



Everfuel Hy24 A/S

Ø. Høgdvej 4A, 7400 Herning

CVR no. 43 91 44 72

Annual report 2023

(As of the establishment of the Company 27 February - 31 December 2023)

Approved at the Company's annual general meeting on 18 April 2024

Chairman of the meeting:

.....
Martin Skov Hansen

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Everfuel Hy24 A/S for the financial year as of the establishment of the Company 27 February - 31 December 2023.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year as of the establishment of the Company 27 February - 31 December 2023.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Herning, 18 April 2024
Executive Board:

.....
Martin Skov Hansen

Board of Directors:

.....
Jacob Bech Krogsgaard
Chairman

.....
Mikkel Abildtrup Pedersen

.....
Martin Skov Hansen

.....
Pierre-Germain Marlier

.....
Pierre-Etienne Franc

Independent auditor's report

To the shareholders of Everfuel Hy24 A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2023, and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Everfuel Hy24 A/S for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements 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 in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

Management's Responsibilities for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company 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 and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- ▶ Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Herning, 18 April 2024
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31

Poul Spencer Poulsen
State Authorised Public Accountant
mne23324

Kim Vorret
State Authorised Public Accountant
mne33256

Management's review

Company details

| | |
|----------------------------|--|
| Name | Everfuel Hy24 A/S |
| Address, Postal code, City | Ø. Høgildvej 4A, 7400 Herning |
| CVR no. | 43 91 44 72 |
| Established | 27 February 2023 |
| Registered office | Herning |
| Financial year | 27 February - 31 December 2023 |
| Board of Directors | Jacob Bech Krogsgaard, Chairman Mikkel Abildtrup Pedersen Martin Skov Hansen Pierre-Germain Marlier Pierre-Etienne Franc |
| Executive Board | Martin Skov Hansen |
| Auditors | PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Platanvej 4, 7400 Herning |

Management's review

Financial highlights

| | |
|-----|-------------------|
| DKK | 2023 10 months |
|-----|-------------------|

Key figures

| | |
|--------------------------|----------|
| Operating profit/loss | -58,142 |
| Net financials | -269,632 |
| Profit/loss for the year | -327,774 |

| | |
|--------------|-------------|
| Total assets | 214,524,728 |
| Equity | 200,766,230 |

Financial ratios

| | |
|------------------|--------|
| Return on assets | 0.0% |
| Current ratio | 102.4% |
| Equity ratio | 93.6% |
| Return on equity | -0.2% |

For terms and definitions, please see the accounting policies.

Management's review

Business review

The company's purpose is to invest in and develop facilities within production of green hydrogen, as well as any related activities.

Recognition and measurement uncertainties

The company's activities relate to investments in its operations companies, as per the accounting policies they are measured according to the equity method and thus the only uncertainties relate to the equities in the owned companies.

Unusual matters having affected the financial statements

None.

Financial review

The income statement for 2023 shows a loss of DKK 327,774, and the balance sheet at 31 December 2023 shows equity of DKK 200,766,230.

The financial results for 2023 are as expected, they reflect that the company, as well as the group, is still in the initial stages of commercializing green hydrogen.

Knowledge resources

Everfuel Production A/S currently does not have employees of its own, employees related to production of green hydrogen are employed by Everfuel A/S, one of the parent companies. In time Everfuel Hy24 A/S will employ a few employees engaged in asset management.

Impact on the external environment

Like the rest of the Everfuel Group, Everfuel Hy24 A/S works towards a visionary world of fossil-free industry and mobility.

The company respects the impact its business activities can have on employees, partners, suppliers, investors, and the communities in which the company operates. Sustainable operations are considered a prerequisite for successfully delivering on the group's vision and business strategy. Management thus recognizes the responsibility and importance of strengthening the framework for monitoring and reporting according to EU taxonomy and, while still in an early phase, has incorporated ESG as a central part of the company's strategic execution plan.

In 2023 the primary impact of operation was indirect (scope 3) from the establishment of facilities. The company is increasingly aware that indirect impacts (scope 3) are handled in purchasing policies and contracts. The company is preparing for reporting direct emission scope 1 and especially scope 2 as electricity is the main component required for producing green hydrogen.

For further information, the Group's ESG policy and efforts are described in the annual report for Everfuel A/S (the "Group Report").

Research and development activities

All the group's development activities take place within the framework of the parent company Everfuel A/S.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Management's review

Outlook

The Everfuel group maintains a high level of activity related to running a business with the production of hydrogen and its distribution. In the longer term, the combination of increased green hydrogen production and distribution is expected to drive revenue growth and cash flow. For 2024, Everfuel Hy24 A/S is expected to report continued cash burn from investment activities, but also the first revenue from sale of hydrogen in Everfuel Production A/S. The company expects an unchanged result in 2024 compared to 2023.

Financial statements for the period 27 February - 31 December 2023

Income statement

| Note | DKK | 2023 10 months |
|------|---|-------------------|
| | Gross profit/loss | -58,142 |
| | Income from investments in group enterprises | -295,143 |
| | Other financial income from group enterprises | 83,845 |
| 3 | Financial income | 32,818 |
| 4 | Financial expenses | -91,152 |
| | Profit/loss for the year | -327,774 |

Financial statements for the period 27 February - 31 December 2023

Balance sheet

| Note | DKK | <u>2023</u> |
|------|--|---------------------------|
| | ASSETS | |
| | Fixed assets | |
| 6 | Investments | |
| | Investments in group enterprises | 200,606,294 |
| | | <u>200,606,294</u> |
| | Total fixed assets | <u>200,606,294</u> |
| | Non-fixed assets | |
| | Receivables | |
| | Receivables from group enterprises | 939,580 |
| | | <u>939,580</u> |
| | Cash | <u>12,978,854</u> |
| | Total non-fixed assets | <u>13,918,434</u> |
| | TOTAL ASSETS | <u><u>214,524,728</u></u> |
| | EQUITY AND LIABILITIES | |
| | Equity | |
| 7 | Share capital | 400,100 |
| | Retained earnings | 200,366,130 |
| | Total equity | <u>200,766,230</u> |
| | Provisions | |
| 6 | Provision, investments in group enterprises | 167,433 |
| | Total provisions | <u>167,433</u> |
| | Liabilities other than provisions | |
| | Current liabilities other than provisions | |
| | Trade payables | 52,000 |
| | Other loans | 13,539,065 |
| | | <u>13,591,065</u> |
| | Total liabilities other than provisions | <u>13,591,065</u> |
| | TOTAL EQUITY AND LIABILITIES | <u><u>214,524,728</u></u> |

- 1 Accounting policies
- 2 Capital ratio
- 5 Appropriation of profit/loss
- 8 Contractual obligations and contingencies, etc.
- 9 Related parties

Financial statements for the period 27 February - 31 December 2023

Statement of changes in equity

| Note | DKK | <u>Share capital</u> | <u>Retained earnings</u> | <u>Total</u> |
|------|--|----------------------|--------------------------|--------------------|
| | Cash payments concerning formation of enterprise | 400,000 | 0 | 400,000 |
| | Capital increase | 100 | 200,693,904 | 200,694,004 |
| 5 | Transfer, see "Appropriation of profit/loss" | 0 | -327,774 | -327,774 |
| | Equity at 31 December 2023 | <u>400,100</u> | <u>200,366,130</u> | <u>200,766,230</u> |

Financial statements for the period 27 February - 31 December 2023

Notes to the financial statements

1 Accounting policies

The annual report of Everfuel Hy24 A/S for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

Pursuant to section 110(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

Omission of a cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are reflected in the consolidated cash flow statement for the higher-ranking parent company Everfuel A/S.

Basis of recognition and measurement

Revenues are recognized in the income statement as they are earned. In addition, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Furthermore, all costs incurred to achieve the year's earnings, including depreciations, write-downs and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement, are recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the company, and the value of the liability can be measured reliably.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit/loss

The items revenue and external expenses have been aggregated into one item in the income statement called gross profit/loss in accordance with section 32 of the Danish Financial Statements Act.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to administration etc.

Financial statements for the period 27 February - 31 December 2023

Notes to the financial statements

1 Accounting policies (continued)

Profit/loss from investments in group entities

The income statement includes the proportional share of the underlying companies' profit or loss after elimination of internal profit/loss and after tax. In group entities, the full elimination of internal profit and loss is carried out without regard to ownership shares.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Investments in group entities

Equity investments in group entities are measured according to the equity method.

On initial recognition, equity investments in group entities are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding business combinations.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies for the assets and liabilities to which they can be attributed. Negative goodwill is recognised in the income statement.

Dividend received is deduced from the carrying amount.

Equity investments in group entities measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

Receivables

Receivables are measured at amortised cost.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Financial statements for the period 27 February - 31 December 2023

Notes to the financial statements

1 Accounting policies (continued)

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Liabilities are measured at amortized cost.

Financial ratios

The financial ratios stated under "Financial highlights" have been calculated as follows:

| | |
|-----------------------|--|
| Operating profit/loss | $\frac{\text{Profit/loss before net financials +/-Other operating income and other operating expenses}}{\text{Average assets}} \times 100$ |
| Return on assets | $\frac{\text{Profit/loss from operating activities} \times 100}{\text{Average assets}}$ |
| Current ratio | $\frac{\text{Current assets} \times 100}{\text{Current liabilities}}$ |
| Equity ratio | $\frac{\text{Equity, year-end} \times 100}{\text{Total equity and liabilities, year-end}}$ |
| Return on equity | $\frac{\text{Profit/loss after tax} \times 100}{\text{Average equity}}$ |

2 Capital ratio

Everfuel A/S is willing to provide immediate financial support to the company in the case of its financial difficulties, provided that the company's management board has submitted a reasonable application for that purpose and, if necessary, invest additional funds to ensure that the company will continue as going concern.

Financial statements for the period 27 February - 31 December 2023

Notes to the financial statements

| | 2023 10 months |
|---|-------------------|
| DKK | |
| 3 Financial income | |
| Other interest income | 25,618 |
| Exchange gain | 7,200 |
| | <u>32,818</u> |
| 4 Financial expenses | |
| Other interest expenses | 83,952 |
| Exchange losses | 7,200 |
| | <u>91,152</u> |
| 5 Appropriation of profit/loss | |
| Recommended appropriation of profit/loss | |
| Retained earnings/accumulated loss | <u>-327,774</u> |
| | <u>-327,774</u> |

Financial statements for the period 27 February - 31 December 2023

Notes to the financial statements

6 Investments

| DKK | Investments in group enterprises |
|--|--|
| Cost at 27 February 2023 | 0 |
| Additions | 200,734,004 |
| Cost at 31 December 2023 | 200,734,004 |
| Profit/loss for the year | -295,143 |
| Value adjustments at 31 December 2023 | -295,143 |
| Carrying amount at 31 December 2023 | 200,438,861 |
| Carrying amount is specified as follows: | |
| Total Assets | 200,606,294 |
| Total Equity and Liabilities | -167,433 |
| | 200,438,861 |

Group entities

| Name | Domicile | Interest | Equity DKK | Profit/loss DKK |
|------------------------------------|----------|----------|---------------|--------------------|
| Everfuel Production Fredericia A/S | Herning | 100.00% | 200,206,293 | -2,995,656 |
| HyPro Denmark ApS | Herning | 100.00% | 40,000 | 0 |

HyPro Denmark ApS was founded 31 August 2023 and has not yet ended its first financial year (31 August 2023 to 31 December 2024).

7 Share capital

The share capital consists of 400,000 shares with a nominal value of DKK 1 each. No shares possess special rights.

Financial statements for the period 27 February - 31 December 2023

Notes to the financial statements

8 Contractual obligations and contingencies, etc.

Other contingent liabilities

The group entity, HyPro Denmark ApS, has provided a bank guarantee of DKK 12,503,704 to the Danish Energy Agency as security for any retention fines that might arise in accordance with the contract for the production and delivery of green hydrogen (the Danish Power-to-X tender).

Joint taxation

The Company is jointly taxed with its parent, Purple Pioneers Aps, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

9 Related parties

Information about consolidated financial statements

| <u>Parent</u> | <u>Domicile</u> | <u>Requisitioning of the parent company's consolidated financial statements</u> |
|---------------|-----------------|---|
| Everfuel A/S | Herning | CVR.DK |

Related party transactions

The Company solely discloses related party transactions that have not been carried out on an arm's length basis, cf. section 98c(7) of the Danish Financial Statements Act.

All transactions have been carried out on an arm's length basis.

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The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Mikkel Abildtrup Pedersen

Board Member

On behalf of: Everfuel HY24 A/S

Serial number: d8521988-45e5-4bc3-8d05-ed356b5a6005

IP: 62.66.xxx.xxx

2024-04-18 06:58:37 UTC



Martin Skov Hansen

Board Member / Chairman of the Meeting

On behalf of: Everfuel HY24 A/S

Serial number: 88bae955-5305-4039-81ee-92094b10c29c

IP: 213.83.xxx.xxx

2024-04-18 10:34:00 UTC



Jacob Bech Krogsgaard

Chairman of the Board of Directors

On behalf of: Everfuel HY24 A/S

Serial number: d9136eee-34f8-4ced-aa0d-662a2e3d47c6

IP: 213.83.xxx.xxx

2024-04-22 05:35:08 UTC



Pierre-Germain Marlier

Board Member

On behalf of: Everfuel HY24 A/S

Serial number: pg.marlier@hy24partners.com

IP: 94.187.xxx.xxx

2024-04-22 09:40:46 UTC

Pierre-Etienne Franc

Board Member

On behalf of: Everfuel HY24 A/S

Serial number: pe.franc@hy24partners.com

IP: 104.28.xxx.xxx

2024-04-30 05:36:31 UTC

Poul Spencer Poulsen

PRICEWATERHOUSECOOPERS STATSATORISERET

REVISIONSPARTNERSELSKAB CVR: 33771231

Statsaut. revisor

On behalf of: PricewaterhouseCoopers Statsautoriseret...

Serial number: 3806bf59-803d-430f-b552-10b644410df0

IP: 83.136.xxx.xxx

2024-04-30 12:26:11 UTC



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Kim Ruby Vorret

PRICEWATERHOUSECOOPERS STATS AUTORISERET

REVISIONSPARTNERSELSKAB CVR: 33771231

Statsaut. revisor

On behalf of: PricewaterhouseCoopers Statsautoriseret...

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