64	0,07	-0,02	-3,69	-2,07	-0,95	-1,38
Skatt	-1,03	0,17	0,07	-0,46	-0,39	-0,30	-0,15	-0,08	-0,14	-0,26	0,07
Resultat etter skatt	-1,63	-69,86	-20,01	-7,17	-2,03	-0,24	-0,17	-3,77	-2,21	-1,21	-1,32

Balanse 2014 - 2024

EAM Solar konsernbalanse for perioden fra 2014 til 2024 er vist i tabellen under. Alle regnskap er revidert

Andre langsiktige avsetninger er i hovedsak avsetning for dommen i favør av UBI Leasing i Brescia kommunisert til Selskapet den 8. januar 2025.

EURm	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Omløpsmidler	33,17	33,54	15,99	5,73	4,53	10,78	8,98	6,57	4,27	2,77	7,01
Kontanter	10,94	10,72	1,57	1,10	0,84	0,37	0,47	0,58	1,46	0,39	1,10
Fordringer og andre omløpsmidler	22,23	22,82	14,42	4,63	3,68	10,42	8,50	5,99	2,81	2,38	5,92
Langsiktige eiendeler	87,04	36,31	24,49	24,45	22,83	8,52	7,76	7,09	6,39	5,68	5,14
Solkraftverk	83,38	34,44	23,08	21,41	20,69	7,66	7,10	6,54	5,99	5,43	4,87
Andre langsiktige eiendeler	3,66	1,88	1,41	3,04	2,14	0,86	0,66	0,55	0,40	0,25	0,27
Eiendeler	120,22	69,85	40,47	30,18	27,35	19,30	16,74	13,66	10,66	8,45	12,15
Gjeld og egenkapital											
Kortsiktig gjeld	69,94	81,16	44,46	4,30	2,80	2,62	1,81	2,03	2,30	2,49	2,93
Rentebærende kortsiktig gjeld	45,73	41,06	0,00	0,00	0,35	0,37	0,39	0,41	0,43	0,45	0,48
Annen kortsiktig gjeld	24,21	40,09	44,46	4,30	2,45	2,25	1,42	1,62	1,87	2,04	2,45
Langsiktig gjeld	7,06	14,85	13,21	12,02	12,85	5,72	5,26	4,86	4,49	4,20	8,13
Leasing	6,42	6,14	5,84	5,53	4,85	4,57	4,18	3,77	3,34	2,89	2,41
Annen langsiktig rentebærende gjeld	0,00	7,63	7,37	6,50	6,35	0,00	0,00	0,00	0,00	0,00	0,00
Annen langsiktig avsetninger	0,64	1,08	0,00	0,00	1,65	1,15	1,08	1,09	1,15	1,32	5,72
Egenkapital	48,22	-26,15	15,80	13,86	11,71	10,95	9,67	6,77	3,87	1,76	1,09
Innbetalt egenkapital	30,82	30,82	30,82	35,73	35,73	35,73	35,73	35,73	35,73	35,73	31,70
Annen egenkapital	17,40	-56,97	-15,02	-21,87	-24,02	-24,78	-26,06	-28,96	-31,86	-33,97	-30,60

Utvikling i aksjekapital 2024

Fra 2017 frem til november 2024 hadde selskapet utstedt 6 852 210 aksjer. I forbindelse med en egenkapitalutvidelse med fortrinnsrett for selskapets aksjonærer i november 2024, økte antall utestående aksjer til 152 994 784 og aksjekapitalen til NOK 15 299 478,40. Selskapets pålydende per aksje var da NOK 0,10.

I den ordinære generalforsamlingen den 11. juni 2025 ble det vedtatt en aksjespleis i forholdet 20:1. Aksjespleisen ble gjennomført 30. juni 2025. Etter gjennomføringen består aksjekapitalen av 7 649 740 aksjer à NOK 2,00, med en samlet aksjekapital på NOK 15 299 480.

Transaksjoner med nærstående

I fjerde kvartal 2024 var Energeia AS forvalter av Selskapet. Energeia AS i Norge og Italia sysselsatte de fleste personell som utfører de administrative tjenestene for EAM, mens de tekniske tjenestene utføres av underleverandører. Energeia AS' direkte kostnader for forvaltningen av EAM var ca. EUR 775,000 i 2024.

Forvaltningsavtalen med Energeia er nå avsluttet. Alle transaksjonene er utført på ordinære or markedsmessige vilkår.

For en oversikt over historiske nærstående transaksjoner vises det til Selskapets vedlagte årsrapport for 2023 (note 7) og 2024 (note 14).

Vesentlige endringer

Det er ingen vesentlige endringer i Selskapets finansielle stilling siden 31.03.2025. For ytterligere informasjon vises det til selskapets Q1 2025-rapport, publisert 4. juni 2025.

Vesentlige forhold som ble rapportert i Q4 2024 og årsrapporten for 2024 inkluderer:

- Side 5 i Q4 2024 – Legal Costs
- Side 6 i Q4 2024 – Going Concern
- Note 1 og 2 i årsrapport 2024 – Going Concern og vurdering av usikkerhet

8. Organisasjon og Ledelse

Organisasjon

EAM har per januar 2025 etablert en egen intern organisasjon med egne ansatte. Selskapet består av fire aksjeselskaper, ett i Norge og tre i Italia. Alle selskaper i gruppen er eid direkte og indirekte 100%.

Som ledd i avslutningen av forvaltningsavtalen med Energeia gruppen har Selskapet og Energeia blitt enige om at EAM overtar eierskapet for et operativt driftsselskap i Italia for en symbolsk sum på 1 euro. Selskapet har to ansatte i administrative stillinger (regnskap og administrasjon). Formaliseringen av denne overtagelsen er planlagt gjennomført i april 2025.

Ved utgangen av april har Selskapet fire ansatte, to i Norge samt to i Italia. I tillegg utfører Selskapets Styreleder mange administrative oppgaver på vegne av selskapet. Overføring av ansvaret for alle administrative tjenester fra Energeia gruppen til EAM er i hovedsak slutført ved utgangen av 1. kvartal 2025.

Generalforsamlingen

Selskapets generalforsamling er den høyeste beslutningsmyndighet i tråd med aksjelovens bestemmelser.

Styret

Selskapets ordinære generalforsamling den 11. juni 2025 gjenvalgte Viktor E Jakobsen som styreleder, og Pål Hvammen og Erik Alexander som styremedlemmer. Styret ble valgt for en periode frem til Selskapets ordinære generalforsamling i 2026.

Viktor E. Jakobsen var styremedlem i selskapet fra opprettelsen i 2011 frem til 2016. I 2016 tok Jakobsen rollen som selskapets daglig leder på vegne av forvalteren. Jakobsen ble valgt som Styreleder i 2023 hvorpå han fratrådte som selskapets daglige leder. Viktor E. Jakobsen, fungerer som eneadministrerende direktør for samtlige italienske datterselskaper i konsernet, en posisjon han har innehatt siden 2014.

Pål Hvammen har vært medlem av selskapets styre i perioden 2015 til dags dato med et kortere opphold i 2023/2024. Erik Alexander ble valgt inn i Selskapets styre i ordinær generalforsamling 27. juni 2024.

Kort CV av daglig leder og Selskapets styret er som følger;

Person	Stilling i selskapet	CV
Viktor E Jakobsen	Styreleder 2023 – dd. Daglig leder 2016 – 2022 Styremedlem 2011 - 2015	Siviløkonom NHH, Bergen. 2010 – dd.; Gründer, styremedlem, daglig og Styreleder Energeia gruppen og i EAM Solar 1993 - 2000 / 2005 – 2009; Universitet i Oslo, Finansanalytiker og partner i FIBA, DnB Markets, Alfred berg og SEB Enskilda. 2000 – 2004; Styremedlem og vise-adm. Dir. Scanwafer ASA
Pål Hvammen	Styremedlem 2014 – dd.	Siviløkonom BI 2000 – dd. Styreleder i Moestue Group AS 2013 – dd. Partner, Scandinavian Property Group 2005 – 2013 Investment director, Canica 1997 – 2003 Hakon gruppen/ICA
Erik Alexander	Styremedlem 2024 - dd	Sivilingeniør NTNU 2006 – dd. Prosjektering og prosjektledelse, Advansia, Insenti, Subsea 7, Aker Solutions.

Erik Brandon Reisenfeld	CEO Jan 2025 – dd.	Qualified Lawyer (Solicitor) England & Wales, Master of Law (LLM) UK 2017 – dd. Energeia AS og EAM Solar AS, CEO and Legal Counsel 2015 – 2017 Various legal practise London & California, USA.
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Ingen av styrets medlemmer har i de siste fem år (i) vært dømt for bedragerske forhold; (ii) vært involvert i konkurser eller tilsvarende i egenskap av styre eller ledelse; (iii) vært gjenstand for rettsprosesser eller sanksjoner som har medført diskvalifikasjon fra å innehav styreverv eller formelle ledelsesposisjoner.

Daglig leder har en ordinær ansettelsesavtale for ledende ansatte. Oppsigelsesvernet er opphevet mot rett til å motta 1 års etterlønn ved oppsigelse av ansettelse fra selskapets side.

Selskapets forretningsadresse Karenslyst Allé 10, 0278 Oslo fungerer som forretningsadresse for styret og ledelse.

Opsjoner og andre instrumenter som gir rett til aksjer i selskapet

Selskapets ordinære generalforsamling i juni 2024 gav styret fullmakt til å inngå en opsjonsavtale med styreleder og daværende daglig leder på 750 000 aksjer til en tegningskurs på NOK 15 per aksje. Fullmakten gjelder frem til ordinær generalforsamling i 2026. Opsjonsavtalene er ikke utført da selskapets egenkapitalutvidelse gjennomført i november 2024 har gjort en slik opsjon verdiløs.

Selskapets ordinære generalforsamling i juni 2024 tilbød selskapets aksjonærer maksimum 1 000 000 frittstående tegningsretter som vederlag for tegning av at et mulig aksjonærlån. Lånet ble ikke tegnet og tegningsrettene ble ikke utstedt.

Utover denne fullmakten til å utstede en opsjonsavtale eksistere det per i dag ingen aksjebaserte eller annen incentivordning for styret eller ansatte i selskapet.

Aksjonærer

Selskapets 10 største aksjonærer per 1. juli 2025 er følgende:

#	Name	Shares	Ownership %
1	Nordnet bank AB	745 462	9.74%
2	Nordnet Livsforsikring AS	521 461	6.81%
3	GAUP, LARS THOMAS GESSNER	200 000	2.61%
4	Merrill Lynch International	192 413	2.51%
5	J.P. MORGAN SECURITIES PLC	114 086	1.49%
6	Nordea Bank ABP	92 157	1.20%
7	RUBI, NICO BONTIGAO	91 722	1.19%
8	OKAN, KNUT IVAR	70 000	0.91%
9	Avanza Bank AB	68 607	0.89%
10	FINNSTØL INVEST AS	67 700	0.88%

Eierstyring og selskapsledelse

Selskapet følger Norsk Utvalg for Eierstyring og Selskapsledelses («NUES») anbefaling for eierstyring og selskaps ledelse etter «følg-eller-forklar»-prinsippet.

Rådgivere

I forbindelse med søknad om overføring av noteringen av selskapets aksjer fra Euronext Expand til Euronext Growth har Selskapet benyttet seg av følgende rådgivere;

Finansiell noteringsrådgiver er Norne Securities AS. Juridisk rådgiver er advokatfirmaet Ro Sommernes. Deloitte AS har utført finansiell verifikasjon (due diligence) på vegne av selskapets noteringsrådgiver.

Interessekonflikter

Etter Selskapets beste kunnskap foreligger det for øyeblikket ingen faktiske eller potensielle interessekonflikter mellom Selskapet og de private interessene eller øvrige verv til noen av medlemmene i Styret eller i ledelsen, herunder eventuelle familiære relasjoner mellom slike personer.

VEDLEGG 1: VEDTEKTER FOR EAM SOLAR AS

(sist endret 1. juli 2025)

§ 1

Selskapets foretaksnavn er EAM Solar AS. Selskapet er et aksjeselskap.

§ 2

Selskapet har sitt forretningskontor i Oslo kommune.

§ 3

Selskapets virksomhet består i å identifisere, analysere, finansiere, drifte, kjøpe og selge solparker utenfor Norge, og virksomhet som står i naturlig sammenheng med dette, herunder eierskap i tilsvarende selskaper. I tillegg er selskapets virksomhet søksmål i forbindelse med solkraftverk.

§ 4

Selskapets aksjekapital er NOK 15 299 480 fordelt på 7 649 740 aksjer, hver pålydende NOK 2,00. Selskapets aksjer skal registreres i verdipapirregister.

§ 5

Selskapets styre består av tre til syv medlemmer. Generalforsamlingen velger styrets leder. Signatur ligger hos to styremedlemmer i fellesskap eller ett styremedlem og daglig leder i fellesskap.

Det samlede styret skal kunne fungere som selskapets revisjonsutvalg dersom styret oppfyller kravene til revisjonsutvalg i gjeldende lovgivning og børsregler.

§ 6

Den ordinære generalforsamlingen avholdes hvert år innen utgangen av juni måned. For dokumenter som gjelder saker som skal behandles på generalforsamlingen og som er gjort tilgjengelige for aksjeeierne på selskapets internettsider, gjelder ikke lovens krav om at dokumentene skal sendes til aksjeeierne. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen.

Det gis anledning til å utsende meldinger, varsler, informasjon, dokumenter, underretninger og liknende via e-post til selskapets aksjonærer.

§ 7

Overdragelse av aksjer i selskapet krever ikke samtykke fra styret. Overdragelse av aksjer i selskapet utløser ikke forkjøpsrett for øvrige aksjeeiere i selskapet.

§ 8

Årsberetningen og årsregnskapet i revidert stand skal være stilet til hver enkelt aksjonær samtidig med innkalling til ordinær generalforsamling.

§ 9

På den ordinære generalforsamlingen skal følgende spørsmål behandles og avgjøres:

1. Godkjenning av årsberetningen og årsregnskapet, herunder utdeling av utbytte.
2. Valg av styre og revisor samt forretningsfører, hvis forretningsfører ønskes av generalforsamlingen. Medlemmer av styret og valgkomite velges for ett år av gangen.
3. Vedtektsendringer.
4. Andre saker som ligger til generalforsamlingen å behandle.

VEDLEGG 2: Financial report Q1 2025

EAM SOLAR AS

Q1 REPORT 2025

Interim condensed consolidated financial statements for the first
quarter of 2025

HIGHLIGHTS Q1 2025

- Q1 power production 761 MWh, 26% below normal production, Q1 power production approx. 15% of annual production due to seasonality. FIT revenues on all 4 power plants.
- First quarter EBITDA negative with a EUR 165k. Cost of the Oslo stock exchange relisting process was approx.. EUR 100k in the quarter.
- First quarter legal costs were EUR 112k, mainly related to cost of the FIT reinstatement of ENFO 25.
- Cash position at the end of the quarter was EUR 455k.
- Supreme Court of Italy expected to make a decision on the appeal in the criminal proceedings on the 17th of June.
- Remember to vote in the annual general meeting the 11th of June.

Key figures

EUR 000'	Q1 2025	Q1 2024	2024	2023
Revenues	233	210	1 283	993
Cost of operations	-56	-58	-198	-237
Sales, general and administration expenses	-230	-114	-931	-743
Legal costs	-112	-42	-1 538	-983
EBITDA	-165	-3	-1 384	-971
Depreciation and amortizations	-141	-141	-565	-564
EBIT	-307	-144	-1 949	-1 535
Net financial items	-34	420	300	584
Profit before tax	-340	276	-1 649	-951
Income tax gain/(expense)	-7	-13	-138	-260
Net income	-347	263	-1 786	-1 211
Earnings per share (fully diluted):	0,00	0,04	-0,01	-0,18
Million no. of shares (fully diluted)	152,99	6,85	152,99	6,85
EBITDA adjusted	-53	39	154	12
EBIT adjusted	-194	-102	-410	-552
Net income adjusted	-235	305	-286	668

INTERIM REPORT

EAM Solar AS (“EAM”, “EAM AS”, or “the Company”) is a company listed on the Oslo Stock Exchange under the ticker “EAM”. The Company’s primary business is to own solar power plants and sell electricity under long-term fixed price sales contracts, and to pursue legal proceedings to restore company values. The Company owns four power plants in Italy, in the Puglia and Basilicata regions.

The first quarter 2025 interim report is significantly shorter than earlier reports and should therefore be read in combination with the 2024 Annual report and stock exchange notices up to the reporting date. This financial report includes all relevant information up to the reporting date the 4th of June 2025.

Organizational change and focus

Beginning in January 2025, EAM began to execute necessary organizational changes in due to the termination of the management agreement with Energeia AS.

Erik B Reisenfeld was employed as the Company’s new CEO. The Company Chairman, Mr. Viktor E Jakobsen is no longer employed in Energeia AS and is currently working with various administrative and legal tasks in EAM.

As of the reporting date, EAM has established its own physical head office in Oslo, and has terminated the management agreement with Energeia AS. The final date of services under the agreement was 31 March 2025.

Current focus of EAM is to keep operating costs within the financial limitations given by its power plants. The future financial strategy is dependent on the outcomes of various legal proceedings currently ongoing in Italy.

Change in listing of Company shares on the Oslo Stock Exchange

Following the general meeting decision in June 2024, EAM’s legal registration is no longer a public limited company (ASA or allmennaksjeselskap), but a limited liability company (AS or aksjeselskap) under Norwegian law. The decision was made to reduce operating costs.

The change in legal form has as a consequence that the Company no longer complies with the requirements for the listing of the Company’s shares on the Oslo Stock Exchange Euronext Expand. The Company’s shares are therefore on a so-called “penalty bench”, which implies a notification to the stock market of non-compliance with listing requirements. The notification has no consequence for the trading in the Company’s shares.

The Company has, with its legal and financial counsel, applied for a listing of the Company’s shares on the Oslo Stock Exchange Euronext Growth list. Approval by the stock exchange is pending.

Litigation activity review

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

A detailed history of the various legal proceedings, both current and historical, can be found starting on page 7 of the Company’s 2024 Annual Report.

Criminal proceedings in Milan

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

Based on the advice of EAM’s criminal attorneys in Italy, EAM submitted an appeal of the Appeal Court decision to the Court of Cassation on 11 October 2024. The appeal is based on the information described in the 2024 Q2 report.

The Supreme Court of Cassation had informed the parties that a hearing will be held on 18 March 2025. This hearing was postponed at the discretion of the court as an administrative error caused several parties to not receive notifications of the proceedings. In order to grant these parties their right to be heard, the hearing was postponed until 17 June 2025. It is expected, but not guaranteed, that a decision will be given on the same date.

Should EAM be successful in overturning the Appeal

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

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

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

First Arbitration proceedings in Milan of 2016

An overview of the history of this proceeding can be read in previous financial reports. The matter is still pending before the Court of Cassation and there has been no development in Q1 2025.

Second Arbitration in Milan of 2020

The Milan Chamber of Arbitration's final decision in the arbitration between EAM Solar ASA and Aveleos SA was received 29 February 2024. After a question of interest rates was resolved, by order from the tribunal on 16 May 2024, a new amount in favour of EAM was awarded of EUR 2 729 796 after interest as of 22 May 2024.

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

Civil Court Italy: UBI (now Intesa Sanpaolo)

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

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

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

EAM intends to appeal this decision and will make such determination no later than 4 July 2025.

In the meantime, EAM and UBI Leasing (Intesa Sanpaolo) have engaged discussions about finding alternative solutions. As of the date of this report, Intesa Sanpaolo has not served the judgement on EAM nor attempted to enforce the judgement.

Civil Court Luxembourg

EAM Solar ASA filed a civil lawsuit in Luxembourg in July 2019 against the Aveleos shareholder, Enovos, along with the four Enovos- employed directors of Aveleos. This civil claim is subordinate to the original criminal complaint with civil action filed in 2016, which itself remains pending before the investigating judge in Luxembourg.

Standstill agreement proceedings against Aveleos in Luxembourg

An overview of the history of this proceeding can be read in previous financial reports. The matter is still subject to a stay of proceedings granted in October 2022 and reaffirmed in May 2023.

Akhmerov Case against EAM in Oslo

On 29 October 2024, Igor Akhmerov petitioned the Oslo District Court for an arrest over assets against EAM for EUR 250.000. This petition was based on a possible future civil claim for legal costs arising from the Italian Criminal Case.

On 9 December 2024, the judge in the matter ruled that Mr. Akhmerov must provide a financial security to cover any potential financial harm such arrest might cause EAM should Mr. Akhmerov's future civil claim fail. This was to be paid within the deadline of 6 January 2025.

EAM received notice that Igor Akhmerov chose to drop the petition for arrest before the Oslo District Court. On 27 January 2025, EAM was informed that the judge formally dismissed Mr Akhmerov's case and ordered Mr. Akhmerov to pay EAM NOK 100.000 for legal costs.

Financial review

The preliminary accounts for the first quarter have not been subject to a full audit.

Solar PV power plant production

EAM ASA owns 4 solar power plants with a combined installed capacity of 4.0 MW. The normal annual power production is approximately 5.4 GWh.

First quarter 2025 power production was 761 MWh, 26% below normal production. The main reason for lower production from two out of four power plants is due to reduced production capacity from lacking PV modules following thefts. First quarter power production makes up 15% of annual production because of the seasonality in solar power production.

Revenues

First quarter revenues were EUR 232 892, of which EUR 141 491 stems from FIT revenues and EUR 88 016 stems from PPA revenues.

Cost of operations

First quarter cost of operations was EUR 55 824 resulting in an EBITDA operations of EUR 177 067 (76% margin).

SG&A costs

First quarter SG&A costs were EUR 230 224, of which wages and social cost amounted to EUR 60 809. The cost of the Oslo stock exchange relisting process was approximately EUR 100 000 in the quarter. First quarter EBITDA after operating and SG&A costs were negative with a EUR 53k.

Legal costs

First quarter legal costs were EUR 112k. This cost was mainly related to cost of the FIT reinstatement of ENFO 25.

EBITDA and EBIT

First quarter EBITDA came in at a loss of EUR 165K. With depreciation of EUR 141k, earnings before interest and taxes came in at a loss of EUR 306k.

Financial items

First quarter net financial items came in at a loss of EUR 34k.

Taxes and profit/loss

Preliminary tax estimate is EUR 6 827. The first quarter net loss was EUR 347 289.

Balance sheet

Total assets were EUR 11.3 million with Group book equity of EUR 796k representing an equity ratio of 6,7%.

Cash position

Cash position at the end of the quarter was EUR 455k, of which EUR 33k was seized or restricted.

Current assets, payables and short-term debt

Current assets were EUR 6.5 million while short term debt and payables was EUR 3.2 million.

Long term assets and other long-term debt

Long term assets being the 4 power plants was EUR 4.7 million end, while the financial lease obligations for the power plants were EUR 2.7 million.

Other long -term, debt is mainly provision for the EUR 4.4 million court decision of Brescia booked as a long-term debt. The reason for booking this as a long-term debt is that the anticipated appeal procedure may take up to two years to conclude.

Shares and share capital

Total shares outstanding at the end of the quarter is 152 994 784 with a nominal value NOK 0,10 per share.

EAM

Subsequent events

The financial report includes all material information up to the date of publication including events after the balance sheet date of the 31st of March 2024.

Going concern

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

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

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

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

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

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

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

CONSOLIDATED INTERIM FINANCIAL INFORMATION

Consolidated statement of profit or loss

EUR	Q1 2025	Q1 2024	2024	2023
Revenues	232 892	210 470	1 506 918	992 716
Cost of operations	-55 824	-57 966	-218 461	-237 408
Sales, general and administration expenses	-230 224	-113 766	-906 880	-743 296
Legal costs & non recurring	-112 150	-42 110	-1 575 255	-982 772
EBITDA	-165 306	-3 373	-1 193 678	-970 760
Depreciation, amortizations and write downs	-141 221	-141 071	-564 882	-564 108
EBIT	-306 527	-144 443	-1 758 561	-1 534 869
Finance income	2 235	489 703	923 437	1 404 806
Finance costs	-36 171	-69 428	-547 618	-820 867
Profit before tax	-340 463	275 832	-1 382 742	-950 929
Income tax gain/(expense)	-6 827	-13 298	66 421	-260 378
Profit after tax	-347 289	262 534	-1 316 321	-1 211 308

Consolidated statement of financial position

EUR	Q1'2025	2024	2023
ASSETS			
Property, plant and equipment	4 730 941	4 872 162	5 429 870
Intangible assets	7 701	7 701	8 401
Other long term assets	69 856	229 835	200 290
Deferred tax assets	29 461	29 461	40 002
Non-current assets	4 837 959	5 139 159	5 678 563
Current assets			
Trade and other receivables	5 502 440	5 368 643	1 733 201
Other current assets	586 740	548 819	649 876
Cash and cash equivalents	455 461	1 095 326	391 720
Current assets	6 544 640	7 012 788	2 774 798
TOTAL ASSETS	11 382 599	12 151 947	8 453 361
EQUITY AND LIABILITIES			
Equity			
Paid in capital			
Issued capital	3 569 935	3 569 935	8 126 110
Share premium	28 126 436	28 126 436	27 603 876
Paid in capital	31 696 371	31 696 371	35 729 986
Other equity			
Translation differences	-9 253 132	-9 253 132	-8 711 181
Other equity	-21 683 637	-21 350 611	-25 260 400
Other equity	-30 936 769	-30 603 743	-33 971 581
Total equity	759 602	1 092 628	1 758 405
Non-current liabilities			
Leasing liabilities	2 408 544	2 408 544	2 886 601
Long term loan - interest bearing	0	0	
Deferred tax liabilities	979 336	979 336	974 368
Other non current liabilities	4 068 110	4 739 908	343 887
Total non-current liabilities	7 455 990	8 127 788	4 204 856
Current liabilities			
Leasing	325 726	477 942	453 731
Trade and other payables	2 834 596	2 453 588	2 035 127
Tax payables	6 687	0	1 242
Total current liabilities	3 167 008	2 931 530	2 490 100
Total liabilities	10 622 998	11 059 318	6 694 956
TOTAL EQUITY AND LIABILITIES	11 382 599	12 151 947	8 453 361

Oslo, 4 June 2025

Pål Hvammen
Non-executive
director

Erik Alexander
Non-executive
director

Viktor Erik Jakobsen
Chair

Erik Brandon
Reisenfeld
CEO

EAM Solar AS

Q1 2025 REPORT



EAM
Karenslyst Allé 10
NO-0278 Oslo
NORWAY

www.eamsolar.no

VEDLEGG 3: Financial report Q4 2024

EAM SOLAR AS

Q4 REPORT 2024

Interim condensed consolidated financial statements for the full year
and the fourth quarter 2024

HIGHLIGHTS Q4 2024

- EAM has executed organizational changes following the termination of the management agreement. Erik B Reisenfeld is employed as the Company's new CEO.
- Full year power production was 4 468 MWh, 16% below normal production due to reduced production capacity from lacking PV modules following thefts.
- Ordinary operations delivered a positive EBITDA contribution for the full year. Legal costs and provisions for claims from legal proceedings resulted in a negative EBITDA of EUR 1.4 million for the full year.
- On 4 January 2025 the Court of Brescia ordered EAM to pay UBI Leasing EUR 4.4 million. The Court decision will be appealed. A provision for the amount is made in the full year accounts under legal costs.
- The net payable by Aveleos under the P31 purchase contract is at year end EUR 3.4 million. The arbitration award is now enforceable. A provision for the amount is made in the full year accounts under legal costs.
- The Italian Supreme Court has decided to conduct a hearing in the appeal of the criminal court decision of the 4th of July 2024 on the 18th of March 2025. The Supreme Court may decide in the matter on the same day.

Key figures

EUR 000'	Unaudited Q4 2024	Unaudited Q4 2023	Unaudited 2024	Audited 2023
Revenues	252	206	1 283	993
Cost of operations	-20	-88	-198	-237
Sales, general and administration expenses	-221	-158	-931	-743
Legal costs	-1 288	-280	-1 538	-983
EBITDA	-1 277	-321	-1 384	-971
Depreciation, amortizations and write downs	-141	-140	-565	-564
EBIT	-1 418	-461	-1 949	-1 535
Net financial items	-62	-15	300	584
Profit before tax	-1 480	-476	-1 649	-951
Income tax gain/(expense)	-99	-48	-138	-260
Net income	-1 579	-524	-1 786	-1 211
Earnings per share (fully diluted):	-0,01	-0,08	-0,01	-0,18
Million no. of shares (fully diluted)	152,99	6,85	152,99	6,85
EBITDA adjusted	11	-40	154	12

INTERIM REPORT

EAM Solar AS (“EAM”, “EAM AS”, or “the Company”) is a company listed on the Oslo Stock Exchange under the ticker “EAM”. The Company’s primary business is to own solar power plants and sell electricity under long-term fixed price sales contracts, and to pursue legal proceedings to restore company values. The Company owns four power plants in Italy, in the Puglia and Basilicata regions.

The interim report should be read in combination with the 2023 Annual report, the 2024 quarterly reports, the October 2024 equity issue prospectus, and stock exchange notices up to the reporting date.

This financial report includes all relevant information up to the reporting date the 27th of February 2025.

Organizational change and focus

EAM has in January and February 2025 executed necessary organizational changes following the termination of the management agreement by Energeia group.

Erik B Reisenfeld is employed as the Company’s new CEO. The Company Chairman, Mr. Viktor E Jakobsen is no longer employed in Energeia AS and is currently working with various administrative and legal tasks in EAM.

EAM has at the reporting date established its own physical head office in Oslo, and works to end any ties to the Energeia group by the end of first quarter 2025.

Current focus of EAM is to keep operating costs within the financial limitations given by its power plants. The future financial strategy is dependent on the outcomes of various legal proceedings currently ongoing in Italy.

Change in listing of Company shares on the Oslo Stock Exchange

Following the general meeting decision in June 2024, EAM’s legal registration is no longer a public limited company (ASA or allmennaksjeselskap), but a limited liability company (AS or aksjeselskap) under Norwegian law. This decision was made to reduce operating costs.

The change in legal form has as a consequence that the Company no longer complies with the requirements for the listing of the Company’s shares on the Oslo Stock Exchange Euronext Expand. The Company’s shares are therefore on a so-called “penalty bench”, which implies a notification to the stock market of non-compliance with listing requirements. The notification has no consequence for the trading in the Company’s shares.

The Company is working with its legal and financial counsel EAM

to apply for a listing of the Company’s shares on the Oslo Stock Exchange Euronext Growth list, which requires approval by the Oslo Stock Exchange.

Reinstatement of ENFO25 FIT subsidy

In September 2019, GSE terminated the feed-in-tariff subsidy contract for ENFO25. The termination decision was appealed to the Administrative Court in Lazio, Rome (TAR). In 2021 TAR ruled that the termination decision was invalid and consequently should be cancelled.

The Company conducted a write-down of the net receivables against GSE in 2022, and stopped recognizing FIT revenues in the accounts for ENFO25 from 2023.

In July 2024, EAM applied to GSE for reinstatement of ENFO 25’s Feed in-Tariff under an amnesty procedure. On 10 October, GSE informed that the application for amnesty was accepted, and consequently restored the FIT-contract, although at a lower FIT-tariff than the original tariff. The new FIT contract price for electricity has been reduced from EUR 0,231 per kWh to EUR 0,174 per kWh. A net reimbursement of EUR 811k for unpaid FIT was paid by GSE in December 2024.

Litigation activity review

The P31 Acquisition fraud transformed EAM from an operational Solar PV YieldCo to a company where most activity and value depends on the outcome of various litigation processes.

Criminal proceedings in Milan

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

acquitted of the allegations contained in Indictment Point F) related to fraud against EAM.

Based on the advice of EAM's criminal attorneys in Italy, EAM submitted an appeal of the Appeal Court decision to the Court of Cassation on 11 October 2024. The appeal is based on the information described in the Q2 report.

The Supreme Court of Cassation has informed the parties that a hearing will be held on 18 March 2025. It is expected, but not guaranteed, that a decision will be given on the same date.

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

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

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

First Arbitration proceedings in Milan of 2016

An overview of the history of this proceeding can be read in previous financial reports. The matter is still pending before the Court of Cassation and there has been no development in 2024.

Second Arbitration in Milan of 2020

The Milan Chamber of Arbitration's final decision in the arbitration between EAM Solar ASA and Aveleos SA was received 29 February 2024. After a question of interest rates was resolved, by order from the tribunal on 16 May 2024, a new amount in favour of EAM was awarded of EUR 2 729 796 after interest as of 22 May 2024.

Aveleos has appealed the award. On 5 February 2025, the first hearing took place in this appeal. The court has given primary dates for the process and provisionally scheduled the final hearing for 11 March 2026. EAM is informed that there is a possibility, but no guarantee, that this date can be moved forward in time.

Civil Court Italy: UBI (now Intesa Sanpaolo)

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

The final hearing in this matter was heard on 3 December 2024. EAM was informed on 8 January 2025 that a judgement had been entered in this case. The Judge found in favour of UBI and has ordered EAM to pay an amount of

EUR 4,393,821.03 plus interest and expenses.

The judge found that even though UBI was the legal owner of the plants at the time the fraudulent applications for accessing the Feed-in tariffs were made, it was the SPVs, not UBI, who had the responsibility to confirm the plants' completion.

Further, the termination, by GSE, of the Feed-in Tariff contracts and the SPVs' subsequent insolvencies were not deemed to be sufficient to relieve EAM of its duty to keep the SPVs financially alive and to prevent them from going into bankruptcy.

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

Civil Court Luxembourg

EAM Solar ASA filed a civil lawsuit in Luxembourg in July 2019 against the Aveleos shareholder, Enovos, along with the four Enovos- employed directors of Aveleos. This civil claim is subordinate to the original criminal complaint with civil action filed in 2016, which itself remains pending before the investigating judge in Luxembourg.

Standstill agreement proceedings against Aveleos in Luxembourg

In a ruling communicated in March 2017 the court decided that the Luxembourg civil proceedings regarding the standstill agreement shall be put to a halt until the award before the Arbitration Court of Milan is finalized. This halt has repeatedly been reconfirmed in light of the appeal of the first arbitration award.

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

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

Akhmerov Case against EAM in Oslo

On 29 October 2024, Igor Akhmerov petitioned the Oslo District Court for an arrest over assets against EAM for EUR 250.000. This petition was based on a possible future civil claim for legal costs arising from the Italian Criminal Case.

On 9 December 2024, the judge in the matter ruled that Mr. Akhmerov must provide a financial security

to cover any potential financial harm such arrest might cause EAM should Mr. Akhmerov's future civil claim fail within the deadline of 6 January 2025. EAM received notice that Igor Akhmerov chose to drop the petition for arrest before the Oslo District Court. On 27 January 2025, EAM was informed that the judge formally dismissed Mr Akhmerov's case and ordered Mr. Akhmerov to pay EAM NOK 100.000 for legal costs.

Financial review

The preliminary accounts for the fourth quarter and full year 2024 have not been subject to a full audit. The auditing procedure to be conducted during the first quarter 2025 may affect the preliminary accounts.

Major accounting entries made in conjunction with the provisions for the legal proceedings in the Milan arbitration court decision of February 2024 and the Court of Brescia decision of January 2025 recognized in the accounts has been discussed with the Company's auditor, and represents at current the best estimate for the financial impact of these two court decisions.

Solar PV power plant production

EAM ASA owns 4 solar power plants with a combined installed capacity of 4.0 MW. The normal annual power production is approximately 5.4 GWh.

Full year 2024 power production was 4 468 MWh, 16% below normal production. The main reason for lower production from two out of four power plants is due to reduced production capacity from lacking PV modules following thefts.

The annual production shortfall of approximately 850 MWh representing approximately EUR 250k in lost revenues.

Revenues

Full year 2024 revenues were EUR 1,28 million, of which EUR 832k stems from FIT revenues and EUR 419k stems from PPA revenues.

The accounts include FIT revenues from ENFO25 following the reinstatement of the FIT contract by GSE. The financial effect of the reinstatement is EUR 212k for full year 2024.

Cost of operations

Full year 2024 cost of operations was EUR 197k resulting in an EBITDA operations of EUR 1,08 million, equivalent to an 84,5% margin.

SG&A costs

Full year 2024 SG&A costs were EUR 931k, of which management fee and cost related to the listing of the Company's shares on the Oslo Stock exchange accounts for 80% of the SG&A costs.

The Company expects the SG&A costs to be reduced in 2025 following the termination of the management agreement

with the Energeia Group.

Full year EBITDA after operating and SG&A costs were positive with a contribution of EUR 154k.

Legal costs

Full year legal costs were EUR 1,54 million. The legal costs include EUR 957k in net provisions for the arbitration court decision of February 2024 and the financial impact of the Brescia Court decision in the UBI leasing case in January 2025.

The Arbitration proceedings award against Aveleos SA is at year-end EUR 4.67 million. However, this is reduced with EUR 1.24 million awarded by the Arbitration court to Aveleos. The net amount in EAM's favour is at year-end 2024 EUR 3.44 million.

The arbitration award is by the Company's legal counsel deemed to be enforceable and the Company is currently conducting steps to execute such an enforcement procedure to collect the award.

A provision is made in the accounts for the amount awarded by the Court of Brescia to UBI Leasing of EUR 4.4 million. Although EAM intends to appeal this decision and deem the amount awarded by the Court of Brescia does not consider amounts that should be subtracted from the claim, a provision is made in the accounts based on a principle of cautious accounting.

The net amount of these two judgements is recognized in the accounts with a net cost of EUR 957k.

Additional full year legal costs stem from fees to lawyers of EUR 432k and legal services provided by Energeia Group of EUR 148k.

EBITDA and EBIT

Full year EBITDA came in at a loss of EUR 1.38 million. With annual depreciation of EUR 564k, the earnings before interest and taxes came in at a loss of EUR 1.95 million.

Financial items

Full year net financial items came in at a profit of EUR 300k due to a positive currency exchange rate development between NOK and EUR.

Gross financial leasing interest for ENS1 was EUR 245k.

Taxes and profit/loss

Preliminary estimate for taxes is EUR 137k, of which EUR 26k is payable. The net loss for the full year 2024 were EUR 1.78 million.

Cash position

Cash position at year-end was EUR 1.09 million, of which EUR 33k was seized or restricted.

Balance sheet

Year-end total assets were EUR 12.4 million with book equity of EUR 1.25 million representing an equity ratio of 10% on a group level.

Current assets, payables and short-term debt

Year-end current assets were EUR 7.4 million while short term debt and payables was EUR 4 million.

Long term assets and other long-term debt

Long term assets being the 4 power plants was EUR 5 million at year-end, while the long-term financial lease obligations for the power plants were EUR 2.4 million.

Other long -term, debt is mainly provision for the EUR 4.4 million court decision of Brescia booked as a long-term debt. The reason for booking this as a long-term debt is that the anticipated appeal procedure may take up to two years to conclude.

Shares and share capital

Based on the decision made in the extraordinary shareholders meeting of 16th October, the Company concluded an equity issue on the 12th of November 2024 of EUR 1.2 million through the issuance of 146 142 574 new shares at a subscription price of NOK 0,10 per share.

Total number of shares outstanding at the end of the year is 152 994 784.

The nominal value of the Company's shares was reduced from NOK 1,00 per share to NOK 0,10 per share by the general assembly in conjunction with the equity issue.

The book equity of the mother company at the year-end is preliminary assessed to EUR 3.5 million after adjustment for

the court decision provisions.

Subsequent events

The financial report includes all material information up to the date of publication including events after the balance sheet date of the 31st of December 2024.

Going concern

The fourth quarter 2024 report are prepared under the assumption of going concern.

However, although the Group's asset base and operating revenues covers ordinary operations, administration and service of operating assets debt obligations, the Group's liquidity may be challenged if the decision by the Court of Brescia granting UBI Leasing a preliminary award of EUR 4.4 million should be enforced.

Although UBI Leasing has not served the court decision on EAM Solar AS at the date of this report, such action may be taken by UBI Leasing in 2025.

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

The potential claim does not at the time of this report activate the Boards obligation to act in accordance with clause 3-5 in the Private Limited Companies Act.

Oslo, 27 February 2025

Pål Hvammen
Non-executive
director

Erik Alexander
Non-executive
director

Viktor Erik Jakobsen
Chair

Erik Brandon
Reisenfeld CEO

CONSOLIDATED INTERIM FINANCIAL INFORMATION

Consolidated statement of comprehensive income

EUR	Note	Unaudited Q4 2024	Unaudited Q4 2023	Unaudited 2024	Audited 2023
Revenues	4,6	252 151	205 852	1 283 285	992 716
Cost of operations		-19 533	-88 179	-197 813	-237 408
Sales, general and administration expenses	5	-221 272	-158 093	-931 058	-743 296
Legal costs	10	-1 287 851	-280 259	-1 538 298	-982 772
EBITDA		-1 276 506	-320 680	-1 383 885	-970 760
Depreciation, amortizations and write downs		-141 450	-140 487	-564 882	-564 108
EBIT		-1 417 956	-461 167	-1 948 767	-1 534 869
Finance income	7	37 473	61 742	923 437	1 404 806
Finance costs	7	-99 469	-76 547	-623 538	-820 867
Profit before tax		-1 479 952	-475 972	-1 648 868	-950 929
Income tax gain/(expense)		-98 944	-47 669	-137 503	-260 378
Profit after tax		-1 578 896	-523 641	-1 786 371	-1 211 308

Consolidated statement of financial position

EUR	Note	Unaudited 2024	Audited 2023	Audited 2022
ASSETS				
Property, plant and equipment	4	4 883 392	5 429 870	5 987 981
Intangible assets		7 701	8 401	9 101
Other long term assets		66 806	200 290	324 297
Deferred tax assets		40 002	40 002	64 018
Non-current assets		4 997 901	5 678 563	6 385 396
Current assets				
Trade and other receivables	9	5 588 606	1 733 201	2 174 744
Other current assets		708 360	649 876	634 662
Cash and cash equivalents	8	1 095 326	391 720	1 464 397
Current assets		7 392 292	2 774 798	4 273 803
TOTAL ASSETS		12 390 193	8 453 361	10 659 199
EQUITY AND LIABILITIES				
Equity				
Paid in capital				
Issued capital		9 371 095	8 126 110	8 126 110
Share premium		27 603 876	27 603 876	27 603 876
Paid in capital		36 974 971	35 729 986	35 729 986
Other equity				
Translation differences		-8 673 520	-8 711 181	-7 814 895
Other equity		-27 046 771	-25 260 400	-24 049 092
Other equity		-35 720 290	-33 971 581	-31 863 987
Total equity		1 254 681	1 758 405	3 865 999
Non-current liabilities				
Leasing		2 408 544	2 886 601	3 340 536
Long term loan - interest bearing		0		0
Deferred tax liabilities		1 051 854	974 368	804 250
Other non current liabilities	10	4 694 869	343 887	343 887
Total non-current liabilities	10	8 155 267	4 204 856	4 488 674
Current liabilities				
Leasing		477 842	453 731	430 836
Trade and other payables		2 476 588	2 035 127	1 873 690
Tax payables		25 816	1 242	
Total current liabilities	10	2 980 246	2 490 100	2 304 526
Total liabilities		11 135 513	6 694 956	6 793 200
TOTAL EQUITY AND LIABILITIES		12 390 195	8 453 361	10 659 199

Oslo, 27 February 2025

Pål Hvammen
Non-executive
director

Erik Alexander
Non-executive
director

Viktor Erik Jakobsen
Chair

Erik Brandon
Reisenfeld
CEO

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Basis for preparation

General accounting principles

EAM is a public limited liability company, incorporated and domiciled in Norway, with registered office at Karenslyst Allé 10, 0278 Oslo, Norway. The Company was founded on 5 January 2011 and listed on the Oslo Stock Exchange under the ticker "EAM" in 2013.

The primary business activity of EAM is to own solar photovoltaic power plants and sell electricity under long-term fixed price sales contracts, and to pursue legal proceedings to restore company values. EAM was structured to create a steady long-term dividend yield for its shareholders. Following the P31 Acquisition, the main value of EAM is dependent on the future outcome of litigation activities.

EAM currently owns 4 photovoltaic power plants and 2 subsidiaries in Italy. The Company has two employees.

These interim condensed consolidated financial statements for the quarter have been prepared in accordance with IAS 34 Interim Financial Reporting. The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements. The quarterly report should therefore be read in conjunction with the Group's Annual Report 2023 that was published on 30 April 2024, quarterly financial reports and stock exchange notices in the reporting period.

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2023.

Financial risk

The external leasing contracts has a floating interest rate.

Credit risk

Under normal circumstances the risk for losses is low, as the counterpart is the Italian state. The Group has not made any offsets or other derivative agreements to reduce the credit risk in EAM.

Asset value risk

EAM Group's cash balance was EUR 1,095 million on 31 December 2024.

Market and regulatory risk

One of the main risks of operations in Italy is related to regulatory risk. The contractual counterparty, the Government of Italy, has conducted unilateral and retroactive changes to the commercial electricity sales contracts to the detriment of the suppliers and they have also made changes to the operational regulatory regime governing power plants in Italy.

Risk associated with external factors

The Group is to a little extent affected by increased interest rates impact through the external leasing debt.

Note 2: Significant accounting judgements

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

Revenue and receivables

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

Going concern

The fourth quarter 2024 report are prepared under the assumption of going concern.

However, although the Group's asset base and operating revenues covers ordinary operations, administration and service of operating assets debt obligations, the Group's liquidity may be challenged if the decision by the Court of Brescia granting UBI Leasing a preliminary award of EUR 4.4 million should be enforced.

Although UBI Leasing has not served the court decision on EAM Solar AS at the date of this report, such action may be taken by UBI Leasing in 2025.

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

The potential claim does not at the time of this report activate the Boards obligation to act in accordance with clause 3-5 in the Private Limited Companies Act.

Note 3: Currency exposure

Most of EAM's economic activities (revenues and costs) are in EUR. Some of the cost base is in NOK. The functional currency for the parent company is NOK.

Note 4: List of subsidiaries

The following subsidiaries are included in the interim consolidated financial statements.

Company	Country	Ownership
EAM Solar Italy Holding s.r.l.	Italy	100%
Ens Solar One s.r.l.	Italy	100%
Energiea Fotovoltaica 25 s.r.l.	Italy	100%

Note 5: Transactions with related parties

Related parties

In the fourth quarter 2024 Energiea AS was the manager of EAM. Energiea AS in Norway and Italy employs most of the personnel conducting the administrative services for EAM, whereas the technical services are done by subcontractors.

The Management agreement with Energiea group is terminated and will end at the latest the 25th of May 2025.

Transactions with related parties

All the transactions have been carried out as part of the ordinary operations and at arms-length prices.

Energiea AS invoice all billable hours at a predetermined rate for each consultant working on the assignment. Out-of-pocket expenses is billed separately at cost. The hourly rate per consultant will be adjusted yearly in conjunction with the budget process and approval in EAM.

Energiea AS' direct costs for the management of EAM was EUR 775 thousand for the full year 2024.

Note 6: Segment information

The Group owns and operates four solar PV power plants in Italy at the end of the reporting period. They are reported as one business segment. The business is investing in and operating power plants that have similar economic characteristics. Full year 2024 revenues were EUR 1,28 million, of which EUR 832k stems from FIT revenues and EUR 419k stems from PPA revenues.

Note 7: Financial income and expenses

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

Financial expenses	2024	2023
Interest expense	-245 211	-267 068
Foreign exchange losses	-371 158	-550 282
Other financial expenses	-7 169	-3 516
Total financial expenses	-623 538	-820 866

Net financial income (expenses)	299 899	583 940
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The average exchange rate used for 2024 is EUR/NOK 11.628, whereas the exchange rate used on 31 December 2024 is EUR/ NOK 11.795.

Note 8: Cash and cash equivalents

The Company had no unused credit facilities at the end of the quarter

EUR	2024	2023
Cash Norway	196 907	73 255
Cash Italy	898 419	318 465
Cash and cash equivalents	1 095 326	391 720
Restricted cash Norway	385	16 378
Restricted cash Italy	7 580	228 804
Seized cash Italy	25 032	61 616

The restricted cash in Italy of EUR 36 thousand is the debt service reserve account of ENS Solar One Srl. The EUR 62 thousands of the seized cash is taken from companies not included in the criminal proceedings.

Note 9: Accounts receivables

Trade and other receivables	2024	2023
Accounts receivables	2 185 431	1 733 201
Net receivables Arbitration	3 403 174	
Accounts receivables	5 588 606	1 733 201

Note 10: Short- and long-term debt

EUR	2024	2023
Financial leases	2 408 544	2 886 601
Deferred tax	1 051 854	974 368
Other non current liabilities	4 694 869	343 887
Total non-current liabilities	8 155 267	4 204 856
Current leasing	477 842	453 731
Payables	1 866 183	1 424 722
Tax payable	25 816	1 242
Payables to GSE	610 405	610 405
Total current liabilities	2 980 246	2 490 100
Total liabilities	11 135 513	6 694 956

Payables to GSE

On 29 March 2022, Law no. 25 (Sostegni ter Decree) entered into force. The Decree was initially intended to apply from February 2022 to the end of the year, but it was later extended to 30 June 2023. Following the Decree, the achieved market price of electricity was limited to EUR 56 per MWh for the Company's power plants in the South of Italy for this period. Relevant provisions are made but not yet paid as the Company is awaiting final decision in the Italian judicial system on the lawfulness of the Decree.

Equity contribution agreement and patronage letter

In conjunction with the "P31 acquisition", EAM Solar Italy Holding Srl entered into a so-called patronage letter and an equity contribution agreement with UBI Leasing and UniCredit respectively. These agreements may under certain circumstances require EAM Solar Italy Holding Srl to inject additional equity into the debt financed SPVs to cover any shortfall or breach of the debt repayment obligations of the SPVs.

The FIT contracts of the SPVs have been terminated by GSE due to a fraud against the State of Italy.

In November 2018 EAM was served with a notice that UBI Leasing had requested the Court of Brescia for an injunction of EUR 6 million on EAM assets. The court of Brescia granted a preliminary non-enforceable injunction. EAM challenged the injunction. Court hearings in this matter has been ongoing since 2019 until this day.

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

The judge found that even though UBI was the legal owner of the plants at the time the fraudulent applications for accessing the Feed-in tariffs were made, it was the SPVs, not UBI, who had the responsibility to confirm the plants' completion.

Further, the termination, by GSE, of the Feed-in Tariff contracts and the SPVs' subsequent insolvencies were not deemed to be sufficient to relieve EAM of its duty to keep the SPVs financially alive and to prevent them from going into bankruptcy.

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

A provision is made in the accounts on this matter and booked as other non-current liabilities.

EAM Solar AS

Q4 2024 REPORT



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VEDLEGG 4: Årsrapport for EAM Solar konsern 2024

EAM SOLAR AS

ANNUAL REPORT

2024

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THE 2024 ANNUAL REPORT

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

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

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

Change of legal formation of the Company in 2024

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

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

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

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

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

Shareholders

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

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

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

Management

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

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

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

EAM SOLAR AS IN BRIEF

The Company

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

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

A brief history of the EAM Solar group

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

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

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

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

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

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

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

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

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

Operational strategic review and outlook

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

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

Litigation activities

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

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

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

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

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

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

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

During the criminal proceedings, which formally commenced in 2016, EAM received evidence that the Prosecutors office of Milan had, already in 2012, initiated a broad investigation into Avelar

et.al. for fraud against the state of Italy in relation to subsidized electricity contracts. This fact was known to directors of Aveleos prior to negotiating a sale of the power plants to EAM.

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

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

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

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

2024 Litigation Updates

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

The Aveleos directors Igor Akhmerov and Marco Giorgi's convictions from 2019 for fraud against the State of Italy, under indictment points B) and D) were upheld. Their conviction for

the fraud against EAM, under indictment point F) was not upheld. EAM appealed this matter, again, to the Court of Cassation, where a decision is expected on 17 June 2025.

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

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

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

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

DIRECTORS' REPORT

The 2024 annual report

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Strategic review and outlook

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

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

Litigation activities

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

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

Business development activities

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

Operational review

Power production

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

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

Business operations in 2024

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

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

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

Legal proceedings

Criminal proceedings in Milan

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Arbitration proceedings in Milan of 2016

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

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

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

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

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

Second Arbitration in Milan of 2020

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

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

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

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

Civil Court Italy; UBI (now Intesa Sanpaolo)

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

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

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

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

Civil Court Luxembourg

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

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

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

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

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

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

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

Akhmerov's claim against EAM in Norway

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

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

Administrative Court Italy – ENFO 25

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

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

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

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

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

Previous legal cases

Criminal proceedings in Oslo

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

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

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

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

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

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

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

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

Criminal investigation for subsidy fraud in Bolzano, Italy

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

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

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

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

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

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

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

Civil Court Italy; Aveleos

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

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

issue and accordingly decided to drop the case. This brought the proceedings to an end.

Corporate developments in 2024

Ending of management agreement with Energeia AS

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

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

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

Significant changes to the shareholder base

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

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

Financial review

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

Power production

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

Revenues

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

All EAM's electricity sales are made under 20-year sale agreements in the feed-in-tariff (FIT) scheme, with the Italian

renewable energy authority Gestore Servizi Energetici (GSE) as commercial counterparty.

Cap on the sales price of electricity from renewable energy sources

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

Cost of operations

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

Sales, general & administration costs

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

Operational EBITDA

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

Litigation costs and provisions for court decisions

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

Provisions for revenues and costs related to legal proceedings

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

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

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

Provision for ENFO25 FIT contract reinstatement

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

Depreciation

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

EBIT

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

Net financial items

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

Profit before tax and net income after tax

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

Consolidated statement of financial position

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

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

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

Cash flow

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

EAM Solar AS (parent company)**Profit and loss statement**

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

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

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

Balance sheet

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

Cash flow

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

Events after the balance sheet date**Decision by Brescia**

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

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

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

Going concern

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

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

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

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

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

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

EAM intends to appeal the Brescia court decision, and in conjunction with such an appeal, request the appeal court to halt any enforcement of the Brescia decision. However, in the

case UBI Leasing should be given the opportunity to enforce the claim of EUR 4.4 million, EAM may not be able to secure going concern.

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

Market overview - power prices in Italy

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

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

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

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

Risk factors

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

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

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

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

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

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

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

Regulatory risk

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

Litigation risk

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

Credit risk

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

Asset value risk

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

Liquidity risk to fund the legal strategy

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

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

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

and require legal expertise from legal professionals in several countries.

Risk associated with the economic situation in Europe

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

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

Corruption of justice

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

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

Loss of key personnel

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

Health, safety, and the environment

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

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

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

On employees and management company

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

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

Environmental impact on the external environment

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

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

Values and guidelines for business ethics and CSR

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

Corporate governance

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

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

Norwegian Code of Practice for Corporate Governance

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

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

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

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

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

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

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

Equal treatment of shareholders

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

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

Transfer of shares

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

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

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

General meetings

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

Preparations for the AGM

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

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

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

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

Participation in a general meeting

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

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

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

Agenda and conduct of the AGM

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

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

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

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

Elections to the board

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

Composition of the board

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

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

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

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

Independence of the board

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

Board's duties and responsibility

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

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

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

Mandate for the board

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

Mandate for the CEO

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

Financial reporting

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

Board meetings

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

Audit committee

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

Remuneration of the board of directors

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

The board will be informed if individual directors perform other tasks for the Company beyond their normal role as directors of the Company. To the extent such work justifies an additional

remuneration beyond the annual fixed board fee, such remuneration shall be approved by the Company's general meeting. The Company's annual accounts provide information about the board's compensation.

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

Remuneration of the manager and the CEO

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

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

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

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

Information and communications

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

Financial reports

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

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

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

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

Other market information

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

published results, market conditions and the company's prospects.

Communication with shareholders

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

Take-overs

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

Auditor

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

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

The board has established guidelines on the use of the auditor by the Company's executive management for services other than auditing. The board reports the remuneration paid to the

auditor to the AGM, including details of fees paid for audit work and for other specific assignments.

Related parties

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

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

Presentation of the financial statements

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

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

Oslo, 22 May 2025

Viktor E Jakobsen
Chair

Pål Hvammen
Board member

Erik Alexander
Board member

Erik B Reisenfeld
CEO

CONSOLIDATED FINANCIAL STATEMENT

Consolidated statement of profit or loss

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

Consolidated statement comprehensive income

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

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

Consolidated statement of financial position

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

22 May 2025

Viktor E Jakobsen
Chair

Pål Hvammen
Board member

Erik Alexander
Board member

Erik B Reisenfeld
CEO

Consolidated cash flow statement

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

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

Consolidated statement of changes in equity

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Summary of significant accounting policies

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

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

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

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

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

1.1 Basis for preparation of the financial statement

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

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

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

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

pending the legal proceedings that is expected to ultimately solve the situation for EAM.

1.2 Consolidation principles

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

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

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

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

1.3 Use of estimates in the financial statements

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

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

1.4 Foreign currency

The Group's consolidated financial statements are presented in EUR. Each entity in the Group determines its own functional

currency, and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currency

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

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

Foreign operations

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

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

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

1.5 Revenue recognition

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

Sale of solar power

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

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

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

Interest income

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

asset or liability. Interest income is included in finance income in the statement of comprehensive income.

1.6 Segments

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

1.7 Income tax

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

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

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

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

1.8 Property, plant, and equipment

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

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

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

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

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

1.9 Leases

Right-of-use assets

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

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

Lease liabilities

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

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

1.10 Classification and measurement of financial assets and liabilities

Trade and other receivables

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

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

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

Trade and other payables

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

1.11 Cash and cash equivalents

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

1.12 Equity

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

1.13 Provisions

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

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

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

1.14 Contingent liabilities and assets

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

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

1.15 Current/non-current classification

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

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

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

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

1.17 Earnings per share

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

1.18 Intangible assets

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

1.19 Events after the reporting period

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

1.20 Application of new IFRS requirements

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

1.21 New standards and interpretations not yet adopted

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

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

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

Note 3: List of subsidiaries

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

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

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

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

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

Revenue and receivables

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

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

Tax assets

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

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

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

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

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

Note 5: Specification of auditor's fee

VAT is not included in the fees specified below.

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

Note 6: Remuneration to board and nomination committee

Board remuneration

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

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

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

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

Nomination committee remuneration

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

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

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

Note 7: Management costs

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

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

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

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

Note 8: Provisions for court decisions

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

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

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

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

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

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

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

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

in accordance with the legal assessment given by EAM's legal counsel.

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

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

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

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

Note 9: Financial income and expenses

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

Financial income	2024	2023
Interest income	4 195	10 857
Foreign exchange gain	914 282	1 393 949
Other financial income	4 960	0
Total financial income	923 437	1 404 806
Financial expenses	2024	2023
Interest expense	-245 211	-267 068
Foreign exchange losses	-295 238	-550 282
Other financial expenses	-7 169	-3 516
Total financial expenses	-547 618	-820 866
Net financial income (expenses)	375 819	583 940

Note 10: Income tax

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

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

Income tax net income	66 421	-260 376
Income tax other comprehensive income	0	0
Total income tax expense	66 421	-260 376

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

Temporary differences Norway	2024	2023
Long-term receivables in foreign currency	-1 958 168	-1 067 833
Receivables	-3 436 682	0
Provisions	4 393 821	0
Intercompany interest	-6 529 583	-5 989 196
Total temporary differences	-7 530 612	-7 057 029

Tax losses carried forward	1 068 397	722 429
Basis for deferred tax	-6 462 215	-6 334 600

Deferred tax	-979 437	-974 368
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Temporary differences Italy	2024	2023
Tangible assets	51 623	51 623
Leasing	71 131	115 050
Total temporary differences	122 754	166 673

Tax losses carried forward	16 313 816	16 313 816
Tax losses not recognised as asset	-16 313 816	-16 313 816
Basis for deferred tax asset	122 754	166 673

Deferred tax asset	29 461	40 002
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Tax expense reconciliation	2024	2023
Profit before tax	-1 382 741	-950 929
Corporation tax charge thereon at 22%	-304 203	-208 378
<i>Adjusted for the effects of:</i>		
Expenses not tax deductible	413 396	203 359
Change in temporary differences	16 603	-201 532
Different tax rates in foreign jurisdictions	-462 937	-657 312
Change in tax loss not carried forward	220 614	988 486
Withholding tax intercompany interest	182 949	143 820
Adjustments to tax previous periods	0	-8 064
Other minor items	0	-2
Income tax expense for the year	66 421	260 376
<i>Effective tax rate</i>	<i>-5 %</i>	<i>-27 %</i>

Note 11: Segment information

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

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

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

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

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

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

Note 12: Earnings per share

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

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

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

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

Note 13: Property, plant, and equipment

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

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

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

Note 14: Equipment leasing commitments

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

Note 15: Other contractual obligations

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

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

Note 16: Financial risk management

Regulatory risk

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

Financial risk

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

Credit risk

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

Interest-rate risk

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

Liquidity risk

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

Capital structure and equity

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

Risk associated with the economic situation in Europe

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

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

Note 17: Trade receivables

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

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

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

Note 18: Cash and cash equivalents

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

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

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

Note 19: shareholders and share capital

Shareholders

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

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

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

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

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

Share capital

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

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

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

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

Note 20: Debt

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

Payables to GSE

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

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

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

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

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

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

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

Over the years several legal proceedings between EAM and the sellers of the P31 portfolio (Aveleos S.A., Enovos Luxembourg

S.A., Avelar Energy Ltd.) that may result in awards or payable claims between the parties.

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

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

Litigation funding agreement with Therium

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

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

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

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

Note 20: Impairment

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

Note 21: Intangible assets

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

Note 22: Events after the balance sheet date

Court decision in the case against UBI Leasing

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

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

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

expected only hearing in the Supreme Court proceedings to the 17th of June 2025.

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

Note 23: Going concern

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

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

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

In February 2024, the Arbitration Court of Milan awarded EAM a net proceeds of EUR 2.29 million against Aveleos SA. To the extent the award is not paid by Aveleos, or enforcement of

payment proves unsuccessful, the groups liquidity may be challenged in the future.

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

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

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

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

PARENT COMPANY FINANCIAL STATEMENTS

Statement of comprehensive income

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

Statement of financial position

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

Oslo, 22 May 2025

Viktor E Jakobsen
Chair

Pål Hvammen
Board member

Erik Alexander
Board member

Erik B Reisenfeld
CEO

Statement of cash flow

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

Statement of change in equity

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

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

Note 1: Accounting principles

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

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

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

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

Use of estimates

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

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

Foreign currency translation

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

Revenue recognition

The Company's revenues consist of management services provided to the subsidiaries. Management services have been

presented as incurred in the profit and loss statement. Revenue is recognised once delivery has taken place and most of the risk have been transferred.

Income tax

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

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

Balance sheet classification

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

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

Subsidiaries

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

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

Trade receivables and other receivables

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

Cash and cash equivalents

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

Cash flow statement

The cash flow statement is presented using the direct method.

Provisions

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

Note 2: Revenue

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

Note 3: Salary and personnel expense

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

Board remuneration

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

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

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

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

Nomination committee remuneration

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

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

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

Note 4: Operational costs breakdown

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

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

Note 5: Management costs

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

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

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

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

Note 6: Subsidiaries and intercompany balances

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

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

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

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

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

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

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

Note 7: Income taxes

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

Income tax expense (NOK)	2024	2023
Tax payable	0	0
Changes in deferred tax	600 078	2 496 657
Income tax expense	600 078	2 496 657

Tax base calculation	2024	2023
Profit before income tax	-3 999 992	-28 135 712
Permanent differences	-677 127	43 726 861
Tax base	-4 677 119	15 591 149

Temporary difference	2024	2023
Long-term receivable in foreign curr.	23 096 597	12 002 977
Receivables	40 535 664	0
Provisions	-51 825 119	0
Intercompany interest	77 016 431	67 321 550
Tax losses carried forward	-12 601 743	-8 120 463
Total temporary difference	76 221 830	71 204 064

Tax losses carried forward not recognised as an asset	12 601 743	0
Total	88 823 573	71 204 064

Deferred tax	11 552 465	10 952 386
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Note 8: Shareholders and equity

Share capital

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

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

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

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

Shareholders

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

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

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

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

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

Note 9: Group entities

See note 3 in the consolidated accounts and note 6.

Note 10: Receivables and liabilities

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

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

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

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

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

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

Note 11: Cash and cash equivalents

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

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

Note 12: Subsequent events

Court decision in the case against UBI Leasing

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

Note 13: Going concern

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

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

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

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

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

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

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

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

RESPONSIBILITY STATEMENT

We confirm, to our best knowledge that the financial statements for the period 1 January to 31 December 2024 have been prepared in accordance with current applicable accounting standards and give a true and fair view of the assets, financial position and profit or loss of the entity and the Group taken as a

whole. We also confirm that the board of directors' Report includes a true and fair view of the development and performance of the business and the position of the entity and the Group, together with a description of the principal risks and uncertainties.

Oslo, 22 May 2025

Viktor E Jakobsen
Chair

Pål Hvammen
Board member

Erik Alexander
Board member

Erik B Reisenfeld
CEO

AUDITORS REPORT



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To the General Meeting of EAM Solar AS

Independent Auditor's Report

Qualified opinion

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

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

In our opinion

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

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

Basis for Qualified Opinion

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

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RSM Norge AS (company number 982316588), RSM Advokatfirma AS (company number 914095573), RSM Norge Kompetanse AS (company number 925107492), RSM Advokatfirma AS and RSM Norge Kompetanse AS are affiliates of RSM Norge AS. RSM Norge AS is a member of the RSM Network and trades as RSM. RSM is the trading name used by the members of the RSM Network. Each member of the RSM Network is an independent assurance, tax and consulting firm each of which practices in its own right. The RSM network is not itself a separate legal entity of any description in any jurisdiction.

Perniso Dokumentnøkkel: Z75QS-V9ESY-QIWIN-F6H8D-LXFPW-YZDK8

Independent Auditor's Report 2024 for EAM Solar AS



We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

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

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

Material Uncertainty Related to Going Concern

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

Other Matters

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

Key Audit Matters

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

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

Ongoing lawsuits

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

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

Independent Auditor's Report 2024 for EAM Solar AS



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

Other Information

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

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

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

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

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

Independent Auditor's Report 2024 for EAM Solar AS



- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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



Independent Auditor's Report 2024 for EAM Solar AS

**Report on Other Legal and Regulatory Requirements***Adverse opinion on Compliance with Requirement on European Single Electronic Format (ESEF)*

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

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

Oslo, 22 May 2025
RSM Norge AS

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

Penneo Dokumentnøkkel: Z75QS-V9ESY-QIWIJN-F6HBD-LKFPW-Y2DK8

Annual report 2024



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VEDLEGG 5: Årsrapport for EAM Solar konsern 2023

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EAM Solar ASA ANNUAL REPORT 2023

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EAM SOLAR ASA IN BRIEF

Energeia AS established EAM Solar ASA (EAM or the Company) in January 2011. The Company was established with the purpose of owning Solar PV power plants under long-term electricity sales contracts and distributing dividends on a regular basis to its shareholders. The Company was listed on the Oslo Stock Exchange under the ticker EAM in March 2013, becoming the world's first publicly listed pure solar PV "YieldCo".

EAM has no employees and is managed by Energeia AS. Energeia AS conducts all administrative and technical tasks with own employees and subcontractors. The annual general meeting of EAM elects the Company's board of directors, who make all material investments, divestments, and contractual decisions. EAM acquired the first power plant in Italy in 2011. At the end of 2023 EAM owned and operated 4 power plants with a combined capacity of 4.0 MW generating an average annual production of 5.4 GWh annually (P50 production).

EAM entered into a Share Purchase Agreement with Aveleos S.A. in July 2014 to acquire 31 PV power plants in Italy, for a total consideration of EUR 115 million. One week after the transfer of 21 of the 31 power plants, it appeared that 27 of 31 power plants comprised by the Share Purchase Agreement, and two directors of the sellers,



were already the targets of a criminal investigation conducted by the Prosecutor's Office of Milan.

Based on the criminal proceedings, the companies contractual counterparty for purchase of electricity, the state-owned utility company Gestore dei Servizi Energetici (GSE), firstly suspended and then terminated the long-term electricity sales contract for 17 of the 21 PV power plants transferred to EAM in July 2014. The Administrative Court of Lazio legalized GSE's decision to terminate in June 2016.

EAM's calculated loss of revenues due to terminated FIT contracts and permanent closure of power plants because of lacking technical certification, amounts to more than EUR 300 million. This has resulted in the bankruptcy of the SPVs affected by the criminal proceedings in 2016.

The annual accounts of 2023 have identified a loss after tax of EUR 1 211 thousand, the negative result is stemming mainly from extensive legal costs.

On the basis of the fundamental breach of contract and contractual guarantees in the Share Purchase Agreement, resulting in losses now suffered by EAM, and the lack of willingness from the seller to remedy the flawed sale, EAM has been forced to initiate legal proceedings against the sellers to recover losses and damages. This situation has effectively changed EAM from a YieldCo to a litigation company.

Because of the fraud, EAM's market valuation dropped to EUR 10 million in the beginning of 2016, 80 per cent below the invested equity capital of EUR 55 million. During 2016, 2017 and 2018 the

market value increased to EUR 27 million. In 2019 the market value decreased to EUR 8 million. In 2020 the market value further decreased to EUR 6 million, where it remained in 2021 with a further decrease to EUR 3-4 million in 2022. In 2023 the market value increased to EUR 9 million.

Strategic review and outlook

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

Litigation activities

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

At current, the only ongoing criminal proceeding related to the fraud is the criminal proceedings in the Court of Milan. The criminal proceedings recommenced in the Criminal Court of Appeal of Milan in November 2023 following the Italian Supreme Courts annulment of the previous appeal court decision of 2021. The final hearing is scheduled for 16 May 2024.

Business development activities

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

Litigation activity review

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

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

The cash transfer was the initial payment in a EUR 114 million transaction of 31 Solar PV power plants constructed by Aveleos et.al in 2010 and 2011, operational since 2011 with long-term subsidised electricity contracts with the State of Italy.

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

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

During the criminal proceedings commencing in 2016, EAM received evidence that the Prosecutors office of Milan already in 2012 had initiated a broad investigation into Aveleos et.al. for fraud against the state of Italy in relation to subsidized electricity contracts. This fact

was known to the directors of Aveleos prior to negotiating a sale of the power plants to EAM Solar ASA.

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

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

Criminal proceedings in Oslo

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

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

On 1 July 2022 Oslo District Court, presided by Judge Flaterud, dismissed EAM Solar ASA's request for a Private Criminal Proceeding against Enovos Luxembourg SA.

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

interpretation of the law in the decision made by the Oslo District Court on 1 July 2022.

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

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

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

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

Criminal proceedings in Milan

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

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

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

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

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

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

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

On the fraud of EAM, the Supreme Court concluded that the evidenced withholding of essential information during the contractual negotiations constitutes a contractual fraud.

In July 2023, Section V of the Court of Appeal in Milan notified the parties that the appeal proceedings would continue, and the first hearing took place on 30 November 2023. The final hearing is scheduled for 16 May 2024. The Court of Appeal has stated its intention to render its judgement in the case at the conclusion of the hearing on 16 May 2024.

New criminal investigation for subsidy fraud in Italy

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

The Milan office of EAM Solar ASA's Italian subsidiaries (ENS Solar One Srl, Energia Fotovoltaica 25 Srl and EAM Solar Italy Holding Srl) were visited by officers of Guardia Di Finanza who retrieved documentation related to the above-mentioned companies. In addition, the search

and seizure order also identified Energia Fotovoltaica 14 Srl, which already is part of the criminal proceedings in Milan and was sent into bankruptcy in 2016.

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

With this new investigation, and the existing criminal proceedings in Milan, all power plants sold to EAM Solar ASA by Enovos and Avelar through their Joint Venture Aveleos SA, are subject to criminal proceedings or under investigation for subsidy fraud against the state of Italy.

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

EAM Solar ASA has been in a continuous dialogue with Økokrim since 2017 in relation to the fraud conducted against the company in 2014.

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

EAM Solar ASA was informed on 3 March 2021 that the Criminal Court of Bolzano, on the request of the Public Prosecutor, has decided that the Company's CEO, Viktor E Jakobsen, no longer is considered as a “person of interest” (suspect) in the ongoing investigation.

The Norwegian National Authority for Investigation and Prosecution of Economic and Environmental Crime (“Økokrim”) is fully informed of the change in status of the Company's CEO.

No provisions are made in the accounts on this matter.

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Arbitration award. However, The Arbitration decision of 2019 is not yet final since EAM decided to appeal the dismissal by the Civil Appeal Court in Milan to the Supreme Court in Italy within the deadline on 22 September 2021.

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EAM Solar ASA and its subsidiary is of the opinion that such claim does not exist and have third party expert opinions supporting this fact. The fact is that Aveleos SA owes EAM Solar ASA money following the SPA due to the non-transfer of 10 power plants.

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

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EAM has requested UBI to provide both witnesses and documentation of the bank's handling of the leasing financing activities of the Solar PV power plants in 2010 and 2011 in the proceedings. On 10 November 2022 the Judge decided that UBI must submit certain documents on EAM's request. A hearing was conducted on 30 March 2023 where UBI submitted more documents.

The final hearing in this matter was heard on 4 March 2024. The Judgement is expected in early May 2024.

No provisions are made in the accounts on this matter.

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Administrative Court Italy – ENFO 25

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

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

GSE has not paid the FIT tariff for the electricity delivered by ENFO 25 since July 2019, and currently owe ENFO 25 approximately EUR 1.06 million in unpaid electricity bills. The Administrative Court also ordered GSE to cover the legal costs of EAM Solar ASA. How and when GSE will restore their contractual obligations is not yet determined.

Management evaluated the situation of ENFO 25 and its net receivable position against GSE at year end 2022, concluding that it is more likely than not, that the net receivable against GSE will not

be collected in the short-term. Based on this conclusion the trade receivable against GSE and the corresponding provision of payable was written down and the net amount recognised as an operating cost, write down of trade receivables amounting to EUR 569 thousand at year-end 2022. Revenues recognition and reporting of revenues for 2022 remained unchanged, however from 1 January 2023 the Company has not recognised Feed-In-Tariff revenues for ENFO 25.

No further provisions are made in the accounts on this matter.

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

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

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

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





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DIRECTORS' REPORT

The 2023 annual report

EAM Solar ASA (EAM or the Company) is a public limited liability company, incorporated and domiciled in Norway, with registered address at Cort Adelers gate 33, 0254 Oslo, Norway. Energeia AS established EAM on 5 January 2011.

EAM Solar ASA ("EAM", "EAM ASA", or "the Company") is a company listed on the Oslo Stock Exchange under the ticker "EAM". The Company's primary business is to own solar power plants and sell electricity under long-term fixed price sales contracts, and to pursue legal proceedings to restore company values. The Company owns four power plants in Italy, which are located in the Puglia and Basilicata regions in Southern Italy. Energeia AS manages EAM under a long-term management agreement.

The geographical focus of EAM has since its inception been to acquire power plants under long-term contracts in Europe. EAM acquired its first power plant in Italy in 2011. Since then, EAM has acquired in total 25 power plants with a combined capacity of 27.1 MW generating 38.3 GWh annually, representing annual revenue of EUR 13.5 million.

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

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

Seventeen of the 21 PV power plants transferred to EAM in July 2014 did not have valid long-term feed-in-tariff contracts (FIT) according to the contractual counterparty Gestore dei Servizi Energetici GSE S.p.A, owned by the State of Italy, as warranted by Enovos Luxembourg S.A. and Avelar Energy Ltd under the Share Purchase Agreement.

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

Due to Enovos Luxembourg S.A. and Avelar Energy Ltd lack of willingness to assume what the Company believes is their contractual obligation as owners of Aveleos S.A. and to remedy the situation, EAM has been forced to initiate legal proceedings in Italy, Luxembourg, and Norway.

The events following the so-called "P31 acquisition" have effectively transformed EAM from a dividend paying "YieldCo" to a large lawsuit. Consequently, the share price of EAM Solar ASA on the Oslo Stock Exchange has dropped considerably.

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

Information on Corporate Governance is presented in a separate section.

Strategic review and outlook

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

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

Following the decision by the Criminal Appeal Court of Milan in January 2021, where the appeal court decided to revoke the first instance judgement of the Criminal Court of Milan, the board and management of the company deemed it appropriate to conduct a strategic review of the litigation activities and its initial core business activities. The decision in the appeal court was later overturned by the supreme court, see more details below.

Litigation activities

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

At current, the only ongoing criminal proceeding related to the fraud is the criminal proceedings in the Court of Milan. The criminal proceedings have recommenced in the Criminal Court of Appeal of Milan from November 2023 following the Italian Supreme Courts annulment of the previous appeal court decision of 2021. The final hearing is scheduled for 16 May 2024.

Business development activities

Following the dividend distributed to the company's shareholders in October 2022 of 1 share in Energeia AS for each share in EAM Solar ASA, the shareholders now have an investment in a litigation company and in a separate company operating within the Solar PV industry under normal business conditions.

Apart from this action in 2022, the Company does not foresee any business development activities beyond the litigation activities until the litigation activities are finally resolved.

Operational review

Power production

Throughout 2023 EAM Solar ASA owned and operated 4 power plants. The 4 power plants have a combined installed capacity of 4.0 MW with an average annual technical power production capacity of 5.4 GWh (P50 production).

Accumulated for the year power production was 4 333 MWh, 20.4 per cent below estimated production. The lower than estimated production was mainly due to lower production capacity of the power plants caused by thefts of solar PV modules.

Additional profit from sale of shares to Energeia AS

On 15 August 2019 EAM Solar ASA sold the shares in the subsidiary EAM Solar Norway Holding AS to Energeia AS. The board of directors decided to conduct this sale to protect and secure the financial integrity of EAM Solar ASA.

The final sales price for the shares consisted of two elements; 1) a fixed price for the shares, and 2) a profit split if Energeia sold the power plants with a profit before year-end 2020. On 30 April 2020 Energeia AS sold the power plants indirectly owned by EAM Solar Norway Holding AS to a third party.

Since Energeia AS sold the power plants in 2020, EAM Solar ASA is entitled to receive 75 per cent of any net capital gains realized by Energeia AS above the purchase price from EAM Solar ASA.

The provisional capital gain for EAM Solar ASA was in 2020 estimated to be NOK 70.9 million and the profit was entered in the books in 2019 and 2020. The final sales price, including capital gain, will be determined in 2025 when all historical tax assessments relating to the period prior 2019, and taxes related to the sale of the power plant in 2020 are finalized with the tax authorities in Italy.

Corporate status

Legal proceedings

Criminal proceedings in Oslo

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

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

On 1 July 2022 Oslo District Court, presided by Judge Flaterud, dismissed EAM Solar ASA's request for a Private Criminal Proceeding against Enovos Luxembourg SA.

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

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

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

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

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

Criminal proceedings in Milan

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

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

party, was condemned to be financially responsible for the same provisional damage.

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

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

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

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

The Supreme Court sent the criminal proceedings back to a different chamber of the Criminal Appeal Court of Milan for new proceedings to be conducted, with the requirement that the new court proceedings must be based on a complete review of the evidence, making

correct application of the principles of law and the rules of logic as formulated in the Supreme Court decision.

On the fraud of EAM, the Supreme Court concluded that the evidenced withholding of essential information during the contractual negotiations constitutes a contractual fraud.

In July 2023, Section V of the Court of Appeal in Milan notified the parties that the appeal proceedings would continue, and the first hearing took place on 30 November 2023. The final hearing is scheduled for 16 May 2024. The Court of Appeal has stated its intention to render its judgement in the case at the conclusion of the hearing on 16 May 2024.

New criminal investigation for subsidy fraud in Italy

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

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

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

With this new investigation, and the existing criminal proceedings in Milan, all power plants sold to EAM Solar ASA by Enovos and Avelar through their Joint Venture Aveleos SA, are subject to criminal proceedings or under investigation for subsidy fraud against the state of Italy.

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

EAM Solar ASA has been in a continuous dialogue with Økokrim since 2017 in relation to the fraud conducted against the company in 2014.

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

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Business operations in 2023

At the end of 2023 EAM owned or controlled 4 power plants operating under normal conditions, with a combined installed capacity of 4.0 MW with an average annual technical power production capacity of 5.4 GWh (P50 production).

The financial statements and annual report are prepared under the assumption of going concern. However, although the Company's asset base and operating revenues covers ordinary operations,

administration and service of operating assets debt obligations, the Company's liquidity is strained due to the significant legal costs relating to the litigation activities. See comment under headline Going concern.

Financial review

In 2023 EAM Solar ASA has continued the legal processes to restore the shareholder values. The legal processes are expensive and are heavily contributing to the loss in 2023.

Cap on the price of electricity from renewable energy sources in Italy

In 2022 the Italian government proposed a cap on the price of electricity from renewable sources known as the "Sostegni-ter Decree".

On 27 January 2022, Law Decree No. 4, known as the "Sostegni-ter Decree", (the "Decree") was published in the Italian Official Journal and entered into force on the same date, to mitigate, among others, the impact of the recent energy price increases and to protect consumers. One of the most significant measures introduced by the Decree is the limitation of the windfall profits of certain renewable power plants that have been able to benefit from rising energy prices, set out under Article 16.

On 29 March 2022, Law no. 25 (Sostegni ter Decree) entered into force. The Decree was initially intended to apply from February 2022 to the end of the year, but it was later been extended to 30 June 2023. Following the Decree, the achieved market price of electricity has been limited to EUR 56 per MWh for the Company's power plants in the South of Italy. Based on the information received from GSE and the Decree, the Company has during the first half of 2023 had an estimated electricity sales revenue reduction of EUR 90 thousand.

Consolidated statement of comprehensive income Revenue and production

The Group owns and operates four solar PV power plants in Italy as of year-end 2023. The business is investing in and operating power plants that have similar economic characteristics.

All 4 power plants owned or controlled by EAM produced electricity and delivered this to the grid in 2023. Total electricity production in 2023 was 4 333 MWh, 20.4 per cent below estimated production. Accumulated for the year revenues were EUR 993 thousand, of which EUR 474 thousand was received from market sales of electricity. EUR 7 thousand were other revenues.

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

During the year ended 31 December 2023 approximately EUR 602 thousand (2022: EUR 914 thousand) of the Group's external revenue was derived from sales to the Italian state, represented by GSE for the Feed In Tariff contracts.

Approximately EUR 474 thousand (2022: EUR 1 300 thousand) of the Group's external revenue was derived from sales to an international commodities trading house for the market price contracts. Due to the implementation of the Sostegni Ter Decree, which is applicable for companies with Feed In Tariff contracts, the achieved market price of electricity has been limited to EUR 56 per MWh for the Company's power plants in the South of Italy.

Based on the information received from GSE and the Decree, the Company has had an estimated electricity sales revenue reduction of EUR 90 thousand for the period from 1 January 2023 to 30 June 2023.

Operating costs

Total cost of operations in 2023 amounted to EUR 237 thousand. The cost of operations consisted of cost related to insurance, O&M, utilities, and security services. SG&A expenses amounted to EUR 743 thousand for the year.

Legal costs

The cost item consists almost entirely of legal costs. Accumulated for the year the legal costs amounted to EUR 983 thousand.

Operational earnings

Earnings before interest, depreciation, amortisation, and taxes (EBITDA) amounted to minus EUR 971 thousand for 2023.

Accumulated for the year depreciation and amortisation were EUR 564 thousand, resulting in an operating profit (EBIT) of minus EUR 1 535 thousand.

Net financial items

Net financial items amounted to EUR 584 thousand for the full year 2023.

Profit before tax and net income after tax

Profit before tax amounted to minus EUR 951 thousand for 2023. Net tax amounted to EUR 260 thousand.

Reported net income after tax was minus EUR 1 211 thousand for 2023 and reported loss per share were EUR -0.18 on a fully diluted basis.

Cash flow and balance sheet statements

Consolidated statement of financial position

Total assets amounted to EUR 8.5 million on 31 December 2023. This was down by EUR 2 million over the year.

Total equity amounted to EUR 1.8 million on 31 December 2023, a decrease by EUR 2 million over the year. The equity ratio was positive with 20.8 per cent on 31 December 2023, down from 36.3 per cent on 31 December 2022. Net working capital amounted to EUR 285 thousand on 31 December 2023.

Cash flow

Net cash flow from operating activities was negative with EUR 487 thousand in 2023. Net cash flow from investing activities was positive with EUR 180 thousand. Net cash flow from financing activities was negative with EUR 765 thousand. Cash and cash equivalents amounted to EUR 392 thousand on 31 December 2023, of which 229 thousand was restricted at year-end and 62 thousand was seized (see [note 17](#)).

EAM Solar ASA (parent company)

Profit and loss statement

Revenues are management services provided to subsidiaries (see [note 2](#)). Other operating expenses consist mainly of purchased services. Net financial items for 2023 were positive with NOK 26.9 million.

Balance sheet

Total assets amounted to NOK 49 million, of which NOK 44 million is intercompany. Cash amounted to NOK 823 thousand at year-end. Total equity amounted to NOK 32 million equal to 65.9 per cent of total assets, compared to 81.1 per cent in 2022. Current liabilities amounted to NOK 5.9 million.

Cash flow

Net cash flow from operational activities was positive with NOK 17 million and net cash flow from investments were negative with NOK 26 million.

Going concern

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

However, although the Group's asset base and operating revenues covers ordinary operations, administration and service of operating assets debt obligations, the Group's liquidity is strained due to the significant legal costs relating to the litigation activities.

At year-end 2023 the Group had EUR 391 thousand in cash of which EUR 122 thousand was unrestricted. At the end of first quarter 2024, the cash was reduced to EUR 237 thousand of which EUR 25 thousand was unrestricted. The first quarter in a year is normally a loss making quarter due to the seasonality of power production.

In the final award of 29 February 2024 in the Milan arbitration, EAM Solar ASA was awarded an estimated net compensation payable by Aveleos SA between EUR 2 686 810 and EUR 2 939 814 after interest is applied. However, the Company does not foresee to receive such amounts without further legal procedures in conjunction with international collection procedures.

The final award in the arbitration does, however, open for the possibility of releasing pledges relating to Aveleos on the SPV ENS1, thus enabling EAM Solar ASA to sell the four remaining power plants in Italy. Such sale will release a significant amount of liquidity for the

Company. However, such sale may take between 9 and 18 months to conclude.

A final factor with regards to the assessment of going concern is the outcome of the ongoing criminal proceedings in Milan, scheduled for a decision on 16 May 2024. A court decision upholding the original court decision of 2019 will secure going concern, an unfavourable decision for EAM Solar ASA may challenge the going concern assumption.

These circumstances imply that there will be a need for additional capital infusion. If this is not attainable, there will be a material uncertainty regarding the group's ability to continue as a going concern.

The board has convened an extraordinary general meeting on 10 May 2024 in order to grant the board power of attorney to execute on measures to improve the short term liquidity of the Group.

Risk associated with the economic situation in Europe

Throughout 2022 and 2023 markets in Europe have been characterised by surging energy prices, increasing interest rates and price increases in general. The Group has to a very little extent been affected by this.

Since the Decree in Italy has limited the market price during the first half of 2023 there has been no windfall profit for the Group in this period. Increased interest rates impact the group to a certain extent through the external leasing debt.

The War in Ukraine and sanctions against Russia

The war in Ukraine and the sanctions against Russia has had no direct impact on the Company's operations.

Market overview

Power prices in Italy

The average wholesale power price in Italy for 2023 decreased from 2022 but is still higher than in earlier years. The increased price in 2022 resulted in a decree from the Italian government to cap the price of electricity from renewable sources, known as the “Sostegni-ter Decree”. The Decree was initially intended to apply from February 2022 to the end of the year but was later extended to 30 June 2023.

Events after the balance sheet date

Changes to the board of directors

The directors Stephan Jervell and Gro Prødel Hvammen has both informed the Company the need to resign from the board of directors prior to the ordinary annual general meeting for reasons unrelated to the Company.

The Company consequently has decided to convene an extraordinary shareholder's meeting on 10 May 2024 for the establishment of an interim board of directors pending the annual general meeting of the shareholders scheduled for 22 May 2024.

Criminal proceedings in Milan

The final hearing is scheduled for 16 May 2024. The Court of Appeal has stated its intention to render its judgement in the case at the conclusion of the hearing on 16 May 2024.

New Arbitration in Milan of 2020

The Milan Chamber of Arbitration's final decision in the arbitration between EAM Solar ASA and Aveleos SA was received 29 February 2024. The arbitration court conclusion was a net amount in favour of EAM of between EUR 2 686 810 and EUR 2 939 814 after interest is applied.

A range is stated above due to a possible clerical error made in the Final Award. Aveleos has requested the Arbitration Chamber to correct the error and revise the stated interests. Aveleos has further challenged the application of other interest rates. This matter is expected to be sorted by 27 May 2024. The total amount should be considered preliminary until this date.

Further, Aveleos has until 18 June 2024 to submit an appeal of the Final Award.

Risk factors

The Company is exposed to several risk factors.

The largest risk to our current operation is regulatory (political) risk in Italy, i.e. retroactive changes in government incentives schemes, changes to regulatory framework for operation and changes in taxation of assets and renewable energy operations.

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

Regulatory risk

The unilateral and retroactive 8 per cent reduction of the long-term electricity price of the FIT contracts conducted by the State of Italy in 2015 through their wholly owned subsidiary, Gestore dei Servizi Energetici GSE S.p.A., is believed illegal and in a breach of the constitutional law of Italy by leading legal experts, law firms and courts of law in Italy. However, the state of Italy has made no attempt to amend this situation. The regulatory risk experienced in Italy is by far

the largest risk to PV power plant financial return and operation at the current moment.

It is unfortunately impossible to hedge against this type of regulatory risk in Italy at this point in time. The international market for insurance against State Government risk only is possible to achieve for countries classified as “underdeveloped” or “developing” by the United Nations system through the World Bank Group insurance institute MIGA (MIGA underwrite insurance against state confiscation, unlawful punitive taxation etc.). Since Italy is classified as a developed country, insurance against regulatory risk in Italy is not possible to obtain.

The new regulatory environment of the operation of solar PV power plants in Italy, partially implemented in 2015, poses a significant risk to PV power plant owners since these rules may be exploited to reduce or revoke long-term FIT contracts for non-material or non-technical reasons. This creates significant risk for corruption in conjunction with administrative processes since the legal treatment of administrative decisions takes several years, in breach of Italy's administrative law, exposing owners to financial default and bankruptcy without having administrative measures judged in a court of law.

Litigation risk

The Company is involved in several legal processes where the outcome is unknown. There is a risk that the Company might lose some or all these processes and that it can result in a counter claim from the other party in such legal processes. It is also a risk that the counterpart is unable to settle an award in favour or the Company.

Credit risk

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

The Company's gross credit risk exposure against GSE on 31 December 2023 was EUR 132 thousand. EAM has made no financial arrangements to limit the credit risk further.

Asset value risk

EAM's cash balance was EUR 392 thousand on 31 December 2023, of which the Prosecutors Office of Milan has seized EUR 62 thousand.

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

Risk associated with the economic situation in Europe

Throughout 2022 and 2023 markets in Europe have been characterised by surging energy prices, increasing interest rates and price increases in general. The Group has to a very little extent been affected by this.

Since the Decree in Italy has limited the market price during the first half of 2023 there has been no windfall profit for the Group in this period. Increased interest rates impact the group to a certain extent through the external leasing debt.

The War in Ukraine and sanctions against Russia

The war in Ukraine and the sanctions against Russia has had no direct impact on the Company's operations.

Transactions with related parties

Related parties

Energeia AS is the manager of EAM. Energeia AS in Norway and Italy employs or subcontract all the personnel conducting the technical and administrative services for EAM. Energeia AS owns 9.5 per cent of the shares in EAM.

Sundt AS and Canica AS are shareholders in EAM. They are also shareholders in Energeia AS, but not involved in the day-to-day operations of Energeia AS. Sundt AS was represented on the board of directors of Energeia AS until 13 December 2022. Certain key personnel managing the day-to-day operations of EAM are also investors in Energeia AS.

Transactions with related parties

All the transactions have been carried out as part of the ordinary operations and at arms-length prices.

Energeia AS invoice all billable hours at a predetermined rate for each consultant working on the assignment. Out-of-pocket expenses is billed separately at cost. The hourly rate per consultant will be adjusted yearly in conjunction with the budget process and approval in EAM Solar ASA.

Accumulated for the year Energeia AS' direct costs for the management of EAM was EUR 488 thousand, of which EUR 361 thousand was related to SG&A, and EUR 127 thousand was related to legal and litigation work in conjunction with the P31 Acquisition fraud.

On 15 August 2019 EAM Solar ASA sold the shares in the subsidiary EAM Solar Norway Holding AS to Energeia AS. The board of directors decided to conduct this sale to protect and secure the financial integrity of EAM Solar ASA.

The final sales price for the shares consisted of two elements; 1) a fixed price for the shares, and 2) a profit split if Energeia sold the power plants with a profit before year end 2020. On 30 April 2020 Energeia AS sold the power plants indirectly owned by EAM Solar Norway Holding AS to a third party.

Since Energeia AS sold the power plants in 2020, EAM Solar ASA is entitled to receive 75 per cent of any net capital gains realized by Energeia AS above the purchase price from EAM Solar ASA.

The provisional capital gain for EAM Solar ASA was in 2020 estimated to be NOK 70.9 million and the profit was entered in the books in 2019 and 2020. The final sales price, including capital gain, will be determined in 2025 when all historical tax assessments relating to the period prior 2019, and taxes related to the sale of the power plant in 2020 are finalized with the tax authorities in Italy.

Health, safety, and the environment

EAM has no employees, and therefore no statistics related to health issues, recruiting processes, salaries or working conditions.

The board of directors comprised at year end of two male and one female director.

Energeia AS and sub-suppliers to the manager provide all administrative, technical, and commercial services. The manager is responsible for requirements related to gender neutrality, non-discrimination, and equal opportunities. The manager recruit employees on a gender-neutral and non-discriminatory basis.

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

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

Values and guidelines for business ethics and CSR

Honesty, transparency, and trust are essential to the success of the Company. EAM is committed to transparency in its management practices, and in particular in the relationship between EAM and Energeia AS. The board of directors always have access to all information and assistance from the employees of the manager.

The Company's work to integrate consideration for human rights,

employee rights and social conditions, the external environment, and the fight against corruption in its business strategies, in its daily operations and in its relations with its stakeholders takes place mainly in meeting suppliers and society in general.

The Company has in total identified 6 groups that are relevant in the company's work to translate the company's guidelines into action. These can be summarized as follows:

Stakeholder group	Relevance	Expected of the company	Arena for dialogue	Actions by the company
Investors – the Company is listed on Euronext Expand and has a broad investor base	High	Compliance with regulatory requirements for ESG reporting	Quarterly presentations, annual reporting and investor meetings	Comply with Oslo Stock Exchange guidelines
Customers – only 2 customers, the Italian state on 20-year feed-in-tariff contracts (56 per cent of revenue) and a local power trader on market price contracts (44 per cent of revenue)	Low	Corruption prevention	Meetings and dialogue. Written contracts	Formulate ethical guidelines
Suppliers – very limited, mainly law firms in Norway and abroad, only small amounts for other suppliers	Low	Corruption prevention	Meetings and dialogue. Written contracts	Formulate ethical guidelines
Civil society – legal proceedings have no impact on society and the solar PV power plants are not located near populated areas and are located on private ground	Low	Minimise local waste. Fencing and security measures around power plants to prevent contact with high voltage equipment	E-mail or local meetings	Establish maintenance plans
Authorities – delivery of electricity to the grid is a very standardised commodity	Low	Compliance with regulatory requirements for electricity production	Inspections and reporting portals	Establish operational procedures and reporting procedures
Employees – there are no employees in the Company	None	None	None	None
Financial institutions -Three out of four power plants are financed by leasing	Medium	Corruption prevention	Questionnaires and Written contracts	Formulate ethical guidelines

It is difficult to give an assessment of the results achieved, both in relation to the day-to-day operations and in relation to stakeholders. Work on these guidelines has been ongoing for several years and no significant changes in the results have been observed in recent years. The Company plans to continue the work in the same way as now to maintain the standard that has been achieved.

Separate guidelines for environmental, social and governance (“ESG”) are presented in a separate section.

Disclosure requirements regarding the Act relating to enterprises’ transparency and work on fundamental human rights and decent working conditions (Transparency Act) (norsk: åpenhetsloven) are made available on the Company’s homepage.

Presentation of the financial statements

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

However, although the Group’s asset base and operating revenues covers ordinary operations, administration and service of operating assets debt obligations, the Group’s liquidity is strained due to the significant legal costs relating to the litigation activities.

In the final award of 29 February 2024 in the Milan arbitration, EAM Solar ASA was awarded an estimated net compensation payable by Aveleos SA between EUR 2 686 810 and EUR 2 939 814 after interest is applied. However, the Company does not foresee to receive such amounts without further legal procedures in conjunction with international collection procedures.

The final award in the arbitration does, however, open for the possibility of releasing pledges relating to Aveleos on the SPV ENS1, thus enabling EAM Solar ASA to sell the four remaining power plants in Italy. Such sale will release a significant amount of liquidity for the Company. However, such sale may take between 9 and 18 months to conclude.

A final factor with regards to the assessment of going concern is the outcome of the ongoing criminal proceedings in Milan, scheduled for a decision on 16 May 2024. A court decision upholding the original court decision of 2019 will secure going concern, an unfavourable decision for EAM Solar ASA may challenge the going concern assumption.

Oslo, 30 April 2024

Stephan Lange Jervell
Non-executive director

Gro Prødel Hvammen
Non-executive director

Viktor Erik Jakobsen
Chair

Christian Hagemann
CEO



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



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CORPORATE GOVERNANCE AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING

EAM Solar ASA is committed to pursuing environmental, social and governance practices that supports the trust in the Company, its directors and management, the way it operates its business and thereby contribute to value creation.

As defined in the Euronext ESG Guide:

“Environmental, social and governance principles (ESG) are a set of standards by which a company and its investors can measure the wider impact of its operations and long-term strategy”.

The objective of corporate governance is to regulate the roles and responsibilities of shareholders, directors and management in a more comprehensive manner than is required by legislation.

Implementation and reporting on corporate governance

Implementation

EAM Solar ASA's board of directors is responsible for executing best practice corporate governance and has prepared and approved the Company's policy for corporate governance.

Through its board and management, the Company conducts a review and evaluation of its principles for corporate governance on an annual basis.

EAM Solar ASA is a Norwegian public limited company listed on the Oslo Stock Exchange. Section 3-3b of Norway's Accounting Act requires the Company to provide an annual statement of its corporate governance principles and practices. These provisions also specify the minimum requirements for the content of this report.

The Norwegian Corporate Governance Board (NCGB) has issued the Norwegian code of practice for corporate governance (the code). Adherence to the code is based on the “comply or explain” principle, which means that a company must comply with the recommendations of the code or explain why it has chosen an alternative approach to specific recommendations.

The Oslo Stock Exchange requires listed companies to publish an annual statement of their policy on corporate governance in accordance with the code in force at the time. Rules on the continuing obligations of listed companies are available at www.oslobors.no.

EAM Solar ASA will comply with the above-mentioned rules and regulations, and the current code, issued on 14 October 2021 except for the following:

1. According to the code, the entire board of directors should not act as the Company's audit committee. Nevertheless, EAM has chosen to establish an audit committee consisting of the full board of directors. The reason for this is that EAM is exempted from the obligation to have an audit committee since the Company satisfies the criteria in section 6-41 (2) of the Norwegian Public Limited Liability Companies Act. With the exception mentioned above, the Company has established an audit committee with tasks and composition as mentioned in the Public Limited Liability Companies Act, sections 6-41 to 6-43.

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

Business

The business purpose of EAM is defined in article 3 of the Company's articles of association, which states that:

“The Company's business activities include identification, analysis, financing, operating, purchase, and sale of Solar power plants outside Norway, and naturally related activities, such as ownership in similar companies. In addition, the Company's business is lawsuits in relation to Solar power plants.”

Equity and dividends

Equity

Total equity for the Group amounted to EUR 1.8 million at 31 December 2023, representing an equity ratio of 20.8 per cent.

The equity of the parent company amounted to EUR 2.9 million at 31 December 2023, representing an equity ratio of 65.8 per cent.

Dividend policy

The Company's primary objective is to generate a capital return and distribute this to its shareholders through dividends.

Based on the status of the Company no dividend will be declared for 2023.

Equal treatment of shareholders and transactions with close associates

Equal treatment

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

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

Transactions with related parties

EAM has a long-term management agreement with Energeia AS. The latter provides all administrative, technical, and operational services required by the Company. EAM has no employees.

The transactions between EAM and the manager in 2023 have been conducted both as part of ordinary operations in accordance with the management agreement, and conducted by the manager in pursuing legal objectives in the various processes of the fraud case against EAM.

Any transactions, agreements or arrangements between the Company and its shareholders, directors, members of the executive management team or close associates of any such parties will only be entered into as part of the ordinary course of business and on arm's length market terms. All such transactions will comply with the procedures set out in the Norwegian Public Limited Liability Companies Act or similar provisions, as applicable.

Transfer of shares

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

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

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

General meetings

Annual general meeting

The annual general meeting (AGM) is the Company's highest authority. The board strives to ensure that the AGM is an effective

forum for communication between the shareholders and the board, and encourages shareholders to attend.

Preparations for the AGM

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

The AGM for 2024 will be held on 22 May 2024 at the Company offices in Oslo, Norway.

The board can call for extraordinary general meetings. It will also call for an extraordinary general meeting at the request in writing of the auditor or shareholders representing at least five per cent of the share capital to deal with a specific subject.

The board summons general meetings. Notice of a general meeting will be issued at the latest 21 days before the date of the meeting and will include a proposed agenda. The notice will also be made available on the Company's website at www.eamsolar.no.

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

The date of the next AGM is included in the Company's financial calendar. The financial calendar for the coming year will be published no later than 31 December in the form of a stock exchange announcement, and will also be made available on the Company's website.

Participation in a general meeting

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

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

Agenda and conduct of the AGM

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

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

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

The minutes of the AGM are published in the form of a stock exchange announcement, and are also made available on the Company's website at www.eamsolar.no.

Nomination committee

EAM will have a nomination committee consisting of three members. The Company's current nomination committee was elected for one year on the annual general meeting 22 May 2023 and consists of:

- Leiv Askvig, chair
- Nils Erling Ødegaard, member
- Georg Johan Espe, member

Members of the nomination committee will be shareholders or shareholder representatives.

The general meeting elects the members of the nomination committee, including its chair. These members will serve for one year unless the general meeting decides otherwise. This term commences from the date of election unless otherwise decided. It terminates at the end of the annual general meeting in the year when the term expires. Even if the term has expired, the member must remain in their post until a new member has been elected.

Remuneration for members of the nomination committee is determined by the general meeting.

The nomination committee has the following responsibilities:

- To provide the general meeting with recommendations on directors to be elected by the shareholders, subject to the provision that the manager has the right to recommend up to two directors
- To provide the general meeting with recommendations on the remuneration of directors
- To provide the general meeting with recommendations on members of the nomination committee

- To provide the general meeting with recommendations on the remuneration of the members of the nomination committee.

The general meeting may issue further guidelines for the nomination committee's work.

Board of directors: composition and independence Elections to the board

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

Composition of the board

On 31 December 2023, the board of EAM Solar ASA consisted of three directors, two men and one woman:

- Viktor Erik Jakobsen, chair
- Stephan Lange Jervell, non-executive director
- Gro Prødel Hvammen, non-executive director

At the annual general meeting on 22 May 2023 Viktor Erik Jakobsen was elected as chair of the board, and at the same date Stephan Lange Jervell was re-elected as members of the board. Gro Prødel Hvammen was elected as member of the board.

Directors have been elected to serve for a period of one year unless otherwise stated. Directors represent varied and broad experience from relevant industries and areas of technical speciality, and contribute knowledge from both Norwegian and international

companies. More information about the expertise and background of directors can be found on the Company's website.

Independence of the board

Stephan Lange Jervell and Gro Prødel Hvammen are both independent of the Company's manager, material business contacts and largest shareholders.

The Company chair, Viktor E Jakobsen, is the CEO of the manager Energeia AS and may thus not be considered as a completely independent director of the Company.

Work of the board of directors

Board's duties and responsibility

The board has the ultimate responsibility for managing the Company and for supervising management and make strategic decisions.

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

In the management agreement between the Company and the manager, the manager is effectively the CEO of the Company. Should an individual have to be appointed as the CEO, the manager will propose this person for approval by the board. The board of directors defines objectives, strategies, and risk profiles for the company's business activities to facilitate that the company creates value for shareholders.

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

Mandate for the board

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

Mandate for the CEO

The CEO is the representative of the manager. The manager is responsible for executive management and day-to-day operations of the Company as defined in the management agreement.

Financial reporting

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

Board meetings

The board holds regular meetings each year. Extraordinary board meetings are held when required to consider matters that cannot wait until the next regular meeting.

In 2023 the board of directors met on several occasions, either in person or by circulation.

Audit committee

EAM is exempted from the obligation to have an audit committee since the Company satisfies the criteria in section 6-41 (2) of the Norwegian Public Limited Liability Companies Act. Nevertheless, the Company has established an audit committee, consisting of the full board of directors, with tasks and composition as mentioned in the Public Limited Liability Companies Act, sections 6-41 to 6-43.

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

Board's evaluation of its own work

The board carries out an annual evaluation of its own performance, working arrangements and competence. The chair prepares a report on this evaluation, which is made available to the nomination committee.

Risk management and internal control

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

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

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

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

Remuneration of the board of directors

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

The board will be informed if individual directors perform other tasks for the Company than their role as directors. Work in sub-committees may be remunerated in addition to the remuneration received for the directorship. The Company's annual accounts provide information about the board's compensation.

There are no share options issued to members of the board of directors.

Remuneration of the manager and the CEO

Pursuant to the management agreement, the CEO receives no direct remuneration from the Company. The CEO is receiving his remuneration from the manager, Energeia AS. Energeia AS will invoice all

billable hours at a predetermined rate for each consultant working on the assignment. Out-of-pocket expenses will be billed separately at cost. The hourly rate per consultant will be adjusted yearly in conjunction with the budget process and approval in EAM Solar ASA.

The management agreement has been entered into for an initial term of 10 years. After the initial term, both parties may terminate the agreement by giving 12 months' notice, with effect at the earliest from 2021. Termination by the Company triggers a termination fee of five times the average fee for the two preceding fiscal years.

No member of the Company's board or other administrative or supervisory body has service contracts with the Company or any of its subsidiaries that provide benefits on the termination of employment. No loans or guarantees have been given to any members of the board or other company bodies.

Information and communications

EAM maintains regular dialogue with analysts and investors. The Company strives to publish relevant information continuously to the market in a timely, effective, and non-discriminatory manner, and considers it very important to inform shareholders and investors about the Company's commercial and financial performance. All stock exchange announcements are made available both on the Company's website and on the Oslo Stock Exchange news website at www.newsweb.no.

Financial reports

EAM publishes its fourth quarter results in the beginning of March and the full annual report, including approved and final financial statements and the directors' report, is available no later than 30 April

each year as required by the Securities Trading Act. The complete annual report and financial statements are made available to shareholders no later than three weeks prior to the AGM.

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

Other market information

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

Communication with shareholders

The manager gives high priority to communication with the investor market. Individual meetings are organised for major investors, investment managers and analysts. The Company also attends investor conferences.

The board has issued guidelines for the Company's investor relations' function, including the designation of authorised spokespersons for the company.

Take-overs

The board endorses the principle of non-discrimination of shareholders. In the event of a take-over, the board undertakes to act in a

professional manner and in accordance with applicable legislation and regulations.

The board will seek to comply with the recommendations in the code relating to the board's responsibilities and duties in a takeover situation.

Auditor

EAM is audited by RSM Norge AS, Norway.

The auditor presents a plan annually to the board for the audit work and confirms that the auditor satisfies established requirements for independence and objectivity.

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

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

**IMPLEMENTATION AND REPORTING ON SUSTAINABILITY
ESG – Relevance and materiality**

The information that investors and other stakeholders in the company consider material and relevant has changed drastically since the company went public in 2013.

At the outset, EAM's strategy was to create value by acquiring operational solar power plants and, through active ownership, to optimise operations and achieve the best possible electricity yield, lowest possible cost of operations, and highest possible dividend yield. However, considering the impact that the fraud and subsequent legal proceedings have had on the Company value, EAM has been forced to change from a YieldCo to a company primarily focused on litigation.

Consequently, when evaluating what information is considered relevant, meaning information that influences the opinion or decision of users by helping them to evaluate past, present, or future events or by confirming or correcting their past evaluations, such information will almost entirely be related to the legal proceedings and not to the renewable energy industry, as originally envisaged. Future value creation is not, at present, linked to traditional business development within renewable energy but rather to the restoration of lost values, stemming from the P31 fraud, via in-court legal proceedings in several jurisdictions or via out-of-court settlements.

The company has used the "Oslo Børs veiledning om rapportering av samfunnsansvar" and "Euronext Guidelines to Issuers for ESG Reporting" as a tool in preparing the report.

Materiality analysis: identification and prioritisation

When going deeper into the materiality analysis, which involves mapping the opportunities and risks the company faces, as well as identifying its most important stakeholders and their primary areas of interest, it becomes clear that many of the stakeholders one would expect to find, are less relevant or not present at all. Using a traffic light model, it looks like this:



Stakeholder group	Relevance	Expected of the company	Arena for dialogue	Actions by the company
Investors – the Company is listed on Euronext Expand and has a broad investor base	High	Compliance with regulatory requirements for ESG reporting	Quarterly presentations, annual reporting and investor meetings	Comply with Oslo Stock Exchange guidelines
Customers – only 2 customers, the Italian state on 20-year feed-in-tariff contracts (56 per cent of revenue) and a local power trader on market price contracts (44 per cent of revenue)	Low	Corruption prevention	Meetings and dialogue. Written contracts	Formulate ethical guidelines
Suppliers – very limited, mainly law firms in Norway and abroad, only small amounts for other suppliers	Low	Corruption prevention	Meetings and dialogue. Written contracts	Formulate ethical guidelines
Civil society – legal proceedings have no impact on society and the solar PV power plants are not located near populated areas and are located on private ground	Low	Minimise local waste. Fencing and security measures around power plants to prevent contact with high voltage equipment	E-mail or local meetings	Establish maintenance plans
Authorities – delivery of electricity to the grid is a very standardised commodity	Low	Compliance with regulatory requirements for electricity production	Inspections and reporting portals	Establish operational procedures and reporting procedures
Employees – there are no employees in the Company	None	None	None	None
Financial institutions -Three out of four power plants are financed by leasing	Medium	Corruption prevention	Questionnaires and Written contracts	Formulate ethical guidelines

The main opportunities and risks the Company faces are given a score (1-5) based on the significance for stakeholders and the impact they have, based on the matrixes below.

Risk and opportunity matrix			Significance for the Company’s impact on economic, social and environmental issues					
			Negligible	Minor	Moderate	Considerable	Major	Paramount
			0	1	2	3	4	5
Significance to the Company’s stakeholders	Negligible	0	0	0	0	0	0	0
	Minor	1	0	1	2	3	4	5
	Moderate	2	0	2	4	6	8	10
	Considerable	3	0	3	6	9	12	15
	Major	4	0	4	8	12	16	20
	Paramount	5	0	5	10	15	20	25
Legend:			Negligible	Low	Moderate	High	Crucial	

Risks and opportunities for the legal activities:

Risks:	Stakeholder score	Impact score	Total score	Opportunities:	Stakeholder score	Impact score	Total score
Not having enough liquidity to fund the legal strategy	5	4	20	Victory in court resulting in payment from the counter-parties; out of court settlements	5	4	20
Lack of police investigation to collect evidence and prosecute	4	3	12				
Corrupt courts and/or judges – There is a risk that courts or legal proceedings are already influenced or could be influenced, so as to affect or alter rulings	4	4	16				
The counterparty evades payment for fraudulent actions even if sentenced in court either through continuous delays or even bankruptcy	4	3	12				
Risk that a case might be rejected by the courts due to statutory limitations, jurisdiction or other reasons	3	3	9				
Threats of physical injury or death towards individuals both internal and external representing the Company	3	3	9				

Risks and opportunities for the solar PV energy production activities:

Risks:	Stakeholder score	Impact score	Total score	Opportunities:	Stakeholder score	Impact score	Total score
Assets acquired are not built in accordance with standards and regulations and documents are falsified	2	2	4	New investments in solar PV in countries and regions where corruption is less probable at government level, in the business environment and in the judicial system	4	4	16
Regulatory risk, change in regulations relating to the GSE and payment of feed-in-tariff	3	3	9				

Summary of analysis

Based on the score from the matrix above, two risks and two opportunities have been identified as significant and will form basis for the company’s ESG reporting. These are:

Not having enough liquidity to fund the legal strategy

To successfully pursue the legal strategy, EAM Solar ASA depends on having sufficient funds and liquidity to provide payment for the legal costs related to the various legal proceedings. The risk entails that the legal proceedings would stop or be delayed in the event the Company does not have these funds. Consequently, this would jeopardize the Company’s legal integrity, stall progress in the legal proceedings or ultimately prevent the Company from reaching the desired outcome or result. The legal proceedings, in which the Company is involved, are costly and require legal expertise from legal professionals in several countries.

The Company defines the risk as whether or not available funds are held by either the Company itself and/or by the manager. Measures taken by the Company to monitor this risk are carried out in the form of monthly reports to the board of directors on available liquidity and accrued legal costs. The monthly reporting provides the tools for the management and the board of directors to continuously monitor the Company’s financial situation and the cost of the legal proceedings.

To minimize the risk of not having enough liquidity to fund the legal strategy, the Company conducted the sale of power plants Varmo and Codroipo in 2019. The sale provided the Company with a profit and removed the operational and administrative costs related to the ownership of these powerplants. In addition, the Company continuously takes measures to reduce and optimize operational and

administrative costs on a general basis to improve liquidity within the Company.

The reporting on the risk will be conducted by classifying the Company's liquidity situation in one of the following three categories.

Satisfactory: The Company's considers its liquidity to be good. The Company has sufficient liquidity to fund the legal strategy on a long-term basis.

Unsatisfactory: The Company considers its liquidity situation to be less than good. The Company has sufficient liquidity to fund the legal strategy on a short-term basis, but needs to take further measures to fund the legal strategy on a long-term basis.

Crucial: The Company considers its financial situation to be crucial and does not have sufficient liquidity to fund the legal strategy on either a short-term or long-term basis.

Corrupt courts and/or judges – There is a risk that courts or legal proceedings are already influenced or could be influenced, to affect or alter rulings

There is an imminent risk that attempts could be made to influence, or that influence has already been exerted over, judges or arbitrators to alter the outcome of a procedure or a decision rendered. These attempts could take the form of monetary value or non-monetary value such as promotions or benefits given both inside and outside the courts. Typically, arbitrators will have their own legal practice where such benefits could be received, while both judges and arbitrators could receive promotions that are not based on competence and experience. There could even be threats put forward to the same

individuals. These risks are more likely to occur in jurisdictions where corruption is more common than in Norway.

In jurisdictions where the counterparty is a state-controlled entity there might be express or indirect pressure from the authorities to reach a specific outcome. There could also be pressure to do nothing, or to obstruct or hinder investigations.

The corruption risk is considered high in Italy. Italy scores only 56 on the Transparency International Index for 2023 putting them tied for 42nd place out of a total of 180 countries, meaning that 41 countries in the world are considered less corrupt than Italy. The ENCJ's (European Network of Councils for the Judiciary) Report on Independence, Accountability and Quality of the Judiciary – performance indicators 2018-2019, show that the vast majority of judges in Europe do not experience inappropriate pressure to influence their decisions in judicial procedures. Across all countries 5 per cent of the judges report inappropriate pressure with less than 1 per cent reporting that this happens regularly. Italy on the other hand is the extreme case: 41 per cent believe corruption occurs, but 26 per cent believe this happens very rarely. And further, as shown in the Global Competitiveness Report 2019 issued by the World Economic Forum, is Italy ranked at 60th place when it comes to Judicial independence out of a total of 141 countries.

Luxembourg, on the other hand, is considered a low-risk country when it comes to corruption finishing in 9th place with a score of 78 on the Transparency International Index for 2023. The risk with Luxembourg is that the country is very small with only 633 100 inhabitants (www.britannica.com/place/Luxembourg), not much more than a small European city. In this context, everyone knows everyone.



That makes it more likely that an outcome might be influenced when a foreign company is in a litigation against a state-controlled entity. Not as outright corruption but as a silent, or even outspoken, wish to receive a particular outcome, or for the police and prosecution to not take any action. According to the GAN Integrity Luxembourg Corruption Report (www.ganintegrity.com/countryprofiles/luxembourg/), updated as of November 2020, corruption does not constitute a problem for businesses in Luxembourg in general. The country has a strong legal framework to curb corruption, and

anti-corruption laws are effectively enforced. Nonetheless, some corruption cases have revealed conflicts of interest between the private and public sectors, tainting transparency in the country.

For comparison, Norway is in 4th place with a score of 84 on the Transparency International Index for 2023 and Norway ranks among the least corrupt countries in the world.

The company's ability to mitigate this kind of risk is very limited. The company's ability to change the behaviour of individuals in the most risk-associated jurisdictions is non-existent. What the company can do, is to monitor for indications of influence over judges, arbitrators, police, and prosecutors and try to get the disputes in front of judges in countries that are less corrupt or influenced than Italy and Luxembourg. There are though legal limitations on which venues that are available to the company.

Victory in court resulting in payment from the counterparties, out of court settlements

One of the most significant opportunities for the company is the possibility to receive a payment that restores lost values stemming from the fraud and subsequent lost opportunities. Such payment might either be awarded by a competent court and enforced towards the counterparty or could be reached in an out-of-court agreement where the parties agree on fair settlement.

The company is actively pursuing a restoration of values in various venues and jurisdictions and will continue to do so until all such possibilities are exhausted. Any possible settlement talks would be conducted through our legal representation and be evaluated if presented.

The outcome is binary, either you have an award or settlement, or you do not. Once an award has been irrevocably granted or a settlement reached, the company may also measure the outcome on a monetary scale, either in comparison with costs incurred and values lost or as a value per share issued in the company.

New investments in solar PV in countries and regions where corruption is less probable at government level, in the business environment and in the judicial system

EAM Solar ASA's strategy was, at the outset, to create value by acquiring operational power plants and, through active ownership, to optimise operations and achieve the best possible electricity yield, lowest possible cost of operations and highest possible dividend yield. Considering the legal proceedings and their impact on the Company's value, EAM has been forced to change from a YieldCo to a company primarily focused on litigation. The company is in its tenth year of litigation activity following the P31 fraud. Consequently, the company have lost out on opportunities within its initial core business activity in renewable energy.

The Company's manager, Energeia AS is currently investing and developing business opportunities in the Netherlands and Norway. As of year-end 2023, this activity has resulted in Energeia AS constructing, operating, and owning a solar PV power plant in the Netherlands, and developed a prospective Dutch project pipeline. In 2023 Energeia AS also identified and is currently working on the development of solar PV power plants in Norway. This activity is still in an early stage of development but may result in significant power plant developments in the coming years.

Therefore, Energeia AS and EAM Solar ASA have initiated a preliminary discussion with the aim to ensure that all shareholders in EAM Solar ASA can participate in the future business development and value creation of Energeia AS.

The opportunity would provide additional value creation for the Company's shareholders and an opportunity to take part in new development within the renewable energy sector. The outcome of this opportunity is binary.

Energeia AS included the EAM Solar ASA shareholders in this development through a directed equity issue in September 2022, where EAM Solar ASA shareholders received one share in Energeia AS for each share in EAM Solar ASA as a dividend.

Findings

Not having enough liquidity to fund the legal strategy

The Company considers its liquidity situation to be unsatisfactory. On a short-term basis, it is expected that the Company's liquidity situation is adequate. However, due to uncertainty related to the cost and the length of the legal proceedings and the Company's ability to collect receivables outstanding the situation on a long-term basis is more uncertain.

Corrupt courts and/or judges – There is a risk that courts or legal proceedings are already influenced or could be influenced, to affect or alter rulings

Observations in the period 2016-2023 give reason to believe that decisions given in courts in Italy involving the company have been influenced, although this has not been proven.

Observations in the period 2016-2023 give reason to believe that the lack of police investigations and prosecution could stem from the result of influence or informal pressure, although this has not been proven.

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

Victory in court resulting in payment from the counterparties, out of court settlements

No irrevocable payment has yet been granted in court, nor have the parties agreed on any settlement.

New investments in solar PV in countries and regions where corruption is less probable at government level, in the business environment and in the judicial system

Energeia AS included the EAM Solar ASA shareholders in this development through a directed equity issue in September 2022, where EAM Solar ASA shareholders received one share in Energeia AS for each share in EAM Solar ASA as a dividend.



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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

EUR	Note	2023	2022
Revenue	9	992 716	1 221 073
Total revenue		992 716	1 221 073
Cost of operations		(237 408)	(813 734)
Sales, general and administration expenses	5, 6	(743 296)	(949 613)
Legal costs		(982 772)	(1 386 837)
Operating profit before depreciation and amortisation (EBITDA)	7, 9, 10	(970 760)	(1 929 111)
Depreciation, amortizations and write downs	13, 21	(564 108)	(563 575)
Operating profit (EBIT)		(1 534 869)	(2 492 686)
Finance income	8	1 404 806	1 192 570
Finance costs	8, 7	(820 867)	(764 986)
Profit before tax		(950 930)	(2 065 101)
Income tax gain/(expense)	11	(260 378)	(140 582)
Profit after tax		(1 211 308)	(2 205 683)

EUR	Note	2023	2022
Other comprehensive income¹			
Translation differences		(896 286)	(686 065)
Other comprehensive income for the year, net of tax		(896 286)	(686 065)
Total comprehensive income for the year		(2 107 594)	(2 891 748)
Profit for the year attributable to:			
Equity holders of the parent company		(1 211 308)	(2 205 683)
Equity holders of the parent company		(1 211 308)	(2 205 683)
Total comprehensive income attributable to:			
Equity holders of the parent company		(2 107 594)	(2 891 748)
Equity holders of the parent company		(2 107 594)	(2 891 748)
Earnings per share			
		2023	2022
Continued operation			
- Basic	12	(0.18)	(0.32)
- Diluted	12	(0.18)	(0.32)

¹ Other comprehensive income that may be reclassified to profit and loss in subsequent periods.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

EUR	Note	31 Dec 2023	31 Dec 2022
ASSETS			
Non-current assets			
Property, plant and equipment	13	5 429 870	5 987 981
Intangible assets	21	8 401	9 101
Other long term assets		200 290	324 297
Deferred tax assets	11	40 002	64 018
Total non-current assets	9	5 678 563	6 385 396
Current assets			
Trade and other receivables	7 , 16	1 733 201	2 174 744
Other current assets		649 876	634 662
Cash and cash equivalents	17	391 720	1 464 397
Total current assets		2 774 798	4 273 803
TOTAL ASSETS		8 453 361	10 659 199

EUR	Note	31 Dec 2023	31 Dec 2022
EQUITY AND LIABILITIES			
Equity			
Paid in capital			
Issued capital		8 126 110	8 126 110
Share premium		27 603 876	27 603 876
Total paid in capital	18	35 729 986	35 729 986
Other equity			
Translation differences		(8 711 181)	(7 814 895)
Other equity		(25 260 400)	(24 049 092)
Total other equity		(33 971 581)	(31 863 987)
Total equity		1 758 405	3 865 999
Non-current liabilities			
Lease liabilities	13	2 886 601	3 340 536
Deferred tax liabilities	11	974 368	804 250
Other non current liabilities		343 887	343 887
Total non-current liabilities	19	4 204 856	4 488 674
Current liabilities			
Lease liabilities	13	453 731	430 836
Trade and other payables	19	2 035 127	1 873 690
Tax payables	11	1 242	-
Other current liabilities		-	-
Total current liabilities	19	2 490 100	2 304 526
Total liabilities		6 694 956	6 793 200
TOTAL EQUITY AND LIABILITIES		8 453 361	10 659 199

Oslo, 30 April 2024

Stephan Lange Jervell
Non-executive director

Gro Prødel Hvammen
Non-executive director

Viktor Erik Jakobsen
Chair

Christian Hagemann
CEO

CONSOLIDATED CASH FLOW STATEMENT

EUR	Note	2023	2022
Cash flow from operations			
Profit before income taxes		(950 930)	(2 065 101)
Depreciation	13 , 21	564 109	563 576
Change in trade debtors	16	86 181	536 899
Change in trade creditors	19	517 168	(449 978)
Effect of exchange fluctuations		(961 289)	(656 901)
Change in other provisions		257 583	1 383 856
Net cash flow from operations		(487 177)	(687 649)
Cash flow from investments			
Purchase of fixed assets	13	(5 300)	(12 600)
Payment of short term loan /receivables	16	185 000	2 213 757
Net cash flow from investments		179 700	2 201 157

EUR	Note	2023	2022
Cash flow from financing			
Repayment of long term loans		(431 041)	(409 291)
Interest paid		(334 158)	(221 516)
Net cash flow from financing	13	(765 199)	(630 807)
Exchange gains / (losses) on cash and cash equivalents			
Net change in cash and cash equivalents		(1 072 677)	882 701
Cash and cash equivalents at the beginning of the period		1 464 397	581 696
Cash and cash equivalents at the end of the period	17	391 720	1 464 397

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

EUR	Issued capital	Share premium fund	Other equity	Translation differences	Total equity
Equity as at 1 January 2022	8 126 110	27 603 876	(21 830 374)	(7 128 830)	6 770 782
Profit (loss) After tax			(2 205 683)		(2 205 683)
Issue of new shares			(13 035)		(13 035)
Other comprehensive income				(686 065)	(686 065)
Equity as at 31 December 2022	8 126 110	27 603 876	(24 049 092)	(7 814 895)	3 865 999
Equity as at 1 January 2023	8 126 110	27 603 876	(24 049 092)	(7 814 895)	3 865 999
Profit (loss) After tax			(1 211 308)		(1 211 308)
Other comprehensive income				(896 286)	(896 286)
Equity as at 31 December 2023	8 126 110	27 603 876	(25 260 400)	(8 711 181)	1 758 405

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 01 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of EAM for the year ending 31 December 2023 were authorised for issuance by the board on 30 April 2024.

EAM is a public limited liability company, incorporated and domiciled in Norway, with registered office at Cort Adelers gate 33, NO-0254 Oslo, Norway. The Company was founded on 5 January 2011 and listed on the Oslo Stock Exchange under the ticker “EAM” in 2013. EAM Solar ASA is the parent company of the Group. The primary business activity of EAM is both to own solar photovoltaic power plants and sell electricity under long-term fixed price sales contracts, and to pursue legal proceedings to restore company values. EAM was structured to create a steady long-term dividend yield for its shareholders. Following the P31 Acquisition, the main value of EAM is dependent on the future outcome of litigation activities.

EAM currently owns 4 photovoltaic power plants through a holding company and 2 subsidiaries in Italy. The Company has no employees.

01.01 Basis for preparation of the financial statement

The EAM Group's consolidated financial statements have been prepared in accordance with IFRS Accounting standards as adopted by the EU and mandatory for financial years beginning on or after 1 January 2023.

The consolidated financial statements are based on historical cost. In addition, interest rate swaps used for hedging is measured at fair value.

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

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

The financial statements and annual report are prepared under the assumption of going concern. However, although the Company's asset base and operating revenues covers ordinary operations, administration and service of operating assets debt obligations, the Company's liquidity is strained due to the significant legal costs relating to the litigation activities. See [note 23](#) for more information. The board and manager are placing all their effort into operating the Company in a prudent manner, pending the legal proceedings that is expected to ultimately solve the situation for EAM.

01.02 Consolidation principles

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries on 31 December 2023.

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

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

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

01.03 Use of estimates in the financial statements

Management has used estimates and assumptions that have affected assets, liabilities, incomes, expenses, deferred tax asset and information on potential liabilities.

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

01.04 Foreign currency

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

Transactions in foreign currency

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

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

Foreign operations

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

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

operation, the accumulated translation differences relating to the subsidiary are recognised in the statement of comprehensive income.

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

01.05 Revenue recognition

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

Sale of solar power

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

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

In 2022 the Italian authorities set a limit on the market price to be realised for renewable energy and made the reductions applicable for companies with FIT contracts. More information on the Sostegni Ter Decree can be found under Financial Review above.

In previous years, the fixed price sales contracts (FIT) accounted for approximately 80 per cent of revenues, with electricity sales at market prices accounting for approximately 20 per cent. This was substantially changed in 2022 following the increase of market prices. In 2023 the FIT revenues accounted for approximately 56 per cent and market price revenue accounted for approximately 44 per cent of the revenue, prior to taking reduction under the Decree into consideration.

Market price contracts are renewed yearly.

Interest income

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

01.06 Segments

The Group owns and operates four solar PV power plants in Italy as of year-end 2023 and thus only one segment both geographically and nature wise. Further information relating to segments is presented in [note 9](#).

01.07 Income tax

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

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

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

Deferred tax liability and deferred tax asset are recognised at their nominal value and classified as non-current asset investments (long-term liabilities)

in the balance sheet. Tax payable and deferred tax are recognised directly in equity to the extent that they relate to equity transactions.

01.08 Property, plant, and equipment

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

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

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

- Movers, modules, and cable connectors 20 years
- Land lease rights 25 years

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

01.09 Leases

The Group has adopted IFRS 16 from 1 January 2019. The standard replaces IAS 17 'Leases' and for lessees eliminates the classifications of operating leases and finance leases.

Right-of-use assets

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

inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

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

Lease liabilities

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

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

01.10 Classification and measurement of financial assets and liabilities

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for

settlement within 60 days for the feed-in-tariff contracts, and 15 days for the market price contracts.

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

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

Trade and other payables

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

01.11 Cash and cash equivalents

Cash includes cash in hand, at the bank or cash seized by the Prosecutors Office of Milan.

Cash equivalents are short-term liquid investments which can be immediately converted into a known amount of cash and have a maximum term to maturity of three months.

01.12 Equity Costs of equity transactions

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

01.13 Provisions

A provision is recognised when the Group has an obligation (legal or constructive) because of a previous event, it is probable (more likely than not) that a financial settlement will take place because of this obligation, and the size of the amount can be measured reliably. If the effect is considerable,

the provision is calculated by discounting estimated future cash flows using a discount rate before tax which reflects the market's pricing of the time value of money and, if relevant, risks specifically linked to the obligation.

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

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

01.14 Contingent liabilities and assets

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

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

01.15 Current/non-current classification

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

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

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

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

01.16 Derivative financial instruments and hedging activities

Derivatives at fair value not classified as hedging instruments are carried in the statement of financial position at fair value with net changes in fair value in profit and loss statement.

The categories include foreign exchange contracts and interest rate swaps.

01.17 Earnings per share

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

01.18 Intangible assets

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

01.19 Events after the reporting period

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

01.20 Application of new IFRS requirements

According to the amendments to IAS 1, effective as of 1 January 2023, the Group has disclosed material accounting policy information rather than significant accounting policies.

01.21 New standards and interpretations not yet adopted

Accounting Standards that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 31 December 2023. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

NOTE 02 ALTERNATIVE PERFORMANCE MEASURES “APMS”

EAM uses financial performance measures not within the applicable financial reporting framework also referred to as Alternative performance measures or APMs. These are used to give the reader relevant figures for comparison, analysis, and additional information. The Company uses the APMs in a consistent and transparent manner to make it understandable to users of the financial reports.

To provide a basis for analysis the Company presents EBITDA, EBIT, equity ratio and working capital.

Definitions:

EBITDA – Earnings Before Interest, Tax, Depreciation and Amortisation. Used as a measure of overall financial performance and indicator for cash that is available to pay debt.

EBIT - Earnings Before Interest and Tax. Used as an indicator of a company’s profitability.

Equity ratio - Equity as a percentage of total assets at the end of the period. Shows financial position.

Working capital - Total current assets minus total current liabilities. Used as a measure of a company’s liquidity, operational efficiency, and short-term financial health.

EBITDA (EUR)	2023	2022
Revenue	992 716	1 221 073
Total revenue	992 716	1 221 073
Cost of operations	(237 408)	(813 734)
Sales, general and administration expenses	(743 296)	(949 613)
Legal costs	(982 772)	(1 386 837)
Operating profit before depreciation and amortisation (EBITDA)	(970 760)	(1 929 111)

EBIT (EUR)	2023	2022
Revenue	992 716	1 221 073
Total revenue	992 716	1 221 073
Cost of operations	(237 408)	(813 734)
Sales, general and administration expenses	(743 296)	(949 613)
Legal costs	(982 772)	(1 386 837)
Operating profit before depreciation and amortisation (EBITDA)	(970 760)	(1 929 111)

Depreciation, amortizations and write downs	(564 108)	(563 575)
Operating profit (EBIT)	(1 534 869)	(2 492 686)

Equity ratio (EUR)	31 Dec 2023	31 Dec 2022
TOTAL ASSETS divided by TOTAL EQUITY	8 453 361 / 3 865 999	10 659 199 / 3 865 999
Equity ratio	20.8%	36.3%

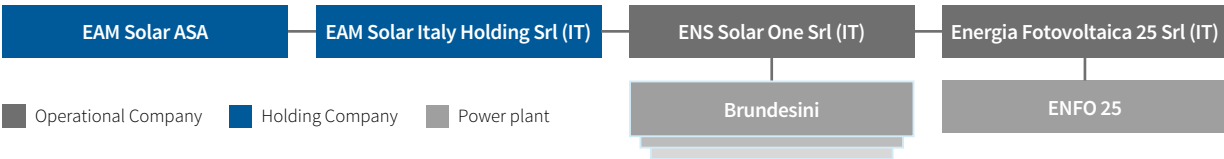
Working capital (EUR)	31 Dec 2023	31 Dec 2022
Total current assets	2 774 798	4 273 803
-Total current liabilities	2 490 100	2 304 526
= Working capital	284 698	1 969 277

NOTE 03 LIST OF SUBSIDIARIES

The following subsidiaries are included in the consolidated financial statements. Profit and equity below is from the last audited financial statements of the subsidiaries (2022), presented in ITA GAAP.

Company	Country	Principal activity	Ownership	Vote	Profit 2022	Equity
EAM Solar Italy Holding Srl	Italy	Holding company	100%	100%	(1 696 594)	(1 581 596)
Ens Solar One Srl	Italy	Solar power plant	100%	100%	(189 174)	57 997
Energia Fotovoltaica 25 Srl	Italy	Solar power plant	100%	100%	25 137	295 698

All subsidiaries based in Italy have registered office at Piazza Cinque Giornate 10, 20129 Milano, Italy.



NOTE 04 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES, ASSUMPTIONS AND COMPARABLE FIGURES

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

Revenue and receivables

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

In the case of ENFO 25 where the Company received a GSE order to suspend the incentives and relevant payments of feed-in-tariff, the Company previously decided to recognise revenues in full.

The Administrative Court of Lazio (TAR) has decided in a court ruling on 12 July 2021 that the termination decision made by GSE on the FIT contract for ENFO25 in September 2019 is invalid and consequently cancelled.

GSE has not paid the FIT tariff for the electricity delivered by ENFO 25 since July 2019, and currently owe approximately EUR 1 060 thousand in unpaid electricity bills to ENFO 25. The Administrative Court also ordered GSE to cover the legal costs of EAM Solar ASA.

Management evaluated the situation of ENFO 25 and its net receivable position against GSE at year end 2022, concluding that it is more likely than not, that the net receivable against GSE will not be collected. Based on this conclusion the trade receivable against GSE and the corresponding provision of payable was written down and the net amount recognised as an operating cost, write down of trade receivables, amounting to EUR 569 thousand at year-end 2022. Revenues recognition and reporting of revenues for 2022 remained unchanged, however from 1 January 2023 the company has not recognised Feed-In-Tariff revenues for ENFO25.

Tax assets

The Group has recognised deferred tax asset because it is considered that it is probable that future taxable amounts will be available to utilise those temporary differences. If such assumption proves to be incorrect the tax can be lost partly or in its entirety. Total recognised tax asset at the reporting date is EUR 40 002.

NOTE 05 OTHER OPERATING EXPENSES

VAT is not included in the fees specified below.

Specification of auditor's fee	2023	2022
Statutory audit	79 456	67 130
Other services from RSM Advokat AS	-	2 682
Other services	6 398	3 263
Total fee to auditor's	85 855	73 075

RSM Advokat AS is a related party to the auditor RSM.

NOTE 06 SALARY AND PERSONNEL EXPENSE AND MANAGEMENT REMUNERATION

Board of directors year-end 2023:

- Viktor Erik Jakobsen (chair & acting CEO)
- Stephan Lange Jervell (non-executive director)
- Gro Prødel Hvammen (non-executive director)

The CEO in 2023, Viktor Erik Jakobsen, is hired and remunerated by the manager (see [note 7](#) for description of transactions with related parties).

Viktor Erik Jakobsen, has received in 2023 NOK 245 000 in remuneration for his work as chair. Stephan Lange Jervell has received NOK 450 000 in 2023 and Gro Prødel Hvammen has received NOK 150 000 in 2023.

Nomination committee year-end 2023:

- Leiv Askvig (chair)
- Nils Erling Ødegaard (member)
- Georg Johan Espe (member)

Leiv Askvig has received in 2023 NOK 39 750 in remuneration for his work as chair of the Nomination Committee. Nils Erling Ødegaard and Georg Johan Espe each received NOK 24 000 in 2023 in remuneration for their work as members of the Nomination Committee.

No member of the management receives remuneration or financial benefits from other companies in the Group other than those stated above. No additional remuneration has been paid for services outside the normal functions of a director. No loans or guarantees have been given to any members of the Group management, the board of directors or other company bodies.

NOTE 07 TRANSACTIONS WITH RELATED PARTIES

Related parties

Energeia AS is the manager of EAM. Energeia AS in Norway and Italy employs or subcontract all the personnel conducting the technical and administrative services for EAM. Energeia AS owns 9.5 per cent of the shares in EAM.

Sundt AS and Canica AS are shareholders in EAM. They are also shareholders in Energeia AS, but not involved in the day-to-day operations of Energeia AS. Sundt AS was represented on the board of directors of Energeia AS until 13 December 2022. Certain key personnel managing the day-to-day operations of EAM are also investors in Energeia AS.

Transactions with related parties

All the transactions have been carried out as part of the ordinary operations and at arms-length prices.

In 2023 Energeia direct costs of the management of EAM was EUR 488 thousand (2022: EUR 909 thousand). For 2023 the direct cost was EUR 0.11 per kWh based on full year figures. (Against EUR 0.20 per kWh in 2022).

On 15 August 2019 EAM Solar ASA sold the shares in the subsidiary EAM Solar Norway Holding AS to Energeia AS. The board of directors decided to conduct this sale to protect and secure the financial integrity of EAM Solar ASA.

The final sales price for the shares consisted of two elements; 1) a fixed price for the shares, and 2) a profit split if Energeia sold the power plants with a profit before year-end 2020. On 30 April 2020 Energeia AS sold the power plants indirectly owned by EAM Solar Norway Holding AS to a third party.

Since Energeia AS sold the power plants in 2020, EAM Solar ASA is entitled to receive 75 per cent of any net capital gains realized by Energeia AS above the purchase price from EAM Solar ASA.

The provisional capital gain for EAM Solar ASA was in 2020 estimated to be NOK 70.9 million and the profit was entered in the books in 2019 and 2020. The final sales price, including capital gain, will be determined in 2025 when all historical tax assessments relating to the period prior 2019, and taxes related to the sale of the power plant in 2020 are finalized with the tax authorities in Italy.

On 31 December 2023 the Group had payables to related parties (Energeia AS) of EUR 245 thousand.

ENERGEIA AS OWNERSHIP AT YEAR END

Company/owner	Ownership	Person	Position year-end 2023
Jakobsen Energia AS	10.93%	Viktor E Jakobsen	Chair and acting CEO of EAM Solar ASA
Sundt AS	14.51%	Family office	Shareholder of EAM Solar ASA
Naben AS	4.84%	Audun W Iversen	Shareholder of EAM Solar ASA
Canica AS	6.11%	Family office	Shareholder of EAM Solar ASA
Stanja AS	0.47%	Stephan L Jervell	Director of EAM Solar ASA
Cerebrum Invest AS	0.08%	Ragnhild M Wiborg	Chair of EAM Solar ASA (resigned 31 Jan 2023)
Others	63.05%		

NOTE 08 FINANCIAL INCOME AND EXPENSES

Financial income (EUR)	2023	2022
Interest income	10 857	3 898
Foreign exchange gain	1 393 949	1 188 672
Total financial income	1 404 806	1 192 570
Financial expenses (EUR)	2023	2022
Interest expense	(267 068)	(172 589)
Foreign exchange losses	(550 282)	(566 547)
Other financial expenses	(3 516)	(25 849)
Total financial expenses	(820 867)	(764 986)
Net financial income (expenses)	583 939	427 585

The average exchange rate used for 12M 2023 is EUR/NOK 11.4206 (12M 2022 EUR/NOK 10.1040), whereas the exchange rate used on 31 December 2023 is EUR/NOK 11.2405 (31 December 2022: EUR/NOK 10.5138).

NOTE 09 SEGMENT INFORMATION

The Group owns and operates four solar PV power plants in Italy as of year-end 2023. The business is investing in and operating power plants that have similar economic characteristics.

During the year ended 31 December 2023 approximately EUR 602 thousand (2022: EUR 914 thousand) of the Group's external revenue was derived from sales to the Italian state, represented by GSE for the Feed In Tariff contracts.

Approximately EUR 474 thousand (2022: EUR 1 300 thousand) of the Group's external revenue was derived from sales to an international commodities trading house for the market price contracts. Due to the implementation of the Sostegni Ter Decree, which is applicable for companies with Feed In Tariff contracts, the achieved market price of electricity has been limited to EUR 56 per MWh for the Company's power plants in the South of Italy.

Based on the information received from GSE and the Decree, the Company has during the first half of 2023 had an estimated electricity sales revenue reduction of EUR 90 thousand.

Management evaluated the situation of ENFO 25 and its net receivable position against GSE at year end 2022, concluding that it is more likely than not, that the net receivable against GSE will not be collected. Based on this conclusion the trade receivable against GSE and the corresponding provision of payable was written down and the net amount recognised as an operating cost, write down of trade receivables amounting to EUR 569 thousand at year-end 2022. Revenues recognition and reporting of revenues for 2022 remained unchanged, however from 1 January 2023 the Company has not recognised Feed-In-Tariff revenues for ENFO 25.

NOTE 10 OPERATIONAL COSTS BREAKDOWN 2023

EUR	EAM Solar Group	ENS1 & ENFO25	Other & Eliminations
Revenues	992 716	992 716	-
Cost of operations	(237 408)	(188 184)	(49 225)
Land rent	-	-	-
Insurance	(89 218)	(39 993)	(49 225)
Operation & Maintenance	(52 228)	(52 228)	-
Energeia operating costs	-	-	-
Other operations costs	(95 963)	(95 963)	-
Sales, General & Administration	(743 296)	(245 817)	(497 479)
Accounting, audit & legal fees	(159 025)	(32 568)	(126 458)
IMU tax	(12 898)	(12 898)	-
Energeia direct costs	(361 167)	(128 211)	(232 956)
Other administrative costs	(210 205)	(72 140)	(138 065)
Legal costs	(982 772)	(64 621)	(918 151)
Legal costs	(855 799)	(64 567)	(791 231)
Energeia legal costs	(126 974)	(54)	(126 920)
EBITDA	(970 760)	494 094	(1 464 855)

NOTE 11 INCOME TAX

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

INCOME TAX EXPENSE

(EUR)	2023	2022
Current taxes	25 816	19 818
Changes in deferred taxes	242 626	120 766
Correction for previous years tax	(8 064)	-
Total income tax expense	260 376	140 582
Income tax net income	260 376	140 582
Income tax other comprehensive income	-	-
Total income tax expense	260 376	140 582

TAX PAYABLE

(EUR)	2023	2022
Tax payable for the year	25 816	19 818
Prepaid tax	(24 574)	(19 818)
Total payable tax	1 242	-
Temporary differences Norway		
Receivables	(1 067 833)	-
Intercompany interest	(5 989 196)	(5 361 669)
Total temporary differences	(7 057 029)	(5 361 669)
Tax losses carried forward	722 429	816 680
Tax losses carried forward not recognised as an asset	-	(816 680)
Basis for deferred tax	(6 334 600)	(5 361 669)
Deferred tax	(974 368)	(804 250)
Temporary differences Italy		
Tangible assets	51 623	51 630
Intangible assets	-	-
Leasing	115 050	215 111
Cash flow hedge	-	-
Total temporary differences	166 673	266 741
Tax losses carried forward	16 313 816	14 701 320
Tax losses carried forward not recognised as an asset	(16 313 816)	(14 701 320)
Basis for deferred tax asset	166 673	266 741
Deferred tax asset	40 002	64 018

TAX EXPENSE RECONCILIATION

(EUR)	2023	2022
Profit before tax	(950 930)	(2 065 101)
Corporation tax charge thereon at 22% (2019: 22%)	(208 378)	(454 322)
Adjusted for the effects of:	-	-
Expenses not deductible for tax purposes	203 359	123 790
Gain from sale, not taxable	-	-
Change in temporary differences	(201 532)	-
Change in tax rates	-	-
Different tax rates in foreign jurisdictions	(657 312)	(513 108)
Change in tax loss not carried forward	988 486	882 304
Change in deferred tax	-	-
Withholding tax on intercompany interest	143 820	101 921
Adjustments to tax in respect of previous periods	(8 064)	-
Translation differences	-	-
Other minor items	-	(3)
Income tax expense for the year	260 378	140 582
Effective tax rate	(27%)	(7%)

NOTE 12 EARNINGS PER SHARE

Basic earnings per share is calculated as the ratio of the profit for the year due to the shareholders of the parent company, divided by the weighted average number of ordinary shares outstanding. The Company had 6 852 210 shares outstanding on 31 December 2023. There is no dilutive potential on the ordinary shares, so the earnings will be the same for both basic and diluted basis.

Earnings per share (EUR)	2023	2022
Profit for holders of ordinary shares	(1 211 308)	(2 205 683)
Basis for earnings per share	(1 211 308)	(2 205 683)

Earnings per share (EUR)	2023	2022
- Basic	(0.18)	(0.32)
- Diluted	(0.18)	(0.32)

Earnings per share in NOK ¹	2023	2022
Continued operation		
- Basic	(2.02)	(3.25)
- Diluted	(2.02)	(3.25)

Total shares outstanding at period end	6 852 210	6 852 210
Weighted average number of ordinary shares outstanding	6 852 210	6 852 210
Weighted average number of shares adjusted for dilutive shares	6 852 210	6 852 210

¹ Average NOK/EUR exchange rate	11.421	10.104
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NOTE 13 PROPERTY, PLANT AND EQUIPMENT

2023 (EUR)	Solar power plants	Solar power plants under lease	Leashold improvements	Total
Carrying value 1 January 2023	1 356 652	4 342 529	288 800	5 987 981
Additions	1 750	-	3 550	5 300
Depreciation	(114 133)	(412 999)	(36 277)	(563 410)
Carrying value 31 December 2023	1 244 269	3 929 530	256 072	5 429 872

2022 (EUR)	Solar power plants	Solar power plants under lease	Leashold improvements	Total
Carrying value 1 January 2022	1 470 610	4 755 529	312 119	6 538 257
Additions			12 600	12 600
Depreciation	(113 958)	(412 999)	(35 919)	(562 876)
Carrying value 31 December 2022	1 356 652	4 342 529	288 800	5 987 981

Economic life of 20–25 years and straight-line depreciation.

Solar power plants under lease include a plot of land, that is not being depreciated since the land has an unlimited useful life, with a carrying amount of EUR 572 thousand.

(EUR)	2023	2022
Plant and equipment - at cost	2 773 216	2 771 466
Less: Accumulated depreciation	(1 528 946)	(1 414 813)
	1 244 270	1 356 653
Plant and equipment under lease	8 041 834	8 041 834
Less: Accumulated depreciation	(4 112 304)	(3 699 305)
	3 929 530	4 342 529
Leasehold improvements - at cost	520 019	516 469
Less: Accumulated depreciation	(263 947)	(227 669)
	256 072	288 800

Leasing

	Contracts identified as leases applying IFRS 16	Contracts that were previously identified as leases applying IAS 17	Total
Total obligation			
ENS Solar One	72 408	3 267 924	3 340 332
Total obligation 31 December 2023	72 408	3 267 924	3 340 332
	Amount	Amount	Total
Long term obligation			
ENS Solar One	68 052	2 818 549	2 886 601
Total long term obligation 31 December 2023	68 052	2 818 549	2 886 601
	Amount	Amount	Total
Short term obligation			
ENS Solar One	4 356	449 375	453 731
Total short term obligation 31 December 2023	4 356	449 375	453 731

The interest rate used for the recognition of contracts identified as leases applying IFRS 16 and contracts that were previously identified as leases applying IAS 17 is 4.92 per cent p.a., equal to the interest rate of the underlying agreements with the financial institution for obligations measured as of 31 December 2019. The contracts identified as leases applying IFRS 16 run to 2035. The contracts that were previously identified as leases applying IAS 17 run to 2030. The lease contracts recognized in applying IFRS 16 is the land rent and surface rights for ENS One, and the lease contracts that were previously identified as leases applying IAS 17 are leases of the solar power plants of ENS One. The “Right Of Use” is calculated as the same value as the lease obligation at the time of initial application.

UNDISCOUNTED LEASE LIABILITIES AND MATURITY OF CASH OUTFLOW

Year	Amount
2024	697 000
2025	697 000
2026	697 000
2027	697 000
2028	697 000
After 2028	1 433 000
Total undiscounted lease liabilities at 31 December 2023	4 918 000

	Contracts identified as leases applying IFRS 16	Contracts that were previously identified as leases applying IAS 17	Total
Summary of the lease liabilities			
At initial application 1 January 2023	76 763	3 694 608	3 771 372
New lease liabilities recognised in the year	-	-	-
Cash payments lease	(7 872)	(608 466)	(616 338)
Interest expense on lease liabilities	3 516	181 781	185 297
Disposal	-	-	-
Total lease liabilities at 31 December 2023	72 407	3 267 924	3 340 331

The Company has chosen to apply the practical expedient laid out in IFRS 16 where there is no reassessment whether a contract is, or contains, a lease at the date of initial application. Instead IFRS 16 is applied to all contracts that were previously identified as leasing applying 17. Further, the Company has chosen to apply the modified retrospective approach in the new standard.

NOTE 14 OTHER CONTRACTUAL OBLIGATIONS

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

Year (EUR)	Amount
2024	92 000
2025	92 000
2026	92 000
2027	92 000
2028	92 000
After 2028	289 000
Total	749 000

NOTE 15 FINANCIAL RISK MANAGEMENT

Regulatory risk

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

Financial risk

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

Credit risk

Under normal circumstances the risk for losses is considered to be low, as the counterpart is the Italian state, but given the unpaid FIT amounts on ENFO 25, the management at year-end 2022 decided to make a provision and write down the receivable against GSE, see [note 16](#). The Group has not made any offsets or other derivative agreements to reduce the credit risk in EAM.

Interest-rate risk

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

Liquidity risk

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

Capital structure and equity

The primary focus of the Group's capital management is to ensure that it maintains an acceptable capital ratio to support its business operations and the ongoing legal proceedings.

The financial statement is prepared based on going concern.

There is uncertainty relating to ongoing legal proceedings in 2024 whether the Group has sufficient liquidity for the next twelve months.

Risk associated with the economic situation in Europe

Throughout 2022 and 2023 markets in Europe have been characterised by surging energy prices, increasing interest rates and price increases in general. The Group has to a very little extent been affected by this.

Since the Decree in Italy has limited the market price during the first half of 2023 there has been no windfall profit for the Group in this period. Increased interest rates impact the group to a certain extent through the external leasing debt.

The War in Ukraine and sanctions against Russia

The war in Ukraine and the sanctions against Russia has had no direct impact on the Company's operations.

NOTE 16 TRADE RECEIVABLES

Trade and other receivables (EUR)	2023	2022
Accounts receivables	-	-
Deferred revenue towards GSE	131 940	218 121
Receivable from sale	-	305 017
Other receivables	1 601 261	1 651 606
Total trade and other receivables	1 733 201	2 174 744

Management evaluated the situation of ENFO 25 and its net receivable position against GSE at year end 2022, concluding that it is more likely than not, that the net receivable against GSE will not be collected. Based on this conclusion the trade receivable against GSE and the corresponding provision of payable was written down and the net amount recognised as an operating cost, write down of trade receivables amounting to EUR 569 thousand at year-end 2022. Revenues recognition and reporting of revenues for 2022 remained unchanged, however from 1 January 2023 the Company has not recognised Feed-In-Tariff revenues for ENFO 25.

GSE normally has 60 days payment terms from receiving an invoice. In 2015, GSE introduced a 12-month delayed payment on 10 per cent of the expected annual revenues, thereby being paid in June the following year.

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

NOTE 17 CASH AND CASH EQUIVALENTS

(EUR)	2023	2022
Cash Norway	73 255	937 904
Cash Italy	318 465	526 494
Cash and cash equivalents	391 720	1 464 397
Restricted cash Norway	16 378	294 851
Restricted cash Italy	228 804	331 541
Seized cash Italy	61 616	61 616

The restricted cash in Italy of EUR 229 thousand is the debt service reserve account of ENS Solar One Srl. The EUR 62 thousand of the seized cash is taken from companies not included in the in the first criminal proceedings. The restricted cash in Norway is related to a tax withholding account.

The Group had no undrawn credit facilities at 31 December 2023.

NOTE 18 SHARE CAPITAL, SHAREHOLDER INFORMATION AND DIVIDEND

The 20 main shareholders as at 31 December 2022 are:

Shareholder	Shares	Ownership
CANICA AS	886 762	12.9%
SUNDT AS	784 612	11.5%
ENERGEIA AS	650 956	9.5%
NORDNET LIVSFORSIKRING AS	304 055	4.4%
DNB LIVSFORSIKRING AS	269 086	3.9%
MELLEM NES INVEST AS	156 928	2.3%
AKA AS	125 000	1.8%
SKJÆVELAND	82 120	1.2%
AUTO SPAR AS	68 113	1.0%
CLEARSTREAM BANKING S.A.	63 623	0.9%
VIRO AS	61 156	0.9%
NORDNET BANK AB	58 258	0.9%
MP PENSJON PK	51 345	0.7%
NORTH SEA GROUP AS	49 000	0.7%
LORGEN	46 000	0.7%
MATHIASSEN	41 438	0.6%
MØGSTER	41 000	0.6%
KM FORVALTNING AS	40 000	0.6%
PARK LANE FAMILY OFFICE AS	37 300	0.5%
SKINSTAD	36 000	0.5%
Total of the 20 main shareholders	3 852 752	56.2%

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

Share premium is the difference between nominal value of the Company's shares and the total amount the Company received for shares issued.

Due to the financial situation of the Company the board of directors propose no dividend payments for 2023.

Share capital	1 Jan 2023	31 Dec 2023
No of shares	6 852 210	6 852 210
Nominal value (NOK)	10	10
Share capital	68 522 100	68 522 100

NOTE 19 DEBT

EUR	2023	2022
Other non current liabilities	343 887	343 887
Lease liabilities	2 886 601	3 340 536
Deferred tax	974 368	804 250
Total non-current liabilities	4 204 856	4 488 674
Trade payables	1 144 635	627 466
Payables to GSE	610 405	756 355
Other payables	80 674	480 681
Social security	1	-
Taxes other than income taxes	6 677	6 677
Accrued liabilities	192 736	2 511
Trade and other payables	2 035 127	1 873 690
Current leasing	453 731	430 836
<i>Related to ordinary operations</i>	<i>2 490 100</i>	<i>2 304 526</i>
Total current liabilities	2 490 100	2 304 526
Total liabilities	6 694 956	6 793 200

Payables to GSE

On 29 March 2022, Law no. 25 (Sostegni ter Decree) entered into force. The Decree was initially intended to apply from February 2022 to the end of the year, but it was later extended to 30 June 2023. Following the Decree, the achieved market price of electricity has been limited to EUR 56 per MWh for the Company's power plants in the South of Italy. Relevant provisions are made but not yet paid as the Company is awaiting final decision in the Italian judicial system on the lawfulness of the Decree.

Equity contribution agreement and patronage letter

In conjunction with the "P31 acquisition", EAM Solar Italy Holding Srl entered

into a so-called patronage letter and an equity contribution agreement with UBI Leasing and UniCredit respectively. These agreements may under certain circumstances require EAM Solar Italy Holding Srl to inject additional equity into the debt financed SPVs to cover any shortfall or breach of the debt repayment obligations of the SPVs.

The FIT contracts of the SPVs have been terminated by GSE due to fraud against the State of Italy.

In November 2018 EAM Solar ASA was served with a notice that UBI Leasing had requested the Court of Brescia for an injunction of EUR 6 million on EAM assets. The court of Brescia granted a preliminary non-enforceable injunction. EAM challenged the injunction. Court hearings in this matter has been ongoing since 2019 until this day.

EAM has requested UBI to provide both witnesses and documentation of the bank's handling of the leasing financing activities of the Solar PV power plants in 2010 and 2011 in the proceedings. On 10 November 2022 the Judge decided that UBI must submit certain documents on EAM's request. A hearing was conducted on 30 March 2023 where UBI submitted more documents.

The final hearing in this matter was heard on 4 March 2024. The Judgement is expected in early May 2024.

No provisions are made in the accounts on this matter.

Receivable and payable against Aveleos S.A., its directors and its two shareholders Enovos Luxembourg S.A. and Avelar Energy Ltd.

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

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

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

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

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

On the fraud of EAM, the Supreme Court concluded that the evidenced withholding of essential information during the contractual negotiations constitutes a contractual fraud.

In July 2023, Section V of the Court of Appeal in Milan notified the parties that the appeal proceedings would continue, and the first hearing took place on 30 November 2023. The final hearing is scheduled for 16 May 2024. The Court of Appeal has stated its intention to render its judgement in the case at the conclusion of the hearing on 16 May 2024.

The Company estimates its claim to be more than EUR 300 million. The claim is a contingent asset that will not be recognised in the balance sheet.

Based on the Share Purchase Agreement and the addendums, the Company is entitled to a payment from Aveleos due to the overpayment for ENS4 and the post-closing adjustments including interest. This amount has been confirmed by EY in a separate audit on the issue which later has been updated and reconfirmed by RSM.

In addition, the company has recognised a loan of EUR 2.5 million given by Aveleos in 2014.

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

EAM Solar ASA and its subsidiary is of the opinion that such claim does not exist and have third party expert opinions supporting this fact. The fact is that Aveleos SA owes EAM Solar ASA money following the SPA due to the non-transfer of 10 power plants.

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

No provisions are made in the accounts on this matter.

Litigation funding agreement with Therium

The funding being received from Therium is a contribution to lower the legal costs incurred in pursuing the claim, and legal costs are reduced with the contribution from Therium, and any subsequent repayment to Therium is conditional on EAM receiving a claim award. Therefore, there is no liability to recognise a payment to Therium at this stage in the financial statements. EAM will recognise a claim award after having reimbursed Therium of their amount. Unused litigation funding at the end of the year was EUR 61 thousand. Therium has committed to invest a maximum amount of up to EUR 2.3 million. The agreement entitles Therium to receive the invested amount plus a contingency fee of 3X the committed funds under any incepted tranche of funding as a first priority payment from any litigation claim awarded to the Company.

NOTE 20 IMPAIRMENT

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

NOTE 21 INTANGIBLE ASSETS

2023	Intangible assets
Carrying value 1 January 2023	9 101
Additions	-
Write downs	-
Depreciation	(700)
Disposals	-
Currency translation effect	-
Carrying value 31 December 2023	8 401

2022	Intangible assets
Carrying value 1 January 2022	9 801
Additions	-
Write downs	-
Depreciation	(700)
Disposals	-
Currency translation effect	-
Carrying value 31 December 2022	9 101

Intangible assets are depreciated linear over the lifetime of the FIT contracts. The FIT contract period is running to 2031.

NOTE 22 EVENTS AFTER THE BALANCE SHEET DATE

Changes to the board of directors

The directors Stephan Jervell and Gro Prødel Hvammen has both informed the Company the need to resign from the board of directors prior to the ordinary annual general meeting for reasons unrelated to the Company.

The Company consequently has decided to convene an extraordinary shareholder's meeting on 10 May 2024 for the establishment of an interim board of directors pending the annual general meeting of the shareholders scheduled 22 May 2024.

Criminal proceedings in Milan

The final hearing is scheduled for 16 May 2024. The Court of Appeal has stated its intention to render its judgement in the case at the conclusion of the hearing on 16 May 2024

New Arbitration in Milan of 2020

The Milan Chamber of Arbitration's final decision in the arbitration between EAM Solar ASA and Aveleos SA was received 29 February 2024. The arbitration court conclusion was a net amount in favour of EAM of between EUR 2 686 810 and EUR 2 939 814 after interest is applied.

A range is stated above due to a possible clerical error made in the Final Award. Aveleos has requested the Arbitration Chamber to correct the error and revise the stated interests. Aveleos has further challenged the application of other interest rates. This matter is expected to be sorted by 27 May 2024. The total amount should be considered preliminary until this date.

Further, Aveleos has until 18 June 2024 to submit an appeal of the Final Award.

NOTE 23 GOING CONCERN

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

However, although the Group's asset base and operating revenues covers ordinary operations, administration and service of operating assets debt obligations, the Group's liquidity is strained due to the significant legal costs relating to the litigation activities.

At year-end 2023 the Group had EUR 391 thousand in cash of which EUR 122 thousand was unrestricted. At the end of first quarter 2024, the cash was reduced to EUR 237 thousand of which EUR 25 thousand was unrestricted. The first quarter in a year is normally a loss making quarter due to the seasonality of power production.

In the final award of 29 February 2024 in the Milan arbitration, EAM Solar ASA was awarded an estimated net compensation payable by Aveleos SA between EUR 2 686 810 and EUR 2 939 814 after interest is applied. However, the Company does not foresee to receive such amounts without further legal procedures in conjunction with international collection procedures.

The final award in the arbitration does, however, open for the possibility of releasing pledges relating to Aveleos on the SPV ENS1, thus enabling EAM Solar ASA to sell the four remaining power plants in Italy. Such sale will release a significant amount of liquidity for the Company. However, such sale may take between 9 and 18 months to conclude.

A final factor with regards to the assessment of going concern is the outcome of the ongoing criminal proceedings in Milan, scheduled for a decision on 16 May 2024. A court decision upholding the original court decision of 2019 will secure going concern, an unfavourable decision for EAM Solar ASA may challenge the going concern assumption.

These circumstances imply that there will be a need for additional capital infusion. If this is not attainable, there will be a material uncertainty regarding the group's ability to continue as a going concern.

The board has convened an extraordinary general meeting on 10 May 2024 in order to grant the board power of attorney to execute on measures to improve the short term liquidity of the Company.

PARENT COMPANY
FINANCIAL
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STATEMENT OF COMPREHENSIVE INCOME

NOK	Note	2023	2022
Revenue	2	13 347 362	14 653 755
Total revenue	2	13 347 362	14 653 755
Personnel expenses	3, 4	(1 145 818)	(1 290 471)
Other operating expenses	4, 5, 6	(13 407 080)	(20 713 114)
Total operating expenses		(14 552 898)	(22 003 585)
Operating profit		(1 205 536)	(7 349 830)
Financial income and financial expense			
Interest income from group companies		7 053 706	4 264 001
Other interest income		123 998	39 390
Other financial income		15 919 692	12 010 341
Write down of long term investments and receivables	7	(43 726 861)	(38 347 836)
Other interest expense		-	(1 105)
Other financial expense		(6 300 712)	(6 461 370)
Net financial items		(26 930 177)	(28 496 579)
Profit before tax		(28 135 712)	(35 846 409)
Income tax gain/(expense)	8	(2 496 659)	(1 029 814)
Profit after tax		(30 632 371)	(36 876 223)

NOK	Note	2023	2022
Attributable to			
Dividend in kind			137 044
Allocated to other equity			
Transferred from share premium			(31 590 327)
Transferred to uncovered loss		(30 632 371)	(5 422 940)
Total Transfers	9	(30 632 371)	(31 590 327)

STATEMENT OF FINANCIAL POSITION

NOK	Note	31 Dec 2023	31 Dec 2022
ASSETS			
Non-current assets			
Financial assets			
Investment in subsidiaries	7 , 10	1 044 924	1 044 924
Intercompany loan	7 , 11	41 991 172	57 644 331
Investments in shares and stocks		1 113	1 113
Other long term receivables		2 270 994	3 409 602
Total financial assets		45 308 204	62 099 971
Total non-current assets		45 308 204	62 099 971
Current assets			
Receivables			
Short term receivables group companies	11	1 646 301	647 161
Other current receivables	11	1 529 449	5 195 187
Total receivables	11	3 175 750	5 842 348
Cash and cash equivalents	12	823 425	9 860 930
Total current assets		3 999 175	15 703 278
TOTAL ASSETS		49 307 378	77 803 248

NOK	Note	31 Dec 2023	31 Dec 2022
EQUITY AND LIABILITIES			
Equity			
Paid in capital			
Issued capital		68 522 100	68 522 100
Share premium		-	-
Total paid in capital		68 522 100	68 522 100
Other equity		-	-
Uncovered loss		(36 055 311)	(5 422 940)
Total retained earnings		(36 055 311)	(5 422 940)
Total equity	9	32 466 789	63 099 160
Liabilities			
Allowances for liabilities			
Deferred tax liabilities	8	10 952 387	8 455 728
Total allowances for liabilities		10 952 387	8 455 728
Current liabilities			
Trade payables		3 562 638	1 845 148
Public dues		262 048	10
Other current liabilities group companies	7	417 216	-
Other current liabilities		1 646 301	4 403 203
Total current liabilities	11	5 888 203	6 248 361
Total liabilities		16 840 590	14 704 089
TOTAL EQUITY AND LIABILITIES		49 307 378	77 803 248

Oslo, 30 April 2024

Stephan Lange Jervell
Non-executive director

Gro Prødel Hvammen
Non-executive director

Viktor Erik Jakobsen
Chair

Christian Hagemann
CEO

STATEMENT OF CASH FLOW

NOK	Note	2023	2022
Cash flow from operations			
Profit before income taxes		(28 135 712)	(35 846 409)
Imparement of financial assets	7	43 726 861	38 347 836
Change in trade creditors	11	1 717 490	(1 319 376)
Change in other provisions		(313 655)	6 051 479
Net cash flow from operations		16 994 984	7 233 530
Cash flow from investments			
Payment of short term loan/receivables	11	4 375 653	22 357 223
Change in intercompany balances		(30 408 142)	(19 939 290)
Net cash flow from investments		(26 032 489)	2 417 933

NOK	Note	2023	2022
Cash flow from financing			
Group contribution received		-	-
Net cash flow from financing		-	-
Exchange gains / (losses) on cash and cash equivalents			
Net change in cash and cash equivalents		(9 037 505)	9 651 463
Cash and cash equivalents at the beginning of the period		9 860 930	209 467
Cash and cash equivalents at the end of the period	12	823 425	9 860 930

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

NOTE 01 ACCOUNTING PRINCIPLES

The financial statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles in Norway. EAM Solar ASA is a public limited liability company, incorporated and domiciled in Norway, with registered office at Cort Adelers gate 33, NO-0254 Oslo, Norway. The Company was founded on 5 January 2011 and listed on the Oslo Stock Exchange under the ticker “EAM” in 2013. EAM Solar ASA is the parent company of the Group. The primary business activity of EAM is both to own solar photovoltaic power plants and sell electricity under long-term fixed price sales contracts, and to pursue legal proceedings to restore company values. EAM was structured to create a steady long-term dividend yield for its shareholders. Following the P31 Acquisition, the main value of EAM is dependent on the future outcome of litigation activities.

EAM currently owns 4 photovoltaic power plants through a holding company and 2 subsidiaries in Italy. The Company has no employees.

Use of estimates

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

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

cash-generating unit and to choose an appropriate discount rate to calculate the present value of the cash flows.

Foreign currency translation

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

Revenue recognition

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

Income tax

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

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

Balance sheet classification

Current assets and liabilities consist of receivables and payables falling due within one year. Other balance sheet items are classified as non-current assets.

Current assets are valued at the lower of cost and fair value. Current liabilities are recognised at nominal value.

Non-current assets consist of investments in subsidiaries, intercompany loans and intangible assets and fall due after one year or more.

Non-current assets are valued at the lower of cost and fair value.

Subsidiaries

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

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

Trade receivables and other receivables

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

Cash and cash equivalents

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

Cash flow statement

The cash flow statement is presented using the indirect method.

Provisions

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

NOTE 02 REVENUE

BY BUSINESS AREA

NOK	2023	2022
Management services to subsidiaries	13 347 362	14 653 755
Net revenue	13 347 362	14 653 755

GEOGRAPHICAL DISTRIBUTION

NOK	2023	2022
Norway	-	-
Italy	13 347 362	14 653 755
Net revenue	13 347 362	14 653 755

NOTE 03 SALARY AND PERSONNEL EXPENSE

The Company does not have any employees and is not required to have any pension plan.

Board of directors year-end 2023:

- Viktor Erik Jakobsen (chair & acting CEO)
- Gro Prødel Hvammen (non-executive director)
- Stephan Lange Jervell (non-executive director)

The CEO in 2023, Viktor Erik Jakobsen, is hired and remunerated by the manager (see [note 6](#) for description of transactions with related parties).

There are no agreements for severance pay, bonus, profit sharing or similar arrangements to neither CEO nor board of directors.

Viktor Erik Jakobsen, has received in 2023 NOK 245 000 in remuneration for his work as chair. Stephan Lange Jervell has received NOK 450 000 in 2023 and Gro Prødel Hvammen has received NOK 150 000 in 2023.

Nomination committee year-end 2023:

- Leiv Askvig (chair)
- Nils Erling Ødegaard (member)
- Georg Johan Espe (member)

Leiv Askvig has received in 2023 NOK 39 750 in remuneration for his work as chair of the Nomination Committee. Nils Erling Ødegaard and Georg Johan Espe each received NOK 24 000 in 2023 in remuneration for their work as members of the Nomination Committee.

NOTE 04 OPERATIONAL COSTS BREAKDOWN

NOK	2023	2022
Revenues	13 347 362	14 653 755
Cost of operations	(562 173)	(672 178)
Insurance	(562 173)	(672 178)
Sales, General & Administration	(5 452 927)	(5 923 323)
Personnel expenses	(1 145 818)	(1 290 471)
Accounting, audit & legal fees	(768 474)	(534 433)
Financial & tax fees	(675 747)	(511 759)
Energeia direct costs	(1 404 152)	(2 209 184)
Other administrative expenses	(1 458 737)	(1 377 477)
Legal costs	(8 537 797)	(15 408 084)
Litigation costs	(7 088 302)	(11 017 664)
Energeia legal costs	(1 449 495)	(4 390 420)
EBITDA	(1 205 535)	(7 349 830)

NOTE 05 OTHER OPERATING EXPENSES

SPECIFICATION AUDITOR’S FEE	2023	2022
(NOK)		
Statutory audit	695 402	501 461
Tax consultant services	10 963	2 875
Other assurance services	44 800	7 784
Other services	17 309	22 313
Other services from RSM Advokat AS	-	27 100
Total	768 474	561 532

VAT is not included in the fees specified above.

RSM Advokat AS is a related party to the auditor RSM.

NOTE 06 TRANSACTIONS WITH RELATED PARTIES

Related parties

Energeia AS is the manager of EAM. Energeia AS in Norway and Italy employs most of the personnel conducting the technical and administrative services for EAM.

Sundt AS and Canica AS are among the 2 largest shareholders in EAM. They are also shareholders in Energeia, but not involved in the day-today operations of Energeia AS. Certain key personnel managing the day-to-day operations of EAM are also investors in Energeia AS.

Transactions with related parties

All the transactions have been carried out as part of the ordinary operations and at arms-length prices.

On 15 August 2019 EAM Solar ASA sold the shares in the subsidiary EAM Solar Norway Holding AS to Energeia AS. The board of directors decided to conduct this sale to protect and secure the financial integrity of EAM Solar ASA.

The final sales price for the shares consisted of two elements; 1) a fixed price for the shares, and 2) a profit split if Energeia sold the power plants with a profit before year-end 2020. On 30 April 2020 Energeia AS sold the power plants indirectly owned by EAM Solar Norway Holding AS to a third party.

Since Energeia AS sold the power plants in 2020, EAM Solar ASA is entitled to receive 75 per cent of any net capital gains realized by Energeia AS above the purchase price from EAM Solar ASA.

The provisional capital gain for EAM Solar ASA was in 2020 estimated to be NOK 70.9 million and the profit was entered in the books in 2019 and 2020. The final sales price, including capital gain, will be determined in 2025 when all historical tax assessments relating to the period prior 2019, and taxes related to the sale of the power plant in 2020 are finalized with the tax authorities in Italy.

In 2023 Energeia direct costs of the management of the parent Company was NOK 4 million. (2022: NOK 6.6 million). Approximately NOK 1.5 million of the direct costs charged in 2023 was related to extraordinary costs incurred due to the legal processes in conjunction with the P31 fraud.

ENERGEIA AS OWNERSHIP AT YEAR END

Company/owner	Ownership	Person	Position year-end 2023
Jakobsen Energia AS	10.93%	Viktor E Jakobsen	Chair and acting CEO of EAM Solar ASA
Sundt AS	14.51%	Family office	Shareholder of EAM Solar ASA
Naben AS	4.84%	Audun W Iversen	Shareholder of EAM Solar ASA
Canica AS	6.11%	Family office	Shareholder of EAM Solar ASA
Stanja AS	0.47%	Stephan L Jervell	Director of EAM Solar ASA
Cerebrum Invest AS	0.08%	Ragnhild M Wiborg	Chair of EAM Solar ASA (resigned 31 Jan 2023)
Others	63.05%		

NOTE 07 SUBSIDIARIES AND INTERCOMPANY BALANCES

Subsidiaries	Office	Ownership / Vote	Aquisition cost	Book value	Write down during the period
EAM Solar Italy Holding Srl	Milan	100%	-	1 044 924	-
Total			-	1 044 924	-

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

INTERCOMPANY

Receivables	2023	2022
Accounts receivables	1 646 301	647 161
Long term receivables	141 699 958	133 449 260
Accumulated write downs of long term receivables	(99 708 786)	(75 804 929)
Total receivables	43 637 474	58 291 492
Write down during the period	(43 726 861)	(38 347 836)
Liabilities	2023	2022
Other current liabilities	417 216	-
Long term liabilities	-	-
Total liabilities	417 216	-

Assumptions for impairment write down:

The Company has identified indicators for impairment at year end. Based on this, the Company has conducted an impairment test to see if there is a need to write-down the investment and receivables in subsidiaries. The assumptions in the impairment test are made with scenarios that the management finds explanatory and relevant at the reporting date. The underlying cash flow from the power plants are the basis for the investment and for servicing the loans. The amount of impairment loss recognised for financial assets is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the weighted average cost of capital of 4.65 per cent.

NOTE 08 INCOME TAXES

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

INCOME TAX EXPENCE

(NOK)	2023	2022
Tax payable	-	-
Changes in deferred tax	2 496 657	1 029 814
Change as a result of sale of subsidiaries	-	-
Income tax expence	2 496 657	1 029 814

TAX BASE CALCULATION

(NOK)	2023	2022
Profit before income tax	(28 135 712)	(35 846 409)
Permanent differences	43 726 861	38 347 836
Tax base	15 591 149	2 501 427

TEMPORARY DIFFERENCE

(NOK)	2023	2022
Long-term receivables in foreign currency	12 002 977	-
Intercompany interest	67 321 550	56 371 520
Tax losses carried forward	(8 120 463)	(8 586 406)
Total temporary difference	71 204 064	47 785 114
Tax losses carried forward not recognised as an asset		8 586 406
Total	71 204 064	56 371 520
Deferred tax	10 952 386	8 455 728

NOTE 09 EQUITY

The 20 main shareholders as at 31 December 2023 are:

Shareholder	Shares	Ownership
CANICA AS	886 762	12.9%
SUNDT AS	784 612	11.5%
ENERGEIA AS	650 956	9.5%
NORDNET LIVSFORSIKRING AS	304 055	4.4%
DNB LIVSFORSIKRING AS	269 086	3.9%
MELLEM NES INVEST AS	156 928	2.3%
AKA AS	125 000	1.8%
SKJÆVELAND	82 120	1.2%
AUTO SPAR AS	68 113	1.0%
CLEARSTREAM BANKING S.A.	63 623	0.9%
VIRO AS	61 156	0.9%
NORDNET BANK AB	58 258	0.9%
MP PENSJON PK	51 345	0.7%
NORTH SEA GROUP AS	49 000	0.7%
LORGEN	46 000	0.7%
MATHIASSEN	41 438	0.6%
MØGSTER	41 000	0.6%
KM FORVALTNING AS	40 000	0.6%
PARK LANE FAMILY OFFICE AS	37 300	0.5%
SKINSTAD	36 000	0.5%
Total of the 20 main shareholders	3 852 752	56.2%

Share capital 2023			No of shares	Nominal value	Share capital
Ordinary shares outstanding			6 852 210	10	68 522 100
NOK	Share capital	Share premium	Other equity	Uncovered Loss	Total equity
Equity as at 1 January 2023	68 522 100	-	-	(5 422 940)	63 099 160
Profit (loss) after tax		-	-	(30 632 371)	(30 632 371)
Equity as at 31 December 2023	68 522 100	-	-	(36 055 311)	32 466 789

More than half of the share capital has been lost, and according to the Public Limited Liability Companies Act § 3-5, the board’s duty to act has arisen.

The board will propose measures that involve the power of attorney from the general meeting to reduce the share capital to cover uncovered losses. In addition, the board will propose to issue new shares to raise necessary capital. The proposed measures will be presented at the extraordinary general meeting on 10 May 2024 and the ordinary general meeting in June 2024.

NOTE 10 GROUP ENTITIES

See [note 3](#) in the consolidated accounts and [note 7](#).

NOTE 11 RECEIVABLES AND LIABILITIES

RECEIVABLES

(NOK)	2023	2022
Short term receivables group companies	1 646 301	647 161
Other current receivables	1 529 449	5 195 187
Total receivables	3 175 750	5 842 348

LIABILITIES

(NOK)	2023	2022
Trade payables	3 562 638	1 845 147
Social security	80 980	10
Advance tax withholdings	181 068	-
Other current liabilities group companies	417 216	-
Other current liabilities	1 646 301	4 403 203
Total liabilities	5 888 203	6 248 360

RECEIVABLES FALLING DUE AFTER ONE YEAR

(NOK)	2023	2022
Intercompany loan	41 991 172	57 644 331
Total receivables falling due after one year	41 991 172	57 644 331

Intercompany transactions

A mark-up on 5 per cent is calculated on intercompany transactions on management services from EAM Solar ASA to its subsidiaries.

NOTE 12 CASH AND CASH EQUIVALENTS

NOK	2023	2022
Cash	573 185	6 759 249
Restricted cash	250 240	3 101 681
Cash and cash equivalents	823 425	9 860 930

NOK 184 thousand of the restricted cash is related to a tax withholding account and NOK 66 thousand is relating to the court case in Oslo District Court against Enovos and was set aside as collateral for the coverage of the legal costs.

The Company had no credit facilities at 31 December 2023.

NOTE 13 SUBSEQUENT EVENTS

Changes to the board of directors

The directors Stephan Jervell and Gro Prødel Hvammen has both informed the Company the need to resign from the board of directors prior to the ordinary annual general meeting for reasons unrelated to the Company.

The Company consequently has decided to convene an extraordinary shareholder’s meeting on 10 May 2024 for the establishment of an interim board of directors pending the annual general meeting of the shareholders scheduled 22 May 2024.

Criminal proceedings in Milan

The final hearing is scheduled for 16 May 2024. The Court of Appeal has stated its intention to render its judgement in the case at the conclusion of the hearing on 16 May 2024

New Arbitration in Milan of 2020

The Milan Chamber of Arbitration’s final decision in the arbitration between EAM Solar ASA and Aveleos SA was received 29 February 2024. The arbitration court conclusion was a net amount in favour of EAM of between EUR 2 686 810 and EUR 2 939 814 after interest is applied.

A range is stated above due to a possible clerical error made in the Final Award. Aveleos has requested the Arbitration Chamber to correct the error and revise the stated interests. Aveleos has further challenged the application of other interest rates. This matter is expected to be sorted by 27 May 2024. The total amount should be considered preliminary until this date.

Further, Aveleos has until 18 June 2024 to submit an appeal of the Final Award.

NOTE 14 PROVISIONS

The Company has not made any provisions for the legal proceedings described below, since the Company considers it more than 50 per cent likely that the proceedings will not lead to any unfavourable ruling.

In conjunction with the “P31 acquisition”, EAM Solar Italy Holding Srl entered into a so-called patronage letter and an equity contribution agreement with UBI Leasing and UniCredit respectively. These agreements may under certain circumstances require EAM Solar Italy Holding Srl to inject additional equity into the debt financed SPVs to cover any shortfall or breach of the debt repayment obligations of the SPVs.

The FIT contracts of the SPVs have been terminated by GSE due to fraud against the State of Italy.

In November 2018 EAM Solar ASA was served with a notice that UBI Leasing had requested the Court of Brescia for an injunction of EUR 6 million on EAM assets. The court of Brescia granted a preliminary non-enforceable injunction. EAM challenged the injunction. Court hearings in this matter has been ongoing since 2019 until this day.

EAM has requested UBI to provide both witnesses and documentation of the bank's handling of the leasing financing activities of the Solar PV power plants in 2010 and 2011 in the proceedings. On 10 November 2022 the Judge decided that UBI must submit certain documents on EAM's request. A hearing was conducted on 30 March 2023 where UBI submitted more documents.

The final hearing in this matter was heard on 4 March 2024. The Judgement is expected in early May 2024.

No provisions are made in the accounts on this matter.

NOTE 15 GOING CONCERN

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

However, although the Group's asset base and operating revenues covers ordinary operations, administration and service of operating assets debt obligations, the Group's liquidity is strained due to the significant legal costs relating to the litigation activities.

At year-end 2023 the Group had EUR 391 thousand in cash of which EUR 122 thousand was unrestricted. At the end of first quarter 2024, the cash was reduced to EUR 237 thousand of which EUR 25 thousand was unrestricted. The first quarter in a year is normally a loss making quarter due to the seasonality of power production.

In the final award of 29 February 2024 in the Milan arbitration, EAM Solar ASA was awarded an estimated net compensation payable by Aveleos SA between EUR 2 686 810 and EUR 2 939 814 after interest is applied. However, the Company does not foresee to receive such amounts without further legal procedures in conjunction with international collection procedures.

The final award in the arbitration does, however, open for the possibility of releasing pledges relating to Aveleos on the SPV ENS1, thus enabling EAM Solar ASA to sell the four remaining power plants in Italy. Such sale will release a significant amount of liquidity for the Company. However, such sale may take between 9 and 18 months to conclude.

A final factor with regards to the assessment of going concern is the outcome of the ongoing criminal proceedings in Milan, scheduled for a decision on 16 May 2024. A court decision upholding the original court decision of 2019 will secure going concern, an unfavourable decision for EAM Solar ASA may challenge the going concern assumption.

These circumstances imply that there will be a need for additional capital infusion. If this is not attainable, there will be a material uncertainty regarding the Company's ability to continue as a going concern.

The board has convened an extraordinary general meeting on 10 May 2024 in order to grant the board power of attorney to execute on measures to improve the short term liquidity of the Company.

POWER PRODUCTION

REPORTED PRODUCTION

(MWh)	Q1'22	Q2' 22	Q3' 22	Q4' 22	FY 2022	Q1' 23	Q2' 23	Q3' 23	Q4' 23	FY 2023
ENS Solar One Srl	748	1 064	1 058	632	3 502	693	852	1 020	586	3 150
Energia Fotovoltaica 25 Srl	274	339	300	237	1 151	292	339	325	227	1 183
MWh	1 023	1 403	1 359	868	4 653	985	1 191	1 345	813	4 333

ACTUAL PRODUCTION

(MWh)	Q1' 22	Q2' 22	Q3' 22	Q4' 22	FY 2022	Q1' 23	Q2' 23	Q3' 23	Q4' 23	FY 2023
Lorusso	317	433	441	260	1 451	293	332	434	245	1 305
Brundesini	213	293	281	166	953	171	226	247	135	779
Scardino	218	338	336	206	1 098	229	293	339	205	1 067
Enfo 25	274	339	300	237	1 151	292	339	325	227	1 183
MWh	1 023	1 403	1 359	868	4 653	985	1 191	1 345	813	4 333
Total produced MWh	1 023	1 403	1 359	868	4 653	985	1 191	1 345	813	4 333

POWER PLANT CAPACITY

Power plant	Capacity kW	Annual production MWh	Location Province	Power plant design	Ownership company
Lorusso	984	1 403	Puglia	Fixed tilt	Ens Solar One srl
Brundesini	994	1 477	Puglia	Fixed tilt	Ens Solar One srl
Scardino	993	1 483	Puglia	Fixed tilt	Ens Solar One srl
Enfo 25	983	1 430	Puglia	Fixed tilt	Energia Fotovoltaica 25
MWh	3 954	5 792			

RESPONSIBILITY STATEMENT

From the board of directors and the CEO

We confirm, to our best knowledge that the financial statements for the period 1 January to 31 December 2023 have been prepared in accordance with current applicable accounting standards and give a true and fair view of the assets, financial position and profit or loss of the entity and the Group taken as a whole. We also confirm that the board of directors' Report includes a true and fair view of the development and performance of the business and the position of the entity and the Group, together with a description of the principal risks and uncertainties.

Oslo, 30 April 2024

Stephan Lange Jervell
Non-executive director

Gro Prødel Hvammen
Non-executive director

Viktor Erik Jakobsen
Chair

Christian Hagemann
CEO

AUDITOR'S REPORT



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Report on the Audit of the Financial Statements

We have audited the financial statements of EAM Solar ASA, showing a loss of NOK 30 632 371 in the financial statements of the parent company and a loss of EUR 1 211 308 in the financial statements of the group. The financial statements comprise:

- the financial statements of the parent company EAM Solar ASA (the Company), which comprise the balance sheet as at 31 December 2023, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of EAM Solar ASA and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2023, the income statement, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

- the financial statements comply with applicable statutory requirements,

- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the Audit Committee.

RSM Norge AS is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Norge AS er medlem av /is a member of Den norske Revisorforening



Independent Auditor's Report 2023 for EAM Solar ASA

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

We have been the auditor of the Company for 7 years from the election by the general meeting of the shareholders on 10 October 2016 for the accounting year 2016 with a renewed election on the 22 May 2023.

We draw attention to Note 23 to the consolidated financial statements, and Note 9 and Note 15 to the parent company financial statements, as well as in the Board of Directors' report, which indicates that the Group's liquidity is strained due to the significant legal costs relating to the litigation activities. More than half of the Company's share capital has been lost. As stated in Notes 15 and 23, these events and conditions, along with other matters set forth in Notes 15 and 23, indicate that a material uncertainty exists that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

In conjunction with the ongoing criminal proceedings regarding the company's purchase of 31 solar power plants in 2014, the company has received both counterclaims, claims of injunctions for breach of contract and termination notice of the Feed-in-Tariff contract from GSE on one of the remaining power plants. The termination notice from GSE was disputed in court, and the case is still ongoing. Management's assessment of the possible impact on the financial statement is based on an evaluation of the possibility of a negative conclusion on these matters, both in regard to the possible effect on future cashflows, the value of receivables and in regard to contingent liabilities.

The assessments are complex and involve significant use of management judgment, and due to the possible significant impact on the consolidated financial statements, the control assessments are considered a key audit matter.

We have evaluated management's assessment, as well as the statements from the attorneys representing the company in the lawsuits. We have compared the assessments with the requirements in IAS 37.

We evaluated the information provided in notes and that the description in note 4 and 19, and the Board of Directors' report, is consistent with the assessments performed by management.

<div><div><div></div><div></div><div></div></div><div>RSM</div></div> <div>Independent Auditor's Report 2023 for EAM Solar ASA</div>	
<div>Other Information</div> <div><p>The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.</p><p>In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.</p><p>Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report</p><ul style="list-style-type: none">is consistent with the financial statements andcontains the information required by applicable statutory requirements.<p>Our opinion on the Board of Director's report applies correspondingly to the statements on Corporate Governance and Corporate Social Responsibility.</p><p><i>Responsibilities of Management for the Financial Statements</i></p><p>Management is responsible for the preparation of financial statements of the Company that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for the preparation of the consolidated financial statements of the Group that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU. Management is responsible for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.</p><p>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.</p><p><i>Auditor's Responsibilities for the Audit of the Financial Statements</i></p><p>Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.</p></div>	

<div><div><div></div><div></div><div></div></div><div>RSM</div></div> <div>Independent Auditor's Report 2023 for EAM Solar ASA</div>	
<div>As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:</div> <div><ul style="list-style-type: none">identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.</div> <div>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.</div> <div>We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.</div> <div>From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.</div>	

<div><div><div></div><div></div><div></div></div><div>RSM</div></div> <div>Independent Auditor's Report 2023 for EAM Solar ASA</div>	
<div>Report on Other Legal and Regulatory Requirements</div> <div><p><i>Report on Compliance with Requirement on European Single Electronic Format (ESEF)</i></p><p><i>Opinion</i></p><p>As part of the audit of the financial statements of EAM Solar ASA, we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report, with the file name EAM-SOLAR-ASA-2023-12-31-en.zip, have been prepared, in all material respects, in compliance with with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format and iXBRL tagging of the consolidated financial statements.</p><p>In our opinion, the financial statements, included in the annual report, have been prepared, in all material respects, in compliance with the ESEF regulation.</p><p><i>Management's Responsibilities</i></p><p>Management is responsible for the preparation of the annual report in compliance with the ESEF regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary.</p><p><i>Auditor's Responsibilities</i></p><p>Our responsibility, based on audit evidence obtained, is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in compliance with ESEF. We conduct our work in compliance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information". The standard requires us to plan and perform procedures to obtain reasonable assurance about whether the financial statements included in the annual report have been prepared in compliance with the ESEF Regulation.</p><p>As part of our work, we have performed procedures to obtain an understanding of the Company's processes for preparing the financial statements in compliance with the ESEF Regulation. We examine whether the financial statements are presented in XHTML-format. We evaluate the completeness and accuracy of the iXBRL tagging of the consolidated financial statements and assess management's use of judgement. Our procedures include reconciliation of the iXBRL tagged data with the audited financial statements in human-readable format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.</p></div> <div><div>Oslo, 30 April 2024</div><div>RSM Norge AS</div><div></div><div>Marthe Lise Drolsum</div><div>State Authorised Public Accountant</div></div>	

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