

NORDIC TECHNOLOGY GROUP AS

Innkalling til ordinær generalforsamling

Det innkalles herved til ordinær generalforsamling i Nordic Technology Group AS, org. nr. 926 789 759 ("**Selskapet**") den 22. desember 2025 kl. 10:00.

Styret har besluttet at den ordinære generalforsamlingen skal holdes elektronisk gjennom kommunikasjonsplattformen Microsoft Teams.

Se under for informasjon om elektronisk registrering for deltakelse i møtet.

Dagsorden:

1. **Valg av møteleder og en person til å medundertegne protokollen**
2. **Godkjennelse av innkallingen og dagsorden**
3. **Godkjennelse av årsregnskap, årsberetning og revisors beretning for 2024**
4. **Fastsettelse av honorar til styrets medlemmer**

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Styrets leder skal motta styrehonorar på NOK 350 000 for perioden 1. juli 2024 - 30. juni 2025. Styremedlemmene skal motta styrehonorar på NOK 200 000 hver for perioden 1. juli 2024 - 30. juni 2025.

5. **Godkjennelse av honorar til Selskapets revisor**

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Revisors godtgjørelse for 2024 godkjennes etter regning.

6. **Valg av styre**

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Styret skal bestå av Henrik A. Christensen, Styreleder og Georg J. Espe og Kostas Koutsoubelis som styremedlemmer.

Notice of ordinary general meeting

Notice is hereby served that an ordinary general meeting of Nordic Technology Group AS, org. no. 926 789 759 (the "**Company**") will be held on 22. December 2025 at 10.00 CEST.

The board has resolved that the ordinary general meeting will be held electronically via the communication platform Microsoft Teams.

See below for further information on electronic registration to attend the meeting.

Agenda:

1. **Election of a chairperson and a person to co-sign the minutes**
2. **Approval of the notice and the agenda**
3. **Approval of the annual accounts, directors report and auditors report for 2024**
4. **Approval of remuneration to the Board of Directors**

The board proposes that the general meeting passes the following resolution:

The chairman of the board will receive board remuneration of NOK 350,000 for the period 1 July 2024 - 30 June 2025. The board members shall receive NOK 200,000 in board remuneration each for the period 1 July 2024 - 30 June 2025.

5. **Approval of the remuneration of the Company's auditor**

The board proposes that the general meeting passes the following resolution:

The auditor's fees for 2024 are approved according to invoice.

6. **Election of the board**

The board proposes that the general meeting passes the following resolution:

The Board shall consist of Henrik A. Christensen, Chairman and Georg J. Espe and Kostas Koutsoubelis as board members.

Aksjonærer har rett til å møte og stemme ved fullmektig. Det må i så tilfelle fremlegges en skriftlig og datert fullmakt. Vedlagte fullmaktsskjema (Vedlegg 1) kan benyttes.

Aksjonærer deltar ved å bruke linkene som vil bli tilsendt fra Selskapet.

Shareholders may appoint a representative to attend and vote on their behalf. In this case a written and dated proxy must be provided. The enclosed proxy form (Appendix 1) may be used.

Shareholders participate by using the link issued by the Company.

In case of any discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.

Siden møtet avholdes elektronisk, ber vi om at aksjonærer som ønsker å delta sender en e-post til postntg@ntechgroup.no slik at Selskapet har e-postdetaljer til å distribuere Microsoft Teams-innkalling senest 19 desember 2025 kl. 10.00.

As the meeting is being held virtually, we ask that shareholders who wish to participate in the meeting send an e-mail to postntg@ntechgroup.no so that the Company have an email that they can send Microsoft Teams details to no later than 19 December 2025 by 10.00am CET

Oslo, 8 desember 2025

Henrik A. Christensen
Styrets leder/Chairman of the Board of Directors

Vedlegg:

1. Fullmaktsskjema/Påmeldingskjema
2. 2024 Årsregnskap

Appendices:

1. Proxy form/Attendance form
2. 2024 Annual report

Vedlegg 1 / Appendix 1 – Fullmaktskjema/Proxy

As the owner of _____ shares in Nordic Technology Group AS I/we hereby appoint

- ☐ The chairman of the board of directors
- ☐ _____ (insert name)

as my/our proxy to represent and vote for my/our shares at the ordinary general meeting of Nordic Technology Group AS to be held on 22 December 2025 via Teams.

If none of the alternatives above has been ticked the chairman of the board will be considered appointed as proxy. If the chairman of the board has been appointed as proxy, the chairman of the board can appoint another member of the board or the management to represent and vote for the shares covered by the proxy.

If the shareholder so desires and the chairman of the board has been appointed as proxy, the voting instructions below can be filled in and returned to the Company. The shares will then be voted in accordance with the instructions.

Voting instructions:

Resolution	Vote for	Vote against	Abstain
Election of a chairperson and a person to co-sign the minutes			
Approval of notice of meeting and agenda			
Approval of annual accounts, directors report and auditors report			
Approval of remuneration to the board of directors for 2024			
Approval of the remuneration of the Company's auditor			

If voting instructions are given the following applies:

- If the box "Vote for" has been ticked, the proxy is instructed to vote for the proposal in the notice, with any changes suggested by the board of directors, the chairman of the board or the chairperson of the meeting. In case of changes in the proposals included in the notice, the proxy can at his/her own discretion abstain from voting the shares.
- If the box "Vote against" has been ticked, this implies that the proxy is instructed to vote against the proposal in the notice, with any changes suggested by the board, the Chairman of the Board or the chairman of the meeting. In case of changes in the proposals included in the notice, the proxy can, at his/her discretion, abstain from voting the shares.
- If the box "Abstain" has been ticked, the proxy is instructed to abstain from voting the shares.
- If none of the boxes has been ticked, the proxy is free to decide how to vote the shares.
- In respect of a vote over matters that are not included on the agenda and which may validly come before the meeting, the proxy is free to decide how to vote the shares. The same applies for votes over formal matters, such as election of the chairperson of the meeting, voting order or voting procedure.
- If a shareholder has inserted another person than the chairman of the board as proxy, and wants to give such person instructions on voting, this is a matter between the shareholder and the proxy. In such a situation, the company does not undertake any responsibility to verify that the proxy votes in accordance with the instructions.

Signature: _____ *

Name: _____ (block letters)

Place/date: _____

*If the proxy is given on behalf of a company or other legal entity, relevant evidence of authority must be attached to evidence that the person signing the proxy form is properly authorized.

Please send proxy to: postntg@ntechgroup.no no later than **Friday 19 December at 10.00 am CET**

Vedlegg 1 / Appendix 1 – Påmeldingskjema/Attendance form

As the owner of _____ shares in Nordic Technology Group AS I/we hereby would like to attend via Teams the General meeting of Nordic Technology Group AS, org. no. 926 789 759 (the "**Company**") to be held on 22. December 2025 at 10.00 CEST via Teams.

Signature: _____ *

Name: _____ (block letters)

E-mail: _____

Place/date: _____

Please send attendance form to: postntg@ntechgroup.no no later than **Friday 19 December at 10.00 am CET**

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**Nordic
Technology
Group**

2024
ANNUAL REPORT

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DIRECTORS REPORT

NORDIC TECHNOLOGY GROUP

Nordic Technology Group AS (NTG) was incorporated in March 2021 as a Norwegian limited liability company, governed by Norwegian corporate law and related regulatory requirements. The company is headquartered in Oslo, Norway, and its shares are listed on Euronext Growth Oslo in July 2022 under the ticker “NTG.” NTG was founded with the primary purpose of acquiring selected companies distinguished by their unique and patented products and solutions, developed through extensive periods of concept development, product design, testing and qualification, certification, and market acceptance.

NTG’s strategy is to create and realize value across multiple channels by identifying and scaling up businesses, transforming them into industry-leading technology ventures within their respective niches. The strategy further includes pursuing future acquisitions, or enter into partnerships with new businesses that align with NTG’s focus on disruptive patented technologies with a large growth market.

As of 31 December 2024, NTG has majority ownership in five companies and is organized in three business areas:

Business area	Company name	NTG%
Sensor technology	Wavetrain Systems AS	78.6%
	Hammertech AS	82.3%
Nanomaterials technology	CondAlign AS	50.2%*
Clean technology	Hystorsys AS	100.0%
	MossHydro AS	89.9%

** NTG total voting rights adjusted for company owned treasury shares. NTG holds only around 21,3% of the preference shares. The investment in CondAlign has been fully written down in the financial statements in NTG 31.12.2024 and NTG’s shareholdings were sold in August 2025.*

NTG PARENT COMPANY

Nordic Technology Group AS (NTG), the ultimate parent company, reported revenues of NOK 1.7 million in 2024 (NOK 1.9 million in 2023), primarily derived from intra-group cost allocations. Operating expenses totaled NOK 17.5 million (NOK 19.3 million in 2023). Write down of investment in CondAlign AS, Hystorsys AS, MossHydro AS and the financial holding in CrayoNano AS affected the accounts with NOK 215.4 million in 2024. The net result for the year was NOK -235.5 million compared to NOK 36.7 million in 2023 which included NOK 47.4 million gain from the sale of Hybrid Energy AS in 2023.

As of 31 December 2024, NTG’s current assets amounted to NOK 2.6 million, of which cash and bank deposits represented NOK 0.8 million (NOK 15.9 million and NOK 3.1 million, respectively in 2023). Loans to group companies totaled NOK 21.1 million (NOK 36.9 million in 2023). NTG’s total balance sheet at year-end stood at NOK 550.6 million, with equity representing NOK 524.4 million.

On behalf of certain subsidiaries, NTG has issued guarantees totaling NOK 40.0 million related to credit facilities and loans with banks and other institutions. These guarantees are valid for one year at a time and are renewed annually on June 30 each year, with next renewal taking place end June 2026. NTG does not use financial instruments such as forward contracts or hedging agreements and is therefore limited exposure to fluctuations in exchange rates, interest rates, or commodity prices.

At year-end 2024, NTG’s liquidity reserves consisted of approximately NOK 23.7 million, including cash, trade receivables and loans to group companies.

Cash flow from operating activities showed a net inflow of NOK 5.2 million in 2024 (net outflow of NOK 13.0 million in 2023). Investing activities resulted in a net outflow of NOK 13.3 million, compared with a net outflow of NOK 9.9 million in 2023, primarily due net investments in subsidiaries. Financing activities had net cashflow of NOK 5.8 million in 2024, compared with a zero cash flow from financing in 2023.

NTG had no long-term debt as of year-end 2024. Short-term debt was NOK 26.2 million (NOK 6.1 million in 2023), mainly related to financial institutions and short-term loans from Televenture.

Financial assets amounted to approximately NOK 547.9 million at year-end (NOK 750.0 million in 2023), of which NOK 526.8 million (NOK 637.6 million in 2023) represented investments in group companies and NOK 21.1 in loans to group companies. The investment in CondAlign and the financial investment in CrayoNano was fully written down in 2024, affecting the accounts with NOK 210.4 million in 2024.

NTG performs impairment assessments at each reporting date. If indications of impairment exist, or annual testing is required, the recoverable amount of an asset or CGU (cash-generating unit) is estimated based on either fair value less costs of disposal or value in use. These calculations rely on detailed budgets and forecasts, typically covering a three to five year period, with scenario analyses applied and a long-term growth rate assumed beyond this period. Discount rates reflect market assessments of time value and asset-specific risks. Management has applied these assumptions consistently with prior periods and believes they are reasonable and supportable. As of 31 December 2024, management has not identified any indicators of impairment besides CondAlign and Hystorsys requiring recognition of an impairment loss, in accordance with the requirements. This is further supported by third-party valuations, and recent equity transactions suggest market values exceeding book values, though the board emphasizes the inherent uncertainty in estimating realizable asset values.

NTG's shares trade on Euronext Growth Oslo under the ticker "NTG." During 2024, the trading range was between NOK 1.9 (low) and NOK 2.4 (high), with very limited trading volumes. In July 2025, NTG raised NOK 70.9 million in new equity at a subscription price of NOK 1.00 per share. The capital market for companies with no or limited turnover has been very demanding in Norway and abroad, and investors demand very large discounts on underlying assets to participate in issues. Management and the board believe the market price and the recent capital increase does not represent the fair value of NTG's underlying assets and therefore should not be used as a basis for impairment testing.

At year-end 2024, NTG's equity totaled NOK 524.4 million (NOK 759.9 million in 2023), corresponding to an equity ratio of 95.2% (99.2% in 2023). The 2024 net result of NOK -235.5 million has been allocated to other equity.

NTG GROUP CONSOLIDATED FINANCIALS

NTG Group reported consolidated revenues of NOK 51.3 million in 2024 (NOK 77.9 million in 2023 of which NOK 50.6 million was related to sale of Hybrid Energy). By business area, Sensor Technology generated approximately NOK 21.1 million (NOK 6.8 million in 2023), Clean Technology generated NOK 27.2 million (NOK 20.2 million in 2023), and Nano-materials Technology generated NOK 0.7 million (NOK 0.3 million in 2023).

Total operating expenses for 2024 amounted to NOK 326.6 million (NOK 220.7 million in 2023). The main deviation is due to write-down of intangible assets with NOK 75.4 million and increase in total payroll of NOK 18.9 million. The Group reported a net operating loss of NOK 368.4 million, of which NOK 116.1 million was related to depreciation and amortization and NOK 156.3 million related to write down of intangible and financial assets (compared to NOK -142.7 million, including NOK 112.8 million in depreciation and amortization in 2023).

As of 31 December 2024, NTG Group's consolidated cash balance stood at NOK 8.0 million. Current assets at year-end were NOK 42.0 million, while current liabilities totaled NOK 112.5 million (compared with NOK 53.0 million and NOK 62.6 million, respectively, at end 2023). Non-current liabilities were NOK 44.8 million (NOK 28.9 million in 2023), primarily comprising bank loans, convertible loans, and innovation loans with other institutions.

Total fixed assets as of 31 December 2024 were NOK 366.6 million, of which NOK 355.1 million related to intangible assets. Goodwill of NOK 170.0 million, recognized from the acquisition of NTG Group companies in July 2022, is being amortized over five years. Other intangible assets are depreciated over a ten-year period.

Cash flow from operating activities in 2024 showed a net outflow of NOK 71.3 million (outflow of NOK 88.5 million in 2023). Net cash outflow from investing activities was NOK 32.8 million (compared to a net cashflow of NOK 14.2 million in 2023 which included NOK 67.0 million from sale of Hybrid Energy), while financing activities contributed NOK 101.9 million (NOK 29.8 million in 2023).

The book value of equity at year-end 2024 was NOK 251.3 million (NOK 567.7 million in 2023), corresponding to an equity ratio of 61.5% (86.1% in 2023).

The net loss for 2024 of NOK 368.3 million has been allocated to uncovered losses, of which NOK 317.3 million relates to majority interests and NOK 51.0 million to minority interests.

OUTLOOK & KEY RISK FACTORS

The Board expects 2025 to remain a year of active commercialization and further capital raising. While risks related to liquidity remain, the Group's portfolio companies are well-positioned with technologies that address significant market needs. With successful execution of ongoing initiatives, the Group expects to strengthen its financial position and move closer to sustainable revenue growth.

Key risks relevant for NTG Group include, but are not limited to, operational risk, market risk, credit risk, currency and interest rate risk, liquidity risk, technology development risk, and regulatory and reputational risks as outlined below.

Operational risk

Several NTG Group companies, particularly within the Sensor and Clean Technology segments, operate under fixed-price contracts. Such contracts are vulnerable to cost overruns due to wage increases, higher procurement and manufacturing costs, transportation bottlenecks, introduction of new tolls or other barriers, or other external factors beyond management's control. In addition, timing of contract awards remains a challenge. These factors may materially impact financial results if not carefully managed.

Market risk

Global economic and political instability, combined with the transition towards renewable energy, the emergence of disruptive technologies, and stricter environmental regulation, could affect demand for NTG Group's products and services. Market fluctuations may influence growth prospects and delay the Group's international expansion ambitions.

Credit risk

Credit risk refers to potential losses should customers or partners fail to meet their payment obligations. NTG Group evaluates creditworthiness both at contract initiation and throughout contract execution. While most customers are well-known and the inherent credit risk is considered low, exposure to new markets could increase risk over time.

Currency risk

NTG Group operates internationally and is exposed to currency fluctuations when revenues and expenses are denominated in different currencies. At present, the Group has no currency hedging in place, but material contracts may be subject to hedging going forward to reduce financial exposure.

Interest rate risk

Most long-term debt within NTG Group carries floating interest rates. As the Group holds limited interest-bearing assets, cash flows are directly exposed to changes in market interest rates, which may affect liquidity and funding costs.

Liquidity risk

Liquidity risk arises if NTG Group is unable to meet financial and operational obligations when due. The Group regularly prepares cash flow forecasts to provide visibility and enable proactive measures when required. Liquidity is primarily affected by the timing of contract awards and payments. Access to additional funding may be necessary if delays occur.

Technology development risk

NTG Group companies operate in highly competitive markets where rapid technological advances are common. Competitors may introduce solutions at lower cost or with superior performance. NTG Group mitigates this risk by investing in innovation, protecting intellectual property, and developing new patents to strengthen its competitive position.

Regulatory and ESG risk

Changes in environmental, social, and governance (ESG) regulations, as well as broader legislative requirements in NTG Group's operating markets, may impact compliance costs and limit business opportunities. Failure to meet regulatory or ESG expectations could also pose reputational risks and affect customer relationships and investor confidence.

BOARD OF DIRECTORS

The Board of Directors consists of 4 members, one female and three males, none of whom are members of the company's management. The Chair of the board is elected by the General Meeting. NTG's board of Directors establishes the overall principles for governance and control in NTG. As of 31 December 2024, the Chair of the board

held 226,292 shares in NTG through his company August Industrier AS. The Board of Directors have an industry standard Directors & Officers Liability Insurance (D&O Insurance) policy issued by AIG Europe SA.

The Board is satisfied with the good working environment that has been established in the collaboration between the board and management of the company. There has been zero absence due to sickness in 2024 in the Parent company, and no injuries or accidents have been reported at the workplace. In 2024, the Group companies have overall recorded low sick leave in line with previous year. No injuries or accidents have been reported at the workplace in the Group companies.

The Board of Directors and management aims for NTG to be a workplace where there is full equality between women and men, and NTG has incorporated in its policy the relationship around equality, which aims to ensure that there is no discrimination based on gender in matters such as pay, advancement, recruitment etc. The NTG Group companies causes neither pollution nor emissions that materially could harm the external environment. NTG Group published a separate report under the Transparency Act by end of June 2025.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

Environmental, Social, and Governance (ESG) principles form a part of NTG's strategy and operations. They provide the framework for how we conduct business responsibly and sustainably. Our ESG approach emphasizes:

- i) strong governance, business ethics, and regulatory compliance,
- ii) investment in people, organizational culture, and engagement with local communities,
- iii) operating practices that align with global environmental sustainability objectives, and
- iv) structured assessment of business risks and opportunities through an ESG lens.

In 2024, NTG's environmental impact was primarily associated with embodied emissions in its products and services, as well as travel and the transportation of materials and finished goods both domestically and internationally. NTG recognizes its responsibility to manage these impacts and remains committed to applying high environmental standards across all operations, ensuring that sustainability considerations are embedded in decision-making and long-term value creation.

GOING CONCERN

The annual financial statements have been prepared under the going concern assumption, in accordance with Section 4-5 of the Norwegian Accounting Act.

As of the balance sheet date, NTG holds approximately NOK 4.6 million in current assets, of which NOK 0.8 million in cash. The board of directors and NTG management acknowledges the material uncertainty related to its negative financial result and constrained liquidity position. The negative result in the group primarily reflects weak revenue development due to delays in ongoing certifications and commercial processes. Following the balance sheet date, the company's liquidity position was strengthened through a NOK 50.9 million capital increase in June 2025. The liquidity has subsequently become constrained up to the issuance of the financial statements due to the continuation of negative financial results throughout 2025. As a result, the parent company, Wavetrain Systems and Hammertech will each require additional financing to cover operating expenses through November 2026 to fulfill planned obligations.

As of the reporting date, NTG parent, Wavetrain Systems and Hammertech will require additional funding to cover its short and long term obligations as the current liquidity position is constrained. The board of directors and NTG management has initiated activities to remedy the liquidity situation in the parent company, Wavetrain Systems and Hammertech. NTG has mandated a financial advisor to raise additional equity. The transaction is planned executed in two tranches, one tranche prior to year end 2025 utilizing existing board proxy, and the second tranche in early Q1 2026. In addition, Wavetrain Systems and Hammertech are in discussions with banks and financial institutions regarding working capital financing of future expected customer contracts. The board of directors and NTG managements emphasizes that the company is dependant on successful capital raise, obtaining other third party financing, coupled with the timing of when new orders are received, and receipt of payments from customers to secure the total liquidity requirements for the next 12 months for the going concern in NTG and the group companies.

As of the reporting date, CondAlign AS has filed for bankruptcy. NTG has provided a guarantee of up to NOK 16 million to the financial institutions for CondAlign's debt, and NTG's management is in dialogue with the appointed trustee and the financial institutions to resolve the guarantee matter. The outcome of these discussions, including the potential sale of assets and IPRs belonging to CondAlign, remains uncertain. Should the sales proceeds be insufficient

to cover the outstanding guaranteed debt, NTG will be required to pay the difference and fulfil its remaining guarantee obligations.

In line with the Accounting Act, the Board of Directors and management confirm that the company has adequate plans and realistic prospects to secure sufficient funding but is, as mentioned above, dependent on the successful capital raise, and obtaining other third party financing, in order to meet its ongoing obligations and ensure continued operations.

Based on the above description, the Board of Directors and management therefore believe that there is significant uncertainty regarding the company's ability to continue as a going concern.

EVENTS AFTER THE BALANCE SHEET DATE

On 15 January 2025, the management and board of directors of CrayoNano concluded to file for bankruptcy due to lack of financing. Based on this, NTG wrote down in full the financial investment (14.1% ownership) in CrayoNano AS with effect from 31.12.2024 with NOK 81 million. The write down did not have any cash effect on NTG's operations.

On 2 July 2025, the capital raise in June 2025 was registered in the Norwegian Business Registry. A total of NOK 70.9 million in new equity was raised, of which NOK 50.9 million was settled in cash and NOK 20 million was conversion of debt. The capital was raised at a subscription price of NOK 1,00 per share. In addition, investors who had guaranteed for the capital transaction received a commission equal to 5% of their respective subscription amount, which was payable in new shares in the Company at the same price as the subscription price, i.e. a total of 3,345,000 shares (the "Guarantee Shares"). Total number of issued shares in Nordic Technology Group AS after the transaction is 145,165,680 shares.

On 27 August 2025, NTG sold all of its shareholdings in CondAlign AS for total proceeds of NOK 1.00.

On 16 October 2025, NTG entered into a final settlement agreement with Johnson Controls, Norway regarding a warranty claim arising from their acquisition of Hybrid Energy in early 2023. The merits of the warranty claim were that there had been a design error on the hybrid heat pumps and Johnson Controls, Norway claimed compensation for loss and costs allegedly caused by the Design Error in the hybrid heat pumps. To avoid a costly and lengthy arbitration process, the parties agreed to settle at mid-point, in which NTG will reimburse Johnson Controls, Norway with NOK 4.6 million. A NOK 4.7 million provision for the claim was recorded in financial statements of NTG at year-end 2024.

On 18 November 2025, the Board of Directors in CondAlign AS decided to file for bankruptcy in the Company to Oslo District Courts. As previously disclosed, NTG has provided a guarantee of up to NOK 16 million to the financial institutions for CondAlign's debt, and NTG's management is in dialogue with the appointed trustee and the financial institutions to resolve the guarantee matter. The outcome of these discussions, including the potential sale of assets and IPRs belonging to CondAlign, remains uncertain. Should the sales proceeds be insufficient to cover the outstanding guaranteed debt, NTG will be required to pay the difference and fulfil its remaining guarantee obligations.

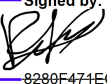
There have been no other events after the balance sheet date (reporting period) that would have an impact on the Company's financial statements or its financial position at the time issuing this report.

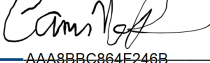
The Board of Directors report, including the 2024 annual report and auditors report will be available for download on the NTG Group's web page www.ntechgroup.no. A separate report under the Transparency Act was published by June 30th, 2025.

Oslo, 5 December 2025

DocuSigned by:

 73F152C314294A8...
 Henrik August Christensen
 Chairman

Signed by:

 8280F471EC33432...
 Konstantinos Koutsoumpelis
 Board member

DocuSigned by:

 AAA8BBC864F246B...
 Camilla Amundsen
 Board member

DocuSigned by:

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 Georg Johan Espe
 Board member

Signed by:

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 Leif Rune Rinnan
 Managing Director

Nordic Technology Group AS
Statement of profit or loss
(Amounts in NOK 1000)

Nordic Technology Group AS				Nordic Technology Group, consolidated	
2024	2023	Operating income and expenses	Note	2024	2023
0	0	Revenue	1	49 085	27 307
1 694	1 920	Other operating income	1	2 257	50 566
1 694	1 920	Total revenue		51 342	77 873
0	0	Capitalized internally generated assets	2	-32 338	-35 561
0	0	Cost of goods sold		9 189	11 744
10 569	10 300	Payroll expenses	4	100 491	81 580
99	68	Depreciation and amortisation expenses	2, 3	116 092	112 761
0	0	Write-down of intangible assets	2	75 370	0
8 803	8 905	Other operating expenses	4	57 752	50 156
19 471	19 273	Total operating expenses		326 557	220 680
-17 777	-17 353	Operating profit or loss		-275 214	-142 807
Financial income and expenses					
0	47 378	Income from subsidiaries		0	0
3 293	6 712	Other finance income		860	3 611
215 429	0	Write-down of financial assets	9	80 971	0
5 599	18	Other financial expense		13 182	4 200
-217 735	54 072	Net financial items		-93 292	-589
-235 512	36 719	Profit of loss before income tax		-368 507	-143 396
0	0	Income tax expense	6	-164	-749
-235 512	36 719	Net loss for the year before minority interests	7	-368 343	-142 647
		To minority interests		-51 002	-24 353
		Net loss for the year		-317 341	-118 294


Nordic Technology Group AS
Statement of financial position at 31 December
(Amounts in NOK 1000)

Nordic Technology Group AS				Nordic Technology Group, consolidated	
2024	2023	ASSETS	Note	2024	2023
0	0	Development	2	176 672	212 308
117	215	Other intangible assets	2	867	5 840
0	0	Deferred tax asset	6	7 529	7 366
0	0	Goodwill	2	169 984	290 164
117	215	Total intangible assets		355 052	515 677
0	0	Machinery and plant (leased)	3, 8	1 627	3 604
0	0	Fixtures and fittings, tools, office machinery and equipment	3	9 886	11 344
0	0	Total tangible assets		11 513	14 948
526 752	637 565	Investments in subsidiaries	9	0	0
21 070	36 917	Loans to group companies	10	0	0
0	75 471	Investments in shares	9	0	75 471
547 822	749 953	Total financial non-current assets		0	75 471
547 939	750 168	TOTAL NON-CURRENT ASSETS		366 566	606 095
0	0	Inventories	11	18 232	14 777
0	0	Total inventories		18 232	14 777
1 018	1 900	Trade receivables	10	2 802	7 593
766	10 884	Other receivables	10, 12	13 002	20 536
1 783	12 784	Total receivables		15 805	28 130
842	3 071	Cash and bank deposits	13	7 955	10 107
2 625	15 856	TOTAL CURRENT ASSETS		41 991	53 013
550 564	766 024	TOTAL ASSETS		408 557	659 109

Nordic Technology Group AS
Statement of financial position at 31 December
(Amounts in NOK 1000)


Nordic Technology Group AS				Nordic Technology Group, consolidated	
2024	2023	EQUITY AND LIABILITIES	Note	2024	2023
301	301	Share capital	7, 14	301	301
758 241	758 241	Share premium	7	758 241	758 241
758 541	758 541	Total paid-in equity		758 541	758 541
-234 170	1 342	Other equity	7	-552 453	-235 228
-234 170	1 342	Total retained earnings		-552 453	-235 228
		Minority interests	7	45 247	44 299
524 371	759 883	TOTAL EQUITY		251 335	567 612
0	0	Convertible loans	10	27 000	11 230
0	0	Liabilities to financial institutions	10	17 726	15 948
0	0	Other non-current liabilities	10	25	1 678
0	0	Total other non-current liabilities		44 751	28 856
0	0	Convertible loans	10	22 584	0
5 825	0	Liabilities to financial institutions	10	30 570	19 145
2 869	1 091	Trade payables		13 873	8 024
1 011	578	Public duties payable		7 484	5 088
16 487	4 471	Other short-term liabilities	8, 16	37 961	30 383
26 193	6 140	Total current liabilities		112 472	62 641
26 193	6 140	TOTAL LIABILITIES		157 223	91 496
550 564	766 024	TOTAL EQUITY AND LIABILITIES		408 557	659 109

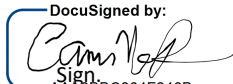
Oslo, 5 December 2025

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Henrik August Christensen
Chairman of the Board

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Leif Rune Rinnan
Chief Executive Officer

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Georg Johan Espe
Member of the Board

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Camilla Amundsen
Member of the Board

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Konstantinos Koutsoumpelis
Member of the Board

Nordic Technology Group AS

Statement of cash flows

(Amounts in NOK 1000)

Nordic Technology Group AS			Nordic Technology Group, consolidated	
2024	2023		2024	2023
		Cash flow from operations		
-235 512	36 719	Profit or loss before income taxes	-368 507	-143 396
0	-47 378	Gain from sale of shares in subsidiaries	0	-50 566
215 429	0	Write-down of financial assets	80 971	0
99	68	Depreciation	116 092	112 761
0	0	Write-down of intangible assets	75 370	0
0	0	Change in inventory	-3 455	-4 665
882	-888	Change in trade receivables	4 791	-5 836
1 778	-2 815	Change in trade creditors	5 849	-1 531
22 568	1 256	Change in other provisions	17 622	4 729
5 244	-13 037	Net cash flow from operations	-71 267	-88 505
		Cash flow used in investments		
0	0	Capitalized internally generated assets	-33 441	-35 561
0	0	Government grants related to development	7 419	9 588
0	-220	Purchase of other intangible assets	-483	-607
0	0	Purchase of tangible assets	-733	-8 893
0	67 400	Net proceeds from sale of shares in subsidiaries	0	66 994
-23 646	-49 833	Investments in subsidiaries	-22	0
-5 500	-17 361	Purchase of shares in other companies	-5 500	-17 361
15 847	-9 867	Loans to subsidiaries	0	0
-13 299	-9 881	Net cash flow from investments	-32 761	14 160
		Cash flow used in financing		
0	0	Net proceeds from long term loans	38 479	6 404
5 825	0	Net change in bank overdraft	11 425	-2 438
0	0	Proceeds from issuance of equity	51 972	25 805
5 825	0	Net cash flow from financing	101 876	29 772
-2 230	-22 918	Net change in cash and cash equivalents	-2 152	-44 572
3 071	25 989	Cash and cash equivalents at the beginning of the period	10 107	54 679
842	3 071	Cash and cash equivalents at the end of the period	7 955	10 107
0	0	In addition, available credit facility at 31 December amounts to	10 612	5 000

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Accounting principles

The financial statements, together with consolidated financial statements, have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles in Norway.

Basis for consolidation

The consolidated financial statements include Nordic Technology Group AS and companies in which Nordic Technology Group AS has a controlling interest. A controlling interest is normally obtained when the group owns more than 50% of the shares in the company and can exercise control over the company.

The group was established on 1 July 2022 by Nordic Technology Group AS acquiring the shareholdings of its subsidiaries, which included Wavetrain Systems AS, Hammertech AS, Hybrid Energy AS and its subsidiary Hystorsys AS, MossHydro AS and CondAlign AS, in addition to CrayoNano AS as a financial investment. The shares in Hybrid Energy AS were sold in January 2023.

Companies acquired or sold during the year are included in the consolidated financial statement from the time of control is achieved and until control ceases.

The difference between the acquisition price and identifiable net assets have been allocated as goodwill in the purchase price allocations. The minority's share of goodwill have not been recognized.

Minority interests are included in the group's equity. Transactions and balances between group companies have been eliminated in the consolidated financial statement.

Subsidiaries and investment in other companies

The investments in subsidiaries and financial investments are valued as cost less any impairment losses. An impairment loss is recognized if the impairment is not considered temporary, in accordance with generally accepted accounting principles. Impairment losses are reversed if the reason for the impairment loss disappears in a later period.

For business combinations financed through a share capital increase, expenses related to the share issuance is deducted from paid-in equity/share premium.

Use of estimates

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

Foreign currency translation

Transactions in foreign currency are translated at the rate applicable on the transaction date. Monetary items in a foreign currency are translated into NOK using the 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 recognized in the statement of profit or loss as they occur during the accounting period.

Revenue recognition

Revenues from the sale of goods are recognized in the statement of profit or loss once delivery has taken place and most of the risk and return has been transferred. Revenues from the sale of services are recognized in proportion to the work performed.

Revenue from long-term construction contracts are treated in accordance with the percentage of completion method, where the agreed upon revenue is recognized in accordance with the calculated progress (stage of completion). The stage of completion is calculated as accrued production costs in relation to expected total production costs.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Accounting principles

Tax

The tax expense consists of the tax payable and changes to deferred tax. Deferred tax/tax assets are calculated on all differences between the book value and tax value of assets and liabilities. Deferred tax is calculated as 22 percent of temporary differences and the tax effect of tax losses carried forward.

Deferred tax assets are recorded in the balance sheet to the extent that it is probable that taxable profit will be available against which the tax assets can be utilized.

The recognition of assets from purchase price allocations from business combinations give rise to deferred tax. Except for MossHydro AS, the group companies have not recognized deferred tax assets prior to the business combinations. In the purchase price allocations, both recognized and previously unrecognized deferred tax assets at 1 July 2022 have been netted against the deferred tax liability from the fair value adjustments. No deferred tax has been calculated on goodwill from the business combinations.

Balance sheet classification

Current assets and liabilities consist of receivables and payables due within one year, and items related to the inventory cycle. Other balance sheet items are classified as non-current assets or liabilities.

Current assets are valued at the lower of cost and fair value. Current liabilities are recognized at nominal value.

Non-current assets are valued at cost, less depreciation and impairment losses. Non-current liabilities are recognized at nominal value.

Intangible assets

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the group can demonstrate:

- The technical feasibility of completing the intangible asset, so that it will be available for use or sale
- Its intention to complete and its ability to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the cost model is applied, requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete, and the asset is available for use. It is amortized linearly over the period of expected future benefit. If the economic useful life of the capitalized development costs cannot be reliably estimated, the capitalized development costs must be amortized over a maximum period of ten years.

Tangible assets

Tangible assets are capitalized and depreciated linearly over the estimated useful life. Costs for maintenance are expensed as incurred, whereas costs for improving and upgrading tangible assets are added to the acquisition cost and depreciated with the related asset. If carrying value of a non-current asset exceeds the estimated recoverable amount, the asset is written down to the recoverable amount. The recoverable amount is the greater of the net realizable value and value in use. In assessing value in use, the discounted estimated future cash flows from the asset are discounted are used.

Lease agreements

The company distinguishes between financial and operational leasing. Tangible assets financed by financial leasing are classified under tangible assets for accounting purposes. The counterpart item is included as a non-current liability. The lease amount is distributed between interest expenses and installments on the debt. Operational leasing is expensed as an operating cost based on invoiced rent.

Leased assets are reflected in the balance sheet as assets if the leasing contract is considered a financial lease. A lease is classified as a financial lease if a significant part of the risk and control related to the leased asset have been transferred based on a judgement of the real terms of the agreement.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Accounting principles

Impairment of assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash-Generating Unit (CGU)'s fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets, or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired, and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value, using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Value in use impairment calculation is based on detailed budgets and forecasts and with use of scenario analyses. These budgets and forecast calculations are generally covering a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the statement of profit or loss.

Inventories

Inventories are recognized at the lowest of cost and net selling price. The net selling price is the estimated selling price in the case of ordinary operations minus the estimated completion, marketing and distribution costs. The cost is arrived at using the FIFO method and includes the costs incurred in acquiring the goods and the costs of bringing the goods to their current state and location.

Trade receivables and other receivables

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

Cash and bank deposits

Cash and bank deposits in the balance sheet comprise cash at banks and on hand.

Liabilities

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

Pensions

The group companies have defined contribution plans where the companies pay contributions to an insurance company. After the contribution has been made the company has no further commitment to pay. The contribution is recognised as payroll expenses. Prepaid contributions are reflected as an asset (pension fund) to the degree the contribution can be refunded or will reduce future payments.

Government grants

Government grants are recognized when there is reasonable assurance that the grant will be received, and that all attached conditions will be complied with. When the grant relates to an expense item, it is deducted from the related expense on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed. Where the grant relates to an asset, it reduces the carrying amount of the asset. The grant is then recognized as income over the useful life of the depreciable asset, by way of a reduced depreciation charge.

Cash flow statement

The cash flow statement has been prepared according to the indirect method. Cash and cash equivalents include cash and bank deposits which immediately and with minimal exchange risk can be converted into known cash amounts.

Government grants related to capitalized development have been included as cash flow from investments.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 1 Operating income

	Nordic Technology Group AS		Nordic Technology Group, consolidated	
	2024	2023	2024	2023
Sales income	0	0	49 085	27 307
Other operating income	1 694	1 920	2 257	0
Gain from sale of shares in subsidiaries	0	0	0	50 566
Total	1 694	1 920	51 342	77 873

Geographical distribution	2024	2023
Norway	40 625	20 197
Europe	672	342
Other countries	7 789	6 768
Total	49 085	27 307

By business area	2024	2023
Sensor technology	21 144	6 768
Clean technology	27 270	20 197
Nano-materials technology	672	342
Total	49 085	27 307

Note 2 Intangible assets

Nordic Technology Group AS	Website	Total
Purchase cost at 1 January 2024	296	296
Additions during the year	0	0
Disposals during the year	0	0
Purchase cost at 31 December 2024	296	296
Accumulated depreciation at 31 December 2024	179	179
Book value at 31 December 2024	117	117
Depreciation in the year	99	99
Estimated useful life	3 years	
Depreciation plan	Straight line	

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 2 Intangible assets - continued

Nordic Technology Group, consolidated	Development	Other intangible assets	Goodwill	Total
Purchase cost at 1 January 2024	254 575	6 999	417 586	679 160
Additions during the year	33 441	483	0	33 925
Government grants	-7 419	0	0	-7 419
Purchase cost at 31 December 2024	280 597	7 483	417 586	705 666
Accumulated write-downs and depreciation at 31 December 2024	103 925	6 616	247 602	358 143
Book value at 31 December 2024	176 672	867	169 984	347 523
Depreciation in the year	28 209	811	82 904	111 925
Write-down for the period	33 449	4 645	37 276	75 370
Estimated useful life	5-10 years	3-15 years	5 years	
Depreciation plan	Straight line	Straight line	Straight line	

Development:
NTG Group companies operate across three core business areas: sensor technology through Wavetrain Systems and Hammertech, nanomaterials technology through CondAlign, and clean technology through MossHydro and Hystorsys. Wavetrain Systems, Hammertech, and CondAlign have either completed or are in the final stages of major development programs. MossHydro is fully operational, with smaller development initiatives underway to further strengthen and expand their existing product lines.

Wavetrain Systems have over the past decade developed and patented a high-tech level crossing warning system for use on railways. During 2024, the system has been operationally tested at a level crossing in the UK. Following multiple System Review Panels (SRPs) in 2024, Wavetrain transitioned to using AI/Machine Learning (ML) for train detection (patent pending for new AI/ML algorithm). Initial results, based on over a decade of stored train recordings, demonstrated strong performance. In agreement with NR, we proceeded with a final six-week trial aimed at securing system approval. The shift to ML required updates to both software and hardware, including the adoption of GPU-powered (Graphic Processing Unit) computers to meet computing requirements. The system is currently undergoing trials and is performing exceptionally well compared to previous versions. Warning Time is well within NR's requirements, and earlier performance issues have been resolved.

Hammertech has developed and patented an advanced oil & gas flow measurement product for which can be installed on each oil/gas well. Hammertech has in 2024 continued to develop and strengthen its offerings as a provider of multiphase flow measurement systems for the global oil and gas industry by further development and improvements that enables robust, compact, and scalable measurement of water cut, gas fraction, salinity, and flow rates. Hammertech has received several commercial contracts in 2024 and entering into 2025 continues to generate considerable interest from several oil and gas operating companies. In 2025, Hammertech will continue further development and optimization of the existing product portfolio, including mud operations.

CondAlign owns patented technology for the production of conductive tapes and membranes and holds an intellectual property portfolio consisting of 12 patent families with 83 granted patents. The technology is still under development, and although commercial samples have been delivered to more than 50 customers, revenue growth has not yet materialized. A structured process to sell the company was initiated in mid-2024. Despite initial interest from several parties, no binding offers were received. The main reasons cited were CondAlign's limited revenue history, low visibility into future market opportunities, and uncertainties related to market timing and scalability, all of which made it difficult for potential investors to assess both short-term financial value and long-term return potential. CondAlign filed for bankruptcy in November 2025.

MossHydro develops and manufactures advanced water purification and filtration systems using proprietary technologies and the product portfolio includes automated self-cleaning filters (standard, compact, cartridge filters, and strainers) suitable for diverse applications such as marine and shipboard operations, municipal drinking water supplies, reverse osmosis, industrial systems, and aquaculture. Business operations are stable in a fairly mature market and only minor development programs are required on an ongoing basis.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 2 Intangible assets - continued

Hystorsys has developed and patented a hydrogen compression and storage system based on advanced metal hydride technology offering performance comparable to compressed hydrogen at 1,000 bar while operating at low pressures (10–30 bar) and ambient temperatures. In 2024, Hystorsys completed the installation of its system at a high school in Kongsberg and has entered into a 3-year service agreement with Kongsberg municipality. New market opportunities are limited and NTG is seeking a strategic alternative for Hystorsys.

Each of the NTG Group subsidiaries has been evaluated to constitute individual CGUs (Cash Generating Units) for impairment testing. Indicators of impairment for each of the NTG Group subsidiaries have been reviewed, and as a result, NTG management decided to fully write down its investment in CondAlign with effect from 31.12.2024, and to write down the investment in Hystorsys to NOK 2.0 million. The write down of CondAlign was due to considerable risk related to going concern as the company had not been able to raise sufficient funds to operate. CondAlign filed for bankruptcy in November 2025, see note 16 for further information. The write down of Hystorsys is based on an ongoing sales process of Hystorsy and initial feedback from interested parties indicating a lower valuations. Write-down of intangible assets for the period amounts to NOK 75.4 million for the group, of which NOK 68.5 million relates to CondAlign and NOK 6.8 million relates to Hystorsys.

For Wavetrain Systems, Hammertech and MossHydro, NTG management have considered both external indicators and internal indicators. For external indicators, no adverse changes in market conditions, macroeconomic environment, comparable company valuations and external capital raises in the companies that would indicate a decline in recoverable amounts has been identified. For internal indicators, no product losses, technological changes, or operational issues suggesting reduced asset value or utilization has been identified. Deviations between financial budgets and actual performance has been considered. Prolonged product testing, certifications and delay in orders by potential customers is outside management control. The fact that the outlook has not changed, but remains stable and in line with our and potential customers expectations further supports no impairment indicators.

Further, management has assessed whether the high volatility and decline in share price throughout 2024 constitute an impairment indicator for the group as a whole. Due to the low transaction volumes in the period, management does not consider the share price to give a fair representation of the market value of NTG. Hence, the decline in share price has not been considered to constitute an impairment indicator for the group as a whole.

To the best of managements knowledge, all expenses related to development activities have been capitalized for the period 1 January to 31 December 2024. It is expected that that the total earnings from the group's patented technology and on-going development will, at least be equivalent to the total costs occurred.

Note 3 Tangible assets

	Machinery and plant	Fixtures, tools, office machinery	Total
Nordic Technology Group, consolidated			
Purchase cost at 1 January 2024	5 462	13 041	18 503
Additions during the year	0	733	733
Purchase cost at 31 December 2024	5 462	13 774	19 236
Accumulated depreciation at 31 December 2024	3 835	3 888	7 723
Book value at 31 December 2024	1 627	9 886	11 513
Depreciation in the year	1 977	2 190	4 168
Estimated useful life	5 years	3-5 years	
Depreciation plan	Straight line	Straight line	

Machinery and plant comprise of leased assets, see note 8.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 4 Payroll expenses, number of employees, remunerations, loans to employees, etc.

	Nordic Technology Group AS		Nordic Technology Group, consolidated	
Payroll expenses	2024	2023	2024	2023
Salaries and remuneration to the board	8 487	8 296	79 904	62 575
Social security fees	1 509	1 411	13 286	10 833
Pension expenses	492	464	5 423	4 538
Other benefits	81	128	1 879	3 634
Total	10 569	10 300	100 491	81 580

Average number of full-time equivalents, employees	3	3	65	55
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Two of the subsidiaries have issued share options to employees which are not expensed in accordance with exceptions for small entities. All options have been issued prior to the group establishment and the share options have not been expensed in accordance with NRS 15A, 8C. The options in the subsidiaries at 31 December are summarized below:

Subsidiary	Total number of shares	Number of options	Strike price per option	Expiry date
Wavetrain Systems AS	46 533 722	2 337 190	NOK 9.5	Sept. 2025
CondAlign AS	16 507 835	1 423 000	NOK 13.3/ NOK 16.67	June 2025 - Sept. 2027

CondAlign filed for bankruptcy in November 2025 and the options have no value.

Remuneration to executives	CEO	Board
Salaries	3 793	950
Pension expenses	164	0
Other benefits	29	0

The CEO has an agreement of 12 months of severance pay. Other than that, the board or CEO does not have any bonus agreement or any severance pay agreement. No loans/securities have been granted to the CEO or the board.

	Nordic Technology Group AS		Nordic Technology Group, consolidated	
Expensed audit fee	2024	2023	2024	2023
Statutory audit	2 299	2 626	4 137	4 277
Other assurance services	0	0	0	0
Total audit fees	2 299	2 626	4 137	4 277

Note 5 Pensions

Nordic Technology Group AS is required to have contribution plan in accordance with the Norwegian Law on Required Occupational Pension. The company's pension schemes meet the requirements of the law on compulsory occupational pension for all employees.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 6 Income tax

Calculation of deferred tax/deferred tax benefit

	Nordic Technology Group AS		Nordic Technology Group, consolidated	
Temporary differences	2024	2023	2024	2023
Intangible and tangible assets	0	0	-11 521	32 221
Inventory	0	0	0	0
Receivables	-2 000	0	-1 533	0
Provisions and other differences	-2 725	-3 200	-7 157	-9 015
Net temporary differences	-4 725	-3 200	-20 211	23 205
Tax losses carried forward	-45 748	-32 092	-677 934	-552 282
Basis for deferred tax	-50 473	-35 292	-698 146	-529 077
Deferred tax	-11 104	-7 764	-153 592	-116 397
Deferred tax benefit not shown in the balance sheet	11 104	7 764	146 063	109 031
Deferred tax in the balance sheet	0	0	-7 529	-7 366

In the purchase price allocations from the group establishment on 1 July 2022, deferred tax liabilities from fair value adjustments have been netted against recognized and unrecognized deferred tax assets for each subsidiary. The net deferred tax asset of NOK 7.5 million relates to MossHydro AS. For the rest of the group companies, calculated net deferred tax assets have not been reflected in the balance sheet due to uncertainty related to when the tax benefit can be utilized through future taxable profits.

	Nordic Technology Group AS		Nordic Technology Group, consolidated	
Tax base calculation	2024	2023	2024	2023
Profit/loss before taxes	-235 512	36 719	-368 507	-143 396
Permanent differences	220 331	-47 225	250 268	30 020
Basis for the tax expense for the year	-15 181	-10 505	-118 239	-113 376
Change in unrecognized deferred tax assets	15 181	10 505	118 239	113 376
Basis for payable taxes in the statement of profit or loss	0	0	0	0

	Nordic Technology Group AS		Nordic Technology Group, consolidated	
Components of the income tax expense	2024	2023	2024	2023
Change in deferred tax	0	0	-164	-749
Income tax expense	0	0	-164	-749

The income tax expense of NOK -0.2 million is related to change in deferred tax asset in MossHydro AS.

Reconciliation of the income tax expense

Profit or loss before income tax	-235 512	36 719	-368 507	-143 396
Calculated tax (22%)	-51 813	8 078	-81 071	-31 547
Income tax expense	0	0	-749	-749
Difference	51 813	-8 078	80 323	30 799

The difference consist of:

Tax effect of permanent differences	48 473	-10 389	55 059	6 604
Change in unrecognized deferred tax assets	3 340	2 311	25 264	24 194
Total explained differences	51 813	-8 078	80 323	30 799

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 7 Shareholders' equity

Nordic Technology Group AS

	Share capital	Share premium	Other equity	Total
Equity changes in the year				
Equity at 1 January 2024	301	758 241	1 342	759 883
Result for the year	0	0	-235 512	-235 512
Equity at 31 December 2024	301	758 241	-234 170	524 371

Nordic Technology Group, consolidated

	Share capital	Share premium	Other equity	Minority interests	Total
Equity changes in the year					
Equity at 1 January 2024	301	758 241	-235 228	44 299	567 612
Result for the year	0	0	-317 341	-51 002	-368 343
Share capital increase subsidiaries	0	0	0	51 972	51 972
Other changes in equity	0	0	115	-22	93
Equity at 31 December 2024	301	758 241	-552 453	45 247	251 335

Note 8 Lease agreements

Financial lease agreements:

CondAlign AS entered into a 5 year minimum lease agreement in 2020 for a roll-to-roll machine. In 2021, the company entered into a second lease agreement on a new machine with a 5 year minimum lease. In 2022, the company entered into a third lease agreement on equipment with a 4 year minimum lease period.

The lease equipment are specially designed for CondAlign AS only and the company have a right to have the lease equipment being transferred free of charge after the end of the lease period.

	Nordic Technology Group, consolidated	
	2024	2023
Assets included in financial lease agreements are as follows:		
Machinery and plant	1 627	3 604
		Net present value
Overview of future lease payments:	Nonimal value	value
2025	1 835	1 789
2026	25	25
Total	1 860	1 813

An average interest rate of 7% has been used when calculating the net present value.

CondAlign filed for bankruptcy in November 2025. Future lease payments are not relevant.

Operational lease agreements:

The group have entered into the following significant operating lease agreements:

- 3-year office rental agreement expiring 31 December 2027. Current annual rent is NOK 2.6 million.
- 3-year office rental agreement expiring 31 January 2025. Current annual rent is NOK 2.4 million.
- Rental agreement for office expiring 30 June 2028. Current annual rent is NOK 2.5 million.
- Rental agreement for office expiring 19 September 2026. Current annual rent is NOK 1.4 million.
- 3-year office rental agreement expiring 30 September 2025. Current annual rent is NOK 1.5 million.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 9 Subsidiaries and financial investments

Nordic Technology Group AS owns shares in the following subsidiaries:

Subsidiaries	Location	Ownership/ voting right	Equity last year (100%)	Result last year (100%)	Balance sheet value
Condalign AS	Oslo	50,2 %	7 316	-34 836	0
Hammertech AS	Nestun	82,3 %	-23 739	-38 109	215 374
Wavetrain Systems AS	Lysaker	78,6 %	59 415	-24 610	261 540
Hystorsys AS	Lysaker	100,0 %	-10 198	-1 365	2 000
MossHydro AS	Drammen	89,9 %	20 196	1 399	47 838
Total			52 990	-97 520	526 752

The investments in Condalign, Hystorsys and MossHydro have been written down in the parent company financial statements by NOK 112.6 million, NOK 16.8 million and NOK 5.0 million respectively. CondAlign filed for bankruptcy in November 2025, see note 16 for further information. In addition, the shares in CrayoNano AS has been written down by NOK 81.0 million after the company filed for bankruptcy in January 2025.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 10 Receivables and liabilities, including intercompany loans and guarantees

Trade receivables	Nordic Technology Group AS		Nordic Technology Group, consolidated	
	2024	2023	2024	2023
Trade receivables at nominal value	1 018	1 900	4 336	7 593
Bad debts provision	0	0	-1 533	0
Trade receivables in the balance sheet	1 018	1 900	2 802	7 593

Receivables which fall due later than one year	Nordic Technology Group AS		Nordic Technology Group, consolidated	
	2024	2023	2024	2023
Loans to group companies	21 070	36 917	0	0
Total	21 070	36 917	0	0

In addition to providing loans to some of the subsidiaries, Nordic Technology Group AS have on behalf of its subsidiaries guaranteed for other financing arrangements such as innovation loans from Innovasjon Norge and credit facilities with DNB. As of 31 December 2024, the following guarantees are issued:

Guarantees issued by Nordic Technology Group AS	Innovasjon Norge		DNB	Total
Wavetrain Systems AS	0		10 000	10 000
Hammertech AS	3 000		11 000	14 000
CondAlign AS	0		16 000	16 000
Total	3 000		37 000	40 000

In addition, a convertible loan holder in Wavetrain Systems has an option to put the loan on NTG at any time during the period 26 January 2026 and 5 July 2026. The total loan amount is NOK 5 million loan plus 20% interest p.a from 26 June 2024 until the option is exercised. If exercised, NTG has the right to be replaced as the lender to Wavetrain Systems AS.

Liabilities which fall due later than one year	Nordic Technology Group AS		Nordic Technology Group, consolidated	
	2024	2023	2024	2023
Convertible loans	0	0	27 000	11 230
Liabilities to financial institutions	0	0	17 726	15 948
Other non-current liabilities related to lease agreements	0	0	25	1 678
Total	0	0	44 751	28 856

Liabilities which fall due later than 5 years	Nordic Technology Group AS		Nordic Technology Group, consolidated	
	2024	2023	2024	2023
Liabilities to financial institutions	0	0	0	1 000
Total	0	0	0	1 000

Liabilities secured by mortgage	Nordic Technology Group AS		Nordic Technology Group, consolidated	
	2024	2023	2024	2023
Non-current liabilities	0	0	17 751	17 626
Current liabilities	0	0	30 570	19 145
Total	0	0	48 321	36 771

NOK 30.6 million of the current liabilities secured by mortgage consists of credit facilities with DNB. The maturity date for the credit facilities is 30 June 2025 and will be extended to 30 June 2026. The credit facilities can be renewed for one year at a time.

CondAlign filed for bankruptcy in November 2025. See note 16 for information on NTG's guarantees related to CondAlign's liabilities.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 10 Receivables and liabilities, including intercompany loans and guarantees - continued

Carrying amount of assets pledged as security	Nordic Technology Group AS		Nordic Technology Group, consolidated	
	2024	2023	2024	2023
Tangible assets	0	0	2 708	4 487
Inventory	0	0	18 232	14 777
Trade receivables	0	0	2 697	2 470
Total	0	0	23 637	21 735

Nordic Technology Group AS has convertible loans towards Wavetrain Systems and Hammertech.

The long term convertible loans of NOK 27.0 milion is issued by CondAlign (NOK 10.5 million), Hammertech (NOK 6.5 million) and Wavetrain Systems (NOK 10.0 million). The short term convertible loans of NOK 22.7 million as of 31 December 2024 is issued by Hammertech.

For Wavetrain Systems, convertible loans carry 10% interest and can be converted at a price of NOK 9.50 per share in Wavetrain Systems. For Hammertech, convertible loans carry 10% interest and can be converted at a price of NOK 950 per share in Hammertech. For CondAlign, convertible loans carry 10% interest and can be converted at a price of NOK 8.00 per share in CondAlign. All convertible loans have different maturity dates. CondAlign filed for bankruptcy in November 2025.

Note 11 Inventories

	Nordic Technology Group, consolidated	
	2024	2023
Raw materials	10 377	8 875
Work in progress	243	345
Finishes goods	7 612	5 557
Provision for obsolete inventory	0	0
Total	18 232	14 777

Note 12 Government grants

Several of the group companies are eligible for government grants in form of contribution from the Skattefunn scheme.

The total calculated grant from Skattefunn for 2024 of NOK 7.3 million is recognized as a short-term receivable as of 31 December 2024 as none of the subsidiaries have a taxable profit. NOK 5.1 million of grant is recognized as a reduction in capitalized intangible assets.

In addition to Skattefunn, the group have received a grant of NOK 2.3 million related to development. The grant is recognized as a reduction of capitalized development.

Note 13 Restricted bank deposits

Restricted bank deposits	Nordic Technology Group AS		Nordic Technology Group, consolidated	
	2024	2023	2024	2023
Withheld employee taxes	340	340	4 066	3 010

Credit facilities granted	Nordic Technology Group AS		Nordic Technology Group, consolidated	
	2024	2023	2024	2023
Unused credit facility	0	0	10 612	5 000

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 14 Share capital and shareholder information

	Number of shares	Nominal value (NOK)	Book value (NOK)
The share capital Nordic Technology Group AS at 31 December 2024:			
Ordinary shares	70 920 680	0,0042	300 511
Total	70 920 680	0,0042	300 511

All shares have equal votings rights.

List of major shareholders at 31 December:	Ordinary		Voting rights
	shares	Owner's share	
NTG Manco AS (controlled by CEO)	7 080 000	9,98 %	9,98 %
Skips AS Tudor	5 163 149	7,28 %	7,28 %
Songa Capital AS	3 480 000	4,91 %	4,91 %
Haadem Invest AS	3 247 952	4,58 %	4,58 %
Rock Dove Holdings Limited	2 889 591	4,07 %	4,07 %
Strandveien 20 Invest AS	2 714 123	3,83 %	3,83 %
Investinor Indirekte I AS	2 640 290	3,72 %	3,72 %
Rolfs Holding AS	2 626 752	3,70 %	3,70 %
Jama Holding AS	2 601 824	3,67 %	3,67 %
Formue Private Equity AS	2 260 348	3,19 %	3,19 %
Lani Invest AS	2 128 555	3,00 %	3,00 %
S. Munkhaugen AS	2 026 034	2,86 %	2,86 %
Televenture Capital AS (controlled by CEO)	1 800 107	2,54 %	2,54 %
Myrlid AS	1 228 488	1,73 %	1,73 %
DNB Bank ASA (nominee)	1 186 102	1,67 %	1,67 %
HMH Invest AS	936 834	1,32 %	1,32 %
Oso Hotwater AS	843 131	1,19 %	1,19 %
Lave AS	828 178	1,17 %	1,17 %
Kolberg Motors AS	732 135	1,03 %	1,03 %
Akershus Teknologifond AS	704 540	0,99 %	0,99 %
Other owners (ownership <1%)	23 802 547	33,56 %	33,56 %
Total	70 920 680	100,00 %	100,00 %

As of 31 December 2024, the chair of the board held 226,292 shares in NTG through his company August Industrier AS. Other than that, the members of the board do not own any shares in the company.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 15 Going concern

The annual financial statements have been prepared under the going concern assumption, in accordance with Section 4-5 of the Norwegian Accounting Act.

As of the balance sheet date, NTG holds approximately NOK 4.6 million in current assets, of which NOK 0.8 million in cash. The board of directors and NTG management acknowledges the material uncertainty related to its negative financial result and constrained liquidity position. The negative result in the group primarily reflects weak revenue development due to delays in ongoing certifications and commercial processes. Following the balance sheet date, the company's liquidity position was strengthened through a NOK 50.9 million capital increase in June 2025. The liquidity has subsequently become constrained up to the issuance of the financial statements due to the continuation of negative financial results throughout 2025. As a result, the parent company, Wavetrain Systems and Hammertech will each require additional financing to cover operating expenses through November 2026 to fulfill planned obligations.

As of the reporting date, NTG parent, Wavetrain Systems and Hammertech will require additional funding to cover its short and long term obligations as the current liquidity position is constrained. The board of directors and NTG management has initiated activities to remedy the liquidity situation in the parent company, Wavetrain Systems and Hammertech. NTG has mandated a financial advisor to raise additional equity. The transaction is planned executed in two tranches, one tranche prior to year end 2025 utilizing existing board proxy, and the second tranche in early Q1 2026. In addition, Wavetrain Systems and Hammertech are in discussions with banks and financial institutions regarding working capital financing of future expected customer contracts. The board of directors and NTG managements emphasizes that the company is dependant on successful capital raise, obtaining other third party financing, coupled with the timing of when new orders are received, and receipt of payments from customers to secure the total liquidity requirements for the next 12 months for the going concern in NTG and the group companies.

As of the reporting date, CondAlign AS has filed for bankruptcy. NTG has provided a guarantee of up to NOK 16 million to the financial institutions for CondAlign's debt, and NTG's management is in dialogue with the appointed trustee and the financial institutions to resolve the guarantee matter. The outcome of these discussions, including the potential sale of assets and IPRs belonging to CondAlign, remains uncertain. Should the sales proceeds be insufficient to cover the outstanding guaranteed debt, NTG will be required to pay the difference and fulfil its remaining guarantee obligations.

In line with the Accounting Act, the Board of Directors and management confirm that the company has adequate plans and realistic prospects to secure sufficient funding but is, as mentioned above, dependent on the successful capital raise, and obtaining other third party financing, in order to meet its ongoing obligations and ensure continued operations.

Based on the above description, the Board of Directors and management therefore believe that there is significant uncertainty regarding the company's ability to continue as a going concern.

Nordic Technology Group AS
Notes to the financial statements
(Amounts in NOK 1000)

Note 16 Events after the balance sheet date

On 15 January 2025, the management and board of directors of CrayoNano concluded to file for bankruptcy due to lack of financing. Based on this, NTG wrote down in full the financial investment (14.1% ownership) in CrayoNano AS with effect from 31.12.2024 with NOK 81 million. The write down did not have any cash effect on NTG's operations.

On 2 July 2025, the capital raise in June 2025 was registered in the Norwegian Business Registry. A total of NOK 70.9 million in new equity was raised, of which NOK 50.9 million was settled in cash and NOK 20 million was conversion of debt. The capital was raised at a subscription price of NOK 1,00 per share. In addition, investors who had guaranteed for the capital transaction received a commission equal to 5% of their respective subscription amount, which was payable in new shares in the Company at the same price as the subscription price, i.e. a total of 3,345,000 shares (the "Guarantee Shares"). Total number of issued shares in Nordic Technology Group AS after the transaction is 145,165,680 shares.

On 27 August 2025, NTG sold all of its shareholdings in CondAlign AS for total proceeds of NOK 1.00.

On 16 October 2025, NTG entered into a final settlement agreement with Johnson Controls, Norway regarding a warranty claim arising from their acquisition of Hybrid Energy in early 2023. The merits of the warranty claim were that there had been a design error on the hybrid heat pumps and Johnson Controls, Norway claimed compensation for loss and costs allegedly caused by the Design Error in the hybrid heat pumps. To avoid a costly and lengthy arbitration process, the parties agreed to settle at mid-point, in which NTG will reimburse Johnson Controls, Norway with NOK 4.6 million. A NOK 4.7 million provision for the claim was recorded in financial statements of NTG at year-end 2024.

On 18 November 2025, the Board of Directors in CondAlign AS decided to file for bankruptcy in the Company to Oslo District Courts. As previously disclosed, NTG has provided a guarantee of up to NOK 16 million to the financial institutions for CondAlign's debt, and NTG's management is in dialogue with the appointed trustee and the financial institutions to resolve the guarantee matter. The outcome of these discussions, including the potential sale of assets and IPRs belonging to CondAlign, remains uncertain. Should the sales proceeds be insufficient to cover the outstanding guaranteed debt, NTG will be required to pay the difference and fulfil its remaining guarantee obligations.

There have been no other events after the balance sheet date (reporting period) that would have an impact on the Company's financial statements or its financial position at the time issuing this report.



To the General Meeting of Nordic Technology Group AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Nordic Technology Group AS, which comprise:

- the financial statements of the parent company Nordic Technology Group AS (the Company), which comprise the statement of financial position as at 31 December 2024, the statement of profit or loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of Nordic Technology Group AS and its subsidiaries (the Group), which comprise the statement of financial position as at 31 December 2024, the statement of profit or loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements 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 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 the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company 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.

Material Uncertainty Related to Going Concern

We draw attention to the disclosures in Note 15 of the financial statements, where the board of directors and NTG management acknowledges the material uncertainty related to its negative financial

Offices in:



result and constrained liquidity position. The board of directors and NTG managements emphasizes that the company is dependent on successful capital raise, obtaining other third party financing, coupled with the timing of when new orders are received, and receipt of payments from customers to secure the total liquidity requirements for the next 12 months for the going concern in NTG and the group companies. As stated in Note 15, these events or conditions, along with other matters as set forth in Note 15, 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.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report. 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.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report. 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.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements 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 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 use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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:

- 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.

Oslo, 8 December 2025

KPMG AS

Thomas Alfheim
State Authorised Public Accountant
(This document is signed electronically)