



# ANNUAL INTEGRATED REPORT 2024

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HAV Group ASA









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## CEO letter: Entering a new growth chapter



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*HAV Group's financial results was a mixed bag in 2024. However, we ended the year on a high note through a solid fourth quarter and delivered on our guided revenue growth. Further, a strong order intake throughout the year has created a solid platform for growth in 2025.*

Running a business is a bit like riding a bicycle. If you stop, you may fall over. If you pedal too hard, you risk running out of energy too soon. If you focus too far ahead, you risk hitting the rock that is right in front of your front wheel. It is all about balance.

2024 has been a balancing act for HAV Group, and I can understand why this has been frustrating for our

shareholders. On the one hand, we won a lot of new contracts during 2024. On the other hand, we have had available capacity in some business units while also experiencing that progress schedules on already won projects were pushed to the right by our clients. In addition, we saw certain investment decisions being delayed. We know that they will come, just not exactly when. This picture becomes even more complicated when recent contract wins, which are in the start-up phase, do not yet start to generate noticeable income/margin contribution as quickly as we would hope, often because of decisions outside our control.

Balancing short term challenges while also positioning HAV Group for future growth has therefore been a key focus throughout 2024. I am certain that we could have done some things better, but I am equally convinced – and proud – that we did many things right.

On the plus side, we delivered in line with our guidance and grew our revenue by 24 percent compared to the prior year. We also demonstrated that our long-term strategy of investing in people, expertise and technology development to capitalise on available market opportunities was the right one. Doubling our order backlog to NOK 1,227 million during the year is proof of this. On the minus side was a negative EBITDA-result, for the reasons given above.

If we zoom out of HAV Group, we still see that global megatrends, including regulatory changes as well as increasing pressure on vessel and cargo owners to remain competitive, provide commercial incentives and regulatory requirements for the maritime industry to invest in vessels' lifecycle performance.

I firmly believe that HAV Group possesses the technologies and products that enable shipowners to optimise their vessels' operational, financial and environmental performance. We can both match our customers' needs and strengthen their competitiveness through our role as enabler of safe and more efficient maritime operations and energy optimisation on board their vessels. This allows us to drive the energy transition at sea.

HAV Group's order intake throughout 2024 demonstrated that this is the case. For example, our energy design and smart control system business built up a hugely impressive order backlog of more than NOK 1 billion during 2024. This includes contracts to deliver several technologies and the autonomous navigation scope to the Lavik-Oppedal ferries, substantial awards from Torsan Leirvik and Green Yard Kleven, and a market breakthrough within short sea shipping to deliver the power system to eight newbuild bulk carriers. It also signed contracts for several battery packages and onshore charging stations.

HAV Group's ship design business also secured important awards during the year. They were chosen to develop an SOV for Esvagt and to design and develop the four Lavik-Oppedal ferries. Still, the ship design business is capable of taking on more work than what is currently in its backlog.

Order intake for our water treatment systems business was a little bit slow during 2024 but has picked up substantially

in early 2025 with exciting opportunities in the wellboat segment and a market breakthrough within land-based aquaculture. Growing our position in the aquaculture market is a key target for us. Contracts in this market represent bigger projects and associated higher contract values than what has been the case in this business. Within ballast water treatment systems our strategy is to shift our focus from retrofit to newbuildings and utilise our extensive installed base to increase aftermarket revenue, which typically have higher margins.

Our business for hydrogen-based energy systems is yet to secure its breakthrough contract, but the team is working tirelessly to achieve this. Feedback from many customers is that their specialist competence and ZEPOD® are attractive and desirable, but that the market – beyond publicly funded projects – is challenging to predict with regards to when it will come and how big it can get.

All in all, we are pleased with the commercial progress and particularly the strong order intake that we secured during 2024. We are still experiencing healthy tender activity and despite the ongoing global economic turmoil driven by international tariff regimes, industry analyses show that the global shipbuilding market will remain at a stable level in the coming years. This will continue to provide ample opportunities for HAV Group. Consequently, we expect significant revenue growth in 2025.

As I have stated many times before, at HAV Group, sustainability and corporate development and performance go together. I am therefore very pleased to introduce our first ever integrated annual and sustainability report. I hope that you will take some time to digest how sustainability is integrated with our operations and how this can and will create value for shareholders, employees, customers and society alike.

Finally, I would like to thank our customers, colleagues and shareholders for their continued support. Enjoy reading our integrated annual report.

Gunnar Larsen  
CEO | HAV Group ASA

## ABOUT HAV GROUP:

# Strategy, business model and value chain

*HAV is the Norwegian word for ocean. Our vision is “A sustainable future at sea”.*

HAV Group is an international provider of technology and services for maritime and marine industries. Although formally established as late as 2021, HAV Group currently comprises four subsidiaries – HAV Design, Norwegian Electric Systems, HAV Hydrogen and Norwegian Greentech – that have several decades of combined industry experience.

We are an enabler of optimised vessel performance and operating costs and achieve this by providing advice and optimised solutions throughout a ship's lifecycle, thereby enhancing vessel and cargo owners' competitiveness. Our experience and expertise, as well as the focus on efficiency, safety, and sustainability, is the foundation for developing and delivering high-quality innovative solutions to our customers in the seafood, energy, and transport sectors. The Group possess special expertise in guiding the marine and maritime industries towards zero-emissions.

- **SHIP DESIGN:** We are a supplier of innovative ship design, pioneering the design and construction of zero and low-emission vessels.
- **ENERGY DESIGN AND SMART CONTROL SYSTEMS:** We are supplier of sustainable energy systems, electric propulsion, automation and NavCom systems for a wide range of vessels.
- **HYDROGEN-BASED ENERGY SYSTEMS:** We are a supplier of zero-emission hydrogen-based energy systems for vessels.
- **WATER TREATMENT SYSTEMS:** We are a supplier of ballast water treatment systems and other water treatment systems for aquaculture and maritime use.

## Sustainability strategy

Sustainability is core to our success and an integral part of our overall strategy and way of work. Our sustainability strategy supports and aligns with our business strategy, following our overarching vision and values:

### ENVIRONMENT:

- Enabling the green shift at sea
- Technologies and services for the maritime green transition
- Becoming a net-zero company
- Limiting environmental impacts across product life cycle

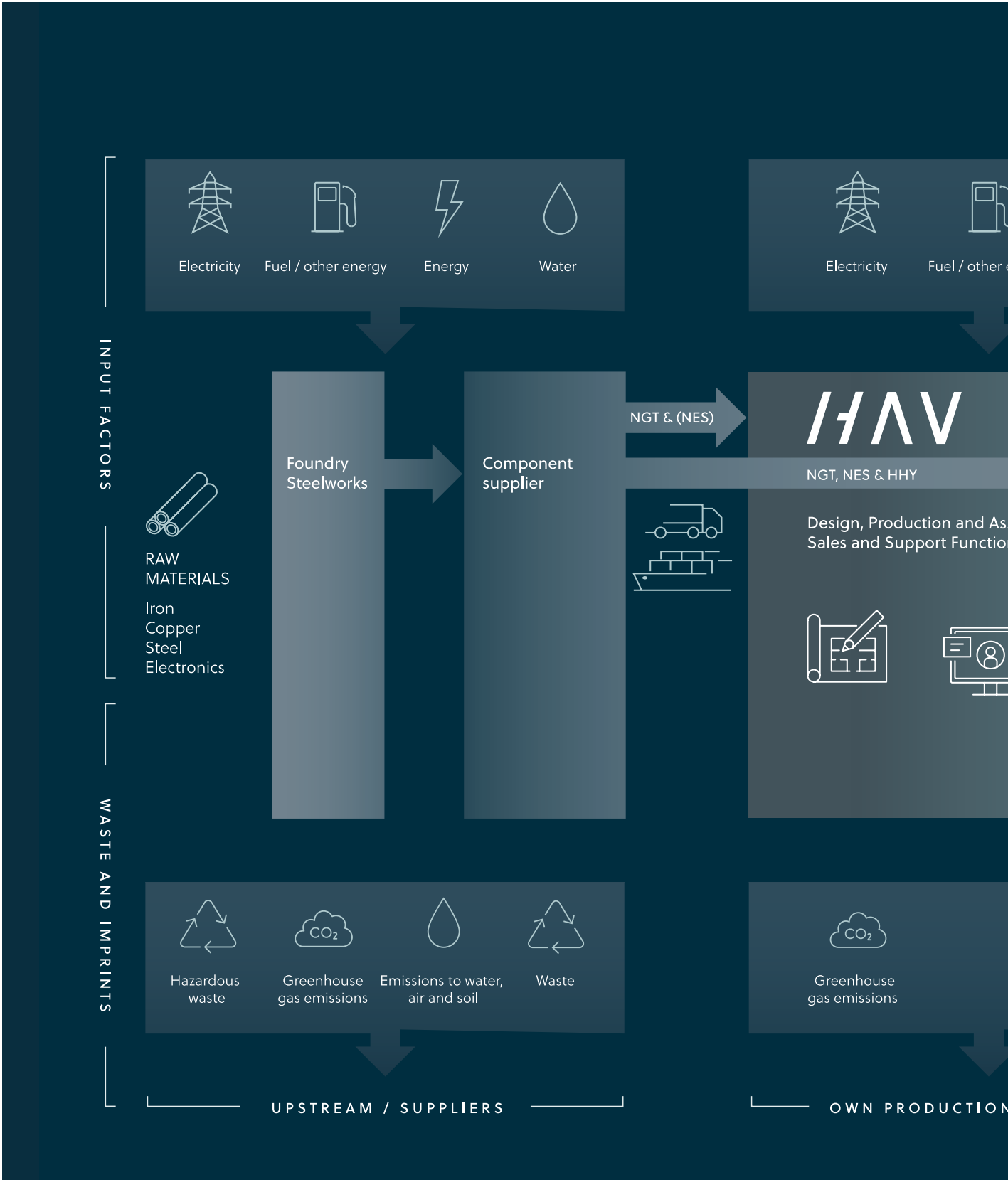
### SOCIAL:

- Making people and our local communities thrive
- Safe and healthy work environments
- Diverse and inclusive workplace
- High job satisfaction and continuous development
- Supporting our local communities

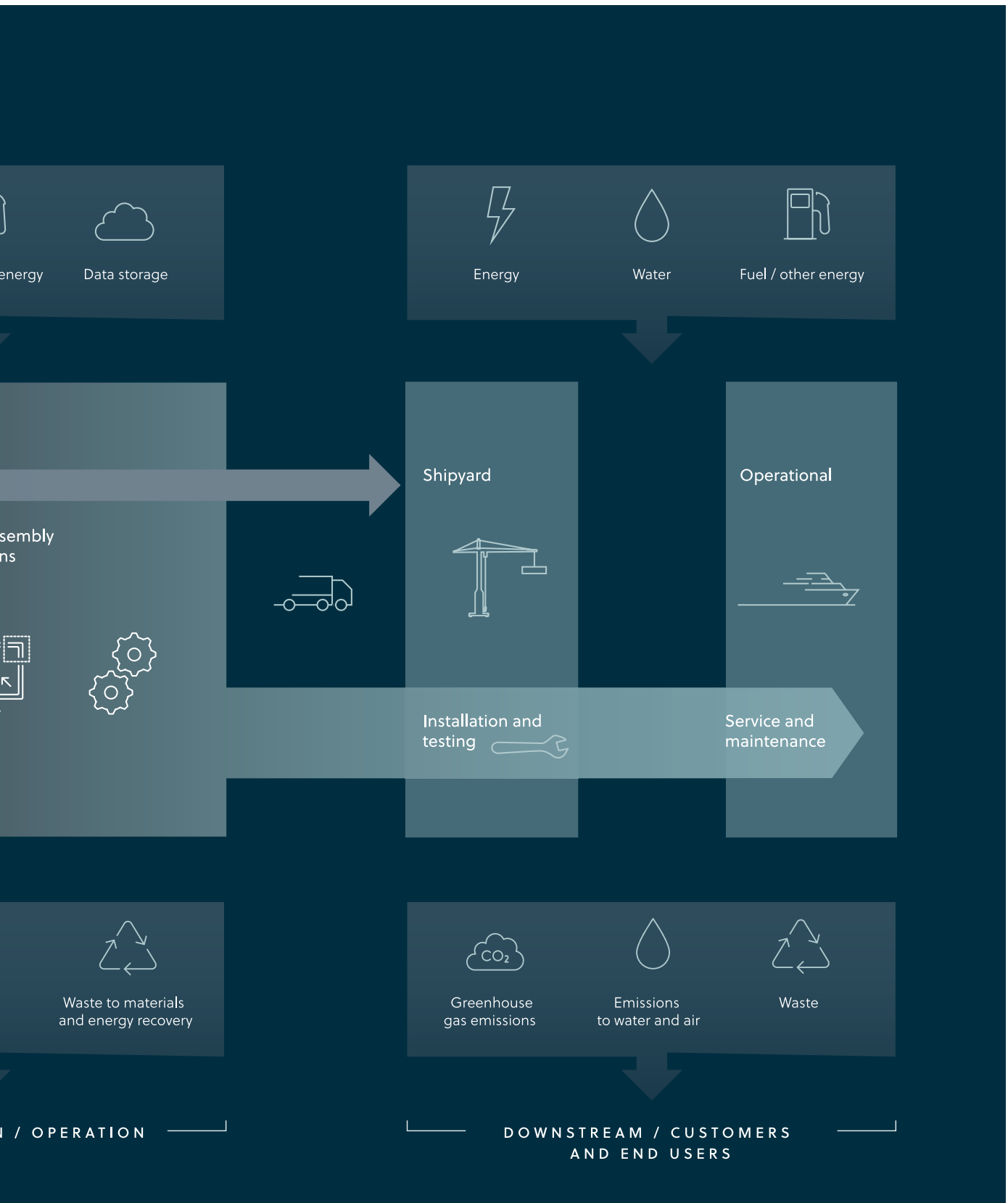
### GOVERNANCE:

- Trusted and responsible partner
- Ethical business conduct
- Sustainability throughout our value chain
- Transparent reporting and open stakeholder dialogue









We are headquartered in Fosnavåg, Norway, with offices in Bergen, Ålesund and Egersund (Norway), Sopot (Poland), and Istanbul (Turkey). We are a privately owned company listed on Euronext Growth.

Ålesund  
Fosnavåg

Bergen

Egersund

Sopot

Istanbul

## Membership organisations

Both the Group and our subsidiaries are members and play an active part in the following organisations:

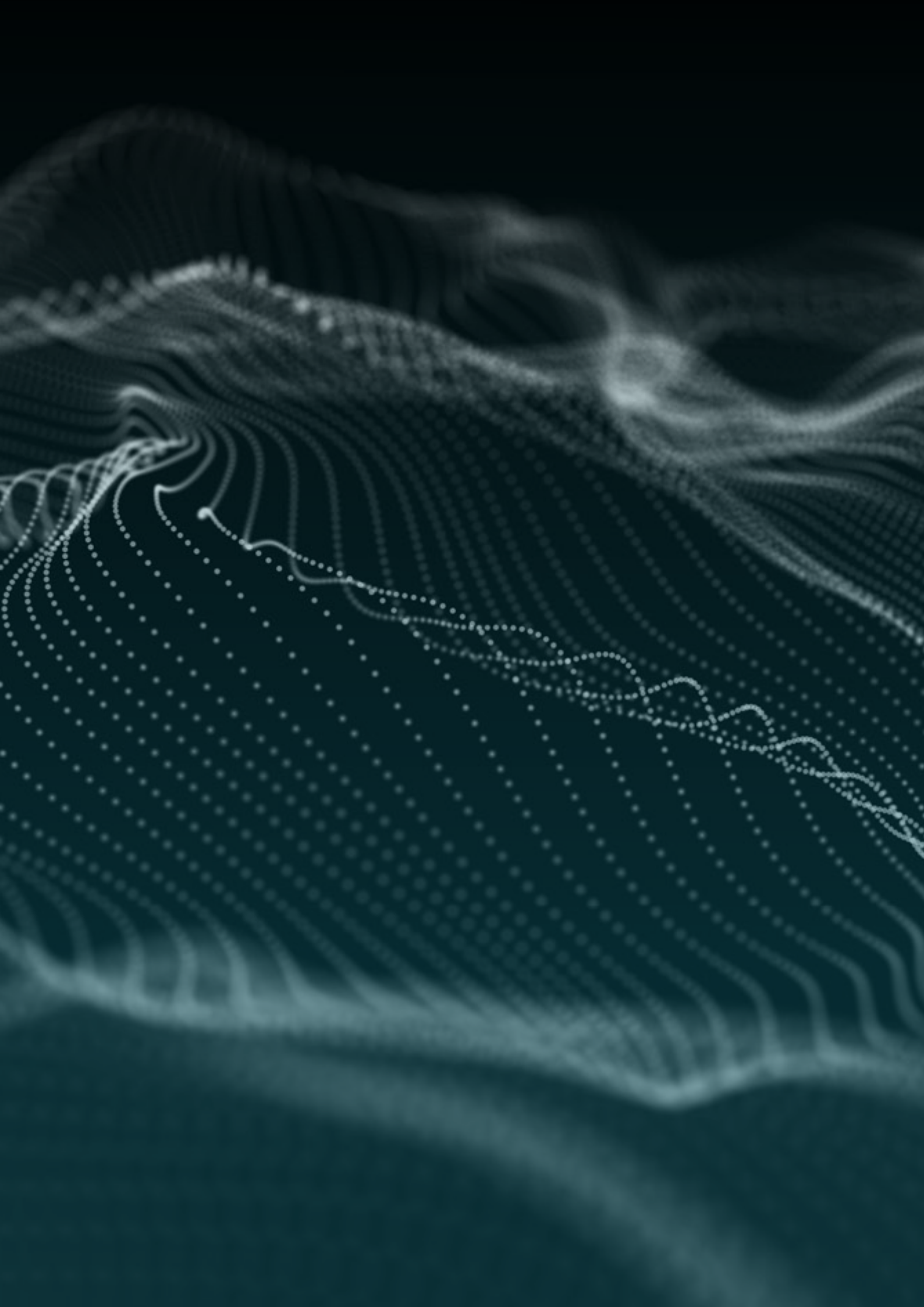
- **ÅLESUND KUNNSKAPSPARK (ÅKP):** ÅKP is located on campus in Ålesund and the hub's core goal is to contribute to creating tomorrow's jobs and building a more attractive region to live and work in. ÅKP is a regional center for innovation and economic development, including one of the Norway's most complete incubator systems, the cluster programs BLUE Maritime – Global Centre of Expertise, Legasea and Norwegian Rooms and several other national and international projects.
- **MARITIMT FORUM (NORDVEST):** Maritimt Forum is an interest organisation that brings together the entire Norwegian maritime industry. Its 700 members contribute to developing a world-leading and holistic maritime cluster. Maritimt Forum brings together both the employee and employer side of the industry, and represents common interests of the cluster.
- **NÆRINGSLIVETS HOVEDORGANISASJON (NHO):** The Confederation of Norwegian Enterprise (NHO) is Norway's largest organisation for employers. Its current membership of 32.000+ companies ranges from small family-owned businesses to multinational companies in most sectors. NHO is the leading spokesperson on behalf of business and industry in Norway. Having expert knowledge and an extensive business network, NHO plays an important and constructive role in the Norwegian society.
- **GCE BLUE MARITIME CLUSTER:** The Norwegian maritime cluster is a world leader in design, construction, equipment and operation of advanced vessels for the global ocean industries.
- **OCEAN HYWAY CLUSTER:** Ocean Hyway Cluster is Norway's leading network for hydrogen-based solutions for the maritime sector. The cluster work closely with the industry to exploit the commercial opportunities of new hydrogen technology solutions to make Norway a global leading hydrogen player.







# HAV Group's business





## Ship design

We advise customers regarding selection of vessel parameters and technologies that allow shipowners to increase their competitiveness and enable the green transition at sea.

We provide pioneering innovations in the design and construction of low and zero-emission vessels and energy-optimised ship designs.

This entails developing the most efficient vessels possible, covering every aspect of the vessel's functionality and performance, including environmental performance, through concept development, detail design, equipment selection, procurement, system engineering and integration.

Further, innovative simulation-based ship design enables analysis and documentation of real-life performance of a vessel – before it has been built.

In total, the Group possesses the competence and tools available to help shipowners design, develop and construct low and zero-emission vessels, thereby supporting the global maritime industry in reaching its GHG emission targets.

Our subsidiary HAV Design has a track record of more than 100 ship designs.

Environment	2024	2023	2022
Scope 1 emissions	-	-	-
Scope 2 emissions	145.1	175.6	-
Social			
% of female employees	17.5	13.1	15
HAV Academy training (hours per employee)	91	148	26
Governance			
No. of confirmed incidents of corruption	-	-	-
Communication with employees about business ethics and anti-corruption (%)	100	100	100





## Energy design and smart control systems

We supply low- and zero-emission energy, propulsion and control systems for the global marine market.

Detailed knowledge about vessel operations – from bridge to propeller – and specialist competence in integrating energy sources, including electric propulsion and charging systems, allow design of optimal power and propulsion systems that keep GHG emissions to a minimum.

Smart control systems and software platforms for navigation, automation and control ensure even more fuel-efficient operations.

These products and systems are key enablers to achieve low- and zero-emissions, and can be applied to newbuilds or retrofitted on board existing vessels, making it easier for shipowners to reduce GHG emissions from their fleets.

Our subsidiary Norwegian Electric Systems is a leading supplier of advanced diesel electric, hybrid electric, and 100 percent electric propulsion systems, for the global marine market.

Environment	2024	2023	2022
Scope 1 emissions	3.9	4.8	7.1
Scope 2 emissions	305.2	234.9	-
Social			
% of female employees	15	12	10
HAV Academy training (hours per employee)	103	128	14.5
Governance			
No. of confirmed incidents of corruption	-	-	-
Communication with employees about business ethics and anti-corruption (%)	100	100	100



## Hydrogen-based energy systems

We are a supplier of complete and scalable zero-emission hydrogen-based energy systems for vessels. The systems are suitable for both vessel newbuilds and retrofits.

The Group has developed maritime-based energy systems with liquid hydrogen tank below deck and a container-based hydrogen system to be installed on deck – the Zero Emission Pod.

Adoption of hydrogen as ship fuel is considered a vital part of the transition to more sustainable shipping. We are one of the global frontrunners in offering approved hydrogen-based energy systems for ships.

Installed effect can be used for the main propulsion systems, or for additional power supply on board the vessel to comply with green operation standards. Quayside, hydrogen systems can ensure sufficient green power supply to the vessel, which does not need to rely on onshore charging infrastructure to achieve zero-emission status.

Our subsidiary, HAV Hydrogen, is responsible for developing hydrogen-based energy systems.

Environment	2024	2023	2022
Scope 1 emissions	-	-	-
Scope 2 emissions	12.8	15.9	-
Social			
% of female employees	25	66	20
HAV Academy training (hours per employee)	100	100	50
Governance			
No. of confirmed incidents of corruption	-	-	-
Communication with employees about business ethics and anti-corruption (%)	100	100	100



## Water treatment systems

We are a supplier of energy efficient ballast water treatment systems for both small- and medium-sized ships, and of other water treatment systems for the aquaculture industry.

The spread of invasive species is recognised as one of the greatest threats to the ecological and the economic wellbeing of the planet.

Efficient treatment of ballast water prevents the unwanted spread of invasive species. The ballast water treatment system is available for both retrofit and vessel newbuilds.

Process water treatment for aquaculture production is key to maintain fish health and avoid detrimental effect on local environment.

Through our subsidiary Norwegian Greentech, we provide water treatment technologies for both land-based aquaculture and live fish carriers. Moreover, our water treatment products are based has a chemical-free system that does not pollute the marine environment. The company has sold more than 800 water treatment systems so far.

Environment	2024	2023	2022
Scope 1 emissions	1.4	1.3	1.9
Scope 2 emissions	44.5	40.0	-
Social			
% of female employees	28	26	28
HAV Academy training (hours per employee)	40	20	7
Governance			
No. of confirmed incidents of corruption	-	-	-
Communication with employees about business ethics and anti-corruption (%)	100	100	100



# Board of Directors report

*HAV Group ASA (“HAV”) was established in February 2021, and is an international provider of technology and services for the maritime and marine industry. The company is listed on Euronext Growth Oslo.*



## OPERATIONS AND LOCATION

HAV is the parent company and single owner of the shares in various subsidiaries operating within engineering, ship design and equipment. The Group has several decades of combined experience in the industry, in addition to special expertise in leading the marine and maritime industry through the green shift and towards the goal of zero emissions. The purpose of HAV is to assist its subsidiaries with strategic management, finance, logistics, marketing, legal and other support functions.

HAV and the management group are based in the main office at HAV House in Fosnavåg, Herøy. Below follows a description of development in the various business areas.

### SHIP DESIGN

HAV Group's ship design business, HAV Design, carries out development, sale and deliveries of ship design, project engineering and system packages to shipyards and shipping companies worldwide. The scope of delivery can consist of packages with basic design, detailed design and engineering support, equipment packages, and system integration based on the customer's requirements and needs.

The business area is headquartered in Fosnavåg, Norway, and has also established an international subsidiary in Poland. The ship design business is continuously engaged in the development of advanced vessel concept and technical solutions, contributing to a broad range of maritime projects.

This segment also participates in research and development towards using hydrogen as an energy source for larger vessels. This project is going to contribute towards strengthening the Group's leading position within the green transition in the maritime industry.

HAV Design has delivered or has design under development for customers within the regions of Europe, America, Asia and Africa.

In 2024 it was announced that Fjord1 has appointed HAV Design as a technology partner and key supplier to the four autonomous zero-emission ferries to operate of the Lavik-Oppedal crossing on the northwest coast of Norway. HAV Design AS prides itself on being an enabler of the green transition at sea, but we are still at the early adopter stage of autonomous sailing capabilities and automation of vessel functions. However, this



market is expected to grow considerably in the coming years and decades, and this puts HAV Design in pole position to capitalise on this market growth.

HAV Design was in 2024 also chosen to develop an offshore wind service operation vessel (SOV) for international SOV operator and owner ESVAGT.

HAV Design is 100% owned by HAV as of 31 December 2024.

Segment turnover was NOK 334.9 million (249.3) and a pre-tax result of NOK 9.8 million (50.4). EBITDA amounted to NOK 7.9 million (50.1). The segment has an equity of NOK 14.2 million (16.3) which equals 10% (8%) of total assets.

#### HYDROGEN-BASED ENERGY SYSTEMS

HAV Hydrogen is a start-up company with the aim of being a total supplier of hydrogen-based energy systems for vessels. Through the FreeCO2ast project, HAV Hydrogen has developed a high-capacity hydrogen energy system, to be approved for zero-emission sailing with high speed over long sailing distances.

The scope of delivery can consist of complete and scalable hydrogen systems for use on both big and small vessels, newbuildings and retrofits, that are designed for operation in heavy seas. HAV Hydrogen is a total supplier with expertise in pre-studies, hydrogen systems, ship integration and cooperation with the policy instrument system and private investors.

In 2024, Norwegian state-owned Enova awarded NOK 300 million in innovation funding to Maris Fiducia Norway AS, with HAV Hydrogen and Norwegian Hydrogen as subcontractors, to develop, build and operate five hydrogen-powered dry-bulk vessels. The NOK 300 million grant was awarded under Enova's "hydrogen in vessels" programme, which aims to contribute to market change by supporting companies that will use hydrogen as fuel in vessels and support the development of zero-emission vessel technologies. Following acceptance of Enova's innovation funding offer and subsequent placement of newbuild contract with its chosen shipyard, Maris Fiducia will enter into discussions with HAV Hydrogen and Norwegian Hydrogen to agree on commercial terms and delivery structure for the cooperation project.

HAV Hydrogen is 100% owned by HAV Group as per 31 December 2024.

The business area is headquartered in Fosnavåg. Segment turnover was NOK 0.9 million (0.5) and a pre-tax result of NOK -10.8 million (-8.7). EBITDA amounted to NOK -10.1 million (-8.1). The segment has an equity of NOK 5.3 million (15.3) which equals 62% (87%) of total assets.

#### ENERGY DESIGN AND SMART CONTROL SYSTEMS

Norwegian Electric Systems manufactures and supplies electric, hybrid-electric propulsion systems, integrated automation systems, bridge systems, as well as navigation- and communication packages for vessels. This includes switchboards, electromechanical products, automation and safety systems. NES has a unique composition of products that complement each other in a good way and the company can deliver complete equipment supplies from bridge to thruster.

In addition to the locations in Bergen and Ålesund, the business area has also established a branch in Egersund, which is primarily responsible for product development. The Egersund area has long traditions in the development of advanced technology within marine systems. An office is also established in Istanbul, Turkey, to provide services to Turkish and other shipyards in southern Europe.

In 2024, ferry operator Fjord1 contracted Norwegian Electric Systems to develop systems for automation of vessel functions and autonomous navigation for the four autonomous, zero-emission ferries that will operate the Lavik-Oppedal crossing on the northwest coast of Norway. The contract is an important milestone for the global maritime industry. It involves technology that will support seafarers and ensure that ferries operate efficiently and safely. Autonomous vessels represent a vital part of what the future for maritime transport will develop into, and NES are through this contract taking part in shaping it.

Norwegian Electric Systems also won multiple other new contracts in 2024, significantly increasing the company's order backlog during the year.

Norwegian Electric Systems is 100% owned by HAV Group ASA per 31 December 2024.

Segment turnover was NOK 364.5 million (220.8) and a negative pre-tax result of NOK -6.9 million (-20.7). EBITDA amounted to NOK -13.1 million (-17.6). The segment has an equity of NOK 24.2 million (24.5) which equals 6% (13%) of total assets.

## WATER TREATMENT SYSTEMS

Norwegian Greentech is specialised in design, engineering and delivery of systems for cleansing of ballast water. The International Maritime Organization (IMO) now demands cleansing of ballast water for ships within certain categories or areas, and this also results in vessels in operation having to install such systems, as well as newbuilds.

In 2024, dry cargo shipping group Wilson chose Norwegian Greentech to deliver the ballast water treatment systems to six 3,800 dwt newbuild bulkers that are being constructed at Udupi Cochin Shipyard in India. Subsequent to year-end 2024, Norwegian Greentech was subcontracted by Eyvi to deliver its UV- and filter-based water treatment system to Artic Seafarm's land-based salmon farming facility in Northern Norway. This contract is the subsidiary's breakthrough award within land-based aquaculture. The company believes that the aquaculture industry in general, and the land-based sector specifically, will represent substantial growth opportunities going forward.

## Norwegian Greentech

is 100% owned by HAV Group ASA per 31 December 2024.

Segment turnover was NOK 97.7 million (156.0) and pre-tax profits was at NOK -7.7 million (-4.1). EBITDA was at NOK 0.3 million (3.1). The segment has an equity of NOK 10.0 million (10.0), which amounts to 12% (9%) of total assets.

## GOING CONCERN

The financial statements have been prepared under the going concern assumption, cf. the Accounting Act § 3-3a. It is confirmed that the going concern assumption is present.

## FUTURE DEVELOPMENT

Global megatrends, including regulatory changes as well as increasing pressure on vessel and cargo owners to remain competitive, provide commercial incentives and regulatory requirements for the maritime industry to invest in vessels' lifecycle performance. HAV Group possesses the technologies and products that enable shipowners to optimise their vessels' operational, financial and environmental performance.

The global shipbuilding market is predicted to remain at a stable level in the coming years, providing ample opportunities for HAV Group.

Although international trade conflicts create unwanted market uncertainty, the large majority of HAV Group's market exposure is towards European and Norwegian customers – thereby limiting the Group's exposure to transcontinental tariff regimes.

Looking ahead, HAV Group reiterates its previous guidance and expects significant revenue growth in 2025, driven by recent contract wins and robust tender activity, with associated margin improvements.

## RISK ASSESSMENT

Risk in business areas is generally handled as an integral part of the work processes. All managers are responsible for risk management and internal control within their area of responsibility

The Board receives, generally, quarterly reports where the companies' finances, information about projects, and market conditions are described.

In sales contracts, the respective Group company carries the legal and commercial risk towards customers. However, in some cases, there have also been issued parent company guarantees from HAV.

Internally in the Group, each business area carries the risk of its own performance. Beyond the commercial risk factors described in the paragraphs above, the Group is also exposed to the following risk factors:

### FINANCIAL RISK:

The Group's primary sources of liquidity in addition to the operational cash flows have been equity capital and debt financing raised through several minor loans related to projects. The Group is exposed to various risks such as market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk, and no assurances can be given that the Group's monitoring of such risks will be adequate or sufficient.

The Group's credit and borrowing facilities are structured in short term debt instruments. Although such debt instruments contain few or no covenants and are customarily secured in accordance with the market practice



for these types of financing, there can be no assurance that the Group will be able to meet such covenants relating to current or future indebtedness contained in its funding agreements or that its lenders will extend waivers or amend terms to avoid any actual or anticipated breaches of such covenants. Failure to comply with its financial and other covenants may have an adverse effect on the Group's financial condition, and also potential increased financial costs, requirements for additional security or cancellation of loans.

DNB waived all financial covenants for Q3 and Q4 2024 reporting. HAV Group and the bank agreed to define a new structure for the loan covenants that better reflected HAV Group's growth phase and project-based operations, within the reporting of HAV Group's results for Q1 2025. As a requirement from DNB, HAV Group sold all treasury shares (3,466,829) in December 2024. Havila Holding AS purchased the shares at NOK 8.50 per share. The main requirements in the new covenant-structure are; year-end 2025 Equity > MNOK 80 and full year 2025 EBITDA > MNOK 25.

The Group is dependent upon having access to short term funding. There can be no assurance that the Group may not experience net cash flow shortfalls exceeding the Group's available funding sources nor can there be any assurance that the Group will be able to raise new equity, or arrange new borrowing facilities, on favourable terms and in amounts necessary to conduct its ongoing and future operations, should this be required.

NOK is the functional currency of HAV and all its subsidiaries. The Group is exposed to foreign currency risks related to its operations. The Group's expenses are primarily in NOK and EUR. As such, the Group's earnings are exposed to fluctuations in the foreign currency market for NOK in relation to EUR. To mitigate this risk, the company has implemented hedging arrangements, and uses the foreign currency spot and forward market to buy foreign currencies. Contracts are entered into when treasury finds it in line with the overall currency risk strategy.

#### MARKET AND BUSINESS RISK

The demand for maritime technologies depends on underlying industries that are vulnerable to external factors outside of the Group's control. In particular, the demand for newbuilding of vessels and associated maritime technologies is dependent on the activity within the different industries and segments, which are in turn dependent on factors including, but not limited to, worldwide economic and political conditions, levels of supply and demand, the policies of the Organization of Petroleum Exporting Countries ("OPEC"), advances in exploration and development technology, and the availability and exploitation of alternate fuel sources. The

demand for vessels within fisheries and aquaculture is dependent on regulatory frameworks and other factors. A decline in the demand for maritime technologies will have a negative impact on the demand for the Group's products, technologies and services.

The Group is dependent on successfully competing for, and winning, contracts offering a satisfactory profit margin in order to maintain revenues and profitability. The contracts are entered into in a competitive market where the Group competes on product quality, overall service offering, financing, and price. A deterioration of the Group's ability to deliver competitive products, technologies and services could have a significant adverse effect on the Group's business and results of operations in the future.

The products and services offered by the Group are characterised by complex projects with a high technological content and highly customised orders. When entering into contracts, the Group has risks on its margin between the agreed fixed price of the finished product or service, and the costs involved in completing such product or service. In particular, when constructing new or customised products, there is an element of uncertainty involved in the cost or time involved in such construction which may have a significant adverse effect on the Group's results of operations.

When supplying maritime technologies, the Group provides a functionality guarantee for the product for a specified period of time after delivery. The Group makes allocation for such guarantees in its accounts. There can be no assurance that the allocations made will be sufficient to meet any potential guarantee claims, and a rightful claim could have a material adverse effect on the Group's financial position.

The Group has procured adequate insurance coverage for its operation risks in line with market practice, including but not limited to insurance for personnel, property and liability. The Group's insurance policies and contractual rights to indemnity may not adequately cover the Group's losses, or may have exclusions of coverage for some losses. In line with industry practice, the Group does not have insurance coverage or rights to indemnity for all kinds of risks. If a significant accident or other event occurs which are not fully covered by insurance or contractual indemnity, it could adversely affect the financial position, results of operations and cash flows of the Group. Further information can be found in the Corporate Governance Statement of this Annual integrated report.

#### DIRECTORS' AND OFFICERS INSURANCE

HAV Group ASA has established a liability insurance for the Board of Directors (the Board), which includes the parent company and its subsidiaries. The insurance policy covers the Board members, CEO and members of the management group, and comprises personal liability, including defence and legal costs.

#### SHAREHOLDER INFORMATION

HAV Group ASA was listed on Euronext Growth Oslo in March 2021 and has 3,302 shareholders as of 31.12.2024. The company only has one share class, and all shares are freely tradable.

#### ACCOUNTING PRINCIPLES

The consolidated financial statements of HAV Group ASA and its subsidiaries (the "Group") are prepared in accordance with the Accounting Act and generally accepted accounting principles. See note 2 - Significant Accounting Policies.

#### FINANCIAL REVIEW

The Group's revenue was NOK 759.0 million in 2024 compared to NOK 617.1 million in 2023.

The operating profit (EBIT) for the Group was NOK -51.5 million in 2024 compared to NOK -7.9 million in 2023.

The Group's net profit in 2024 amounted to NOK -31.6 million, compared to NOK -4.3 million in 2023.

Equity amounted to NOK 86.5 million in 2024, compared to NOK 91.2 million in 2023. This represents an equity ratio of 14.4% respectively in 2024 and 21.3% in 2023.

Net cash flow for the Group in 2024 NOK 98.5 million compared to NOK -71.9 million in 2023.

Cash flow from operating activities is NOK 100.0 million compared to NOK -5.4 million in 2023.

Net cash flow from investing activities NOK -12.7 million in 2024 compared to NOK -26.8 million in 2023.

The negative cash flow is mainly due to investment in research and development.

Net cash flow from financing activities NOK 11.1 million in 2024 compared to NOK -39.6 million in 2023.

Main reason is sale of own shares and repayment of non-current debt.

The cash flow statement shows the cash flow changes throughout the year. Total assets and capital employed is variable based on the payment terms and delivery times of contracts.

As of 31 December 2024, the Group's cash and cash equivalents were NOK 250.4.0 million compared to NOK 152.0 million at the end of 2023.

The Group's current liabilities amounted to NOK 499.1 million 2024 compared to NOK 297.3 million 2023, and the increase is mainly due to higher level of advance payment from customer

The balance sheet shows total assets for the Group of NOK 601.3 million in 2024, compared to NOK 427.5 million in 2023. The Board believes that the annual report provides an accurate view of the Group's assets and liabilities, financial position, and results.

#### WORK ENVIRONMENT

The total sick leave for the Group in 2024 was 2.7%, versus 3.1% in 2023.

The Group works actively to reduce the extent of injuries, secure workplaces, and improve protective equipment. It also works actively to return employees from long-term sick leave.

No serious workplace accidents which resulted in major property damage or personal injury have occurred or been reported during the year. The Board receives quarterly statistics for the development within the areas of health, environment, safety, and quality.

The Norwegian Transparency Act ("Åpenhetsloven") promotes businesses' respect for basic human rights and decent working conditions, and ensure the public's access to information. The Act imposes, among other things, a duty to provide information and carry out due diligence is assessments in the supply chain, which shall be explained in an annual report. (See appendix 1 - Transparency Act statement 2024). Further information on working environmental impacts can also be found in the ESG section of this Annual integrated report.

#### EQUALITY AND DISCRIMINATION

The Group shall comply with the purpose of the Equality and Discrimination Act, including by promoting equality and preventing discrimination on the grounds of sex, pregnancy, maternity leave or adoption, care tasks, ethnicity, religion, outlook on life, disability, sexual orientation, gender identity, gender expression, age and other significant factors of a person. The Group shall be a workplace where there is full equality between women and men. When hiring, professional competence is emphasised. Candidates with different ethnicity,



national origin, descent, skin colour, language, religion or outlook on life shall all have the same opportunities and rights. Working time arrangements in the Group follow from the various positions and are independent of gender.

Further information on equality and non-discrimination can be found in the attached statement to this Annual integrated report. Further reporting in accordance with the Equality and Discrimination Act can be found on the websites for the Group companies that are covered by the extended reporting obligations within this area, where the report for 2024 will be published within 30 June 2025.

#### ENVIRONMENTAL AND CLIMATE RISK

Climate risk for companies can include the risk of loss of value and assets as a result of physical climate change, as well as loss of market share and value creation as a result of climate policy and technological development. Overall, the climate risk and its impact on future earnings for the Group is considered to be relatively low.

The UN Sustainable Development Goals, political ambitions and new regulations pushes the Group and its customers to develop the solutions of the future already today. The Group is passionate about using knowledge to solve environmental challenges by creating energy-efficient products and cutting GHG emissions, while at the same time increasing customers' profitability, competitiveness, and value creation by giving them a tool for the future.

By widely experience in energy-efficient vessels, environmentally friendly systems and technology, the Group has the cross-cutting expertise required to do its part in meeting the UN Sustainable Development Goals.

In 2024, there have been no climate or environmental issues requiring special measures. The Group has not had any emissions to air or water in excess of the requirements set by the authorities.

Further information on climate and environmental impacts can be found in the sustainability statements page 55-59 and is a part of the Board of Directors report.

#### RESEARCH AND DEVELOPMENT

The Group conducts extensive development activities, including the development of ship designs and zero-emission propulsion systems.

As of 31 December 2024, the Group owns more than 40 ship designs that are sold worldwide. From 2013, great emphasis has been placed on development, and several new designs have been developed. There are significant excess values here beyond those stated in the financial statements. Support from several different programmes has been received and the development of a system for rebuilding to hydrogen is a large project that extends over several years. A major part of our intangible assets in the balance sheet is linked to the extensive development of our USCG/IMO certified ballast water cleaning systems finalized in 2022.

#### ANNUAL PROFIT AND ALLOCATION

The Board proposes the following allocation of the parent company's profit for 2024:

Transferred to other equity in total MNOK 11.0.

The Board proposes a dividend of NOK 0.

#### SOCIAL RESPONSIBILITY

HAV Group ASA shall maintain a solid reputation for its credibility around the world, by consistently conducting its operations with integrity and in compliance with the applicable laws and regulations. Board members and employees shall act fairly and honestly, and display integrity in all dealings with other employees, business partners, clients, the public, the industry, shareholders, suppliers, competitors, and government authorities. The Group's values and commitment to sustainable development should be reflected, promoted and implemented through policies, decisions, and actions.

The Group has established a code of ethics and social responsibility: "code of conduct", as well as a "supplier code of conduct". Among other things, these guidelines include rules for relations with business partners, hereunder policy regarding gifts and confidential information. The code of ethics and social responsibility also give guidelines on how to deal with a potential conflict of interest. Furthermore, the supplier code of conduct shall promote the Group's supply chain to respect basic human rights and decent working conditions.

An anti-corruption programme has been developed and this programme deals with among other things how to define risk areas for corruption and how to take preventive measures.

Both the anti-corruption programme, the code of conduct and the supplier code of conduct are available at the Groups' web page [www.havgroup.no](http://www.havgroup.no)

The Group is strongly involved in ensuring the development of expertise and education in the maritime industry. Our apprentice programme and HAV Academy are examples of the social responsibility that the Group has taken to ensure future competence in our industry.

## RESPONSIBILITY STATEMENT

We hereby in accordance with the Norwegian Securities Trading Act §5-5 confirm, to the best of our knowledge, that the financial statements for the period 1 January to 31 December 2024 have been prepared in accordance with applicable accounting standards, and that the information in the accounts gives a true and fair view of the company's and Group's assets, liabilities, financial position and profit or loss as a whole. We also confirm that the annual report gives a fair view of the company's and Group's development, financial position and profit or loss as a whole, as well as a description of the principal risks and uncertainties the company's and the Group face.



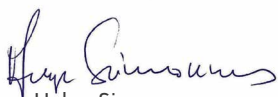
Vegard Sævik  
Chairman of the Board



Hege Sævik Rabben  
Board member



Monica G. Sperre  
Board member



Helge Simonnes  
Board member



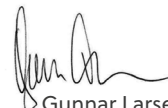
Vibeke Fængsrud  
Board member



Thor-Lennart Solevåg  
Board member



Katrine Lyng  
Board member



Gunnar Larsen  
CEO

# Corporate Governance Statement

A full-page background image showing a diver in a black wetsuit swimming horizontally in clear blue water. The diver is holding a camera or light. In the upper right, a shark is visible swimming towards the left. The overall scene is serene and deep.

*HAV Group ASA (“HAV Group” or the “Company”) wishes to maintain a high level of trust among its investors, employees, customers, suppliers and society at large, and therefore endeavours to practise good corporate governance.*





## STATEMENT CONCERNING CORPORATE GOVERNANCE

### Implementation and reporting on corporate governance

The Company's shares are listed on Euronext Growth Oslo, and are thus not subject to mandatory reporting requirements for corporate governance according to the Norwegian Accounting Act § 3-3b and "The Norwegian Code of Practice for Corporate Governance" ("NUES").

The Board has a responsibility to ensure that the Company has good corporate governance, and finds it therefore appropriate to follow the recommendation in NUES, last revised 14 October 2021, which is available at [www.nues.no](http://www.nues.no).

This reporting on corporate governance follows the same system as NUES where natural. If the Company deviates from the NUES recommendation, HAV Group will adhere to the "comply or explain" principle for each and every clause in the recommendation.

According to HAV Group's own evaluation, the Company deviates from the Corporate Governance Code on the following points:

- HAV Group does not require all Board members to be present at the general meeting as the Company has deemed it satisfactory to require the presence of the Chairperson of the Board and the CEO.
- HAV Group does not require the chairman of the nomination committee to be present at the general meeting, but the Chairman of the nomination committee may attend the general meeting if the matters to be dealt with are of such a nature that this is considered necessary.
- As HAV Group is not listed on a regulated market, the Company is not required to prepare an annual remuneration report. The Company has therefore not deemed it necessary to develop specific guidelines for remuneration of executive personnel. Instead it follows established company practice when deciding executive management remuneration.

### **Core values**

The Company shall have a good reputation for credibility around the world, achieved by consistently conducting its business with integrity and in accordance with the acts and regulations that apply to the Company's activities. Members of the Board and employees shall act in a fair and honest manner and demonstrate integrity in all their dealings with other employees, business associates and clients, the general public, the business community, shareholders, suppliers, competitors and public authorities. The Company's core values and commitment to sustainable development shall be reflected, promoted and implemented through guidelines, decisions and actions.

The Company's guidelines are set out in the "code of conduct", the "supplier code of conduct" and the Company's anti-corruption policy, all available on the Company's website [www.havgroup.no](http://www.havgroup.no).

### **The business**

HAV Group is a public limited liability company organised under the laws of Norway and subject to the provisions of the Norwegian Public Limited Liability Companies Act.

The scope of the Company's business is laid down in Article 3 of the Articles of Association. The purpose of the Company is to invest, directly or indirectly, in maritime activities, including what is naturally connected to this.

The Company is an international provider of green technologies and services for maritime industries. HAV Group each year publishes a sustainability report where it presents the main social, societal, and environmental challenges the Company faces, and how it approaches them. The identified focus areas are integrated with the Company's business strategy, and concrete goals are each year defined to improve HAV Group's performance within these areas.

To discuss and evaluate goals, strategy and risk profile, the Board conducts an annual strategy meeting, where the main purpose is to set the long-term direction for the Company. This takes into account financial, social and environmental considerations plus the Company's impact on people.

A further description of the Company's operations, goals, strategy, and risk profile is provided in the Group's annual report, which shows how the Company's operations and strategies are aligned with objectives defined in the Articles of Association.

### Equity and dividends

The Company shall at all times have sufficient equity to achieve its goals and strategy, and that matches its risk profile and commitments.

The following dividend policy is adopted by the Board:

*'At present date, the Company is in a growth phase and will most likely not pay any dividend in the short to medium term as the Company intends to use its profit for both organic and inorganic growth initiatives as well as product and technology innovation. However, the Company will strive to follow a dividend policy favourable to the shareholders and the amount of any profits to be retained will be dependent on, inter alia, the Company's investment requirements and rate of growth and inorganic investment opportunities.'*

*'There can be no assurance that in any given year a dividend will be proposed or declared. When the Board considers whether to propose a dividend and determines the amount, the Board will take into account the limitations that follow from the applicable legal restrictions, the Company's capital requirements, including capital costs, the Company's financial position, market prospects and other general business terms and conditions.'*

The annual general meeting 2024 authorised the Board to acquire the Company's own shares in connection with share purchase programme and acquisitions. The current mandate is valid until the next annual general meeting, however no longer than 30 June 2025.

The Board will also propose that the 2025 annual general meeting authorises the Board to acquire the Company's own shares in connection with share purchase program and otherwise where this is considered to be in the interest of the Company (including but not limited to acquisitions). The Board will propose that the authorisations are made applicable until the Company's next annual general meeting, however no later than 30 June 2026.



The annual general meeting 2024 granted the Board a general authorisation to carry out capital increases in order to ensure that the Board has the necessary flexibility to be able to take advantage of strategic business opportunities. The authorisation entitles the Board to issue shares in return for cash contributions and non-cash contributions, and in connection with mergers or acquisitions that are strategic and important to the further development of the Company. The current mandate is valid until the next annual general meeting, however no longer than 30 June 2025.

In order to ensure that the Board has the flexibility necessary for it to be able to take advantage of strategic business opportunities, the Board will propose that the 2025 annual general meeting grants the Board a renewed authorisation to carry out capital increases, cf. Section 10-14 of the Public Limited Liability Companies Act. The authorisation will entitle the board to issue shares in return for cash contributions and non-cash contributions, and in connection with mergers and acquisitions that are strategically important for the further development of the Company, and that shareholders' preferential right to subscribe for shares is waived. The Board will propose that the authorisations are made applicable until the Company's next annual general meeting.

#### **Equal treatment of shareholders and transactions with close associates**

Equal treatment of all shareholders is a core governance principle. The Company has one class of shares. Each share carries one vote at the general meeting.

The Company's trading in own shares shall preferably take place through Euronext Growth Oslo, alternatively in other ways at the listed price. On 31 December 2024, the Company held zero own shares. If the Board, on the basis of an authorisation from the general meeting, decides to carry out a capital increase in which existing shareholders' preferential rights are waived, the reason for this will be given in the stock exchange statement issued in connection with the capital increase.

#### **Freely negotiable shares**

All shares in the Company are freely negotiable, and are listed on Euronext Growth Oslo. The Company's articles of association do not contain any form of restriction on negotiability of the shares.

### The general meeting

The general meeting is the Company's supreme body. The Board decides the form of the meeting, can be conducted as a physical or electronic meeting in accordance with applicable legislation. The Board strives to enable as many shareholders as possible to exercise their rights by participating at the Company's general meetings, and make the general meeting an effective meeting place for shareholders and the Board, among other things by ensuring that:

- the notice of the general meeting is sent to shareholders at least 14 days before the general meeting is held, and made available via Oslo Børs' notification system [www.newsweb.no](http://www.newsweb.no) and on the Company's website [www.havgroup.no](http://www.havgroup.no) at the same time
- case documents provide sufficient information to enable shareholders to form an opinion in advance on matters to be considered
- the registration deadline is set as close to the meeting date as possible, but no later than two days before the general meeting is held. Shareholders who have not registered can be denied admission to the meeting.

The chair of the Board and the CEO is present at the general meeting, while the other Board members and the chairman of the Nomination Committee may also be present. The auditor shall attend the general meeting when the matters to be dealt with are of such a nature that this is considered necessary.

All shareholders registered in the Norwegian Central Securities Depository (VPS) receive notice of the general meeting, and are entitled to submit proposals and vote directly or by proxy. A proxy form is prepared and sent out together with the notice of the general meeting.

The Company's Articles of Association allow for documents to be considered at the general meeting to be made available on the Company's website instead of being distributed with the notice of meeting. This also applies to documents that by law shall be included in or enclosed with the notice of the general meeting. Shareholders can nonetheless ask to have them sent.

The general meeting shall approve the annual accounts, allocate profit/adopt coverage of loss, and consider other matters that are, by law or the Company's Articles of Association, the business of the general meeting.

The Company's Articles of Association do not contain any special provisions concerning who should chair the Company's general meeting. In line with the provisions of the Public Limited Liability Companies Act, the general meeting is opened by the chair of the Board, and the chair of the meeting is then elected by the general meeting.

The minutes of the general meeting are published in a stock exchange statement and made available on the Company's website [www.havgroup.no](http://www.havgroup.no).

#### **Nomination Committee**

In accordance with the Articles of Association, the Company has established a Nomination Committee.

The Nomination Committee shall consist of two members who are independent of the Company's Board and executive personnel. Current members of the nomination committee are Helge Aarseth (Chairman) and Arve Moltubakk.

The Nomination Committee shall assist the Board in meeting its responsibility to nominate Board members for election at the general meeting, and ensure that the candidates possess the right qualifications and integrity to fulfil their obligations. In concrete terms, the committee shall identify and evaluate potential Board members, send its recommendation to the general meeting when Board members are up for election, and propose directors' fees. In addition, the committee shall have an advisory function in relation to the Board with respect to the board's composition, instructions and evaluation. A justification for a candidate will include information on each candidate's competence, capacity and independence.

As part of its nomination process, the Nomination Committee will have contact with major shareholders, the Board and the company's executive management to ensure that the process takes both the Board's and the Company's needs into consideration.

The fee for members of the Nomination Committee will be stipulated by the general meeting. Information regarding the Nomination Committee members, the procedures, as well as how input and proposals may be submitted to the committee is published on the Company's website.

### **The Board's composition and independence**

The Company's Article of Association stipulates that the Board shall consist of between three and seven members, elected for two years at a time. The Chair of the Board is elected by the general meeting.

The Company's Board has seven members. Five of the members are independent of the Company's executive personnel, important business associates and the Company's principal owner. The Board currently consists of four women and three men, none of whom are executive personnel in the Company. The Company has not established a corporate assembly, but two employee representatives are members of the Board.

The Board members are encouraged to own shares in the Company, and an overview of the Board members' holdings are presented in a note to the annual accounts. As of 31 December 2024, four out of seven Board members owned shares in the Company.

The composition and overall qualifications of the Board is assumed to make a positive contribution to the development of the Company and the satisfactory safeguarding of the shareholders' interests. A more detailed presentation of the members of the Board is included in the annual report.

### **The work of the Board**

The Board has overall responsibility to secure the Company's value creation in a sustainable manner and determines the Company's goals, risk profile and strategies, as well as follow-up on this. The Board's duties also include monitoring and control of the Company's activities, including responsibility for ensuring that activities are organised and run within the framework of applicable law.

The Board has adopted instructions for its work and the chief executive's work, with particular emphasis on a clear internal division of responsibility and duties.

The rules and procedures describe how the Board is responsible for reviewing and approving the organisation's purpose, values or mission statements, strategies, policies and goals related to sustainable development, and delegate implementation of such matters to the Company's management. The procedures also include stipulations to ensure that the Company has the necessary due diligence and other processes in place to identify and manage its impacts on the economy, environment and people,

and ensure that the management of the Company engages with relevant stakeholders to support these processes. At least annually, the Board reviews the company's sustainability performance, including key performance indicators and priorities going forward.

The Company has guidelines that impose a notification obligation on Board members and executive personnel who have a direct or indirect material interest in agreements entered into by the Company. Any transaction between the Company and a close associate shall be based on ordinary market terms at arm's length. Any transaction which is not immaterial shall be carried out on the basis of a valuation by an independent third party. The Company will ensure that significant transactions with close associates are processed in accordance with the requirements laid out in the Public Limited Liability Companies Act. Transactions between close associates are discussed in a note to the 2024 annual accounts.

Further, if the Chairperson of the Board is personally involved in matters of a material character, the Board's consideration of such matters will be chaired by another member of the Board.

The Board employs and exercises rights of instruction in relation to the chief executive officer, who is responsible for the day-to-day running of the Company. The Board oversees the enterprise and its management.

The Board adopts an annual plan for its work and holds meetings as necessary, at least five ordinary meetings per year. The Board evaluates its own performance and expertise on an annual basis. The evaluation is submitted to the Nomination Committee.

The Company has an Audit Committee consisting of two of the Board members, one of whom is independent of the Company's principal owner. One of the members have accounting expertise.

The Company does not currently have a Remuneration Committee. In the event that the Board is required to engage in matters related to compensation paid to executive personnel, this is handled by the Chairperson on behalf of the Board. The Chairperson is independent of the Company's executive personnel.

The Company's financial calendar is published at [www.newswest.no](http://www.newswest.no), and on the Company's website [www.havgroup.no](http://www.havgroup.no). The Company's results are published each quarter unless otherwise decided by the Board.



The Chief Executive Officer has a right and an obligation to participate in the consideration of matters by the Board and to state his/her opinion, unless the Board decides otherwise in a particular case.

The Board discusses, as necessary, its own form of work and the processes relating to the preparation and execution of Board meetings, and its overall qualifications and capacity in relation to the Company's activities.

#### **Risk management and internal control**

The Board has responsibility for ensuring that the Company has sufficient internal control and appropriate risk management systems adapted to the Company's scope and activities. This responsibility also includes the Company's core values and code of conduct.

The most important risk for the Company is the market risk associated with shipbuilding activities, technology development, financial risk and operational risk. In practice, risk is handled as an integral part of the work processes. All managers are responsible for risk management and internal control within their area of responsibility.

The Board receives, as a minimum, quarterly reports describing the Company's financial situation, information about projects and market conditions. The Board also receives quarterly statistics on developments in quality, health, safety and the environment. External parties conduct control and follow-up of the Company and the Company's activities relating to ISO certification.

The Board continuously evaluates the information submitted to the Board by the administration and adopts amendments to the reporting procedures if required. The Board conducts an annual review to discuss and identify external and internal risk factors for the Company.

The Company's financial reports are drawn up pursuant to the accounting principles specified in the annual report. The Company's quarterly reports to the Board and the reports published each quarter are prepared on the same principles.

The Audit Committee shall help the Board to fulfil its supervisory responsibility for the accounts, the financial reporting process and the internal control. The Audit Committee shall also evaluate the external

auditor's work, and, if relevant, recommend a change of auditor. The committee shall also assess the auditor's fee. The Audit Committee is entitled to full access to all relevant documentation, and can use external advisors if necessary. The Audit Committee shall have at least one meeting per quarter. The Audit Committee reviews the financial annual and interim reports, with a particular focus on accounting principles, material discretionary items, and compliance with laws, regulations and accounting standards.

#### **Remuneration of the Board**

Remuneration of the Board and the Audit Committee are decided annually by the general meeting. The remuneration is not based on the Company's performance, and no share options are issued to members of the Board.

The remuneration is stipulated on the basis of time expenditure and the Company's activities and size. Members of the Board, including companies with whom they are associated, are usually not given separate assignments by HAV Group in addition to their function as directors. Such assignments will be based on approval from the Board. There were no such assignments in 2024.

#### **Remuneration of executive personnel**

Efforts are made to recruit and retain executive personnel who possess the qualities required to run the Company, and, not least, to promote value creation. Each employee's remuneration shall be competitive on market terms and shall reflect his/her area of responsibility and work performance.

The Board is directly responsible for determining the CEO's salary and other benefits. The CEO is, in consultation with the CHRO of HAV Group, responsible for determining the salary and other benefits for the Group's other senior executives.

As HAV Group is not listed on a regulated market, the Company is not required to prepare an annual remuneration report. As of now, the Company has therefore not deemed it necessary to develop specific guidelines for remuneration of executive personnel. However, according to established company practice, executive management remuneration consists of three main elements: salary, bonus and equity-based instruments. Bonus payments are subject to an absolute limit.

### Information and communication

The Company has established guidelines for reporting of financial and other information. The purpose of these guidelines is to provide expedient and accurate information about the Company to its shareholders and other stakeholders. Transparency, equal treatment and correct reporting shall give the different Groups of stakeholders the best possible basis for assessing the Company's current and future situation.

The Company shall communicate all information relevant for assessing the operation and value of the Company to its shareholders and to the market in a timely and effective manner in accordance with the applicable rules for companies listed on Euronext Growth Oslo.

The Company will publish significant information via Oslo Børs' notification system [www.newswest.no](http://www.newswest.no), and on the Company's website [www.havgroup.no](http://www.havgroup.no).

The Company shall have a dialogue with its shareholders via adequate forums based on the principle of equal treatment and equal access to information.

The Company publishes an annual financial calendar with an overview of the dates of planned important events such as quarterly reports and the general meeting. The Company's investor relations policy is also available on its website.

### Takeovers

The Board has drawn up some main principles for how any takeover bids should be dealt with.

In the event of a takeover bid for the shares in the Company, the Board shall ensure that the Company's shareholders receive equal treatment and that the Company's activities are not unduly disrupted.

The board shall also ensure that shareholders have sufficient information and enough time to consider the offer.

The Board shall not seek to prevent or impede takeover bids for the Company's activities or shares unless special grounds exist for doing so. The Company's Articles of Association do not include defense mechanisms aimed towards take-over bids, nor are any other obstacles implemented with the objective of reducing the trade and/or transferability of the Company's shares. If a takeover bid is launched for the shares in the Company, the Board shall release a statement with a recommendation on whether shareholders should or should not accept the offer.

#### **Auditor**

The general meeting appoints the auditor and approves the auditor's fee. The auditor's responsibility is to audit the annual accounts and the annual report submitted by the Board and the Chief Executive Officer pursuant to the Auditors Act and generally accepted accounting practices.

The auditor presents the main features of the plan for the auditing work to the Audit Committee and the Board each year. Meetings are held between the auditor and the Board, either the full Board or the Chair, as necessary.

The auditor will have annual meetings with the Audit Committee to review the Company's control procedures.

The auditor will not take on assignments for the Company that can lead to conflicts of interest, and will issue an annual confirmation of his/her independence to the Audit Committee. It is the Board's responsibility to maintain the independent role of the auditor.

Fosnavåg, 30 April 2025

*The Board of Directors of HAV Group ASA*

# Sustainability statement

*Our sustainability statement is structured in four main parts: General information, Environment, Social and Governance.*









# General information



### Basis for preparation

This is our third sustainability report and applies to the reporting period 1 January to 31 December 2024. The report has been prepared on a consolidated basis and the scope is the same as for our financial statements. The sustainability report covers our upstream and downstream value chain (see illustration on page 8-9).

### Disclosures in relation to specific circumstances

We use the same time horizons as defined by ESRS 1 section 6.4:

- *Short-term* is defined as within the next reporting year
- *Mid-term* is defined as from the end of the next reporting year up until five years
- *Long-term* is defined as more than five years from the publishing date of this report

We have not used any indirect sources to estimate data, except from our carbon accounting where we rely on GHG emission factors from DEFRA, IEA and AIB.

We have previously prepared our sustainability report in accordance with the 2021 General Reporting Initiative's (GRI) reporting standard. From 2024, we are reporting with reference to the new European Sustainability Reporting Standard (ESRS). We have also included information stemming from other legislation, such as the Norwegian Transparency Act and Norwegian legislation on equality and non-discrimination (see appendix 1 and 2).

We have not identified any reporting errors from previous reporting periods.

### The role of the management group and the Board

Our Board consists of seven members. Five of the members (71%) are independent of the company's executive personnel, important business associates and the company's principal owner. The Board currently consists of four women (57%) and three men (43%), none of whom are executive personnel in HAV Group. Information about each Board member is available on our website. Detailed information on composition, independence and the work of the Board can be found in the Corporate Governance Statement, sections 8 and 9. Additionally, information about each Board member is available on our website.

Our sustainability performance is governed by the Board, who also review our sustainability strategy. The Board is responsible for ensuring that the interests of stakeholders are safeguarded in a satisfactory manner. The Board has prepared and adopted rules and procedures for the Board and has an annual plan for its work to ensure that all important issues and business areas are covered, emphasising objectives, strategy, and implementation of our business plan.

At least annually, the Board reviews our sustainability performance, including material topics, key performance indicators and priorities. The Board is also provided quarterly statistics on developments in quality, health, safety and the environment.

Our management group is composed of seven members and an overview can be found on our website. The Chief Human Resource Officer (CHRO) is responsible for the follow-up of sustainability activities across the Group and reports back to the management group and the Board who evaluate the results. Additional responsibilities involve helping the organisation integrate all relevant sustainability elements into our overall strategy, prioritising key sustainability issues, providing guidance on sustainability matters, and communicating with both internal and external stakeholders about sustainability topics.

#### **Information provided to, and sustainability matters addressed by the management group and the Board**

The CHRO oversees our Group's overall sustainability progress and provides updates to the management group and Board on a need-to know basis. Progress is assessed based on existing policies, goals, targets, and actions. Critical issues related to our Group's sustainability related impacts may also be raised and communicated to the management group and the Board on a need-to-know basis.

Sustainability risks are assessed through a structured annual evaluation process or through specific risk evaluations as needed. For details on the annual process, we refer to the Corporate Governance Statement section 10 and this sustainability report. We report and follow up on risk and compliance exposures in all business areas in a controlled and consistent manner, managed by the CHRO.

#### **Integration of sustainability-related performance incentive schemes**

There are currently no incentives schemes related to sustainability matters offered to the Board or the management group.

### Statement on due diligence

We regularly carry out various due diligence processes to identify impacts, risks, and opportunities across our value chain and subsidiaries. The Board has adopted instructions for its work and the chief executive's work, with particular emphasis on a clear internal division of responsibility and duties. The rules and procedures describe how the Board is responsible for reviewing and approving our organisation's purpose, values or mission statements, strategies, policies and goals related to sustainable development, and delegate implementation of such matters to the management group. The procedures also include stipulations to ensure that our Group has the necessary due diligence and other processes in place to identify and manage our impacts on the economy, environment and people, and ensure that the management group engages with relevant stakeholders to support these processes.

We rely on third-party suppliers for production and distribution, which means that we are directly and indirectly exposed to supply chain risks, including human rights breaches. In line with the OECD guidelines for multinational enterprises, we conduct due diligence of new suppliers and business partners following our own procedures.

During 2024, we conducted a double materiality assessment to map sustainability-related impacts, risks, and opportunities. This process involved key internal stakeholders from all business areas, allowing for a comprehensive evaluation and prioritisation of sustainability issues.

Furthermore, we conduct an annual human rights risk assessment in compliance with the Norwegian Transparency Act. This assessment takes into account factors such as industry and location to identify potential human rights risks within our supply chain.

Core elements of due diligence	Reference
a) Embedding due diligence in governance, strategy and business model	Appendix 1
b) Engaging with affected stakeholders in all key steps of the due diligence	Appendix 1
c) Identifying and assessing adverse impacts	Appendix 1
d) Taking actions to address those adverse impacts	Appendix 1
e) Tracking the effectiveness of these efforts and communicating	Appendix 1

### Risk management and internal controls over sustainability reporting

The Board is responsible for ensuring that the Group has good internal control and appropriate risk management systems adapted to our scope and activities. This responsibility also includes our core values and code of conduct.

In practice, risk is handled as an integral part of the work processes. All managers are responsible for risk management and internal control within their area of responsibility.

The Board continuously evaluates the information submitted to the Board by the administration and adopts amendments to the reporting procedures if required. The Board conducts an annual review to discuss and identify external and internal risk factors.

### Stakeholder mapping

In 2022, we conducted a stakeholder mapping, which identified the following key stakeholder groups:

Stakeholder group	Definition
Investors	Any person or other entity who have invested in HAV Group with the expectation of receiving financial returns.
Board of Directors	The governing body of HAV Group, elected by shareholders to set strategy and oversee management.
Employees, including the management group	A person with employment at HAV Group.
Suppliers and business partners	Vendors and businesses whom HAV Group procures goods or services from.
Customers	A person or company buying goods or services from HAV Group.
Industry associations	Organisations that support the industries in which HAV Group operates within.
Government & regulatory authorities	Regulatory authorities that monitor and enforce regulations on HAV Group.
Local communities	People or communities who are living within the area of HAV Group's operations.



### Stakeholder dialogue

We keep an ongoing dialogue with all stakeholder groups through various channels, and our most common engagement activities are listed in the table below. Additionally, we conducted systematic stakeholder dialogue with several of these stakeholder groups in 2022. In the systematic stakeholder dialogue, selected stakeholders were e-mailed an ESG survey that comprised of 18 sustainability related questions.

Stakeholder group	Engagement activities	Part of the stakeholder dialogue 2022
Investors	<ul style="list-style-type: none"> <li>Quarterly and annual reports</li> <li>Quarterly webcast presentations</li> <li>Company presentations</li> </ul>	Yes
Board of Directors	<ul style="list-style-type: none"> <li>ESG survey</li> <li>Board meetings</li> </ul>	Yes
Employees, including the management group	<ul style="list-style-type: none"> <li>HAV Academy activities</li> <li>Monthly dialogue meetings with employee representatives</li> <li>Annual employee interview and Questionnaire</li> <li>ESG survey</li> <li>Social events</li> </ul>	Yes
Suppliers and business partners	<ul style="list-style-type: none"> <li>ESG survey</li> <li>Common R&amp;D projects</li> </ul>	Yes
Customers	<ul style="list-style-type: none"> <li>Sales and design processes</li> <li>Customer services</li> <li>ESG survey</li> </ul>	Yes
Industry associations	<ul style="list-style-type: none"> <li>Regular meetings</li> <li>Seminars and conferences</li> <li>ESG survey</li> </ul>	Yes
Government & regulatory authorities	<ul style="list-style-type: none"> <li>NHO membership</li> <li>Third party validation</li> <li>Local political dialogue</li> <li>Audits</li> </ul>	No
Local communities	<ul style="list-style-type: none"> <li>Sponsoring activities</li> </ul>	No

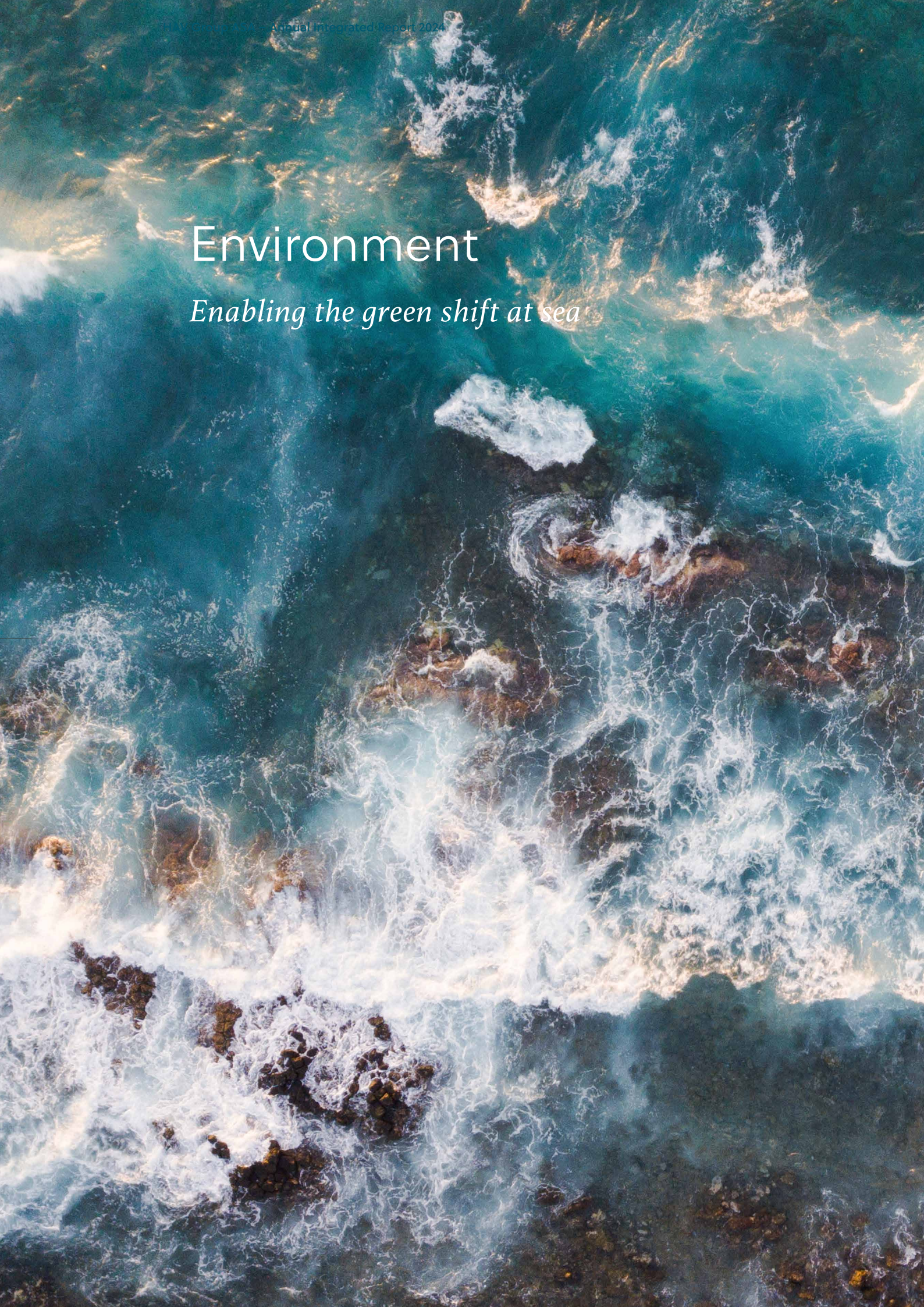
### Material impacts, risks and opportunities

In 2024, we initiated a double materiality assessment (DMA), where we evaluated our company's actual and potential positive and negative impacts on people and the environment, and risks and opportunities arising from our dependencies. More information about this process and its outcomes will be provided in the 2025 sustainability report.



# Environment

*Enabling the green shift at sea*







### Impacts, risks and opportunities

Shipping is considered a hard-to-abate sector, meaning that it is more difficult to decarbonise this industry compared to many others. The current GHG emissions strategy of the International Maritime Organization (IMO) has a target of a 40% reduction in CO<sub>2</sub> intensity by 2030, a reduction of 50% of total GHG emissions by 2050, and zero emissions as soon as possible within this century. The need for new and greener solutions is more important than ever, and we therefore see the high potential that our technologies and designs can have on reaching IMO's objectives.

As a technology and service supplier for maritime and marine industries, we have the opportunity and responsibility to positively contribute to the global green energy transition and accelerate the shift towards zero-emission operations. Our work on vessel design, electrification, and hydrogen systems is part of the solution for the shipping sector. We are passionate about using our knowledge to solve these challenges by creating energy efficient products and cutting GHG emissions, while at the same time increasing our customers' profitability, competitiveness, and value creation by giving them a tool for the future.

Despite our positive contribution to GHG emission abatement, all our systems involve industrial manufacturing, which can also have an actual or potential negative environmental impact, from the sourcing of materials to the transportation and disposal of products. Having a conscious mindset when choosing suppliers is therefore important. In general, we place sustainability high when we select suppliers and purchase system components, as well as in the crucial vessel design process.

We consider ourselves to be an enabler of the green transition at sea. This claim is backed up by the provision of numerous products and services that support the marine and maritime industries towards the goal of zero emission, including:

- **Ship design:** We advise customers regarding selection of vessel parameters and technologies that allow them to increase their competitiveness and enable the green transition at sea. We provide pioneering innovations in the design and construction of low and zero-emission vessels and energy-optimised ship designs. This entails developing the most efficient vessels possible, covering every aspect of the vessel's functionality and performance, including environmental performance, through concept development, detail design, equipment selection, procurement, system engineering and

integration. Further, innovative simulation-based ship design enables analysis and documentation of real-life performance of a vessel – before it has been built. In total, we possess the competence and tools available to help shipowners design, develop and construct low and zero-emission vessels, thereby supporting the global maritime industry in reaching its GHG emission targets.

- **Energy design and smart control systems:** We supply low- and zero-emission energy, propulsion, and control systems for the global marine market. Detailed knowledge about vessel operations – from bridge to propeller – and specialist competence in integrating energy sources, including electric propulsion, and charging systems, allow design of optimal power and propulsion systems that keep GHG emissions to a minimum. Smart control systems and software platforms for navigation, automation and control ensure even more fuel-efficient operations. These products and systems are key enablers to achieve low and zero emissions, and can be applied to newbuilds or retrofitted on board existing vessels, making it easier for shipowners to reduce GHG emissions from their fleets.
- **Hydrogen-based energy systems:** We supply complete and scalable zero-emission hydrogen-based energy systems for vessels. The systems are suitable for both vessel newbuilds and retrofits. We have developed maritime-based energy systems with liquid hydrogen tank below deck and a container-based hydrogen system to be installed on deck. Adoption of hydrogen as ship fuel is considered a vital part of the transition to more sustainable shipping. We are one of the global frontrunners in offering approved hydrogen-based energy systems for ships. Installed effect can be used for the main propulsion systems, or for additional power supply on board the vessel to comply with green operation standards. Quayside, hydrogen systems can ensure sufficient green power supply to the vessel, which does not need to rely on onshore charging infrastructure to achieve zero-emission status.
- **Water treatment systems:** We are a supplier of ballast water treatment systems for ships and other water treatment systems for the aquaculture industry. The spread of invasive species is recognised as one of the greatest threats to the ecological and the economic wellbeing of the planet. Efficient treatment of ballast water prevents the unwanted spread of invasive species. The ballast water treatment system is available for retrofit. Process water treatment for aquaculture production is key to maintain fish health and avoid detrimental effect on local environment. Further, our water treatment products have a chemical-free system that does not pollute the marine environment.

## Policies

Our company operates in accordance with relevant national and international environmental legislation. Additionally, we have established an HSE policy which outlines our approach to environmental topics. We strive to have the most energy efficiency products at any time, and the company's activities shall not expose persons, equipment, property or environment for risk or damage. We shall assess our influence on the environment, minimise waste, discharge to water, soil and air and ensure an effective and responsible use of energy.

We also expect suppliers to comply with international and national environmental legislation, standards, and discharge permits, as stated in our supplier code of conduct. Suppliers are expected to minimise their environmental impact through continuous improvement. Chemicals and other hazardous substances are to be identified, managed, and disposed of safely. The supplier is encouraged to use environmentally friendly technologies, materials, products, and services and to minimise harmful discharge, GHG emissions, and waste. When asked, the supplier should report on its environmental performance, with particular emphasis on evaluating the potential risks of present and future assets and operations.

It is the HSEQ manager in each subsidiary and the CHRO director at group level who are responsible for following up our environmental policies. Employees shall act with respect and attention to the environment.

## Actions

We have developed a sustainability strategy, focusing on all topics considered material to our company, including environmental impacts, risks and opportunities. In this sustainability strategy, we have established relevant KPIs and actions, allocated resources, and developed a 2024-2026 plan to meet our objectives.

We take a circular approach to our business, which aims to reduce GHG emissions, reuse materials where we can, and recycle the rest. To track our current footprint and progress, we have established climate accounting through CEMAsys' online platform. We are collecting relevant GHG emissions data from all subsidiaries and disclose GHG emissions annually, both on a consolidated level and per subsidiary, through our sustainability statements.

Scope 1 covers GHG emissions from sources that an organisation owns or controls directly. As the nature of our business does not require us to burn fuels, this means that our Scope 1 emissions are low. Our Scope 1 emissions are mainly linked to our four company-owned cars.

Scope 2 covers indirect GHG emissions from the generation of purchased electricity, steam, heating and cooling. Our Scope 2 emissions are linked to electricity consumption at our offices in Norway, Poland, and Turkey.

We do not manufacture the systems we sell, so most of the GHG emissions linked to our operations fall under Scope 3 (other indirect GHG emissions). The following Scope 3 categories have been identified as most significant:

- Category 1 (spend-based): Purchased goods and services
- Category 3: Fuel- and energy related activities
- Category 4: Upstream transportation and distribution
- Category 6: Business travel
- Category 7: Employee commuting

GHG emissions (in tonnes CO <sub>2</sub> e)	2024	2023	2022
Direct Scope 1 emissions	5.3	6.0	9.0
Energy indirect Scope 2 emissions (location-based)	19.5	18.7	17.3
Energy indirect Scope 2 emissions (market-based)	488.9	447.6	461.6
Other indirect Scope 3 emissions	7,404.8	10,000.5	-

Gases includes CO<sub>2</sub>, while CH<sub>4</sub> is considered in the electricity emission factors. We have not measured refrigerant injections in the offices we operate. We do not have any biogenic CO<sub>2</sub> emissions.



2021 is the base year for our Scope 1 and 2 emissions (the year our company was established) and 2023 is the base year for our Scope 3 emissions. We have used an operational approach for GHG emissions consolidation.

Emission factors used are based on numbers from DEFRA, IEA, AIB and EPA (2024).

### Targets

Our long-term ambitions are to:

- Enable our customers to succeed in the maritime green transition,
- Become a net-zero company, and
- Minimise negative environmental impact throughout our products' life cycle.

HAV Group supports all 17 Sustainable Developments Goals, and in particular:

- SDG 7: Target 7.3: By 2030, double the global rate of improvement in energy efficiency.
- SDG 14: Target 14.1: By 2025, prevent and significantly reduce marine pollution of all kinds, in particular from land-based activities, including marine debris and nutrient pollution.

**7** AFFORDABLE AND  
CLEAN ENERGY



**14** LIFE  
BELOW WATER



# Social

*Making people and our local community thrive*





### Impacts, risks and opportunities

Talent attraction and retention, training and development, occupational health and safety (HSE) and product and service-related health and safety are material social topics for us. We can have an actual and potential direct and indirect impact on all of these topics.

### Policies

We shall ensure a happy and healthy working environment for employees and have established several policy documents linked to this area, including:

- A recruitment policy that shall ensure that we employ qualified personnel who are dedicated and skilled and that can contribute to the company's goals
- An employee handbook ("personalhåndbok")
- An HSE policy
- A stop-work-policy (describing the process for workers to remove themselves from work situations that can cause injuries or ill- health)
- A supplier code of conduct

We expect our suppliers to ensure a safe and healthy working environment for their employees, and to minimise workers' exposure to potential safety hazards through design, preventative maintenance, safe work procedures, safety training and the use of protective gear. Suppliers shall also have procedures and systems in place to prevent, manage, track, and report occupational injuries and illness, as outlined in our supplier code of conduct.

Incidents and injuries that happen during instalment of products shall be reported, and we will investigate and follow-up with appropriate measures. Injuries or incidents that are related to our products but that happens after the product have been installed are reported back to the company on a voluntary basis (so far, the company has not received any such reports).

While every employee is expected to contribute to a good working environment, this topic is governed by our Chief Human Resource Officer (CHRO) together with the HR manager in both the parent company and most subsidiaries.

### Actions

In line with Norwegian legislation, we have established a Working Environment Committee ("AMU"). HAV Group (the parent company) and all subsidiaries have appointed their own safety representatives ("verneombud") and employees have elected union representatives, who regularly communicate with the management group.

Because we work in a highly competitive environment, it is important that we position ourselves as an attractive employer, in particular among young people. As our workforce consists of people with a background mainly within engineering, logistics and project management, we regularly take part in annual career fairs at relevant universities and colleges. We have also established internship and apprentice programmes aimed at recruiting candidates for future positions that runs throughout the year, including the summer. Additionally, we are in the process of establishing a programme that will offer students the possibility to write their master's thesis with us.

Our company is part of the JA-Bedrift initiative ("YES-initiative"), a project initiated by the Fosnavåg municipality with the objective of making school more varied for students and introduce them to future employment opportunities. We have also established a collaboration with the Norwegian Labour and Welfare Administration (NAV) to look at how we can offer jobs to people that for various reasons have ended up outside the workforce. We are an active participant in the "Bli med hit!" ("Join-us!") project, which is a collaboration between Molde Næringsforum, Kristiansund and Nordmøre Næringsforum and Næringsforeningen in the Ålesund region, that aims to recruit and retain workers in the region.

Our goal is to keep valuable competence and experience within the firm, and to reach this goal, ensuring a good work-life balance is essential. Employees can use flexible or reduced working hours to meet other important obligations in their daily lives.

To facilitate professional and personal development, we regularly sponsor learning courses for employees. HAV Academy is our most important learning area and consists of two different training programmes – one for all employees and one for leaders:

- *Through our **basic training programme**, we offer employees an arena for learning, inspiration, and motivation. In the basic training programme, employees share their experiences across business areas*

*and roles and gain extended knowledge about the different companies in the Group, their system and procedures.*

- *Through our **leadership training programme**, we seek to strengthen relational competence and become more confident in leadership roles. The participants' work with concepts such as vision, values, culture, and business models, getting basic understanding of topics such as accounting and finance.*

### Occupational health and safety

We work every day to maintain and develop a strong HSE culture. We encourage staff to actively contribute with suggestions that can improve HSE, and to stop work which may cause accidents, damage, or unsafe situations. Managers are responsible for establishing HSE procedures and routines, while employees are expected to comply with these guidelines.

Some of our subsidiaries are certified according to ISO 9001 (Quality Management Systems). This entails for instance that we are required to implement a HSE management system, referred to as TQM. All workers (100%) except non-employees are covered by this system. Employees can report work-related hazards or dangerous situations through the TQM and in 2024, all employees received training on how to do so.

We continuously work to identify work-related hazards and risks, for example through the Safe Job Analysis. The TQM is based on findings from these assessments, which are conducted on a routine and non-routine basis. Regular communication and employee involvement are essential elements of the TQM.

We have consulted an external occupational health service (Medi 3 Bedriftshelsetjeneste) that assists us with for example risk assessments, safety rounds and health examinations. We hold regular meetings with union representatives and safety representatives where HSE is on the agenda.

All employees receive information about HSE as part of the onboarding process, this also include an introduction to proper use of equipment and safety gear if relevant. Safety representatives undergo a basic course related to the working environment. A first aid course is held annually, and all employees are required to participate. All companies in the Group have installed defibrillators in every office. Every other year, a defibrillator course is organised, and fire exercises are also held annually. A crisis plan has recently been developed, and a crisis exercise is in planning.

Few high-consequence risks have been identified but work that our service engineers carry out on board vessels at foreign shipyards can potentially pose a risk of high-consequence injury (0 in 2024). Therefore, we have strengthened our HSE guidelines for this group specifically in 2024, by developing safety folders that service engineers can bring to work.

As most of the work conducted in HAV Group takes place in an office environment, the main type of work-related injury is musculoskeletal. To improve this, all offices have installed desks, chairs and screens that can be raised / lowered, depending on each employee's individual needs.

If work-related incidents were to occur, we will use case handling in TQM to describe the incident, what measures we took to prevent the incident from developing further and investigative measures. In 2024, four HSE injuries (one with absence) were registered in the TQM, up from three in 2023. Two of the injuries related to use of electricity (NES), while two injuries related to slip/step incidents (NGT). Based on both incidents, we have reviewed our HSE routines for improvement.

We offer comprehensive benefits to all employees, including an insurance package with personal insurance that goes beyond the statutory occupational injury insurance, in addition to recreational accident, group life, illness/disability and travel insurance. We also offer treatment insurance to employees, preventive health checks and individual follow-up. Temporary and part-time employees have access to the same health/insurance benefits as full time employees.

### Targets

Our long-term ambitions are to:

- Be considered as a preferred employer in our industry (measured through number of applicants for new/open positions, new hires and retention rate)
- Promote learning and development among employees (measured through participation in learning programmes such as HAV Academy)



- Be a safe workplace (zero incidents / injuries target)
- In general ensure employee wellbeing including work-life balance (measured through low absence rate, low turnover, employee engagement score and parental leave).
- Attract young people and motivate workers to stay in the workforce beyond 62 years of age (age diversity).

HAV Group supports all 17 Sustainable Developments Goals, and in particular:

- SDG 8: Target 8.5: By 2030, achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities, and equal pay for work of equal value.

**8** DECENT WORK AND  
ECONOMIC GROWTH



## Gender distribution for different employee categories

	2024		2023		2022	
	Men	Women	Men	Women	Men	Women
Total employees	141	34	132	36	132	35
Permanent employees	139	32	125	34	123	34
Full-time employees	140	31	124	33	118	33
Part-time employees	1	1	1	1	5	1
Temporary employees	3	1	6	1	9	4
Non-guaranteed hours employees	0	0	3	1	-	-

New hires by gender and age<sup>1</sup>

	2024		2023		2022	
	Men	Women	Men	Women	Men	Women
Under 30	11	1	7	1	3	0
30-50	8	2	8	4	5	5
Over 50	2	0	1	2	2	1

<sup>1</sup> Only employees in Norway included.Employee turnover<sup>1</sup>

	2024		2023		2022	
	Men	Women	Men	Women	Men	Women
Turnover	10.1%	6.3%	12.1%	0%	6.5%	5.0%
New employee hires	13.3%	2.7%	21.1%	9.2%	62.0%	38.0%

<sup>1</sup> Only employees in Norway included.

Parental leave<sup>1</sup>

	2024		2023		2022	
	Men	Women	Men	Women	Men	Women
No. of employees that took parental leave	4	1	3	0	-	-
No. of employees that returned to work in the reporting period after parental leave had ended	2	0	3	0	-	-

<sup>1</sup> Only employees in Norway included.

Work-related injuries

	2024		2023	
	Quantity	%	Quantity	%
Fatalities as a result of work-related injury	0	0%	0	0%
High-consequence work-related injuries	0	0%	0	0%
Recordable work-related injuries	4	2.3%	2	1.2%
Number of employees that are covered by the occupational health and safety management system	175	100%	168	100%
Fatalities as a result of work-related ill health	0	0%	0	0%

<sup>1</sup> All numbers are reported in head count and at the end of the reporting period.

A close-up photograph of an open oyster shell. The interior of the shell is a pale, iridescent green. The oyster's body is visible, showing its mantle edge and a large, round, white pearl with a dark spot in the center. The pearl is nestled among the oyster's organs. The shell's exterior is dark and textured.

# Governance

*Trusted and responsible partner*



### Impacts, risks and opportunities

Corruption is broadly linked to negative impacts, such as poverty in transition economies, damage to the environment and abuse of human rights. It is vital that we as a company maintain an invaluable reputation for corporate trustworthiness, consistently conducting business with integrity and in compliance with the laws and regulations governing our activities.

We deliver products and services worldwide and are therefore exposed to risks linked to corruption. We are occasionally dependent on the use of intermediaries or agents to open doors to new markets and establish relations with new customers, in particular overseas. Such intermediaries are normally only paid if their endeavours are successful (signature of a contract), and they therefore have a strong closing incentive. We usually have limited knowledge of and control over the intermediary's operations, and it is therefore a risk that corruption can occur in connection with such contracts. Intermediaries who operate on their own are deemed to entail a greater risk than intermediaries or agents that are employed by recognised brokerages.

Additionally, persons with decision-making powers in relation to third parties may be exposed to corruption risk ('at-risk-functions'). Within HAV Group, this mainly applies to the management group, procurement personnel, sales personnel, and the Board.

### Policies

We shall adhere responsible business practices in all our operations and are committed to conduct our business with integrity, in accordance with internationally proclaimed human rights and with the aim of furthering sustainable development. In this respect, we recognise the importance of our suppliers, contractors, subcontractors, distributors, agents, consultants, and other partners in achieving this pursuit.

We expect employees, the management group and the Board to act in a fair and honest manner and demonstrate integrity in all their dealings with other employees, business associates and clients, the public, shareholders, suppliers, competitors, and government authorities.

As a company residing in Norway, we operate in accordance with Norwegian anti-corruption laws. In addition to our code of conduct and supplier code of conduct, we have established an anti-corruption policy both for HAV Group and subsidiaries. These policies are available on our website and are integrated in all employment contracts. To improve transparency, we have established a Corporate Governance Statement in line with The

Norwegian Code of Practice for Corporate Governance's recommendations (NUES) that can be found on page 32-45 and on our website.

All suppliers are requested to comply with the supplier code of conduct and warrant that it conducts and will continue to conduct its business in a responsible and ethical manner and in accordance with the provisions of the supplier code of conduct. Agreements with intermediaries or agents and suppliers must include adequate anti-corruption provisions. These provisions must ensure that the contract can be terminated should corruption be found to exist with the counterpart and must include an obligation to cover any financial loss suffered by the relevant company in connection with termination of the contract. The relevant company Board shall be informed about the use of agents or intermediaries in connection with the approval of contracts.

Our Head of Legal Affairs has the overall responsibility to develop and maintain appropriate guidelines in this area. All employees, partners and other stakeholders shall be informed about the Group's policies regarding business ethics and anti-corruption. Updates to the policies are communicated in internal messages.

### **Actions**

Risk of sanctions and corruption shall always be examined and assessed in relation to new markets, customers, and partners. Risk assessments are conducted using online indicators or indexes. For sanctions matters, external advisors perform integrity due diligence when found necessary. As part of our obligations under the Norwegian Transparency Act, the Group reports on its due diligence assessments and outcomes in annual Transparency Act statement (see appendix 1 and our website).

We have previously organised an anti-corruption training for relevant functions with the assistance of an external course provider and will offer refreshment training for both employees and Board members when deemed appropriate.

We acknowledge the risk of violations of the code of conduct and depend on the willingness of employees and external parties to raise concerns to uphold high ethical standards. Examples of violations include, but are not limited to, fraud and corruption, harassment and discrimination, and violations of environmental and human rights. Should circumstances be found to exist that are subject to penal sanctions (including corruption), or that are in violation of statutory obligations or prohibitions, or in breach of our code of conduct or generally accepted ethical standards, we will facilitate internal notifications.



Employees are encouraged to use their right and responsibility to report concerns (“whistleblowing”). This also applies to external parties, including employees of associated companies. The whistleblower decides what information is to be provided and there is no requirement that the whistleblower can prove the event, act, or omission. However, to allow us to perform adequate follow-up actions, the report should include as much detail as possible and, if available, supporting evidence.

Reports of concerns can be made to our Integrity Channel, jointly managed by the Head of Legal Affairs and the CHRO. The Integrity Channel offers the whistleblower the possibility to report anonymously. Our core principles for handling reports of concerns are:

- Fair and objective process
- Protection of the whistleblower against retaliation
- Protection of the legal rights of the individual who is the subject of the report
- Confidentiality
- Protection of sources
- Protection of personal data

## Targets

Compliance and anti-corruption	Target	2024	2023	2022
Total % of employees that the organisation's anti-corruption policies and procedures have been communicated to	100%	100%	100%	-
Total no. of confirmed incidents of corruption	0	0	0	0
Total no. of public legal cases regarding corruption brought against the organisation or its employees during the reporting period	0	0	0	0
Total no. of significant instances of non-compliance with laws and regulations during the reporting period	0	0	0	0
Total no. of fines for instances of non-compliance with laws and regulations that were paid during the reporting period	0	0	0	0
Total no. of confirmed incidents in which employees were dismissed or disciplined for corruption	0	0	0	0
Total no. of confirmed incidents when contracts with business partners were terminated or not renewed due to violations related to corruption	0	0	0	0

# FINANCIAL STATEMENTS

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## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

HAV Group ASA

(NOK 1,000)	Note	2024	2023
Revenues	3	756 817	615 433
Other operating revenues	3	2 156	1 668
<b>Operating income</b>		<b>758 973</b>	<b>617 101</b>
Materials and consumables		513 816	367 779
Payroll expenses	4	201 739	161 137
Other operating expenses	5	78 505	79 095
<b>Operating expenses</b>		<b>794 060</b>	<b>608 011</b>
<b>Operating profit before depreciation and amortisation (EBITDA)</b>		<b>-35 087</b>	<b>9 090</b>
Depreciation	6,7	16 403	16 988
<b>Operating profit/loss (EBIT)</b>	<b>3</b>	<b>-51 490</b>	<b>-7 898</b>
Financial income	8	34 859	29 203
Financial expenses	8	20 422	27 281
<b>Profit / loss before tax</b>	<b>3</b>	<b>-37 053</b>	<b>-5 976</b>
Income tax expense	3,9	-5 445	-1 668
<b>Profit for the year</b>	<b>3</b>	<b>-31 608</b>	<b>-4 308</b>
Attributable to :			
Equity holders of parent		-30 772	-4 322
Non-controlling interest		-836	14
<b>Total</b>		<b>-31 608</b>	<b>-4 308</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

HAV Group ASA

(NOK 1,000)

## ASSETS

	Note	2024	2023
<b>Non-current assets</b>			
Intangible assets (licenses, patents and R&D)	6	85 058	90 275
Property, plant and equipments	7	11 032	10 441
Other non-current receivables		162	141
<b>Total non-current assets</b>		<b>96 252</b>	<b>100 856</b>
<b>Current Assets</b>			
Inventory	2,11	33 847	36 342
Accounts receivables	12	138 097	55 979
Other receivables	13	63 050	73 427
Contract assets customer contracts		14 187	8 885
Cash and cash equivalents	14	250 430	151 977
<b>Total current assets</b>		<b>499 610</b>	<b>326 610</b>
Other financial instruments		5 464	0
<b>TOTAL ASSETS</b>	<b>3</b>	<b>601 327</b>	<b>427 466</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

HAV Group ASA

## EQUITY AND LIABILITIES

(NOK 1,000)	Note	2024	2023
<b>Equity</b>			
Share capital	15	35 000	35 000
Share premium reserve		87 202	87 202
Treasury shares		0	-3 341
Retained earnings		-35 425	-29 997
Non-controlling interests		-280	2 306
<b>Total equity</b>		<b>86 497</b>	<b>91 170</b>
<b>Non-current liabilities</b>			
Deferred tax liability	9	2 007	7 452
Liabilities to Financial institutions	16	10 036	26 821
Other long-term liabilities		3 721	4 686
<b>Total non-current liabilities</b>		<b>15 764</b>	<b>38 959</b>
<b>Current liabilities</b>			
Accounts payables	12	89 315	43 964
Tax payables	9	0	686
Public duties payables		15 582	17 739
Advance payment from customers		351 605	174 132
Other current liabilities	17	42 564	60 817
<b>Total current liabilities</b>		<b>499 065</b>	<b>297 338</b>
<b>Total liabilities</b>		<b>514 829</b>	<b>336 297</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>3</b>	<b>601 327</b>	<b>427 466</b>

Fosnavåg, 30 April 2025

The Board of Directors and CEO  
HAV Group ASA



Vegard Sævik  
Chairman of the Board




Hege Sævik Rabben  
Board member



Monica G. Sperre  
Board member



Helge Simonnes  
Board member



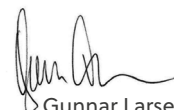
Vibeke Fængsrud  
Board member



Thor-Lennart Solevåg  
Board member



Katrine Lynge  
Board member



Gunnar Larsen  
CEO



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

HAV Group ASA

(NOK 1,000)

	Note	Share capital	Share premium reserve	Treasury shares	Retained earnings	Total	Non-controlling interest	Total equity
January 1, 2024		35 000	87 202	-3 341	-29 997	88 864	2 306	91 170
Profit for the Year		-	-	-	-30 772	-30 772	-836	-31 608
Currency translation differences		-	-	-	165	165	-160	5
Purchase /sale of own shares		-	-	3 341	24 514	27 855	0	27 855
Exit non controlling interest		-	-	-	665	665	-1 590	-925
Desember 31, 2024		35 000	87 202	0	-35 425	86 778	-280	86 497

(NOK 1,000)

	Note	Share capital	Share premium reserve	Treasury shares	Retained earnings	Total	Non-controlling interest	Total equity
January 1, 2023		35 000	87 202	-1 638	-10 586	109 978	2 562	112 541
Profit for the Year		-	-	-	-4 322	-4 322	14	-4 308
Currency translation differences		-	-	-	468	468	213	681
Purchase /sale of own shares		-	-	-1 954	-12 794	-14 747	-	-14 747
Purchase partial settelment in shares		-	--	250	-2 764	-2 514	-	-2 514
Dividend		-	-	-	-	-	-483	-483
Desember 31, 2023		35 000	87 202	-3 341	-29 997	88 864	2 306	91 170

## CONSOLIDATED STATEMENT OF CASHFLOW

HAV Group ASA

(NOK 1,000)	Note	2024	2023
<b>CASH FLOW FROM OPERATIONS</b>			
Profit/(loss) before tax	3	-37 053	-5 976
Taxes paid	9	-686	0
Depreciation	6,7	16 403	16 988
Net financial items	8	-14 437	-1 921
Changes in inventory	11	2 495	-9 879
Changes in accounts receivables	12	-82 118	26 652
Changes in accounts payable	12	45 350	3 782
Change in advance payment from customers		177 473	-18 728
Changes in other current receivables/liabilities	13	-7 382	-16 327
Net cash flow from/(to) operating activities		100 046	-5 410
<b>CASH FLOW FROM INVESTMENTS</b>			
Investments in property, plant and equipment	7	-3 911	-7 791
Investment in intangible assets	6	-7 866	-18 716
Purchase of shares in subsidiary	10	-925	-2 107
Purchase of shares in associated company		0	1 800
Net cash flow used in investing activities		-12 702	-26 813
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
New long term debt	16	36 000	0
Repayment non-current debt	8,16	-52 748	-19 371
Purchase of own shares		-1 512	-20 277
Sales of own shares		29 368	0
Net cash flow from/ (used in) financing activities		11 108	-39 648
Net change in cash and cash equivalents		98 452	-71 871
Cash and cash equivalents at start of the year		151 976	223 847
Cash and cash equivalents at end of the year	14	250 430	151 977
Restricted cash at end of year		20 230	8 634
Cash and cash equivalent recognised in the balance sheet		250 430	151 977

## NOTES

HAV Group ASA

Note	Name
1	General information
2	Significant accounting policies
3	Segment information
4	Salary, fees, number of employees etc.
5	Other operating expenses
6	Intangible assets
7	Property, plant and equipment
8	Financial income and financial expenses
9	Income tax
10	Subsidiaries, associates and other financial investments
11	Inventory
12	Financial risk management
13	Other current and non-current receivables
14	Cash and cash equivalents
15	Share capital
16	Interest bearing debt
17	Other current liabilities
18	Losses to completion and other provisions for losses
19	Government grants
20	Contingencies and provisions
21	Related party transactions

**NOTE 1. GENERAL INFORMATION**

HAV Group ASA is a limited company based in Norway, and its head office is in Fosnavåg, Herøy.

HAV is the parent company and majority owner of the shares in various subsidiaries operating within engineering, ship design and equipment. The group has several decades of combined experience in the industry, in addition to special expertise in leading the marine and maritime industry through the green shift and towards the goal of zero emissions. The purpose of HAV is to assist its subsidiaries with strategic management, finance, logistics, marketing, and other support functions. See note 3 segment information.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES****2.1 Basis of preparation**

The consolidated financial statements of HAV Group ASA and its subsidiaries (the "Group") are prepared in accordance with the Accounting Act and generally accepted accounting principles in Norway.

Preparation of accounts in accordance with the Accounting Act requires the use of estimates. Furthermore, the application of the company's accounting principles requires management to exercise discretion. Areas that to a large extent contain such discretionary assessments, a high degree of complexity, or areas where assumptions and estimates are significant for the annual accounts, are described in the notes.

The consolidated financial statements have been prepared according to the assessment rules in the Accounting Act, chapter 5.

The consolidated financial statements are presented in NOK 1,000. Figures in all notes to the financial statements are also presented in NOK 1,000 unless otherwise specified.

The consolidated accounts were approved by the Board of Directors on 30 April 2024.

**2.2 Basis of consolidation**

The consolidated financial statements include Hav Group ASA and companies in which Hav Group ASA has a controlling influence. Controlling influence is normally achieved when the parent company has ownership interests that directly, or indirectly, provide more than half of the voting rights in a company, unless it and only in exceptional cases, it can be clearly demonstrated that ownership does not provide control. Note 10 shows an overview of subsidiaries.

Internal transactions and intercompany balances, including internal profits and unrealized gains and losses, are eliminated. Similarly, unrealized losses are eliminated, but only to the extent that there are no indications of impairment of the asset sold internally.

A change in ownership interest in a subsidiary, without loss of control, is accounted for as an equity transaction. If the group loses control of a subsidiary, the following is executed:

- Derecognizes the assets and liabilities of the subsidiary.
- Derecognizes the carrying amount of any non-controlling Interests.
- Derecognizes the cumulative translation differences recorded in equity.
- Recognizes the fair value of the consideration received.
- Recognizes the fair value of any investment retained.
- Recognizes any surplus or deficit in profit or loss.

**2.3 Classification of balance sheet items**

Assets intended for permanent ownership or use are classified as fixed assets. Assets that are associated with the product cycle are classified as current assets. Receivables are otherwise classified as current assets if they are to be repaid within one year. For debt, analogous criteria are used as a basis. First-year installments on long-term receivables and long-term debt are nevertheless not classified as current assets and short-term debt.

**2.4 Acquisition cost**

Acquisition cost for assets includes the purchase price, less bonuses, discounts and the like, and with the addition of purchase expenses (shipping, customs duties, non-refundable government fees and other direct purchase expenses). When purchasing in foreign currency, the asset is capitalized at the exchange rate at the time of the transaction.

For property, plant and equipment and intangible assets, the acquisition cost also includes direct expenses to prepare the asset for use, such as expenses for testing the asset.

**2.5 Foreign currency**

Receivables and liabilities in foreign currency, which are not hedged using forward contracts, are capitalized at the exchange rate at the end of the financial year. Exchange rate gains and losses related to sales of goods and purchases of goods in foreign currency are recognized as operating income and cost of goods.

## 2.6 Related parties

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the party in making financial and operating decisions. Parties are also related if they are subject to common control or common significant influence.

Transactions with related parties are disclosed in note 22..

## 2.7 Revenue recognition

The Group's operating revenues are related to the following income streams:

- Sale of ship electrical systems and accompanying aftermarket activity (Norwegian Electric Systems)
- Sale of ship design that is also combined with equipment deliveries (HAV Design)
- Delivery of systems for cleaning of ballast water (Norwegian Greentech)

### *Sale of ship electrical systems*

Income from contracts must be recognized in the income statement in line with progress (degree of completion).

Earned contract income on the balance sheet date is the total estimated contract income multiplied by the degree of completion. Earned contract income in the period is earned contract income on the balance sheet date less earned contract income recognized in the income statement in previous periods.

The degree of completion is calculated on the basis of production performed for completion, contract costs are incurred on the balance sheet date, and the degree of completion is calculated as the ratio between these and estimated total contract costs.

### *Sale of ship design, possibly combined with equipment packages.*

Earned contract income on the balance sheet date is the total estimated contract income multiplied by the degree of completion. Earned contract income in the period is earned contract income on the balance sheet date less earned contract income recognized in the income statement in previous periods.

The degree of completion is calculated on the basis of production performed for completion, contract costs are incurred on the balance sheet date, and the degree of completion is calculated as the ratio between these and estimated total contract costs.

### *Delivery of systems for cleaning of ballast water*

Revenues from the sale of goods are recognized in the income statement once delivery has taken place and the risk and return has been transferred.

## 2.8 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 2.9 Property, plant and equipment

Property, plant and equipment is stated in the balance sheet at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the item of property, plant and equipment.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

- Land and buildings 10-40 years
- Machinery 3-10 years
- Operating equipment 3-10 years

When significant parts of property and equipment are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. All other repair and maintenance costs are recognized in profit and loss as incurred.

Leased (leased) fixed assets are capitalized as fixed assets if the lease is considered financial.

An item of property and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized. The residual values, useful lives and methods of depreciation of property and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.



## 2.10 Intangible assets

Development expenses are capitalized to the extent that a future economic benefit related to the development of an identifiable intangible asset can be identified and the expenses can be measured reliably. Otherwise, such expenses are expensed on an ongoing basis. Capitalized development is depreciated on a straight-line basis over its economic life.

## 2.11 Impairment of fixed assets

If there is an indication that the book value of a fixed asset is higher than the fair value, a test for impairment is performed. The test is performed for the lowest level of fixed assets that have independent cash flows. If the book value is higher than both sales value and value in use (present value for continued use / ownership), a write-down is made to the higher of sales value and value in use.

Previous write-downs, with the exception of write-downs of goodwill, are reversed if the conditions for the write-down are no longer present.

## 2.12 Inventories

Goods are valued at the lower of acquisition cost (according to the FIFO principle) and fair value. For raw materials, replacement cost is used as an approximation of fair value. For finished goods and goods under construction, the acquisition cost consists of expenses for product design, material consumption, direct wages, and other direct and indirect production costs (based on normal capacity). Fair value is the estimated selling price less expenses for completion and sale. Only variable expenses are considered necessary to sell finished goods, while fixed manufacturing costs are also included as necessary for goods that have not been finished.

## 2.13 Construction contracts

Work in progress related to fixed-price contracts with a long production time is assessed according to the current settlement method. The degree of completion is calculated as accrued costs as a percentage of the expected total cost. The total cost is reassessed on an ongoing basis. For projects that are assumed to incur losses, the entire estimated loss is expensed immediately.

## 2.14 Receivables

Accounts receivable are entered in the balance sheet after deductions for provisions for expected losses. Provisions for losses are made on the basis of an individual assessment of the receivables and an additional provision to cover other

foreseeable losses. Significant financial problems with the customer, the probability that the customer will go bankrupt or undergo financial restructuring and deferrals and deficiencies in payments are considered as indicators that trade receivables must be written down.

Other receivables, both current receivables and capital receivables, are entered at the lower of nominal and fair value. Fair value is the present value of expected future payments. However, no discounting is made when the effect of discounting is insignificant for the accounts. Provisions for losses are assessed in the same way as for trade receivables.

## 2.15 Treasury Shares

Own equity instruments that are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in retained earnings. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them.

## 2.16 Debt

Debt, with the exception of certain provisions for liabilities, is recognized in the balance sheet at the nominal debt amount.

## 2.17 Accounts payable

Trade payables are recognized at fair value on initial recognition. Accounts payable are classified as short-term if they fall due within one year or less. If this is not the case, it is classified as long-term. Due to the short maturity, the face value of the debt is considered to reflect fair value. Normally, fair value will equal transaction price.

In agreements that reduce the value of outstanding debt, the value of the debt is reduced and recorded as income. Upon subsequent calculation of the value of the agreement, changes are entered as an adjustment of the debt with a counter-item in the income statement.

## 2.18 Pension

The company has various pension schemes. The pension schemes are financed through payments to insurance companies, with the exception of the AFP scheme. The company has both defined contribution plans and defined benefit plans.

**Deposit plans**

In the case of deposit plans, the company pays deposits to an insurance company. The company has no further payment obligation after the deposits have been paid. The deposits are accounted for as wage costs. Any prepaid deposits are capitalized as an asset (pension funds) to the extent that the deposit can be refunded or reduce future payments.

**AFP**

The AFP scheme is an unsecured performance-based multi-company scheme. Such a scheme is in fact a defined benefit plan, but is treated in the accounts as a defined contribution plan as a result of the scheme's administrator not providing sufficient information to calculate the obligation in a reliable manner.

**2.19 Warranties**

Warranties related to completed sales are assessed at the estimated cost of such work. The estimate is calculated on the basis of historical figures for warranty work, but corrected for expected deviations due to, for example, changes in quality assurance routines and changes in product range. The provision is entered under "Other current liabilities", and the change in the provision is expensed.

**2.20 Government grants**

Government grants are recognized when it is reasonably certain that the company will meet the conditions stipulated for the grants and that the grants will be received. Operating grants are recognized systematically during the grant period. Grants are deducted from the cost which the grant is meant to cover. Investment grants are capitalized and recognized systematically over the asset's useful life. Investment grants are recognized as a deduction of the asset's carrying amount.

**2.21 Taxes**

The tax expense in the income statement includes both the tax payable for the period and the change in deferred tax. Deferred tax is calculated at the current tax rate on the basis of the temporary differences that exist between accounting and tax values, as well as any tax losses carried forward at the end of the financial year. Tax-increasing and tax-reducing temporary differences that reverse or can reverse in the same period have been offset. The entry of deferred tax assets on net tax-reducing differences that have not been settled and losses carried forward are justified by assumed future earnings. Deferred tax and tax assets that can be recognized in the balance sheet are entered net in the balance sheet.

Deferred tax is recognized at the nominal amount.

**2.22 Cash flow statement**

The cash flow statement is prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term, liquid investments that can be immediately and with insignificant exchange rate risk converted into known cash amounts and with a remaining term of less than three months from the date of acquisition.

## NOTE 3. SEGMENT INFORMATION

The Group's main activities are:

1. HAV Design, i.e. provide ship design and system packages for offshore, transport and fishing vessels;
2. Norwegian Electric Systems, i.e. specializing in design, engineering and installation of electric systems and delivery of control and automation systems for ships;
3. Norwegian Greentech, i.e. specializes in delivery of ballast water treatment systems.
4. HAV Hydrogen, i.e. delivers complete and scalable hydrogensystems, that are designed for operation in heavy seas.
5. Other/Elimination includes intercompany and mother company.

subsidiary are located in.

The group divides the customers into geographical areas on the basis of the customers' nationalities. The areas are Norway, Europe without Norway and Other.

The Group's customer base consists of a wide range of companies.

Transfer prices between operating segments are basis in a manner similar to transactions with third parties.

The accounting principles for segment reporting correspond to those used by the group, with the exception of discontinued operations which are treated in the same way as continuing operations in segment reporting.

See note 10 for information about which segment each

## 2024

(NOK million)	HAV Design	Norwegian Electric Systems	Norwegian Greentech	HAV Hydrogen	Other/ Elimination	Group
Operating revenues, External	330.5	329.6	95.7	0.9	0.0	756.8
Operating revenues, Internal	2.7	34.9	1.5	0.0	-33.0	0.0
Operating income	<b>334.9</b>	<b>364.5</b>	<b>97.7</b>	<b>0.9</b>	<b>-33.0</b>	<b>759.0</b>
EBITDA	<b>7.9</b>	<b>-13.1</b>	<b>0.3</b>	<b>-10.1</b>	<b>-20.1</b>	<b>-35.1</b>
Depreciation	3.4	5.8	6.5	0.0	0.7	16.4
Operating profit/(loss) (EBIT)	<b>4.5</b>	<b>-18.9</b>	<b>-6.2</b>	<b>-10.1</b>	<b>-20.8</b>	<b>-51.5</b>
Net financial items	5.3	12.1	-1.5	-0.6	-0.8	14.4
Profit/(Loss) before tax	<b>9.8</b>	<b>-6.9</b>	<b>-7.7</b>	<b>-10.8</b>	<b>-21.6</b>	<b>-37.1</b>
Income tax expense	2.8	-1.8	-1.7	0.0	-4.6	-5.4
Profit/(Loss)	<b>7.1</b>	<b>-5.0</b>	<b>-6.0</b>	<b>-10.8</b>	<b>-16.9</b>	<b>-31.6</b>
Total assets	<b>142.8</b>	<b>406.5</b>	<b>83.3</b>	<b>8.6</b>	<b>-39.9</b>	<b>601.3</b>
Equity	<b>14.2</b>	<b>24.2</b>	<b>10.0</b>	<b>5.3</b>	<b>32.8</b>	<b>86.5</b>
Liabilities	<b>128.6</b>	<b>382.4</b>	<b>73.3</b>	<b>3.3</b>	<b>-72.7</b>	<b>514.8</b>
Revenue recognized on ongoing projects	<b>564.3</b>	<b>583.4</b>				
Costs relating to earned revenues	<b>547.8</b>	<b>532.6</b>				
Net revenue on ongoing projects	<b>16.5</b>	<b>50.7</b>				
Geographical areas	<i>Norway</i>	<i>Europe</i>	<i>Other</i>	<i>Total</i>		
Operating revenues	<b>206.0</b>	<b>488.0</b>	<b>65.0</b>	<b>759.0</b>		

"Other" contains parent company items and elimination of intra-group transactions.

**2023**

(NOK million)	HAV Design	Norwegian Electric Systems	Norwegian Greentech	HAV Hydrogen	Other/ Elimination	Group
Operating revenues, External	245.1	215.6	154.3	0.5	0.0	615.4
Operating revenues, Internal	3.0	5.2	1.2	0.0	-9.4	0.0
Operating income	249.3	220.8	156.0	0.5	-9.5	617.1
<b>EBITDA</b>	<b>50.1</b>	<b>-17.6</b>	<b>3.1</b>	<b>-8.1</b>	<b>-18.4</b>	<b>9.1</b>
Depreciation	2.6	7.0	6.5	0.0	0.8	17.0
<b>Operating profit/(loss) (EBIT)</b>	<b>47.5</b>	<b>-24.6</b>	<b>-3.4</b>	<b>-8.2</b>	<b>-19.2</b>	<b>-7.9</b>
Net financial items	2.9	3.9	-0.7	-0.6	-3.6	1.9
<b>Profit/(Loss) before tax</b>	<b>50.4</b>	<b>-20.7</b>	<b>-4.1</b>	<b>-8.7</b>	<b>-22.8</b>	<b>-6.0</b>
Income tax expense	10.7	-4.5	-0.9	-2.0	-4.9	-1.7
<b>Profit/(Loss)</b>	<b>39.8</b>	<b>-16.2</b>	<b>-3.2</b>	<b>-6.8</b>	<b>-17.9</b>	<b>-4.3</b>
Total assets	195.3	189.6	108.7	17.6	-83.8	427.5
Equity	16.3	24.5	10.0	15.3	25.1	91.2
Liabilities	179.0	165.1	98.7	2.4	-108.9	336.3
Revenue recognized on ongoing projects	583.4	207.8				
Costs relating to earned revenues	532.6	204.3				
Net revenue on ongoing projects	50.7	3.4				
<b>Geographical areas</b>	<b>Norway</b>	<b>Europe</b>	<b>Other</b>	<b>Total</b>		
Operating revenues	229.4	310.0	77.7	617.1		

"Other" contains parent company items and elimination of intra-group transactions.

**NOTE 4. SALARY, FEES, NUMBER OF EMPLOYEES ETC.**

(NOK 1,000)

	2024	2023
Payroll expenses		
Wages	162 059	140 567
Employer's part of social security costs	25 422	23 806
Pension, contribution plans	16 408	9 569
Capitalization R&D	-6 361	-19 682
Other benefits	4 211	6 877
<b>Total salaries and social expenses</b>	<b>201 739</b>	<b>161 137</b>
Man-labour year	169	158

The Group has a defined contribution plan covering all employees. The Group's pension scheme satisfies the requirements of the Act on Compulsory Occupational Pensions. Pension costs for the Group's defined contribution plans are expensed on a continuous basis with earnings for the employees. The Group's duty is limited to the payment of agreed contribution and where the actuarial risk and investment risk fall on the individual employee.

	Gunnar Larsen, CEO		Pål Aurvåg, CFO		Frank-Levi Kvalsund, CHRO	
(NOK 1,000)	2024	2023	2024	2023	2024	2023
Salary	2 605	2 485	1 816	1 774	1 816	1 803
Pension	164	111	160	111	164	107
Other remuneration	233	206	191	197	197	197
<b>Total remuneration</b>	<b>3 002</b>	<b>2 802</b>	<b>2 167</b>	<b>2 082</b>	<b>2 177</b>	<b>2 107</b>

CEO resignation has salary for 12 months.

Key management does not have bonus agreements or any share-based payment.

No loans or guarantees to the Group CEO or any member of the board per 31/12/2024 or 31/12/2023.

	Board	
(NOK 1,000)	2024	2023
Salary	1 320	1 320
Pension	0	0
Other remuneration	0	0
<b>Total remuneration</b>	<b>1 320</b>	<b>1 320</b>



## NOTE 5. OTHER OPERATING EXPENSES

(NOK 1,000)

Other operating expenses	2024	2023
Rent and leasing expenses	15 340	16 572
Office and administration expenses	2 778	3 630
Plant, tools and equipment (including IT)	13 393	11 983
Travel and employee expenses	11 735	12 600
Hired consultants including auditor's fees	22 470	22 605
Marketing and communication	6 024	4 690
Other operating expenses	6 763	7 014
<b>Total</b>	<b>78 505</b>	<b>79 095</b>

<b>Fees to the auditor consists of the following services:</b>	<b>2024</b>	<b>2023</b>
Statutory audit	2 225	2 314
Tax advice	30	198
Other assistance	930	246
<b>Total</b>	<b>3 184</b>	<b>2 757</b>

Auditor's fees are stated excluding VAT.

## NOTE 6. INTANGIBLE ASSETS

	2024	2023
(NOK 1,000)		
	<b>Research and development</b>	<b>Research and development</b>
Acquisition cost as of 1/1	235 656	209 214
Additions during the year	7 866	26 442
<b>Acquisition cost as of 31/12</b>	<b>243 522</b>	<b>235 656</b>
Accumulated depreciation as of 1/1	145 382	131 922
Depreciation for the year	13 082	13 460
Accumulated depreciation as of 31/12	158 464	145 382
<b>Book value as of 31/12</b>	<b>85 058</b>	<b>90 275</b>
Depreciation rate	5-10 years	5-10 years
Depreciation plan	Linear	Linear

## NOTE 7. PROPERTY, PLANT AND EQUIPMENT

	2024	2023
(NOK 1,000)		
	Operating equipment	Operating equipment
Acquisition cost as of 1/1	22 838	15 047
Additions during the year	3 911	7 791
<b>Acquisition cost as of 31/12</b>	<b>26 749</b>	<b>22 838</b>
Accumulated depreciation as of 1/1	12 397	8 869
Depreciation for the year	3 321	3 528
<b>Accumulated depreciation as of 31/12</b>	<b>15 717</b>	<b>12 397</b>
<b>Book value as of 31/12</b>	<b>11 032</b>	<b>10 441</b>
Useful life	3-10 years	3-10 years

Operating equipment relates mainly to IT infrastructure and software.

#### Depreciation

Operating equipment and are depreciated by the linear method over expected useful life.

## NOTE 8. FINANCIAL INCOME AND FINANCIAL EXPENSES

	2024	2023
(NOK 1,000)		
Interest income	5 848	3 571
Agio income	28 793	25 289
Other financial income	218	342
<b>Total financial income</b>	<b>34 859</b>	<b>29 203</b>
Interest expenses	3 249	3 019
Agio loss	17 173	23 497
Other financial expenses	0	766
<b>Total financial expenses</b>	<b>20 422</b>	<b>27 281</b>
<b>Net financial items</b>	<b>14 437</b>	<b>1 921</b>

**NOTE 9. INCOME TAX**

The parent company HAV Group ASA is resident in Norway, where the corporate tax rate is 22 %, while some parts of the group are taxed in other jurisdictions and other tax regimes.

The major components of income tax expense/ (income) for the year are:

(NOK 1,000)

**Consolidated income statement**

	2024	2023
Current income tax:		
Taxes payable	0	686
Changes in deferred tax	-5 445	-800
Addition deferred tax from acquisition	0	-1 565
Prior year adjustments	0	11
<b>Income tax expense/(income) reported in the income statement</b>	<b>-5 445</b>	<b>-1 668</b>

Reconciliation of actual tax cost against expected tax cost in accordance with the ordinary Norwegian income tax rate of 22%.

(NOK 1,000)

	2024	2023
Profit before tax	-37 053	-5 976
Tax expense 22 %	-8 152	-1 315
Recognized tax expense	-5 445	-1 668
Difference between expected and recognised tax expense	-2 707	-353
Difference is related to:		
Prior year adjustments	-93	367
Impairment financial assets	0	-67
Other permanent differences	-250	-652
<b>Deferred tax not recognized</b>	<b>-2 365</b>	<b>0</b>
<b>Total</b>	<b>-2 707</b>	<b>-353</b>

Deferred tax relates to the following temporary differences:

	2024	2023
(NOK 1,000)		
Non-current assets	6 643	5 665
Earned, not billed production	32 074	51 996
Current assets	-7 924	-5 514
Accruals and provisions	-4 420	-18 275
<b>Tax loss carried forward</b>	<b>-17 250</b>	<b>0</b>
<b>Total temporary differences</b>	<b>9 123</b>	<b>33 872</b>
<b>Net deferred tax liability/ assets (-)</b>	<b>2 007</b>	<b>7 452</b>
<b>Deferred tax liability in the balance sheet</b>	<b>2 007</b>	<b>7 452</b>

Deferred income tax and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

## NOTE 10. SUBSIDIARIES, ASSOCIATES AND OTHER FINANCIAL INVESTMENTS

2024

HAV Group ASA has the following ownership in subsidiaries as of 31/12/2024	Ownership-/ voting share	Business office	Segment	Currency	Share capital (1,000)
Norwegian Electric Systems AS	100 %	Bergen	Energy Design & Smart Control	NOK	1 121
HAV Design AS	100 %	Fosnavåg	Ship Design	NOK	108
Norwegian Greentech AS	100 %	Fosnavåg	Water treatment systems	NOK	5 000
HAV Design & Engineering Poland sp.z.o.o	100%	Sopot	Ship Design	PLN	138
HAV Design & Engineering Rijeka d.o.o.	100 %	Rijeka	Ship Design	HRK	31
HAV Hydrogen AS	100 %	Fosnavåg	Hydrogen-based energy systems	NOK	30
Norwegian Electric Systems AS Tyrkia	85 %	Istanbul	Energy Design & Smart Control	TRL	19
Undheim Systems AS	100%	Egersund	Energy Design & Smart Control	NOK	30

The minority shareholders in HAV Design & Engineering Rijeka d.o.o. and HAV Design & Engineering Rijeka d.o.o. have been bought out in 2024.

Subsidiary with non-controlling interests as of 31/12/2024	Ownership share/ Voting share	Business office	Currency	Share of result (1,000)
Norwegian Electric Systems AS Tyrkia	85 %	Istanbul	TRL	-62

	Norwegian Electric Systems AS Tyrkia	SUM
Operating revenue	34 983	34 983
Profit/(loss)	-73	-73
Other Comprehensive Income	0	0
Total Comprehensive Income	34 983	34 983
Total assets	11 425	11 425
Equity	-1 867	- 1 867
Liabilities	13 292	13 292

The financial information is for the full year and on 100% basis.

## 2023

HAV Group ASA has the following ownership in subsidiaries as of 31/12/2023	Ownership-/ voting share	Business office	Segment	Currency	Share capital (1,000)
Norwegian Electric Systems AS	100 %	Bergen	Energy Design & Smart Control	NOK	1 121
HAV Design AS	100 %	Fosnavåg	Ship Design	NOK	108
Norwegian Greentech AS	100 %	Fosnavåg	Water treatment systems	NOK	5 000
HAV Design & Engineering Poland sp.z.o.o	70 %	Sopot	Ship Design	PLN	102
HAV Design & Engineering Rijeka d.o.o.	70 %	Rijeka	Ship Design	HRK	30
HAV Hydrogen AS	100 %	Fosnavåg	Hydrogen-based energy systems	NOK	30
Norwegian Electric Systems AS Tyrkia	85 %	Istanbul	Energy Design & Smart Control	TRL	19
Undheim Systems AS	100%	Egersund	Energy Design & Smart Control	NOK	30

Subsidiary with non-controlling interests as of 31/12/2023	Ownership share/ Voting share	Business office	Currency	Share of result (1,000)
HAV Design & Engineering Poland sp.z.o.o	70 %	Sopot	PLN	99
HAV Design & Engineering Rijeka d.o.o.	70 %	Rijeka	HRK	219
Norwegian Electric Systems AS Tyrkia	85 %	Istanbul	TRL	-696

Financial information for subsidiaries with non-controlling interest (NOK 1,000)

	Norwegian Electric Systems AS Tyrkia	HAV Design & Engineering Poland sp.z.o.o	HAV Design & Engineering Rijeka d.o.o.	SUM
Operating revenue	9 413	12 266	3 042	24 721
Profit/(loss)	-818	141	313	-364
Total assets	11 962	9 081	1 004	22 047
Equity	-1 021	7 742	454	7 175
Liabilities	12 984	1 338	550	14 872

## NOTE 11. INVENTORY

(NOK 1,000)

	2024	2023
Components	33 847	36 342
Total Inventories	33 847	36 342
Impairment for obsolescence	0	0

Inventory is recognised at the lower of average cost and net realisable value.



## NOTE 12. FINANCIAL RISK MANAGEMENT

**Financial Risk**

The Group's activities expose it to financial risks such as, market risks, credit/counterpart risk and liquidity risk.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. The Board of Directors also establishes detailed policies such as authority levels, oversight responsibilities, risk identification and measurement, exposure limits and hedging strategies.

**Market Risk**

Market risk is the risk that fluctuations in market prices, e.g. exchange rates, the price of such raw materials as steel, and interest rates, will affect future cash flows or the value of financial instruments. Market risk management aims to ensure that risk exposure stays within the defined limits, while optimising the risk-adjusted return. Attempts should be made to secure major purchases in connection with projects as soon as possible after the final clarification of the project.

**Capital Management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may return capital to shareholders or obtain borrowings.

The Group monitors capital based on the equity to total asset ratio. In addition, the Group monitors the working capital closely.

**Interest Rate Risk**

The Group are exposed to changes in interest rates, as the liabilities have floating rates. The Group have not entered into interest rate hedging instrument. Reference is made to Note 16 for more information regarding interest bearing debt.

**Currency Risk**

The Group's revenue and costs are denominated primarily in Norwegian Krone("NOK") which is the functional currency of most entities within the Group. Currency risk arises through ordinary business, future commercial transactions, recognised assets and liabilities and when such have been made against payment in a currency other than the functional currency of the Group. The Group is mainly exposed to Euro (EUR). The Group has a currency hedging strategy where forward contracts are used to keep the currency risk at a low level.

The Group's currency exposure is based on cash and bank balances, trade and other receivables, and trade and other payables. Financial assets and financial liabilities denominated in the functional currency are not included.

If the EUR or USD rates against the NOK had been stronger or weaker by 5 % at the balance sheet date with all other variables, the effects on profit and loss before tax arising from the net financial assets position would have been as follows:

If the EUR or USD rates against the NOK had been stronger or weaker by 5 % (2022: 5 %) at the balance sheet date with all other variables, the effects on profit and loss before tax arising from the net financial assets position would have been as follows:

NOK (1,000)		2024	2023
EUR	Change if NOK 5 % weaker	5 678	2 587
	Change if NOK 5 % stronger	-5 678	-2 587
USD	Change if NOK 5 % weaker	1 355	751
	Change if NOK 5 % stronger	-1 355	-751

### Credit/Counterparty Risk

Credit risk refers to the ability and willingness of counterparts to pay for services rendered and to stand by their future contractual commitments with the Group. The Group has implemented thorough procedures to limit the exposure to unreliable counterparts and the Group avoids undue concentration of credit and counterpart exposure. Prior to fixing any business with new customers or medium to longer term business with existing customers, commercial departments have to get approval from the Group's credit risk team. Significant exposures must be approved by the Groups Credit Committee.

The credit assessments are based on information from external credit rating agencies, public information, the Group's previous experience with the counterpart and internal analysis. Country and political risk also forms a part of the assessment. The Group actively seeks to diversify its exposure to particular industries and/or jurisdictions.

The age analysis of trade receivables is as follows:

NOK (1,000)	2024	2023
Not past due	40 715	34 092
Past due < 3 months	88 470	13 389
Past due 3 to 6 months	2 033	3 145
Past due over 6 months	6 879	2 553
Impairment	0	2 800
<b>Trade receivables</b>	<b>138 097</b>	<b>55 979</b>
Contract assets customer contracts	14 187	8 885
<b>Total credit/counterparty risk to customers</b>	<b>152 284</b>	<b>64 864</b>

### Liquidity Risk

Liquidity risk is the risk that the group will be unable to fulfil its financial obligations as they fall due. The Group monitors its liquidity risk by maintaining a level of cash and bank balances deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

Management monitors rolling forecasts of the Group's liquidity reserve and cash and bank balances on the basis of expected cash flow. Close follow of the cash flow development

is also the basis for the continued operation considerations. Reference can be made to note 14 for details on cash, note 16 for interest bearing debt.

Liquidity risk can also be caused by customers not able to establish long-term financing for projects or that the Group is unable to secure construction financing.

## Liabilities in balance sheet

2024	Current				Long Term	
NOK (1,000)	0-3 months	3-6 months	6-12 months	1-2 years	2-5 years	> 5 years
<b>Non Derivatives</b>						
Accounts payables	89 315	-	-	-	-	-
Liabilities to financial institutions	-	-	9 932	104	-	-
<b>Total</b>	<b>89 315</b>	<b>-</b>	<b>9 932</b>	<b>104</b>	<b>-</b>	<b>-</b>
<b>Derivatives</b>						
Forward contract foreign exchange	2 343	-	-	-	-	-
<b>Total</b>	<b>2 343</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

2023	Current				Long Term	
NOK (1,000)	0-3 months	3-6 months	6-12 months	1-2 years	2-5 years	> 5 years
<b>Non Derivatives</b>						
Accounts payables	41 844	2 120	-	-	-	-
Liabilities to financial institutions	-	-	-	23 891	2 930	-
<b>Total</b>	<b>37 570</b>	<b>2 612</b>	<b>-</b>	<b>23 891</b>	<b>2 930</b>	<b>-</b>
<b>Derivatives</b>						
Forward contract foreign exchange	-	-	-	-	-	-
<b>Total</b>	<b>41 844</b>	<b>2 120</b>	<b>-</b>	<b>23 891</b>	<b>2 930</b>	<b>-</b>

## NOTE 13. OTHER CURRENT AND NON-CURRENT RECEIVABLES

(NOK 1,000)

	2024	2023
Other non-current receivables		
Other long-term receivables	162	141
<b>Sum other non-current receivables</b>	<b>162</b>	<b>141</b>

	2024	2023
Other current receivables		
Prepayments suppliers	48 032	53 064
Employee-related items	229	89
Receivables VAT and government grants	1 660	7 500
Other short-term receivables	13 130	12 775
<b>Sum other current receivables</b>	<b>63 050</b>	<b>73 427</b>

**NOTE 14. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consist of:

NOK (1,000)	2024	2023
Cash at banks - unrestricted	230 199	143 343
Cash at banks - restricted	20 230	8 634
<b>Total</b>	<b>250 430</b>	<b>151 977</b>
<b>Restricted cash consists of:</b>		
Security depot related to Guarantees	12 400	0
Tax withholding accounts	7 830	8 634

**NOTE 15 SHARE CAPITAL**

Ordinary shares issued and fully paid

	2024	2023
Number of ordinary shares	35 000 000	35 000 000
Par value (NOK)	1	1
<b>Share capital (NOK)</b>	<b>35 000 000</b>	<b>35 000 000</b>

All shares have equal rights.

**2024**

The share capital was NOK 35 000 000 divided by 35 000 000 shares, at NOK 1.

***Treasury shares***

HAV Group ASA owns no treasury shares

***Dividends and group contributions***

The Group has not paid dividend in 2024.

The board proposes NOK 0 in dividend for the general meeting

Emini Invest AS, HSR Invest AS, Innidimann AS and Pision AS jointly own 100% of Havila Holding AS. The largest shareholder of the Group is Havila Holding AS. Chairman of the Board Vegard Sævik and boardmember Hege Sævik Rabben have indirect ownership in the group through their ownership in Havila Holding AS.

Havila Holding AS is a limited company based in Norway, and its head office is located in Fosnavåg, Herøy.

Shareholders as of 31.12.2024	Controlled by	Number of shares	Ownership
HAVILA HOLDING AS	Vegard Sævik (Ch.of Board)	12 204 658	34,9 %
FARVATN CAPITAL AS		2 408 910	6,9 %
NORDNET LIVSFORSIKRING AS		2 093 088	6,0 %
MP PENSJON PK		1 588 167	4,5 %
EMINI INVEST AS		1 127 179	3,2 %
HSR INVEST AS	Hege Sævik Rabben (Board)	1 127 179	3,2 %
INNIDIMMAN AS	Vegard Sævik (Ch.of Board)	1 127 179	3,2 %
JAHATT AS		770 501	2,2 %
Nordnet Bank AB		460 446	1,3 %
UCVO AS		447 451	1,3 %
PISON AS		375 725	1,1 %
OTHER SHAREHOLDERS (<1 %)		11 269 521	32,20 %
<b>Number of shares</b>		<b>35 000 000</b>	<b>100 %</b>

## 2023

The share capital was NOK 35 000 000 divided by 35 000 000 shares, at NOK 1.

*Treasury shares*

HAV Group ASA owns 3.336.078 treasury shares ( 9.5% of share capital) as of 31/12/2023. (Ref.ongoing repurchase program.)

*Dividends and group contributions*

The Group has not paid dividend in 2023.

The board proposes NOK 0 in dividend for the general meeting

Emini Invest AS, HSR Invest AS, Innidimann AS and Pision AS jointly own 100% of Havila Holding AS. The largest shareholder of the Group is Havila Holding AS. Chairman of the Board Vegard Sævik and boardmember Hege Sævik Rabben have indirect ownership in the group through their ownership in Havila Holding AS.

Havila Holding AS is a limited company based in Norway, and its head office is located in Fosnavåg, Herøy.

Shareholders as of 31.12.2023	Controlled by	Number of shares	Ownership
HAVILA HOLDING AS	Vegard Sævik (Ch.of Board)	8 737 827	25.0 %
HAV GROUP ASA		3 336 078	9.5 %
FARVATN CAPITAL AS		2 408 909	6.9 %
NORDNET LIVSFORSIKRING AS		1 920 003	5.5 %
MP PENSJON PK		1 534 856	4.4 %
EMINI INVEST AS	Hege Sævik Rabben (Board)	1 127 179	3.2 %
HSR INVEST AS		1 127 179	3.2 %
INNIDIMMAN AS	Vegard Sævik (Ch.of Board)	1 127 179	3.2 %
JAHATT AS		770 500	2.2 %
UCVO AS		509 718	1.5 %
PISON AS		375 726	1.1 %
AVANZA BANK AB		374 913	1.1 %
OTHER SHAREHOLDERS (<1 %)		11 649 933	33.29 %
<b>Number of shares</b>		<b>35 000 000</b>	<b>100 %</b>

## NOTE 16. INTEREST BEARING DEBT

## Bank and leasing

(NOK 1,000)

Interest bearing long-term debt	2024	2023
Long term Loan DnB	9 932	17 500
Long term Loan Sparebanken Møre	0	6 000
Long term Loan Innovasjon Norge	0	3 164
Other long-term liabilities	104	157
<b>Sum</b>	<b>10 036</b>	<b>26 821</b>

Debt secured by mortgage	2024	2023
Long-term debt to financial institutions	10 036	26 821
<b>Sum</b>	<b>10 036</b>	<b>26 821</b>

The Liabilities to financial institutions of MNOK 9.9 is related to DNB loan (Hav Group)

All loans were refinanced 1.February 2024 with total amount of MNOK 36 in DNB. In accordance with agreement with DNB of selling our own shares, MNOK 17,1 was used as an extra ordinary downpayment.

As of 31 December 2024, the Group had agreed a waiver until Q1 2025.

A new guarantee facility was agreed in Q1 2025.

New covenants are year end Equity > MNOK 80 and full year 2025 EBITDA > MNOK 25. The maturity of loan is 2025 with nominal interest rates of NIBOR 3 months + margin 2.25 %.



**Book value of pledged asset**

(NOK 1,000)

	2024	2023
Machinery, operating equipment	11 032	10 441
Earned, not billed production	14 187	8 885
Inventory	33 847	36 342
Accounts receivables	138 097	55 979
Bank deposits	250 430	151 977
<b>Sum book value of pledged assets</b>	<b>447 593</b>	<b>263 625</b>

**2024****Loans**

	OB	Cashflow			Not cash changes	CB
		Proceeds from new loans	New long term debt	Installment/repayment		
Liabilities to financial institutions	26 664	-	36 000	-52 748	16	9 932
Other long-term liabilities	157	-	-	-53	-	104
Lease liabilities	0	-	-	-	-	-
<b>Total interest-bearing debt</b>	<b>26 821</b>	<b>0</b>	<b>36 000</b>	<b>-52 801</b>	<b>16</b>	<b>10 036</b>

**2023****Loans**

	OB	Cashflow			Not cash changes	CB
		Proceeds from new loans	New long term debt	Installment		
Liabilities to financial institutions	45 993	-	-	-19 329	-	26 664
Other long-term liabilities	199	-	-	-42	-	157
Lease liabilities	-	-	-	-	-	-
<b>Total interest-bearing debt</b>	<b>46 192</b>	<b>0</b>	<b>0</b>	<b>-19 371</b>	<b>0</b>	<b>26 821</b>

## NOTE 17. OTHER CURRENT LIABILITIES

(NOK 1,000)

	2024	2023
Employee-related liabilities	15 774	14 552
Accrued cost WIP	11 254	10 379
Provision for losses on completion of contracts	8 360	22 945
Warranty provisions *	1 953	3 027
Derivatives	2 343	1 292
Other current liabilities	2 468	8 621
<b>Total other current liabilities</b>	<b>42 151</b>	<b>60 817</b>

\*See note 20 Contingencies and provisions

## NOTE 18. PROVISIONS FOR LOSS CONTRACTS

(NOK 1,000)

Provisions	2024	2023
Provisions from previous period	2 175	2 829
Provisions utilised	- 677	-2 258
New provisions	1 960	1 604
<b>Total</b>	<b>3 458</b>	<b>2 175</b>

The provision at year end is related to loss contracts. The amount is related to projects at Norwegian Electric Systems related to delivery of engineering and installation of electric systems and delivery of control and automation systems for ships. The reduction in provision is due to finalizing of projects in NES.

The provision is presented as part of other current liabilities in the balance sheet. In the profit and loss statement the expense is allocated between the line items materials and consumables, payroll expenses and other operating expenses.

## NOTE 19. GOVERNMENT GRANTS

NOK (1,000)	2024	2023
1.1 - Grants receivable	1 985	790
Received during the year	1 985	790
Released to the income statement	0	0
Of this - booked as reduction of other operating expenses	1 701	0
Of this - booked as reduction of capitalized R&D	0	1 985
31.12 - Grants receivable	1 701	1 985

## 2024

Government grants have been received for several development projects. The grants are entered as a cost reduction of other operating expenses in profit og loss. There are no unsatisfied conditions or conditions attached to these grants.

## 2023

Government grants have been received for several development projects. The grants are entered as a cost reduction of R&D in the balance sheet. There are no unsatisfied conditions or conditions attached to these grants.

## NOTE 20. CONTINGENCIES AND PROVISIONS

## Guarantees/warranties

The Group occasionally faces warranty claims as part of its ordinary business. No material warranty claim has as of the date of these financial statements been directed at any of the companies in the Group, nor have any of the companies in the Group been notified of any such claims.

(NOK 1,000)	2024	2023
Provisions OB	3 027	3 364
Used provision	-1 626	-1 338
New provisions	552	1 003
Provisions CB	1 953	3 027

## NOTE 21. RELATED PARTY TRANSACTIONS

The Group has various transactions with related parties. All the transactions have been carried out as part of the ordinary operations.

The most significant transactions are as follows: (NOK 1,000)

Havblikk Eiendom AS	Sales to related parties /	Purchases from related parties /	Amounts owed to related parties /
2024	0	5 493	0
2023	0	4 361	196

Related to lease of office space. Havblikk Eiendom AS is a subsidiary of Havila Holding AS, which owns directly 34,9% of the shares in HAV Group ASA.

Fjord1 ASA	Sales to related parties /	Purchases from related parties /	Outstanding claims from to parties /
2024	0	0	0
2023	13 789	0	1 875

2024 Havila Holding owns 34,9 % of the shares in HAV Group ASA - the largest owner . Havila Holding AS sold the shares in 2023 in Fjord 1.

Havila Kyststruten AS	Sales to related parties /	Purchases from related parties /	Amounts owed (claimss/s -) to related parties /
2024	11 358		5 524
2023	4 340		1 385

Havila Holding AS owns 34.9 % of the shares in HAV Group ASA - the largest owner i HAV Group ASA. Havila Holding ASA owns 59,7% in Havila Kyststruten AS.

The balance sheet includes the following receivables and payables resulting from transactions with associated companies:

	2024	2023
Account receivables	5 524	3 259
Account payables	0	196





PARENT COMPANY



## PROFIT OR LOSS STATEMENT PARENT COMPANY

HAV Group ASA

	Note	2024	2023
Operating revenues and operating expenses (NOK 1000)			
Revenues		30 994	26 887
<b>Total revenue</b>		<b>30 994</b>	<b>26 887</b>
Wages and salaries	2	31 848	26 806
Depreciation	3	666	845
Other operating expenses	2,4	19 239	18 484
<b>Total operating expenses</b>		<b>51 753</b>	<b>46 135</b>
<b>Operating profit</b>		<b>-20 758</b>	<b>-19 247</b>
Financial income and expenses			
Income from subsidiaries	5	34 296	74 473
Interest from Group companies	5	5 846	2 276
Other financial income	5	5 261	3
Interest to Group companies	5	9 017	3 583
Other interest expenses	5	2 528	1 953
Other financial expenses	5	375	323
<b>Net financial income and expenses</b>		<b>33 484</b>	<b>70 893</b>
<b>Profit before taxes</b>		<b>12 725</b>	<b>51 646</b>
Taxes	6	1 727	7 364
<b>Profit for the year</b>		<b>10 998</b>	<b>44 282</b>
Allocations			
Transferred to other equity		10 998	44 282
<b>Total allocations</b>		<b>10 998</b>	<b>44 282</b>

## BALANCE SHEET PARENT COMPANY

HAV Group ASA

	Note	2024	2023
<b>ASSETS</b>			
(NOK 1,000)			
<b>Non current assets</b>			
Research and development	7	1 523	1 523
Deferred tax assets	6	30	29
<b>Total intangible assets</b>		<b>1 554</b>	<b>1 552</b>
<b>Fixed assets</b>			
Operating equipment, fixtures, fittings, tools, etc	3	1 596	2 212
<b>Total tangible fixed assets</b>		<b>1 596</b>	<b>2 212</b>
<b>Financial fixed assets</b>			
Investments in subsidiaries	8	236 339	216 011
Loan to Group companies	9	77 159	73 595
Other long-term receivables		1	26
<b>Total financial fixed assets</b>		<b>313 499</b>	<b>289 631</b>
<b>Total fixed assets</b>		<b>316 648</b>	<b>293 396</b>
<b>Current assets</b>			
Accounts receivable	9	6 671	2 576
Receivables from group companies	9	34 296	74 793
Other current receivables	10	3 528	2 375
<b>Total receivables</b>		<b>44 494</b>	<b>79 424</b>
Cash and bank deposits	11	237 650	36 277
<b>Total current assets</b>		<b>282 144</b>	<b>115 700</b>
<b>Total assets</b>		<b>598 792</b>	<b>409 097</b>

EQUITY AND LIABILITIES (NOK 1,000)	Note	2024	2023
<b>Equity</b>			
Share capital	12,13	35 000	35 000
Own shares	12	0	3 341
Share premium	12	87 202	87 202
<b>Total paid-in equity</b>		<b>122 202</b>	<b>118 861</b>
Retained earnings		172 682	137 170
<b>Total retained earnings</b>		<b>172 682</b>	<b>137 170</b>
<b>Total equity</b>	<b>12</b>	<b>294 885</b>	<b>256 031</b>
<b>Liabilities</b>			
Liabilities to Financial institutions	14,15	9 932	17 500
Liabilities to Group companies	9,14	42 148	90 211
Liabilities to other		3 721	3 377
<b>Total other long-term liabilities</b>		<b>55 801</b>	<b>111 088</b>
<b>Total long-term liabilities</b>		<b>55 801</b>	<b>111 088</b>
<b>Current liabilities</b>			
Accounts payable	10	4 803	2 027
Payable tax	6	0	686
Public duties payable		2 367	3 046
Debt to group companies	9	235 155	32 597
Other current liabilities	10	5 783	3 692
<b>Total short-term liabilities</b>		<b>248 107</b>	<b>41 978</b>
<b>Total liabilities</b>		<b>303 907</b>	<b>153 066</b>
<b>Total equity and liabilities</b>		<b>598 792</b>	<b>409 097</b>

Fosnavåg, 30 April 2025


The Board of Directors and CEO

HAV Group ASA

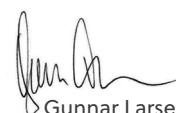

Vegard Sævik  
Chairman of the Board

Hege Sævik Rabben  
Board member

Monica G. Sperre  
Board member

Helge Simonnes  
Board member

Vibeke Fængsrud  
Board member

Thor-Lennart Solevåg  
Board member

Katrine Lynge  
Board member

Gunnar Larsen  
CEO

## STATEMENT OF CASHFLOW PARENT COMPANY

HAV Group ASA

(NOK 1,000)	Note	2024	2023
<b>Cash flow from operations</b>			
Profit/(loss) before tax		12 725	51 646
Tax payable	6	-686	0
Depreciation	3	666	845
Income from subsidiaries	5	-34 296	-74 473
Changes in accounts receivables and accrued income		-4 095	477
Changes in accounts payables		2 775	-382
Changes in other current receivables/liabilities		-21	1 859
<b>Net cash flow from operating activities</b>		<b>-22 931</b>	<b>-20 028</b>
<b>Cash flow from investments</b>			
Investments in property, plant and equipment	3	-49	-2 182
Investments in shares		0	-107
Sale of shares		0	1 800
Investments in shares in subsidiary	8	0	-2 000
<b>Net cash flow from investing activities</b>		<b>-49</b>	<b>-2 489</b>
<b>Cash flow from financing activities</b>			
New long term debt	14	36 000	
Repayment long term debt	14	-43 568	-15 000
Purchase of own shares	12	-1 512	-20 277
Sales of own shares	12	29 368	0
Change intercompany balances	8,9	-9 032	87 665
Change intercompany bank deposit	9	213 098	0
<b>Net cash flow from financing activities</b>		<b>224 353</b>	<b>52 388</b>
<b>Net change in cash and cash equivalents</b>		<b>201 373</b>	<b>29 872</b>
Cash and cash equivalents at start of the period		36 277	6 406
Cash and cash equivalents at end of the period		237 650	36 277
<b>Of this restricted cash</b>	<b>11</b>	<b>13 659</b>	<b>1 797</b>

## NOTES PARENT COMPANY

HAV Group ASA

Note	Name
1	ACCOUNTING PRINCIPLES
2	PAYROLL EXPENSES, NUMBER OF EMPLOYEES, REMUNERATIONS, ETC.
3	EQUIPMENT
4	OTHER OPERATING EXPENCES
5	FINANCIAL INCOME AND FINANCIAL EXPENSES
6	TAXES
7	INTANGIBLE ASSETS
8	SUBSIDIARIES
9	INTERCOMPANY BALANCES AND TRANSACTIONS
10	OTHER SHORT TERM RECEIVABLES AND LIABILITIES
11	RESTRICTED CASH
12	EQUITY
13	SHARE CAPITAL AND SHAREHOLDER INFORMATION
14	NON-CURRENT LIABILITIES
15	MORTGAGES
16	FINANCIAL MARKET RISK

## NOTES TO THE FINANCIAL STATEMENTS 2024 PARENT COMPANY

### NOTE 1 ACCOUNTING PRINCIPLES

#### Accounting Principles

The financial statements are set up in accordance with the Norwegian Accounting Act. They are prepared using Norwegian accounting standards and generally accepted accounting principles.

The company's revenue consists of management fees to subsidiaries. Revenue from services is recognized as they are delivered.

Management has used estimates and assumptions that affect the income statement and the valuation of assets and liabilities, as well as contingent assets and liabilities, at the balance sheet date during the preparation of financial statements in accordance with generally accepted accounting principles.

Fixed assets are comprised of assets intended for long-term hold and use. Fixed assets are stated at cost. Fixed assets are capitalized and depreciated over the asset's useful life.

Expenditure on research and development is capitalized to the extent that a future economic benefit related to the development of an identifiable intangible asset can be identified and where the acquisition cost can be measured reliably. Otherwise, such expenses are expensed on an ongoing basis. Capitalized research and development is depreciated on a straight-line basis over its economic life.

Tangible fixed assets are written down to the recoverable amount when impairment is not expected to be temporary. The recoverable amount is the higher of an asset's net selling price and its value in use. An asset's value in use is the present value of the estimated future cash flows from the asset. If the reasons for impairment no longer exist, the impairment loss is reversed.

Current assets and liabilities consist of items that fall due for payment within one year of acquisition, as well as items related to the business cycle. Current assets are valued at the lower of cost and net realizable value. Current liabilities are stated at nominal value at the time of acquisition.

Monetary items in foreign currency are translated using the exchange rates at the balance sheet date. Transactions in foreign currency are translated at the rate applicable on the transaction date.

Trade receivables and other receivables are recorded at nominal value less a provision for doubtful accounts. The provision is made based on an individual assessment of each receivable.

Subsidiaries and associated companies are assessed according to the cost method in the company accounts. The investment is valued at the acquisition cost of the shares unless impairment has been necessary. Write-downs have been made at fair value when a fall in value is due to reasons that cannot be assumed temporary and it must be considered necessary according to good accounting practice. Impairment losses are reversed when the basis for impairment is no longer present.

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

The tax expense in the income statement is comprised of both the period's payable tax and changes in deferred tax. Deferred tax is calculated at a rate of 22 % based on the temporary differences that exist between accounting and tax values, and tax losses carried forward at the year-end. Tax increasing and tax-reducing temporary differences that are reversed or can be reversed in the same period are offset. Net deferred tax assets are recognized to the extent that it is probable that the amount can be utilized against future taxable income.

Accounting principles are further discussed in the accompanying notes to individual financial statement items.



**NOTE 2 PAYROLL EXPENSES, NUMBER OF EMPLOYEES, REMUNERATIONS, ETC.**

(NOK 1,000)

Payroll expenses	2024	2023
Wages	24 264	20 824
Social security tax	4 232	3 894
Pension costs	2 380	1 345
Other payroll-related costs	971	743
<b>Total</b>	<b>31 848</b>	<b>26 806</b>

Average number of employees	18	17
-----------------------------	----	----

	Gunnar Larsen, CEO		Pål Aurvåg, CFO	
(NOK 1,000)	2024	2023	2024	2023
Salary	2 605	2 485	1 816	1 774
Pension	164	111	160	111
Other remuneration	233	206	191	197
<b>Total remuneration</b>	<b>3 002</b>	<b>2 802</b>	<b>2 167</b>	<b>2 082</b>

	Frank-Levi Kvalsund, CHRO		Board	
(NOK 1,000)	2024	2023	2024	2023
Salary	1 816	1 803	1 320	1 320
Pension	164	107	0	0
Other remuneration	197	197	0	0
<b>Total remuneration</b>	<b>2 177</b>	<b>2 107</b>	<b>1 320</b>	<b>1 320</b>

No loans or guarantees have been issued to the CEO, the Chairman of the Board or other related parties. As of 31.12.2024 there has not been established bonus programs or share based incentive programs for management.  
CEO resignation for a total of twelve (12) months - including salary during the notice period.

Auditor remuneration is distributed as follows:	2024	2023
Statutory audit	496	991
Tax consulting	17	59
<b>Total (net of VAT)</b>	<b>513</b>	<b>1 050</b>

**Pension scheme**

The company has a defined contribution plan in accordance with the Norwegian Law on Required Occupational Pension. The pension depends on paid-in contributions and the return on these contributions. For the company, the year's pension cost is equal to the year's premium.

The company's pension scheme meets the requirements of the Norwegian Law on Required Occupational Pension.

## NOTE 3 EQUIPMENT

(NOK 1,000)	2024 Operating equipment	2023 Operating equipment
Acquisition cost as at 01.01	3 719	1 537
Additions during the year	49	2182
<b>Acquisition cost as of 31.12</b>	<b>3 769</b>	<b>3 719</b>
Accumulated depreciation as of 01.01	1 507	662
Depreciation for the year	666	845
<b>Accumulated depreciation as of 31.12</b>	<b>2 173</b>	<b>1 507</b>
<b>Book value as of 31/12</b>	<b>1 596</b>	<b>2 212</b>
Economic live	3-10 years	3-10 years
Depreciation method	Linær	Linær

## NOTE 4 OTHER OPERATING COST

(NOK 1,000)	2024	2023
Rent and leasing expenses	1 455	1 368
Office and administration expenses	5 782	1 440
Plant, tools and equipment (including IT)	5 650	4 968
Travel and employee expenses	598	3 120
Hired consultants*	5 754	7 586
<b>Total</b>	<b>19 239</b>	<b>18 482</b>
Fees to the auditor consists of the following services:	2024	2023
Statutory audit	496	991
Tax advice	17	59
<b>Total</b>	<b>513</b>	<b>1 050</b>

## NOTE 5 FINANCIAL INCOME AND FINANCIAL EXPENSES

(NOK 1,000)	2024	2023
<b>Income from subsidiaries</b>	<b>34 296</b>	<b>74 473</b>
<b>Interest from Group companies</b>	<b>5 846</b>	<b>2 276</b>
Other interest income	5 229	0
Agio income	29	3
Other financial income	3	0
<b>Other financial income</b>	<b>5 261</b>	<b>3</b>
<b>Total income</b>	<b>45 403</b>	<b>76 752</b>
	2024	2023
<b>Interest to Group companies</b>	<b>9 017</b>	<b>3 583</b>
Interest payment	2 528	1 953
<b>Other interest expenses</b>	<b>2 528</b>	<b>1 953</b>
Disagio	37	16
Other financial costs	337	307
<b>Other financial expenses</b>	<b>375</b>	<b>323</b>
<b>Total expenses</b>	<b>11 920</b>	<b>5 859</b>
<b>Net financial income and expenses</b>	<b>33 484</b>	<b>70 893</b>

## NOTE 6 TAXES

Taxes are expensed as they incur, i.e. the tax charge is related to the pre-tax accounting profit. Taxes are comprised of payable tax (tax on the year's taxable income) and changes in deferred tax. The tax expense is allocated between the ordinary profit and items in accordance with the tax base.

(NOK 1,000)	2024	2023
Non-current assets	-138	-159
Gain/(loss) account for deferral	0	26
<b>Total temporary differences and tax losses carried forward.</b>	<b>-138</b>	<b>-133</b>
Deferred tax / deferred tax asset (-)	-30	-29
Applied tax rate	22%	22%

Below is a breakdown of the difference between profit before taxes in the P&L statement and the year's tax base.

(NOK 1,000)	2024	2023
Profit before taxes	12 725	51 646
Permanent differences	-4 875	-18 176
Change in temporary differences	5	-125
The year's tax base before tax losses carried forward	7 855	33 345
Net group contribution	-7 855	-30 228
The year's tax base	0	3 117

Payables tax in balance sheet	2024	2023
Payables tax on years profit and loss	-4 635	-4 965
Payables tax from group contribution	-1 728	-6 650
<b>Payables tax to group contribution</b>	<b>6 363</b>	<b>12 301</b>
<b>Total payables tax in balance sheet.</b>	<b>0</b>	<b>686</b>

The income tax expense in the profit and loss statement consists of the following:

Payables tax in balance sheet	2024	2023
Tax payable	1 728	686
Change in deferred tax	-1	6 678
<b>This year's tax expense</b>	<b>1 727</b>	<b>7 364</b>

## NOTE 7 INTANGIBLE ASSETS

(NOK 1,000)

	2024	2023
	Research and development	Research and development
Acquisition cost as at 01.01	1 523	1 523
Additions during the year	0	0
Acquisition cost as at 31.12	1 523	1 523
Book value as at 31.12	1 523	1 523
Depreciation for the year		
Economic life	5-10	5-10
Depreciation method	Linear	Linear

The company's capitalized research and development concerns the development of a hydrogen system solution. The project name is FreeCO2ast and was transferred to HAV Group ASA as part of the drop-down in Q1 2021. It is ongoing and depreciation has not started but will start in 2025.

## NOTE 8 SUBSIDIARIES

Subsidiaries are accounted for using the cost method.  
(NOK 1.000)

### 2024

Company	Business office	Owner's share	Book value	Company's equity 100%	Company's result 100%
Norwegian Electric Systems AS	Bergen	100 %	107 318	20 000	-4 808
HAV Design AS	Fosnavåg	100 %	53 213	10 000	9 005
Norwegian Greentech AS	Fosnavåg	100 %	55 883	10 000	-5 975
HAV Hydrogen AS	Fosnavåg	100 %	11 417	5 299	-10 755
Undheim Systems	Egersund	100 %	8 508	500	-147
<b>Book value as at 31.12.2024</b>			<b>236 339</b>	<b>45 799</b>	<b>-12 680</b>

HAV Group ASA acquired 100 % of the shares in Undheim Systems AS 01/09/23.

### 2023

Company	Business office	Owner's share	Book value	Company's equity 100%	Company's result 100%
Norwegian Electric Systems AS	Bergen	100 %	102 510	20 000	-14 965
HAV Design AS	Fosnavåg	100 %	39 659	10 000	40 989
Norwegian Greentech AS	Fosnavåg	100 %	54 534	10 000	-3 216
HAV Hydrogen AS	Fosnavåg	100 %	11 417	15 292	-6 751
Undheim Systems	Egersund	100 %	7 891	30	348
<b>Book value as at 31.12.2023</b>			<b>216 011</b>	<b>55 322</b>	<b>16 405</b>

## NOTE 9 INTERCOMPANY BALANCES AND TRANSACTIONS

(NOK 1,000)	2024	2023
Non-current receivables to Hav Hydrogen AS	16 761	14 968
Non-current receivables to Norwegian Greentech	59 743	58 627
Current receivables (incl group contribution )	34 952	74 473
Accounts receivable (subsidiaries)	4 803	2 576
<b>Total receivables</b>	<b>116 259</b>	<b>150 643</b>
Non-current debt from HAV Design AS)	-15 923	-67 273
Non-current debt from Norwegian Electric System AS)	-26 225	-22 938
Accounts payable	-4 889	-317
Current liabilities (incl group bank account )	-213 098	0
Current liabilities (incl group contribution)	-22 056	-32 527
<b>Total debt</b>	<b>-282 053</b>	<b>-123 055</b>
<b>Total netto</b>	<b>-165 761</b>	<b>27 588</b>

HAV Group ASA has in 2024 entered into a Group account system for banking.

## NOTE 10 OTHER SHORT TERM RECEIVABLES AND LIABILITIES

(NOK 1,000)

	2024	2023
The item "Other current receivables" consists of:		
Prepaid expenses	1 765	1 480
Other current receivables	1 763	896
<b>Total</b>	<b>3 528</b>	<b>2 376</b>
	2024	2023
The item "Other current liabilities" consists of:		
Unpaid wages and vacation pay	2 343	2 130
Accrued interests	117	67
Other current liabilities	3 323	1 495
<b>Total</b>	<b>5 783</b>	<b>3 692</b>

## NOTE 11 RESTRICTED CASH

MNOK 13 659 ( MNOK 1 797 in 2023) of cash and cash equivalents relates to MNOK 1 297 tax withholdings and MNOK 12 400 security depot related to guarantees.

## NOTE 12 EQUITY

(NOK 1,000)

## 2024

	Share capital	Own shares	Share premium	Retained earnings	Total
Equity as at 01/01/2024	35 000	-3 341	87 202	137 170	256 031
Profit for the year				10 998	10 998
Purchase of own shares		-125		-1 387	-1 512
Sales of own shares		3 467		25 901	29 368
Equity as at 31/12./2024	35 000	0	87 202	172 682	294 885

The board proposes NOK 0 in dividend for the general meeting

## 2023

	Share capital	Own shares	Share premium	Retained earnings	Total
Equity as at 01/01/2023	35 000	-1 639	87 202	108 446	229 009
Profit for the year				44 282	44 282
Purchase/sale of own shares		-1 952		-12 794	-14 747
Purchase partial settlement in shares		250		-2 764	-2 514
Equity as at 31/12./2023	35 000	-3 341	87 202	137 170	256 031

The board proposes NOK 0 in dividend for the general meeting

## NOTE 13 SHARE CAPITAL AND SHAREHOLDER INFORMATION

## 2024

The company got one stock group and all shares have same rights.

The share capital was NOK 35 000 000 divided by 35 000 000 shares, at NOK 1.

HAV Group ASA has no treasury shares

The board proposes NOK 0 in dividend for the general meeting.

Emini Invest AS, HSR Invest AS, Innidimann AS and Pision AS jointly own 100% of Havila Holding AS. The largest shareholder of the Group is Havila Holding AS. Chairman of the Board Vegard Sævik and boardmember Hege Sævik Rabben have indirect ownership in the group through their ownership in Havila Holding AS.

Havila Holding AS is a limited company based in Norway, and its head office is located in Fosnavåg, Herøy.



Shareholders as of 31.12.2024	Controlled by	Number of shares	Ownership
HAVILA HOLDING AS	Vegard Sævik (Ch.of Board)	12 204 658	34,9 %
FARVATN CAPITAL AS		2 408 910	6,9 %
NORDNET LIVSFORSIKRING AS		2 093 088	6,0 %
MP PENSJON PK		1 588 167	4,5 %
EMINI INVEST AS		1 127 179	3,2 %
HSR INVEST AS	Hege Sævik Rabben (Board)	1 127 179	3,2 %
INNIDIMMAN AS	Vegard Sævik (Ch.of Board)	1 127 179	3,2 %
JAHATT AS		770 501	2,2 %
Nordnet Bank AB		460 446	1,3 %
UCVO AS		447 451	1,3 %
PISON AS		375 725	1,1 %
OTHER SHAREHOLDERS (<1 %)		11 269 521	32,2 %
<b>Number of shares</b>		<b>35 000 000</b>	<b>100 %</b>

## 2023

The company got one stock group and all shares have same rights.

The share capital was NOK 35 000 000 divided by 35 000 000 shares, at NOK 1.

HAV Group ASA has 3 336 078 treasury shares  
( 9.5% of share capital as of 31/12/2023)

The board proposes NOK 0 in dividend for the general meeting.

Emini Invest AS, HSR Invest AS, Innidimann AS and Pision AS jointly own 100% of Havila Holding AS. The largest shareholder of the Group is Havila Holding AS. Chairman of the Board Vegard Sævik and boardmember Hege Sævik Rabben have indirect ownership in the group through their ownership in Havila Holding AS.

Havila Holding AS is a limited company based in Norway, and its head office is located in Fosnavåg, Herøy.

Shareholders as of 31/12/2023	Controlled by	Number of shares	Ownership
HAVILA HOLDING AS	Vegard Sævik (Ch.of Board)	8 737 827	25.0 %
HAV GROUP ASA		3 336 078	9.5 %
FARVATN CAPITAL AS		2 408 909	6.9 %
NORDNET LIVSFORSIKRING AS		1 920 003	5.5 %
MP PENSJON PK		1 534 856	4.4 %
EMINI INVEST AS	Hege Sævik Rabben (Board)	1 127 179	3.2 %
HSR INVEST AS		1 127 179	3.2 %
INNIDIMMAN AS	Vegard Sævik (Ch.of Board)	1 127 179	3.2 %
JAHATT AS		770 500	2.2 %
UCVO AS		509 718	1.5 %
PISON AS		375 726	1.1 %
AVANZA BANK AB		374 913	1.1 %
OTHER SHAREHOLDERS (<1 %)		11 649 933	33.3 %
<b>Number of shares</b>		<b>35 000 000</b>	<b>100 %</b>

**NOTE 14 NON-CURRENT LIABILITIES**

(NOK 1,000)

Non-current liabilities	2024	2023
Liabilities to Financial institutions	9 932	17 500
Liabilities to Group companies	42 148	90 211
Liabilities to other	3 721	3 377
<b>Total</b>	<b>55 081</b>	<b>111 088</b>

The Liabilities to financial institutions of MNOK 9.9 include the DNB loan (HAV Group ASA

The liabilities to financial institutions will be repaid within 2 years.

All loans were refinanced 1.February 2024 with total amount of MNOK 36 in DNB. In accordance with agreement with DNB of selling our own shares, MNOK 17,1 was used as an extra ordinary down payment.

The HAV Group ASA has unused overdraft facility MNOK 30. The liabilities to other are earn out of acquisitions(uncertain obligation).

**NOTE 15 MORTGAGES**

(NOK 1,000)

Book value of liabilities secured by mortgages	2024	2023
Liabilities to Financial institutions	9 932	17 500
<b>Total</b>	<b>9 932</b>	<b>17 500</b>

Security for DnB Loan

Book value of pledged assets	2024	2023
Research and development	1 523	1 523
Operating equipment, fixtures, fittings, tools, etc	1 596	2 212
Accounts receivable	6 676	2 576
Cash and cash equivalents	237 650	36 277
Shares in Norwegian Electric Systems AS	107 318	102 510
Shares in HAV Design AS	53 213	39 659
Shares in Norwegian Greentech AS	55 883	54 534
Shares in HAV Hydrogen AS	11 417	11 417
Shares in Undheim System AS	8 508	7 891
<b>Total</b>	<b>483 778</b>	<b>258 599</b>

**NOTE 16 FINANCIAL MARKET RISK****Interest rate Risk**

Interest rate risk arises in the short and medium run as the Company's liabilities are subject to floating interest rates.

**Foreign currency Risk**

Fluctuations in exchange rates entail both direct and indirect financial risks for the company. The Group uses currency hedging instruments to keep the currency risk at a low level.

**Liquidity Risk**

Liquidity risk is the risk that the group is unable to fulfill its financial obligations as they fall due. The Group has routines for continued monitoring of the cash flow.

# Independent auditor's report





To the General Meeting of HAV Group ASA

## Independent Auditor's Report

### Opinion

We have audited the financial statements of HAV Group ASA, which comprise:

- the financial statements of the parent company HAV Group ASA (the Company), which comprise the balance sheet parent company as at 31 December 2024, the profit or loss statement parent company and statement of cashflow parent company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of HAV Group ASA and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss, consolidated statement of changes in equity and consolidated statement of cashflow 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.

### Other Information

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

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





Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

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

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

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

### **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. For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisionsberetninger>

Bergen, 30 April 2025  
**PricewaterhouseCoopers AS**

Fredrik Gabrielsen  
State Authorised Public Accountant  
(This document is signed electronically)



Revisjonsberetning

Signers:

Name	Method	Date
Gabrielsen, Fredrik	BANKID	2025-04-30 15:49



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# Appendices

## APPENDIX 1:

# Transparency Act statement 2024

## 1. Introduction

### 1.1 The Norwegian Transparency Act

On 1 July 2022, the Act relating to enterprises' transparency and work on fundamental human rights and decent working conditions (the Transparency Act) entered into force in Norway. The Act is based on the UN's Guiding Principles on Business and Human Rights (UNGPs) and the OECD's guidelines for multinational enterprises, and shall promote enterprises' respect for fundamental human rights and decent working conditions in connection with the production of goods and the provision of services, and ensure the general public access to information regarding how adverse impacts on fundamental human rights and decent working conditions is addressed.

By **fundamental human rights** we mean the internationally recognised human rights that are enshrined, among other places, in the International Covenant on Economic, Social and Cultural Rights of 1966, the International Covenant on Civil and Political Rights of 1966 and the ILO's core conventions on fundamental principles and rights at work, and by **decent working conditions** we mean work that safeguards fundamental human rights and health, safety and environment in the workplace, and that provides a living wage.

According to the Transparency Act, HAV Group is required to undertake human rights due diligence assessments and report annually on the work, risks, and potential and actual impacts on human rights. Among HAV Group ASA's subsidiaries, HAV Design AS ("HDE"), Norwegian Greentech AS ("NGT") and Norwegian Electric Systems AS ("NES") are subject to the Act and required to publish statements. HAV Hydrogen ("HHY") is not itself in scope of the Act but is however considered part of our own operations and part of HAV Groups' general work with human rights and therefore included in this report.

### 1.2 Our policy for handling requests of information

For information about how HAV Group or its subsidiaries handles actual and potential adverse impacts to fundamental human rights and decent working conditions in its supply chains, please contact [office@havgroup.no](mailto:office@havgroup.no). Enquires will be answered as swiftly as possible and within reasonable time.

### 1.3 The Group

HAV Group ASA, together with its main subsidiaries (hereafter referred to as "the Group") is an international provider of technology and services for maritime and marine industries. Although formally established in 2021, the Group has several decades of industry experience and possesses special expertise in guiding the marine and maritime industries towards zero emissions. The Group's services and solutions includes:

- **SHIP DESIGN:** Supplier of innovative ship design, pioneering the design and construction of zero and low-emission vessels
- **ENERGY DESIGN AND SMART CONTROL SYSTEMS:** Supplier of sustainable energy systems, electric propulsion, automation and NavCom systems for a wide range of vessels
- **HYDROGEN-BASED ENERGY SYSTEMS:** Supplier of zero-emission hydrogen-based energy systems for vessels
- **WATER TREATMENT SYSTEMS:** Supplier of ballast water treatment system and other process water treatment systems for aquaculture and maritime use

Our experience and expertise, as well as the focus on efficiency, safety, and sustainability, lays the foundation for developing and delivering high-quality innovative solutions to our customers in the seafood, energy, and transport sectors.

The Group is headquartered in Fosnavåg, Norway, with offices in Bergen, Ålesund and Egersund (Norway), Sopot (Poland), Matulji (Croatia) and Istanbul (Turkey).

## 2. Embedding due diligence in governance, strategy and business model

Sound corporate governance forms the basis for the Group's value creation. Our corporate culture is founded on good business practice, openness, honesty, and respect for other people. The Group shall adhere to integrity, governance, and responsible business practices in all our operations.

We strive to ensure that our internal control mechanisms, organisation, and management structures comply with sound corporate governance principles. The Group has implemented guidelines (policy documents) related to fundamental human rights and decent working conditions within the enterprise and throughout the supply chain. The guidelines are part of our efforts to embed responsible business conduct into policies and management systems.

The Group operate under the same overarching Code of Conduct, Supplier Code of Conduct and reporting systems and procedures to facilitate internal and external notifications.

### 2.1 Code of Conduct

Our main governing documents for dealing with ethical business conduct and human rights specifically are the Group's Code of Conduct for Business, Ethics and Corporate Social Responsibility (the "Code of Conduct") and the Supplier Code of Conduct. Both documents are available on <https://www.havgroup.no/about/corporate-responsibility/>

The Code of Conduct has been adopted to underscore the principles by which we conduct our relations



with employees, business partners and other stakeholders. The Code of Conduct applies to all Board members and employees.

## 2.2 Supplier Code of Conduct

We are committed to conducting our businesses with integrity, in accordance with internationally proclaimed human rights and with the aim of furthering sustainable development and we recognise the importance of our suppliers, contractors, subcontractors, distributors, agents, consultants, and joint venture partners in achieving this pursuit.

The Supplier Code of Conduct communicates the Group's expectations for suppliers and business partners, and any supplier of the Group is required to comply with it. The Supplier Code of Conduct includes information about compliance with legislation, respect for human and labour rights, decent working condition, child labour, working hours, wages, non-discrimination, freedom of association, health and safety, etc.

## 2.3 Whistleblowing – the Integrity Channel

The Group has established reporting systems and procedures to facilitate internal and external notifications if circumstances can be found to exist that are subject to penal sanctions, or that are in violation of statutory obligations or prohibitions, or in breach of the Code of Conduct or generally accepted ethical standards. Examples of violations include, but are not limited to, fraud and corruption, harassment and discrimination, and violations of environmental and human rights laws. There is no requirement that the whistleblower can prove the event, act, or omission.

Reports of concerns can be made through the Group's Integrity Channel available at <https://www.havgroup.no/about/corporate-responsibility>, which offers the whistleblower the possibility to report anonymously, and where the whistleblower's identity will be kept confidential to the extent permitted by the applicable personal data regulations. Employees and external parties are encouraged to use their right and responsibility to report concerns.

## 3. Engaging with affected stakeholders in all key steps of the due diligence

We encourage suppliers, consultants and other business partners within our sphere of influence to adopt the principles of the Code of Conduct, and in the assessment of potential and current suppliers, the principles described in the Supplier Code of Conduct shall be applied. The supplier is required to report on potential and actual adverse impacts, and if any potential or actual adverse impacts are detected, the Group has the right to demand efforts from the supplier to rectify the

situation. The Group takes a partnership approach in relation to suppliers by proactively seeking continuous improvement also on the part of suppliers, but in severe cases the Group has the right to terminate the contract.

#### 4. Identifying and assessing adverse impacts

##### 4.1 Prioritisation in the Group

The Global Economy's Human Rights and Rule of Law Index considers the relationship between the state and its population insofar as fundamental human rights are protected and freedoms are observed and respected. The higher the indicator's value, the less protected are the human rights and the rule of law in the country.

Although the Group has offices in Poland, Croatia and Turkey, our main operations take place in Norway, where the risk of human rights violations is perceived to be low (0.5 as per the Human rights and Rule of Law Index). However, the Group is also dependent on suppliers that operate globally, which makes human rights violation and decent working conditions important topics for us.

In 2024, the Group updated its due diligence assessments of existing suppliers. In these assessments, we have listed suppliers across the Group (more than 100) based on for example size, industry, and country of operations. We have also looked into whether the supplier itself is subject to the Transparency Act as well as the Norwegian law on collective bargaining agreements, which many of our suppliers are.

##### 4.2 Due diligence process

The Group has implemented guidelines to identify and assess adverse impacts, prevent and mitigate such impacts, track improvements and communicate any findings and results. Such due diligence processes are carried out regularly, proportionally to the size of each enterprise, the nature of the businesses, the context of the operations, and the severity and probability of adverse impacts on fundamental human rights and decent working conditions.

As part of our due diligence processes, we have created an initial overview of our areas of operations and type of relationship with suppliers and business partners. Based on the initial scoping process, we perform a risk and impact assessment of prioritised operations, suppliers and business relationship to identify and assess specific actual and potential adverse impacts. Where significant risks or impacts are detected, the Group will consider how to cease, prevent or mitigate the adverse impacts and/or risks in accordance with its guidelines. Results are tracked and reported on, in accordance with the Transparency Act.

Assessments of the potential adverse impact on human rights and decent working conditions are always

made when entering into contracts with new suppliers, and entails for instance that the supplier receives information and accepts compliance with our ethical guidelines, request for more information from the supplier itself and some suppliers also have to fill out our ESG questionnaire where we request information on topics such as:

- Due diligence and supply chain management
- Human rights and decent working conditions
- Use of short-term employment
- Forced labour
- Child labour
- Working hours, wages, and benefits
- Non-discrimination
- Freedom of association
- Health and safety

#### 4.3 Results

The 2024 due diligence assessment confirms that the risk of human rights breaches in the Group is generally low. Risks identified relates to NES' and NGT's supply chain, see chapter 4.3.3 and 4.3.4.

##### 4.3.1 HAV Design AS ("HDE")

Based on previous assessments, we have found terms of employment, wages and workhours, discrimination, health and safety, data privacy and sexual harassment to be the main risk areas for HDE. These are considered when choosing suppliers and business partners. In the 2024 due diligence assessments, no negative impact on human rights and decent working conditions has been identified in HDE.

##### 4.3.2 HAV Hydrogen ("HHY")

As for HDE, we have found that terms of employment, wages and workhours, discrimination, health and safety, data privacy and sexual harassment pose the greatest risk areas for HHY, and such risks are considered when choosing suppliers and business partners. In the 2024 due diligence assessment, no negative impact on human rights and decent working conditions have been identified in HHY.



#### **4.3.3 Norwegian Greentech AS ("NGT")**

No negative impact on human rights or decent working conditions have been identified for NGT in 2024. The company has identified risks related to some of its suppliers which are operating in countries where the risk of human rights breaches is higher, where the supplier has a lot of sub-suppliers, is dependent on a high degree of foreign workers, and/or are operating in risk-related industries such as textile, cleaning, and transport (where wages and occupational health and safety can be a risk). However, NGT have a long-term cooperation with several of our suppliers, which is likely to reduce such risks.

#### **4.3.4 Norwegian Electric Systems AS ("NES")**

No negative impact on human rights or decent working conditions have been identified for NES in 2024. The company has identified risks related to some of its suppliers which are operating in countries where the risk of human rights breaches is higher, where the supplier has a lot of sub-suppliers, is dependent on a high degree of foreign workers, and/or are operating in risk-related industries such as textile, cleaning, and transport (where wages and occupational health and safety can be a risk). However, NES have a long-term cooperation with several of our suppliers, which is likely to reduce such risks.

### **5. Taking actions to address adverse impacts and risks**

In addition to implementing relevant policy documents, a channel for reporting irregularities and distributing a supplier questionnaire, the Group has taken a number of measures in order to mitigate risks in our supply chain, for example, we have collected additional information about selected suppliers, such as certifications obtained, their sustainability/CSR report or other relevant documentation, which is saved and evaluated/discussed. We have also checked whether our suppliers have implemented their own ethical guidelines, are members of the UN Global Compact (UNGC) and/or are certified according to the ISO 9001 certification (Quality Management System).

### **6. Tracking the effectiveness of efforts and communicating**

Going forward, we will continue our due diligence assessments of suppliers, in particular those that are using a significant number of subcontractors or a high degree of foreign workers, to make sure that payments and decent working conditions are considered. We will also make sure that all suppliers have received and accepted to comply with the Supplier Code of Conduct. These measures are likely to further reduce the risk of negative consequences and halt present activities that might have negative impact.

## APPENDIX 2:

# Statement on equality and non-discrimination

## 1. Introduction

According to the Norwegian Equality and Anti-Discrimination Act §26, Norwegian employers shall make active, targeted, and systematic efforts to promote equality and prevent discrimination in the workplace. Under the Act, all public and private companies that employ more than 50 persons are required to investigate and analyse risks of discrimination or other barriers to equality and implement and evaluate measures suited to counteract discrimination and promote greater equality and diversity in the workplace.

As of 31 December 2024, HAV Group (the parent company) had a total of 18 employees which means that we are not legally required to issue a public statement regarding our work on equality and non-discrimination. However, this is an important focus area for us, and we are therefore reporting with reference to the recommendations from The Norwegian Directorate for Children, Youth and Family Affairs (Bufdir). As NES had more than 50 employees in Norway at the end of 2024, the company publishes its own statement, in accordance with the Act.

In the rest of this document, HAV Group refers to both the parent company and its subsidiaries.

## 2. State of gender equality and pay gaps

In 2024, HAV Group had 159 permanent employees, where 32 (22%) are women and 127 (79%) are men. The reason why HAV Group employs more male than female workers is largely due to the fact that there are more men that choose to pursue a career within our industry. In terms of part-time, temporary, and non-guaranteed hour employees, there are no significant differences between men and women.

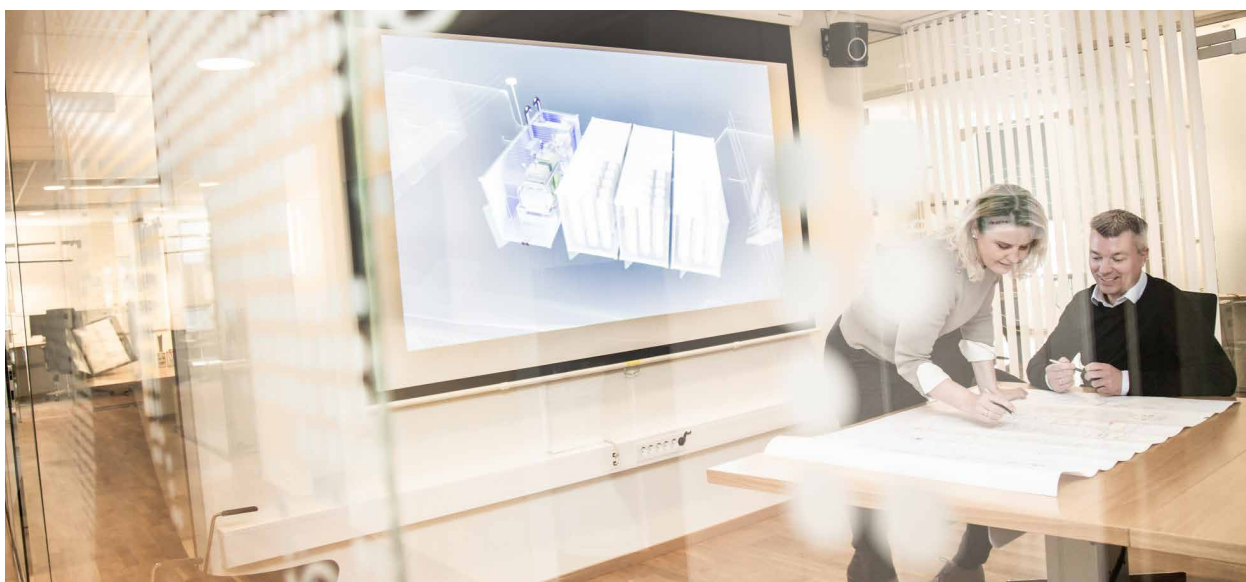
Both women and men are entitled to parental leave. In 2024, 1 woman and 4 men took parental leave across the Group.

Equal pay for equal work is an important principle in HAV Group. In 2024, women earned 96% of men's salary.

## 3. Work for gender equality and non-discrimination

### 3.1 Principles, procedures and standards for equality and anti-discrimination

HAV Group aims to be a workplace where there is full equality between women and men. The working environment shall be fair and inclusive, with equal opportunities for all. Our policy



commitment relating to this topic is referenced in the code of conduct, which can be accessed on our website.

We do not tolerate any form of discrimination, harassment, or degrading treatment of employees. We respect and support basic human rights and labour rights, including the UN's Declaration of Human Rights, the OECD's guidelines for multinational enterprises and the ILO's declaration on fundamental principles and rights in the workplace. When recruiting new employees, every candidate will be evaluated based on their qualifications and skills only.

We expect employees and others to report unwanted and undesirable behaviour. Reports can be made to HAV Group's Integrity Channel, managed by the Head of Legal Affairs and the Senior Vice President Human Resources, and relevant personnel are required to determine corrective actions or improvements needed in the HSE management system. All reports will be handled with discretion and without reprisals for the person reporting.

### 3.2 This is how we work to ensure equality and non-discrimination in practice

We have established several initiatives across the Group to prevent obstacles to equality. HAV Group (the parent company) is for example a member of the Women's International Shipping Trading Association (WISTA International) which objective is to attract and support women at the management group level, in the maritime, trading and logistics sectors. As a member, HAV Group (the parent company) have committed to the '40 by 30 Initiative', meaning that we will promote

diversity and strive towards increasing the share of women in leading positions to 40% by 2030. In 2024, we established an action plan on how to reach this target.

To monitor progress and to make sure that we have an equal and inspiring working environment free of any discrimination, we keep a close dialogue with employees through personnel and all-hands meetings. We also conduct an employment survey every year where we specifically ask about equality and non-discrimination. In 2024, the response rate was 79% and actions have been implemented based on the results. We also conduct development talks with employees annually, where questions or concerns regarding diversity and inclusion can be raised.

Our efforts are made to accommodate working conditions to the extent possible, particularly concerning parental leave arrangements, where we emphasise that leave periods do not hinder career development. We also offer flexibility when it comes to part time work or reduced working hours. This makes it easier for employees to combine their work at HAV Group with other obligations in their life, such as caring for parents or small children.

We are committed to ensuring that our employees receive compensation and conditions following laws, agreements, and guidelines. Our compensation framework is reviewed annually during salary negotiations. This ensures that all employees receive a market-competitive pay following their competence, experience, and professional level, and this goes for both our male and female employees.

When recruiting new employees, we make sure that the job advertisement is aimed at attracting both men and women. All employees – including those who work part time, temporary or contracted – are informed about job vacancies through the Intranet. We also participate at career fairs and similar events where we highlight the industry opportunities for both male and female talents. Diversity and equality are also topics of discussion in our collaboration with TEKNA (the Norwegian trade union for scientist, technologist and students), FLT (a trade union for engineers, production managers, middle managers, team leaders and technical staff in the private sector) and NITO (Norway's largest trade union for engineers and technologists).

### 3.3 General risks for discrimination and obstacles to gender equality

Union representatives and the management group have identified the following potential risks and barriers regarding gender equality:

- Hard to combine work and sound family life
- Male-dominated industry

### 3.4 Objectives

To minimise risks for discrimination and obstacles to gender equality, we aim to:

- Conduct employee interviews and satisfaction surveys annually.
- Attend career fairs, etc. to change a traditional mindset indicating that certain professions are only for men or women. Our goal is to attend at least 2-4 career fairs each year.
- Be proactive in conveying the exciting industry we have and the job opportunities we can offer to students before they make choices about their educational path after lower secondary school. It is therefore a goal to participate in "career days" held during the last year of lower secondary school.
- Continuously working on the content in our job advertisements. We aim to have a conscious approach to our use of images, for instance by using more pictures of women in our digital campaigns.
- Continue the HAV Group Basic Training programme for all employees and both men and women.
- Ensure that the Group have an inclusive work culture and policies that support work-life balance.
- Develop and establish a mentoring program for female employees, where women are both participants and mentors.
- Be visible and talk about our commitment to diversity and inclusion, and show it by participating in conferences, seminars and on other relevant arenas.
- Have a system for securing equal pay and have objectives to increase the proportion of women at the management group level. Publish the figures to show progress.
- Ensure that the Group has flexible work time arrangements and that employees are offered the possibility to work from home.
- Develop and establish a zero-tolerance policy for gender-based discrimination and harassment in our workplace.
- Make sure employees are aware of the policy and know how to report any incidents.

### 3.5 Results of the work and expectations for the work going forward

We have not received any reports of misconduct or discrimination in the reporting period.

### 3.6 Action overview and action plan

The status of our work on equality and non-discrimination is reviewed at quarterly collaboration meetings between the management group, union and safety representatives. In 2024, we have:

- Conducted our employee engagement survey with an 79% response rate.
- Attended 4 career fairs.
- Attended the local Innovation Camp (Innovasjonscamp) where students from 2nd year in lower secondary school participated.
- Continued the HAV Group Basic Training programme for all employees (both men and women).
- Continued our flexible work time arrangements and employees are offered the possibility to work from home when needed.
- Developed a zero-tolerance policy for gender-based discrimination and harassment in our workplace.
- Informed employees about the policy and how to report any incidents through our Integrity channel.

In 2025, we will continue to monitor risk areas to make sure that these are mitigated and improved.

APPENDIX 3:

ACRONYM	FULL NAME
AIB	Association of Issuing Bodies
AMU	Arbeidsmiljøutvalg (Working Environment Committee)
CEO	Chief Executive Officer
CH4	Methane
CHRO	The Chief Human Resource Officer
CO2	Carbon dioxide
DEFRA	Department of Environment, Food & Rural Affairs
ESG	Environmental, Social, Governance
ESRS	European Sustainability Reporting Standards
EUR	Euros
GHG	Greenhouse Gas (also refers to Greenhouse Gas Protocol)
GRI	General Reporting Initiative's
HDE	HAV Design
HHY	HAV Hydrogen
HSE	Health, Safety, Environment
HSEQ	Health, Safety, Environment and Quality
IEA	International Energy Agency
IMO	International Maritime Organization
ISO	The International Organization for Standardization
NAV	The Norwegian Labour and Welfare Administration
NES	Norwegian Electric Systems
NGT	Norwegian Greentech
NHO	Næringslivets Hovedorganisasjon
NOK	Norwegian kroners
NUES	The Norwegian Code of Practice for Corporate Governance
OECD	The Organization of Economic Cooperation
OPEC	Organization of Petroleum Exporting Countries
SDG	Sustainable Development Goals
SOV	Service operation vessel
TQM	Total Quality Management
VPS	Norwegian Central Securities Depository
ÅKP	Ålesund Kunnskapspark



